

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2023

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 001-40806

Freshworks Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

33-1218825

(I.R.S. Employer
Identification Number)

2950 S. Delaware Street, Suite 201
San Mateo, CA 94403

(Address of principal executive offices, including zip code)

(650) 513-0514

(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 \$0.00001 per share | FRSH | The Nasdaq Stock Market LLC |

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

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

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

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

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

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

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

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

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

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

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

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

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2023 was approximately \$2.91 billion, based on the closing price of \$17.58 per share for the registrant's Class A common stock as reported for such date by Nasdaq Global Select Market. This determination of affiliate status does not reflect a determination that such persons are affiliates of the registrant for any other purpose.

As of February 13, 2024, the number of shares of the registrant's Class A common stock outstanding was 218,138,784 and the number of shares of the registrant's Class B common stock outstanding was 79,798,510.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for the 2024 Annual Meeting of Stockholders (the "2024 Proxy Statement") are incorporated by reference into Part III of this Annual Report on Form 10-K to the extent stated herein. The 2024 Proxy Statement will be filed with Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2023.

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SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act), about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this report, including statements regarding our future results of operations and financial condition, business strategy, and plans and objectives of management for future operations, are forward-looking statements. In some cases, forward-looking statements may be identified by words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," or "would," or the negative of these words or other similar terms or expressions. These forward-looking statements include, but are not limited to, statements concerning the following:

- our expectations regarding our annual recurring revenue (ARR), revenue, expenses, and other operating results;
- our ability to acquire new customers and successfully retain existing customers;
- our ability to increase the number of users who access our platform;
- our ability to increase usage of existing products;
- our ability to effectively manage our growth;
- our ability to achieve or sustain profitability;
- future investments in our business, our anticipated capital expenditures, and our estimates regarding our capital requirements;
- the costs and success of our sales and marketing efforts, and our ability to maintain and enhance our brand;
- the estimated addressable market opportunity for existing products and new products;
- our reliance on key personnel and our ability to identify, recruit, and retain skilled personnel;
- our ability to effectively manage our growth, including any international expansion;
- the effects of macroeconomic uncertainties, including rising interest rates, foreign exchange rate volatility, global geopolitical uncertainties, inflationary pressures, and other macroeconomic factors beyond our control;
- our ability to protect our intellectual property rights and any costs associated therewith;
- our ability to compete effectively with existing competitors and new market entrants; and
- the size and growth rates of the markets in which we compete.

You should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Annual Report on Form 10-K primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, and operating results. 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" contained in Part I, Item 1A in this Annual Report on Form 10-K and elsewhere in this Annual Report on Form 10-K. 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 Annual Report on Form 10-K. 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 these described in the forward-looking statements.

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

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

Part I

Item 1. Business

Overview

Our mission is to make it fast and easy for businesses to delight their customers and employees.

We deliver modern and innovative AI-guided customer and employee service solutions that enable companies of all sizes to drive delightful engagement and increase productivity. We started with Freshdesk, our customer service (CS) product, and later expanded our offering to include Freshservice, our IT and employee service management (ITSM) product. Next, we introduced Freshsales and Freshmarketer, our sales force and marketing automation solutions, and Freshchat, our messaging/chat product offering. Currently, more than 67,100 businesses use our software to make engaging customers and employees more efficient and enjoyable.

Our enterprise-grade platform and products deliver the modern functionality and capabilities businesses need, while being intuitive and easy to use, rapid to onboard, agile, and affordable for organizations of all sizes. We build intelligence and automation into our products wherever possible to accelerate user productivity and allow them to quickly meet the increasing demands of their customers and employees. By accelerating time to value, increasing productivity, and lowering costs, we provide businesses with a concrete return on their investment in Freshworks. With an increased ability to delight customers and employees, businesses also benefit from improved retention, higher net promoter scores (NPS), and better business outcomes.

Businesses from approximately 170 countries around the world use Freshworks products to delight their customers and employees every day. As of December 31, 2023, over 50% of our annual recurring revenue (ARR) was from customers with more than 250 employees. We provide products across multiple markets in order to address the needs of businesses of all sizes that need to digitally transform to delight their customers and employees.

Our business has grown rapidly in recent periods as our customer base and operations have scaled. Our total revenue was \$596.4 million, \$498.0 million and \$371.0 million in the years ended December 31, 2023, 2022 and 2021, respectively, representing year-over-year growth rates of 20% and 34%, respectively.

Our Business Model

Product-led growth (PLG) is the core foundation of Freshworks and has helped us serve organizations of all sizes. The simplicity and powerful functionality underpinning our Freshworks solutions acts as the primary driver of customer acquisition, conversion, and expansion by driving trials of our products that we supplement with our inbound and outbound sales motions. Our pricing is transparent, affordable, and easy to understand, reducing the length of sales cycles and increasing the efficiency of marketing and sales. This enables us to disrupt the traditional top-down sales motion, letting users, not executives, designate Freshworks as their software of choice.

Our go-to-market approach allows us to respond to how businesses want to buy our products. This flexible approach capitalizes on the strong user-driven adoption and user love for our products with a dedicated focus on driving successful adoption and expansion within organizations and divisions of large organizations. We offer our products under both free and paid subscription plans, further reducing friction to adoption and accelerating our go-to-market motion.

We focus our go-to-market motion on businesses based on their size:

- **Small- and Mid-Sized Businesses (SMB)** (organizations with 250 or fewer employees): We service our SMB customers through inbound and partner demand generation, which is low-cost, low-touch, and self-service.
- **Mid-Market** (organizations with 251 to 5,000 employees): We service our mid-market customers through inbound, outbound and partner demand generation.
- **Enterprise** (organizations with 5,001 or more employees): We service our enterprise customers through inbound, outbound and partner demand generation. We focus on serving divisions or departments within enterprises.

We have three go-to-market motions to attract customers:

- **Inbound motion:** Our inbound motion is the primary way we sell to organizations, regardless of the organization's size or industry. We rely on efficient search marketing and word of mouth to encourage individual users or small teams within an organization to discover, try, and purchase our products. We drive potential customers to our website as the

primary channel to learn about our solutions and we offer 14-day free trials of our products, giving potential customers flexibility to try before they buy.

- **Outbound motion:** This approach is focused on mid-market and enterprise organizations. We rely on three main groups to drive our outbound business: outbound marketing, sales development representatives, and field sales representatives. We utilize our outbound motion in conjunction with our inbound efforts to help accelerate the adoption of our products, and the increased usage of our products within existing customers.
- **Partner ecosystem:** Our growing partner ecosystem enriches our offerings, scales our geographic coverage, and helps us reach a broader audience than we would be able to reach on our own, thus amplifying our go-to-market investments. Our partner ecosystem consists of channel partners, independent software vendors (ISV) partners and marketplace partners, including developers.

Once a business has purchased a subscription to one of our products, we activate our customer success programs that are aligned with the size and scale of each customer and are designed to ensure businesses are getting the most out of their subscription. We provide digital onboarding directly or with partners to all customers. We conduct health checks and business reviews, monitor customer satisfaction and NPS, and identify gaps to proactively address any concerns. Our customer success team is also responsible for customer renewals and for identifying expansion opportunities.

Products and Capabilities

Freshworks provides solutions that serve the needs of users in the CS and ITSM categories, and we have also expanded our offering with Sales and Marketing automation products. These product offerings enable organizations to acquire, engage, and better serve their customers and employees.

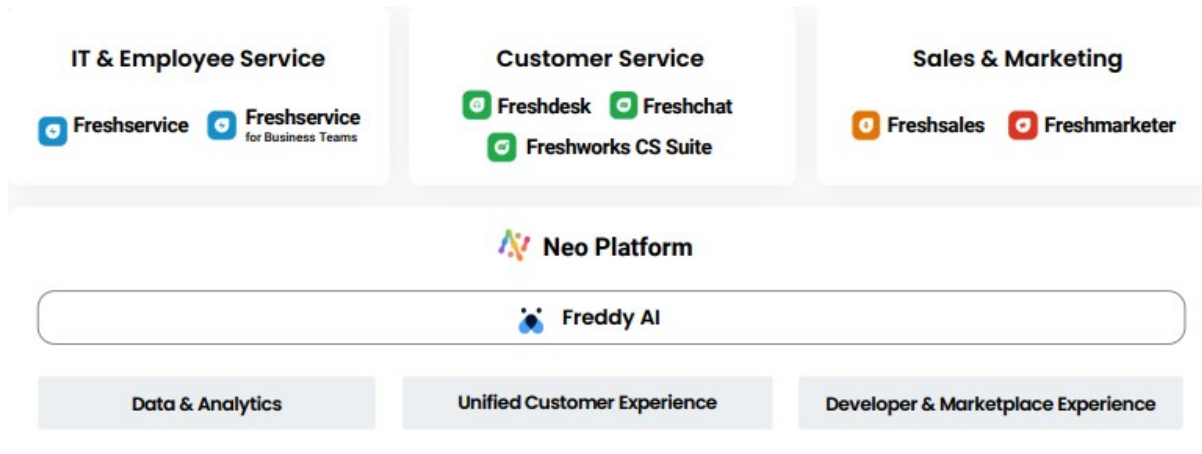
For customer facing teams, we offer our CS family of products, including Freshworks Customer Service Suite, Freshdesk, Freshchat, Freshcaller, and Freshsuccess. These products allow businesses to deliver effortless, self-service resolutions for their customers, a unified workspace for their agents, and performance insights for their leaders.

For IT and employee-facing teams, our service management product, Freshservice, provides both the intelligence and automation businesses need to give employees the “consumer” like experience they now expect. Freshservice provides a foundation for managing the IT department and extends to other departments like HR and Facilities.

For go-to-market teams, our Sales and Marketing products of Freshsales, Freshmarketer, and Freshsales Suite align users with a unified view of the customer journey to better acquire, engage, and close customers.

All of our products leverage our Freshworks Neo platform, which provides shared services that enable us to rapidly innovate and release new capabilities. Freddy AI, our generative AI-powered platform service, enables businesses to more efficiently deliver customer and employee delight at scale. Businesses can also use Neo's Developer platform and Marketplace to extend and integrate Freshworks into their existing systems and advanced analytics to gain insights that help them run their business more efficiently.

Freshworks Products Overview



Customer Relationship Management (CRM) Product Offerings

Freshworks has a unified CRM platform that encompasses Support, Sales and Marketing.

Customer Service (CS) Product Offerings

The flagship product of our CS offerings is the Freshworks Customer Service Suite. It combines AI-powered, self-service bots, a conversational agent workspace, and powerful ticketing capabilities that allow our customers to deliver seamless, effortless experiences to their clients and consumers. Freshworks also offers various products to address specific use cases.

- **Freshworks Customer Service Suite.** Customer Service Suite is an all-in-one customer service solution supercharged with AI. The Suite provides automated, personalized self-service on every channel, including web, chat, mobile messaging, email, and social. With a full customer context and AI-powered assistance, agents deliver fast resolutions and empathetic customer service. Unified performance reports and proactive insights and recommendations allow leaders to make data-driven decisions and take action faster. With an all-in-one solution, our customers realize impact fast and experience higher returns on their technology investments.
- **Freshdesk.** Freshdesk is a ticketing-centric customer service solution supercharged with AI. Freshdesk provides advanced ticketing capabilities, self-service experiences powered by knowledge bases and portals, and easy collaboration across teams. Companies can provide support across email, portals, knowledge bases, and social channels. Customers effortlessly self-serve through knowledge bases and branded portals. Agents deliver fast resolutions with AI-powered assistance tools, such as suggested responses and conversation summaries. Easy-to-use collaboration tools allow agents to collaborate with subject matter experts and different departments to get more complex issues resolved. Freshdesk makes customer service fast and easy for businesses looking for a ticket-centric customer service solution with enterprise-grade capabilities.
- **Freshcaller.** Freshcaller is a cloud-based telephony solution that helps teams deliver fast resolutions over voice as a channel. Freshcaller supports complex call-flows, number and call management, IVR, and advanced routing. Companies boost call deflection with AI-driven voice bots. Leaders improve service delivery with live dashboards, productivity reports, and live tracking. Freshcaller is often included as part of the complete CS as well as Sales & Marketing offerings.
- **Freshsuccess.** Freshsuccess is a customer success solution that helps B2B companies better retain and expand revenue within their customer base. It helps teams proactively address potential attrition risks and identify upsell opportunities with an actionable view of customer data, such as customer health, support, and communications history. Freshsuccess boosts team productivity by standardizing customer outreach, automating tasks, and streamlining reporting.

Messaging/Chat Product Offerings

- **Freshchat.** Freshchat provides agents with a modern conversational experience to proactively engage customers across digital messaging channels such as WhatsApp, Google Business Messages, SMS, and more. Freshchat enables automated and personalized self-service for fast resolutions. When an issue requires agent support, a customer is

seamlessly transferred to an agent. Agents are equipped with a full customer context and AI productivity tools to deliver fast resolutions. Leaders gain unified dashboards and reports to drive team performance. Freshchat is commonly included as part of the complete CS, Sales & Marketing, and ITSM offerings.

Sales and Marketing Product Offerings

The products for our Sales and Marketing offering are Freshsales, which businesses use for sales force automation, and Freshmarketer, which businesses use for marketing automation. We also offer Freshsales Suite that includes the best of sales force and marketing automation with a unified customer record so businesses can better market and sell to each customer.

- **Freshsales.** Freshsales is an advanced and user-friendly sales automation solution crafted to enhance businesses by boosting revenue growth and fostering strong customer connections. With its powerful feature set, Freshsales simplifies sales workflows, from lead generation to deal finalization and even Configure-Price-Quote. Boasting features like contact and opportunity management, AI-driven insights, and forecasting, Freshsales empowers sales teams to operate more intelligently, thereby improving productivity and morale. Powered by the unified customer record and the neo platform, sellers have instant access to 360-degree customer data, facilitating personalized, contextual interactions. Freshsales is a trusted choice for businesses of varying sizes, offering the flexibility and scalability necessary to adapt to dynamic market conditions and excel in today's competitive landscape.
- **Freshmarketer.** Freshmarketer is a cutting-edge marketing automation solution that empowers businesses to redefine their marketing strategies. Tailor personalized campaigns to specific target audiences, leverage intelligent automation for timely and relevant interactions, and optimize conversion strategies seamlessly. From streamlined customer acquisition to strategic nurturing and retention initiatives, Freshmarketer enhances every aspect of your marketing efforts. With a relentless focus on data-driven insights and efficient workflows, Freshmarketer transforms your marketing landscape. Embrace the future of marketing automation with Freshmarketer – a powerful and intuitive platform designed for unparalleled success in today's dynamic business environment
- **Freshsales Suite.** The Freshsales Suite, a seamless integration of Freshsales and Freshmarketer solutions, goes beyond traditional sales and marketing tools. This comprehensive suite offers businesses a unified platform, facilitating cohesive engagement and detailed tracking of customers throughout their entire buying journey. With a robust 360-degree customer data approach, the Freshsales Suite provides a holistic view, ensuring businesses have a comprehensive understanding of customer interactions. This unified solution, powered by a consolidated customer record, enables businesses to elevate their engagement strategies across each touchpoint in the customer journey, resulting in more informed and personalized interactions.

IT and Employee Service Management (ITSM) Product Offerings

Freshservice is a unified, AI-powered solution with essential IT and employee service management capabilities that empower our customers to provide reliable services company-wide.

- **Freshservice,** leveraging the power of AI, transforms the way end users, agents, and decision-makers work by replacing forms, lists, and queries with conversational, collaborative, and omnichannel experiences. Freshservice includes virtual agents that help employees resolve issues, make requests, and answer questions without contacting the service desk. Freshservice increases agent productivity by automating routine work like summarizing tickets, generating responses, and creating consistent tone and clarity of responses. Leveraging AI, Freshservice enables decision-makers with actionable insights through a conversational data mining and analysis approach.
- Freshservice delivers the capabilities leaders need to manage the IT estate, including ITSM, IT Operations Management (ITOM), and IT Asset Management (ITAM), on the same platform, enabling collaboration across teams. Freshservice streamlines IT service delivery, providing a unified approach to incident, request, knowledge, change, and problem management. Our service-aware IT operations management provides integrated alert management by processing large amounts of machine-based system monitoring data to put the focus on critical areas and drive fast resolution. Asset management helps optimize the assets used to provide services on-premises, hybrid, and cloud. Freshservice also offers powerful dashboards and reporting functionality to improve service delivery.
- **Freshservice for Business Teams** provides a unified employee service experience while ensuring the secure separation of departmental data. Freshservice for Business Teams enables non-IT departments like HR, Finance, Facilities, and Legal to benefit from service management and workflow automation.

Additional Products

We also periodically experiment with offering free tools which, if they gain traction, will get integrated into one of our main products. For example, we introduced Freshping, which gives businesses the capabilities to monitor their website's availability and get multichannel alerts if their website goes down, and Freshstatus, which allows businesses to create a custom branded website status page for internal or external viewing to communicate website uptime and availability. Most recently, we introduced Freshsurvey, a free tool built entirely on the Neo platform that makes it easy to measure NPS and other satisfaction metrics directly within Freshworks products.

Our Platform—Freshworks Neo

Our Neo platform is the AI-powered, enterprise-grade foundation for all Freshworks products. Key components of our Neo platform include an AI engine, a Developer platform, the Freshworks Marketplace, analytics service and unified customer experience services.

- Freddy AI is Freshworks' native AI engine that brings the power of generative AI to all Freshworks products. Customers are able to gain personalized support via Freddy Self Service, contextual user assistance via Freddy Copilot, and actionable insights via Freddy Insights.
- The Developer platform allows businesses to extend the Freshworks product experience by enabling them to build apps with our toolkits and comprehensive documentations, supported by a thriving community. Freddy Copilot for developers, our latest generative AI capability, helps significantly accelerate the app development process.
- The Marketplace, a curated collection of over 1,200 apps, offers plug-n-play extensibility to Freshworks products. These applications cover a wide range of categories including agent productivity, collaboration, data sync, data migration, workflow automation, etc. and can be accessed directly from the product user-interface.
- The analytics service, an AI-powered no-code engine, enables users to analyze data, create data visualizations, and derive insights and actionable recommendations.
- The unified customer experience services are a combination of shared capabilities that enable a unified experience natively inside our products. These services include Neo Admin Center to centrally manage security and billing for our products, UCR to power a holistic view of the customer, Custom Objects to bring in the customers' business critical data into our products and Conversations to unify B2B and B2C channels.

Technology

Freshworks products are cloud-native SaaS systems that are based on modern, proven technologies—Ruby on Rails, Java, and MySQL. Leveraging these and other open source technologies, our systems are built to operate as independent 'pods' of compute, storage, and database infrastructure. Our products are hosted in AWS regions in the United States, EU, India, and Australia.

In addition to their ease of use and functionality, the key characteristics of Freshworks products are:

- **Scalability:** As multi-tenant systems, our products are engineered to scale with increased usage by businesses and an increasing number of customers. Our products are architected to be horizontally scalable across compute and database infrastructure. We leverage the open source Kubernetes system for automated scaling of our containerized applications. Our independent 'pod' architecture enables our products to be provisioned across geographically distributed data centers, for additional scalability and data localization.
- **Reliability:** Our products are engineered with reliability as a key consideration from design through all phases of development and operation. We run our SaaS service with the built-in redundancy of independent 'pods' across multiple data centers within an AWS region, to provide continuity of service in the face of infrastructure disruptions in individual data centers. Every new version of our software undergoes stringent functional, security, and regression testing, and is deployed through controlled processes to production. Following the infrastructure-as-code allows for repeatable and reliable infrastructure provisioning. Our products are monitored for performance and anomalies 24x7 by a Network Operations Center to provide for system availability and prevent abuse.
- **Security:** We are ISO 27001 certified and SOC 2 Type 2 certified. Our cybersecurity program is based on the concept of defense-in-depth and focuses on securing data at every layer. Our security posture is maintained by utilizing both enterprise technologies and customized open-source solutions designed to identify, detect, and prevent cybersecurity threats, as well as 24x7 monitoring for malicious activity. Our cybersecurity program encompasses product security,

security architecture and engineering, cloud security, penetration testing, third-party risk management and customer support. Our production network and systems are accessible only to authorized Freshworks personnel.

- **Efficiency:** Our multi-tenant architecture delivers economies of scale, ensuring improved utilization of cloud infrastructure as businesses and customer usage grows. Our governance process is geared to identify and implement infrastructure and production architecture optimizations, and effectively utilize the capabilities of our technology and cloud vendors.

Research and Development

Our engineering and product teams are customer-oriented and work alongside businesses to deliver high value, high-quality features and functionality across the numerous products we support, including customer-requested features that would be valuable across our customer base. We deliver these product features and capabilities through Freshwave, our adaptation of the agile software development methodology, balancing development velocity, roadmap predictability and product quality. Our internal 'Idea-To-Product' process for rapid solutioning of product requirements is a key enabler of innovation and collaborative development. The choice of expressive and powerful development frameworks and languages in our technology stack enables us to innovate at scale across multiple products.

We have a research and development presence in both the United States and India, which we believe is a strategic advantage for us, allowing us to efficiently invest more in increasing our product capabilities.

Sales and Marketing

The foundation of our go-to-market strategy is a highly efficient inbound motion driven by PLG, as well as paid campaigns and search engine optimized (SEO) content marketing, affiliates and listings across peer review sites to drive organic traffic. Leads are ushered into a trial where they experience in-app triggers, lifecycle emails and functionality that prompts conversion to paying customers. We layer in both an outbound sales and marketing motion, as well as a partner-led sales distribution strategy to increase success across the breadth of our market opportunity. We have continually increased investments in our outbound sales and marketing efforts globally. Our sales teams are organized by customer size, targeting SMBs with a highly efficient, cost-effective sales organization based in Chennai, in region sales teams focused on our larger customers, and partner-selling teams supporting our partners in other geographies.

Our marketing efforts are primarily focused on generating high-quality leads and building our sales pipeline through a combination of growth marketing and brand acceleration programs across online and offline channels. Our digital and content marketing teams generate strong inbound demand through effective paid, social media, and SEO tactics that support website traffic growth and conversions. We also market our solutions through targeted online events and webinars, along with offline events across different regions, including trade shows, roadshows, and our own flagship global user conference, Refresh. Our events are designed to promote favorable word of mouth, discovery, and demand generation. Our customer marketing team specifically focuses on accelerating engagement, growth, and advocacy from our growing base of customers, while also driving engagement with our online community. Finally, our press and analyst relations efforts help generate additional awareness and validation to accelerate and support the customer buying cycle.

Competition

The markets in which we operate are highly competitive. A significant number of companies have developed or are developing products and services that currently, or in the future may, compete with some or all of our offerings. Many of these services do not offer complete solutions—often they provide a feature comparable to a component of our platform (e.g., only customer service management, only IT service management, only Sales and Marketing). Within CS, we primarily face competition from CS suites, such as Salesforce, Zendesk, and Zoho, legacy vendors, such as Oracle and SAP, and pure-play vendors. Within ITSM, we primarily face competition from traditional vendors, such as ServiceNow, BMC, Ivanti/Cherwell, and modern pure-play vendors, such as Atlassian. Within Sales and Marketing, we primarily face competition from full-featured vendors, such as Salesforce, HubSpot, and Microsoft Dynamics, legacy vendors, such as Oracle, SAP, and Sage, and pure-play vendors.

We believe we compete favorably based on the following competitive factors:

- designed for the user;
- lesser time to realize value of investment;
- unified experience;

- modern, end-to-end, and extensible platform;
- designed for businesses of all sizes;
- intelligent, automation-first and AI/ML-powered solutions;
- product-led go-to-market motion;
- fast to go-live;
- easy and intuitive; and
- affordable pricing.

Governmental Regulations

Our business is and will continue to be subject to extensive U.S. federal and state and foreign laws and regulations, including laws and regulations involving privacy, data protection, security, intellectual property, competition, taxation, anti-corruption, anti-bribery, anti-money laundering, and other similar laws. Many of these laws and regulations are still evolving and are likely to remain uncertain for the foreseeable future, and these laws and regulations can vary significantly from jurisdiction to jurisdiction. The costs of complying with these laws and regulations are high and likely to increase in the future. Further, the impact of these laws and regulations may disproportionately affect our business in comparison to our competitors that have greater resources.

In the United States, we are subject to data security and privacy rules and regulations promulgated under the authority of the Federal Trade Commission, the Electronic Communications Privacy Act, the Computer Fraud and Abuse Act, the California Consumer Privacy Act of 2018 (CCPA), the California Privacy Rights Act (together with the CCPA, collectively, the California Privacy Regulations), and other state and federal laws relating to privacy and data security. The California Privacy Regulations require covered businesses to provide new disclosures to California residents and to provide them new ways to opt-out of the sale of personal information, and provide a private right of action and statutory damages for data breaches. Other jurisdictions in the United States are beginning to propose laws similar to the California Privacy Regulations.

As a result of our international operations, we must comply with a multitude of data security and privacy laws that may vary significantly from jurisdiction to jurisdiction. Virtually every jurisdiction in which we operate has established or is in the process of establishing data security and privacy legal frameworks with which we or our customers must comply. Our failure to comply with the laws of each jurisdiction may subject us to significant penalties. For example, the data protection landscape in Europe, including with respect to cross-border data transfers, is currently unstable and other countries outside of Europe have enacted or are considering enacting cross-border data transfer restrictions and laws requiring local data residency.

For a discussion of the various risks we face from regulation and compliance matters, see the sections titled “Risk Factors—Risks Related to Our Business” and “Risk Factors—Risks Related to International Operations.”

Intellectual Property

Intellectual property is an important component of our business. We rely on a combination of patents, trademarks, copyrights, trade secrets as well as contractual provisions and restrictions to establish and protect our proprietary rights.

As of December 31, 2023, we had sixteen issued U.S. patents that expire between 2037 and 2041, and twelve pending patent applications. While we believe our patents and patent applications in the aggregate are important to our competitive position, no single patent or patent application is material to us as a whole. We intend to pursue additional patent protection to the extent we believe it would be beneficial and cost effective. We have registered trademark rights in “Freshworks,” our logos and multiple product names in the United States and targeted foreign jurisdictions. We also have registered domain names for websites that we use in our business, such as freshworks.com and similar variations.

In addition to the protection offered by our intellectual property rights, it is our practice to enter into confidentiality and invention assignment agreements (or similar agreements) with our employees, consultants and contractors involved in the development of intellectual property on our behalf. We also enter into confidentiality agreements with other third parties in order to limit access to, and disclosure and use of, our confidential information and proprietary information. Our intellectual property rights, however, may be challenged, invalidated, circumvented, infringed, or misappropriated and the laws of certain countries do not protect proprietary rights to the same extent as the laws of the United States. Moreover, our products incorporate software components licensed to the general public under open source software licenses. We obtain many components from software developed and released by contributors to independent open source components of our platform.

Open source licenses grant licensees broad permissions to use, copy, modify, and redistribute our platform. As a result, open source development and licensing practices can limit the value of our software copyright assets. We intend to pursue additional intellectual property protection to the extent we believe it would be beneficial and cost effective.

Our Culture and Employees

Our mission is to help businesses create delightful customer and employee experiences. That goal starts at home with our own team – and we strive to help our people succeed by continuously finding better, more human ways to work.

CEO and Founder Girish Mathrubootham, said, “From the beginning, I wanted to build a company optimized for employee happiness; we want our employees to have the best experience of their life at Freshworks. And for us, the journey will always be more important than the destination.”

Over time, we codified this virtue into leadership competencies embodied by all employees. They function as a behavioral compass to guide us to long term goals, on good days and the not-so-good days and are pivotal to creating our Freshworks culture and drive our business performance.

- **We focus on our customers.** We build and deliver solutions that exceed our customer expectations. We identify new opportunities that benefit their needs.
- **We drive results.** We persist in accomplishing objectives despite obstacles and setbacks. We push ourselves and help others achieve results.
- **We collaborate.** We work cooperatively to achieve shared objectives. We credit others for their contributions and accomplishments.
- **We innovate.** We come up with useful ideas that are new, better or unique. We take creative ideas and put them into practice, fast.
- **We adapt.** We are agile and readily adapt and adjust in the moment.
- **We value differences.** We contribute to a work environment where differences are valued and supported. We embrace a variety of cultures, experiences, styles and backgrounds to get results.

Our employee programs, benefits and development programs are designed to reflect our growth mindset culture and play a critical role in our talent management strategy. We focus on supporting our employees not only within their own teams and careers, but also in employee wellness. Our Employee Resource Groups are designed to promote inclusiveness and give everyone a chance to contribute their knowledge, skills, and unique perspectives. Our social impact initiatives include the STS Software Academy and on-going support of our communities in times of need. We plan to continue investing in leadership capabilities and employee experiences as we believe that this is a key differentiator for our employer brand and for delivering exceptional business outcomes.

As of December 31, 2023, we had a hybrid workforce of approximately 4,900 employees in North America, Europe, Asia and Australia. We’re headquartered in San Mateo, CA and have 13 other offices across the globe with a majority of employees based in India, where we were founded. Major areas of focus in this region include engineering, product design, customer support, in-bound sales and general and administrative personnel.

Available Information

Our website address is located at freshworks.com, and our investor relations website is located at ir.freshworks.com. We file electronically with the U.S. Securities and Exchange Commission (SEC) our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act. We make available on our investor relations website, free of charge, copies of these reports and other information as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. These filings with the SEC are also available on the SEC’s website located at www.sec.gov.

We announce material information to the public through a variety of means, including filings with the U.S. Securities and Exchange Commission, press releases, public conference calls, our website (freshworks.com), the investor relations section of our website (ir.freshworks.com), our LinkedIn account (linkedin.com/company/freshworks-inc/), and our X (formerly Twitter) account ([@FreshworksInc](https://twitter.com/FreshworksInc)). We use these channels to communicate with investors and the public about our company, our products and services and other matters. Therefore, we encourage investors, the media and others interested in our company to review the information we make public in these locations, as such information could be deemed to be material information.

Item 1A. Risk Factors

You should carefully consider the risks described below, as well as the other information in this Annual Report on Form 10-K, including our consolidated financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations." The occurrence of any of the events or developments described below could materially and adversely affect our business, financial condition, results of operations, and growth prospects. In such an event, the market price of our Class A common stock could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently believe are not material may also impair our business, financial condition, results of operations, and growth prospects. You should not interpret our disclosure of any of the following risks to imply that such risks have not already materialized.

Risk Factors Summary

Below is a summary of the principal factors that make an investment in our Class A common stock speculative or risky:

- We have a history of losses, and we may not be able to achieve profitability or, if achieved, sustain profitability.
- We have experienced significant growth in recent periods, and our recent growth rates may not be indicative of our future growth.
- We have a limited operating history at our current scale, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.
- Macroeconomic uncertainties, including inflationary pressures, supply chain disruptions, labor shortages, significant volatility in global markets, and recession risks have in the past and may continue to adversely affect our business, future results of operations, and financial condition, the effects of which remain uncertain.
- Our quarterly results may fluctuate significantly and may not meet our expectations or those of investors or securities analysts.
- Sales efforts to large customers, which are a growing part of our business involve risks that may not be present or that are present to a lesser extent with respect to sales to smaller organizations. If we fail to effectively manage these risks, our business, financial condition, and results of operations may be adversely affected.
- If we are unable to attract new customers, convert customers using our trial versions into paying customers, and expand usage of our products within or across organizations, our revenue growth would be harmed.
- Our ability to attract new customers and increase revenue from existing customers depends on our ability to develop new features, integrations, capabilities, and enhancements and to partner with third parties to design complementary products.
- We operate in a highly competitive industry, and competition presents an ongoing threat to the success of our business.
- We recognize revenue over the term of our customer contracts. Consequently, downturns or upturns in new sales may not be immediately reflected in our operating results and may be difficult to discern.
- We track certain key business metrics, which are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may harm our reputation and materially adversely affect our stock price, business, results of operations, and financial condition.
- We believe our long-term value as a company will be greater if we focus on growth, which may negatively impact our profitability.
- Our business depends substantially on our customers renewing their subscriptions and purchasing additional subscriptions from us. Any decline in our customer retention would harm our future operating results.
- A substantial portion of our business and operations are located in India, and we are subject to regulatory, economic, social, and policy uncertainties in India. We are subject to various labor laws, regulations and standards. Those uncertainties and non-compliance with and changes in such laws may adversely affect our business, results of operations, and financial condition.

- The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our stock prior to our initial public offering, including our executive officers, employees, and directors and their affiliates, and limiting your ability to influence corporate matters, which could adversely affect the trading price of our Class A common stock.

Risks Related to Our Business

We have a history of losses, and we may not be able to achieve profitability or, if achieved, sustain profitability.

We have incurred net losses in each fiscal year since our founding. We generated net losses of \$137.4 million and \$232.1 million for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, we had an accumulated deficit of \$3.6 billion. We do not expect to be profitable in the near future, and while we achieved profitability for one quarter in 2020, we cannot assure you that we will achieve profitability again in the future or that, if we do become profitable, we will sustain profitability. Any failure by us to achieve and sustain profitability could cause the value of our Class A common stock to decline. These losses reflect, among other things, the significant investments we made to develop and commercialize our products, serve our existing customers, and broaden our customer base.

As a result of expected investments and expenditures related to the growth of our business, we may experience increasing losses in future periods and these losses may be significantly greater than the losses we would incur if we developed our business more slowly. In addition, we may find that these efforts are more expensive than we currently anticipate or that they may not result in increases in our revenue.

We have experienced significant growth in recent periods and our recent growth rates may not be indicative of our future growth.

While we have experienced significant growth in recent periods, our revenue growth rate has declined more recently. Even if our revenue continues to increase, we expect that our revenue growth rate may continue to decline in the future as a result of a variety of factors, including the maturation of our business. Our growth may continue to be impacted by macroeconomic factors beyond our control, including, but not limited to rising interest rates, foreign exchange rate volatility, global geopolitical uncertainties, and supply-chain issues. Further, as we operate in a rapidly changing industry, widespread acceptance and use of our products are critical to our future growth and success. We believe our revenue growth depends on a number of factors, including, but not limited to, our ability to:

- attract new customers;
- grow or maintain our net dollar retention rate, expand usage within organizations, and sell additional subscriptions;
- gain continued acceptance and use of our products both inside and outside of the United States;
- expand the features and capabilities of our products, including artificial intelligence (AI) and machine learning features;
- provide excellent customer experience and customer service;
- price our subscription plans effectively;
- continue to successfully expand our sales force;
- maintain the security and reliability of our products;
- successfully compete against and withstand competitive pressure from established companies and new market entrants;
- increase awareness of our brand on a global basis; and
- comply with existing and new applicable laws and regulations.

We may not successfully accomplish any of these objectives, and as a result, it is difficult for us to forecast our future results of operations. If we are unable to maintain consistent revenue or revenue growth, our stock price could be volatile, and it may be difficult to achieve (or, if achieved, maintain) profitability. You should not rely on our revenue for any prior quarterly or annual periods as any indication of our future revenue or revenue growth.

In addition, in order to fuel our growth, we expect to continue to expend substantial financial and other resources on:

- expansion and enablement of our sales, services, and marketing organization to increase brand awareness and drive adoption of our products;
- product development, including investments in our product development team and the development of new products and new features and functionality, as well as investments in further differentiating our existing offerings;
- strategic technology and sales channel partnerships;
- acquisitions or strategic investments; and
- general administration, including legal and accounting expenses associated with being a public company.

These investments may not result in increased revenue in our business. If we are unable to maintain or increase our revenue at a rate sufficient to offset the expected increase in our costs, our business, financial position, and results of operations will be harmed, and we may not be able to achieve or maintain profitability. Additionally, we may encounter unforeseen operating expenses, difficulties, complications, delays, and other unknown factors that may result in losses in future periods. If our revenue does not meet our expectations in future periods, our business, financial position, and results of operations may be harmed.

We have a limited operating history at our current scale, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.

We have been growing significantly in recent periods and, as a result, have a relatively short history operating our business at its current scale. The growth and expansion of our business and products may place a significant strain on our management and our operational and financial resources. As we grow and expand, we will need to continue to successfully manage a variety of relationships with partners, customers, and other third parties. We must continue to improve and expand our information technology (IT) and financial infrastructure, our security and compliance requirements, our operating and administrative systems, our relationships with various partners and other third parties, and our ability to manage headcount and processes in an efficient manner to manage our growth effectively.

Furthermore, we operate in an industry that is characterized by rapid technological innovation, intense competition, changing customer needs, and frequent introductions of new products, technologies, and services. We may not be able to sustain the pace of improvements to our products successfully or implement systems, processes, and controls in an efficient or timely manner or in a manner that does not negatively affect our results of operations. Our failure to improve our systems, processes, and controls, or their failure to operate in the intended manner, may result in our inability to manage the growth of our business, forecast our revenue, expenses, and earnings accurately, or prevent losses.

We have encountered, and will continue to encounter, risks and uncertainties frequently experienced by growing companies in evolving industries. In addition, our future growth rate is subject to a number of uncertainties, such as general economic and market conditions. In particular, we have limited experience operating our business at its current scale under economic conditions characterized by high inflation or in recessionary or uncertain economic environments. If general economic and market conditions diminish the rate of global IT spending, small and mid-sized businesses (SMBs) that are our target customers may cease to operate, which could adversely affect demand for our products. If our assumptions regarding these risks and uncertainties, which we use to plan our business, are incorrect or change in reaction to changes in the market, or if we do not address these risks successfully, our results of operations could differ materially from our expectations, and our business, results of operations, and financial condition would suffer.

Macroeconomic uncertainties, including inflationary pressures, supply chain disruptions, labor shortages, significant volatility in global markets, and recession risks, have in the past adversely affected and may continue to adversely affect our business, future results of operations, and financial condition, the effects of which remain uncertain.

Global economic and business activities continue to face widespread macroeconomic uncertainties, including inflation, supply chain disruptions, labor shortages, as well as recession risks, which may continue for an extended period and which have resulted and may in the future result in decreased business spending by our customers and prospective customers and business partners and third-party business partners, reduced demand for our products, lower renewal rates by our customers, longer or delayed sales cycles, including due to existing customers and prospective customers delaying contracts, entering into new subscriptions, renewing existing subscriptions, or reducing budgets related to the products that we offer, all of which could have an adverse impact on our business operations and financial condition.

To the extent that macroeconomic uncertainties continue to harm our business, many of the other risks described in these risk factors may be exacerbated including but not limited to, those relating to our ability to increase sales to existing and new customers, develop and deploy new offerings and applications and maintain effective marketing and sales capabilities.

Our quarterly results have and may continue to fluctuate significantly and may not meet our expectations or those of investors or securities analysts.

Our quarterly results of operations, including the levels of our revenue, deferred revenue, working capital, and cash flows, have varied significantly in the past and may vary significantly in the future, such that period-to-period comparisons of our results of operations may not be meaningful. Our quarterly financial results have and may continue to fluctuate due to a variety of factors, many of which are outside of our control and may be difficult to predict, including, but not limited to:

- the level of demand for our products;
- our ability to grow or maintain our net dollar retention rate, expand usage within organizations, and sell subscriptions;
- the timing and success of new features, integrations, capabilities, and enhancements by us to our products, or by our competitors to their products, or any other changes in the competitive landscape of our market;
- our ability to achieve continued acceptance and use of our products;
- errors in our forecasting of the demand for our products, which would lead to lower revenue, increased costs, or both;
- the amount and timing of operating expenses and capital expenditures, as well as entry into operating leases, that we may incur to maintain and expand our business and operations and to remain competitive;
- the timing of expenses and recognition of revenue;
- security breaches, technical difficulties, or interruptions to our products;
- pricing pressure as a result of competition or otherwise;
- the continued ability to hire high quality and experienced talent in a fiercely competitive environment;
- the timing of the grant or vesting of equity awards to employees, directors, or consultants;
- seasonal buying patterns for software spending;
- declines or increases in the values of foreign currencies, primarily the Indian Rupee, British Pound, and Euro, relative to the U.S. dollar;
- changes in, and continuing uncertainty in relation to, the legislative or regulatory environment;
- legal and regulatory compliance costs in new and existing markets;
- costs and timing of expenses related to the potential acquisition of businesses, talent, technologies, or intellectual property, including potentially significant amortization costs and possible write-downs;
- health epidemics, influenza, and other highly communicable diseases or viruses;
- adverse litigation judgments, other dispute-related settlement payments, or other litigation-related costs; and
- general economic conditions in either domestic or international markets, including inflationary pressures and geopolitical uncertainty and instability and their effects on software spending.

Any one or more of the factors above may result in significant fluctuations in our quarterly results of operations, which may negatively impact the trading price of our Class A common stock. You should not rely on our past results as an indicator of our future performance.

Sales efforts to large customers involve risks that may not be present or that are present to a lesser extent with respect to sales to smaller organizations.

Larger customers are becoming a bigger part of our business. Sales to large customers involve risks that may not be present or that are present to a lesser extent with sales to smaller organizations, such as longer sales cycles, more complex customer

requirements, substantial upfront sales costs, and less predictability in completing some of our sales. For example, large customers may require considerable time to evaluate and test our products prior to making a purchase decision. A number of factors influence the length and variability of our sales cycle, including the need to educate potential customers about the uses and benefits of our products, the discretionary nature of purchasing and budget cycles, and the competitive nature of evaluation and purchasing approval processes. As a result, the length of our sales cycle, from identification of the opportunity to deal closure, may vary significantly from customer to customer, with sales to large enterprises typically taking longer to complete. Our typical sales cycle for mid-market and enterprise customers is approximately 150 days, as compared to 30 days for SMB customers. Moreover, large customers are often more demanding than other customers and begin to deploy our products on a limited basis but nevertheless require implementation services and negotiate pricing discounts or other onerous terms, which increase our upfront investment in the sales effort with no guarantee that sales to these customers will justify our substantial upfront investment, which can affect our roadmaps and deliverables. If we fail to effectively manage these risks associated with sales cycles and sales to large customers, our business, financial condition, and results of operations may be adversely affected.

If we are unable to attract new customers, convert customers using our trial versions into paying customers, and expand usage of our products within or across organizations, our revenue growth would be harmed.

To increase our revenue and achieve profitability, we must increase our customer base through various methods, including, but not limited to, adding new customers, converting customers using our free trial versions into paying customers, and expanding usage across our existing customers' organizations. We encourage customers on our free trial version to upgrade to paid subscription plans and customers on our base level paid plans to upgrade to plans with more features and to incorporate add-ons. Additionally, we seek to expand within organizations by having organizations add new users, upgrade their plans, or expand their use of our products into other departments within the organization. While we have experienced significant growth in the number of customers on our products, we do not know whether we will continue to achieve similar customer growth rates in the future. Numerous factors may impede our ability to add new customers, convert customers using our free trial versions into paying customers, expand usage within organizations, and sell subscriptions to our products, including but not limited to, our failure to attract, retain, and effectively train and motivate new sales and marketing personnel, develop or expand relationships with our partners, compete effectively against alternative products or services, successfully deploy new features and integrations, provide a quality customer experience and customer support, or ensure the effectiveness of our marketing programs.

In addition, because many of our new customers originate from word-of-mouth and other non-paid referrals from existing customers, we must ensure that our existing customers continue using our products in order for us to benefit from those referrals.

Our ability to attract new customers and increase revenue from existing customers depends on our ability to develop new features, integrations, capabilities, and enhancements, and to partner with third parties to design complementary products.

Our ability to attract new customers and increase revenue from existing customers depends in large part on our ability to continually enhance and improve our products and the features, integrations, and capabilities we offer, and to introduce compelling new features, integrations, and capabilities that reflect the changing nature of our market. Accordingly, we must continue to invest in research and development and in our ongoing efforts to improve and enhance our products. The success of any enhancement to our products depends on several factors, including timely completion and delivery, competitive pricing, adequate quality testing, integration with existing technologies, and overall market acceptance. Any new features, integrations, and capabilities that we develop may not be introduced in a timely or cost-effective manner, may contain errors, failures, vulnerabilities, or bugs, or may not achieve the market acceptance necessary to generate significant revenue.

Our ability to grow is also subject to the risk of future disruptive technologies. Uncertainty around new and emerging AI applications, such as generative AI content creation, may require additional investment in the development of proprietary datasets, machine learning models and systems to test for accuracy, bias and other variables, which are often complex. Developing, testing and deploying AI systems may also increase the cost profile of our offerings due to the nature of the computing costs involved in such systems.

Additionally, we rely on third parties to develop products that are complementary to ours in order to retain existing customers and attract new customers. In order for such complementary products to enhance our customers' use of our products, we must maintain interoperability as described further below.

We use generative artificial intelligence, including in certain of our products and services, which may result in operational challenges, legal liability and reputational concerns that could adversely affect our business and results of operations.

We deploy generative AI into certain of our products and services, which may result in adverse effects to our operations, legal liability, reputation and competitive risks. The use of generative AI may lead to challenges, concerns and risks that are significant or that we may not be able to predict, especially if our use of these technologies in our products and services becomes more important to our operations over time.

Generative AI in our products and services may be difficult to deploy successfully due to operational issues inherent to the nature of such technologies. For example, AI algorithms use machine learning and predictive analytics which may be insufficient or of poor quality and reflect inherent biases and could lead to flawed, biased, and inaccurate results. In addition, generative AI may create content that appears correct but is factually inaccurate or flawed, or contains copyrighted or other protected material, and if our customers or others use this flawed content to their detriment, we may be exposed to brand or reputational harm, competitive harm, and/or legal liability. For example, deficient or inaccurate recommendations, summaries, or analyses that generative AI features assist in producing could lead to customer rejection or skepticism of our products, affect our reputation or brand, and negatively affect our financial results. Further, unauthorized use or misuse of generative AI by our employees or others may result in disclosure of confidential company and customer data, reputational harm, privacy law violations and legal liability. Generative AI is also the subject of a quickly evolving legal and regulatory environment, and new or enhanced governmental or regulatory scrutiny, litigation, ethical concerns, or other complications related to our use of generative AI could cause us to divert resources towards compliance and adversely affect our business, reputation, or financial results. Our use of generative AI may also lead to novel and urgent cybersecurity risks, including the misuse of personal data, which may adversely affect our operations and reputation.

We operate in a highly competitive industry, and competition presents an ongoing threat to the success of our business.

The market for customer service (CS), IT service management (ITSM), and customer relationship management (CRM) products is rapidly evolving and increasingly competitive, fragmented, and subject to rapidly changing technology, shifting user and customer needs, new market entrants, and frequent introductions of new products and services. We compete with a significant number of companies that range in size from large and diversified enterprises with significant financial resources to smaller companies. These competitors have developed or are developing products and services that currently, or in the future may, compete with some or all of our offerings.

Within CS, we primarily face competition from CS suites, such as Salesforce and Zendesk, and legacy vendors, such as Oracle and SAP. Within ITSM, we primarily face competition from traditional vendors, such as ServiceNow, BMC, Ivanti/Cherwell, and modern pure-play vendors, such as Atlassian. Within CRM, we primarily face competition from full-featured vendors, such as Salesforce, HubSpot, and Microsoft Dynamics, and legacy vendors, such as Oracle, SAP, and Sage.

Many of our current and potential competitors may have longer operating histories, greater brand name recognition, stronger and more extensive partner relationships, significantly greater financial, technical, marketing, and other resources, lower labor and development costs, and larger customer bases than we do. These competitors may invest and engage in more extensive research and development efforts, undertake more far-reaching marketing campaigns, and adopt more aggressive pricing policies that will allow them to build larger customer bases than we have. Our competitors may also offer their products and services at a lower price, or may offer price concessions, delayed payment terms, financing terms, or other terms and conditions that are more enticing to potential customers.

The market for our products is rapidly evolving and highly competitive, with relatively low barriers to entry, and in the future there will likely be an increasing number of similar products offered by additional competitors. Large companies we do not currently consider to be competitors may enter the market, through acquisitions or through innovation and expansion of their existing products, to compete with us either directly or indirectly. Further, our potential and existing competitors may make acquisitions or enter into strategic relationships and rapidly acquire significant market share due to a larger customer base, superior product offerings, more effective sales and marketing operations, or greater financial, technical, and other resources.

Any one of these competitive pressures in our market, or our failure to compete effectively, may result in price reductions; fewer customers; reduced revenue, gross profit, and gross margin; increased net losses; and loss of market share. Any failure to meet and address these factors would harm our business, results of operations, and financial condition. Moreover, large customers may demand greater price concessions or other more favorable terms.

We track certain key business metrics, which are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may harm our reputation and materially adversely affect our stock price, business, results of operations, and financial condition.

We track certain key business metrics that may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. Our internal systems and tools are subject to a number of limitations, and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. For example, our designations of customers as “small- and mid-sized businesses,” “mid-market,” or “enterprise” are based on third-party reporting which may be inaccurate. In addition, our estimates of number of total customers may be impacted by mergers or acquisitions of such customers or such customers purchasing our products via resellers. If the internal systems and tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our products are used across large populations globally.

Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our key business metrics are not accurate representations of our business, if we discover material inaccuracies with respect to these figures, or if investors perceive there to be inaccuracies, our stock price could decline, we may be, and currently are, subject to stockholder litigation, our reputation may be significantly harmed, and our business, results of operations, and financial condition could be materially adversely affected.

We believe our long-term value as a company will be greater if we focus on growth, which may negatively impact our profitability.

A significant part of our business strategy and culture is to focus on long-term growth and customer success over short-term financial results. For example, in the year ended December 31, 2023, we increased our operating expenses to \$663.2 million as compared to \$635.6 million for the year ended December 31, 2022, while continuing to generate a net loss of \$137.4 million in the year ended December 31, 2023. We expect that we will continue to operate at a loss, and our profitability may be lower than it would be if our strategy were to maximize near-term profitability. If we are ultimately unable to achieve or improve profitability at the level or during the time frame anticipated by securities or industry analysts and our stockholders, the trading price of our Class A common stock may decline.

We recognize revenue over the term of our customer contracts. Consequently, downturns or upturns in new sales may not be immediately reflected in our operating results and may be difficult to discern.

We generally recognize subscription revenue from customers ratably over the terms of their contracts, and a majority of our revenue is derived from subscriptions that have terms longer than one month. As a result, a portion of the revenue we report each quarter is derived from the recognition of deferred revenue relating to subscriptions entered into during previous quarters. Consequently, a decline in new or renewed subscriptions with terms that are longer than one month in any single quarter may have a small impact on our revenue for that quarter. However, such a decline will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our products, and potential changes in our pricing policies or rate of expansion or retention, may not be fully reflected in our results of operations until future periods. We may also be unable to reduce our operating expenses in a timely fashion if our revenues were to significantly decline. In addition, because we believe a substantial percentage of subscriptions to our products are shorter than many comparable SaaS companies and because we have many variations of billing cycles, our remaining performance obligations may be a less meaningful indicator of our future financial results as compared to other SaaS companies. A significant portion of our costs are expensed as incurred, while revenue is recognized over the life of the agreement with the applicable customer.

Our business depends substantially on our customers renewing their subscriptions and purchasing additional subscriptions from us. Any decline in our customer retention would harm our future operating results.

Our business is subscription based, and customers are not obligated to and may not renew their subscriptions after their existing subscriptions expire. In order for us to maintain or improve our operating results, it is important that our customers renew their subscriptions when the initial contract term expires and add additional users to their subscriptions. Our customers have no obligation to renew their subscriptions, and we cannot ensure that customers will renew subscriptions with a similar contract period, with the same or greater number of users, or for the same or upgraded level of subscription plan. Customers may or may not renew their subscription plans as a result of a number of factors, including their satisfaction or dissatisfaction with our products, our pricing or pricing structure, the pricing or capabilities of the products and services offered by our competitors, the effects of general economic conditions, inflation, or customers' budgetary constraints. If customers do not

renew their subscriptions, renew on less favorable terms, or fail to add more users, or if we fail to upgrade trial customers to our paid subscription plans, or expand the adoption of our products within and across organizations, our revenue may decline or grow less quickly than anticipated, which would harm our business, results of operations, and financial condition. We have also experienced and may experience in the future a reduction in renewal rates and increased churn rates, particularly within our SMB customers, many of whom are on month-to-month subscriptions, as well as reduced customer spend and delayed payments that could materially impact our business, results of operations, and financial condition in future periods. If we fail to predict customer demands or fail to attract new customers and maintain and expand new and existing customer relationships, our revenue may grow more slowly than expected, may not grow at all, or may decline, and our business may be harmed.

Failure to effectively develop and expand our direct sales capabilities would harm our ability to expand usage of our products within our customer base and achieve broader market acceptance of our products.

Our ability to expand usage of our products within our customer base and achieve broader market acceptance among organizations depends to an extent on our ability to expand our sales operations successfully, particularly our direct sales efforts targeted at broadening use of our products across departments and entire organizations. We plan to continue expanding our direct sales force, both domestically and internationally, to expand use of our products within our customer base and reach larger organizations. This expansion will require us to continue to invest significant financial and other resources to grow and train our direct sales force. Our business, results of operations, and financial condition will be harmed if these efforts do not generate a corresponding increase in revenue. We may not achieve anticipated revenue growth from expanding our direct sales force if we are unable to hire and develop talented direct sales personnel, if our new direct sales personnel are unable to achieve desired productivity levels in a reasonable period of time, or if we are unable to retain our existing direct sales personnel. We believe that there is significant competition for sales personnel with the skills and technical knowledge that we require. Our ability to achieve revenue growth will depend, in large part, on our success in recruiting, training, and retaining a sufficient number of sales personnel to support our growth.

If we are unable to develop and maintain successful relationships with channel partners, our business, operating results, and financial condition could be adversely affected.

Our product-led sales growth has primarily depended on word-of-mouth, online marketing, and our direct sales force to sell subscriptions to our products. However, we believe that continued growth in our business is dependent upon identifying, developing, and maintaining strategic relationships with channel partners that can drive substantial additional revenue. While we have developed relationships with over 500 channel partners, our agreements with our existing channel partners are non-exclusive, so our channel partners may offer customers the products of several different companies, including products that compete with ours. They may also cease marketing our products with limited or no notice and without penalty. We expect that any additional channel partners we identify and develop will be similarly non-exclusive and not bound by any requirement to continue to market our products. If we fail to identify additional channel partners in a timely and cost-effective manner, or at all, or are unable to assist our current and future channel partners in independently selling and deploying our products, our business, results of operations, and financial condition could be adversely affected. If our channel partners do not effectively market and sell our products, or fail to meet the needs of our customers, our reputation and ability to grow our business may also be adversely affected.

The failure to attract and retain additional qualified personnel or to maintain our company culture could harm our business and culture and prevent us from executing our business strategy and growth plans.

Our success depends largely upon the continued services and performance of our senior management and other key personnel. From time to time, there have been and may in the future be changes in our senior management team resulting from the hiring or departure of executives and key employees, which could disrupt our business. Our senior management and key employees are employed on an at-will basis. We currently do not have “key person” insurance on any of our employees. The loss of key personnel may cause disruptions in, and harm to, our operations and have an adverse effect on our ability to grow our business and our results of operations and financial condition.

In addition, to execute our business model, we must attract and retain highly qualified personnel. Competition for executive officers, software engineers and product managers (particularly with AI and machine learning backgrounds), sales personnel, and other key personnel in our industry and in the San Francisco Bay Area, where our headquarters is located, in India where our engineering, product, and inside sales resources are concentrated, and in other locations where we maintain offices, is intense. As we become a more mature company, we may find our recruiting efforts more challenging. The incentives to attract, retain, and motivate employees provided by our equity awards, or by other compensation arrangements, may not be as effective as in the past.

Many of the companies with which we compete for experienced personnel have greater resources than we have. In addition, to remain competitive in India, we must maintain our reputation as a premier employer in India, including by providing competitive wages and benefits. Our recruiting efforts may also be limited by laws and regulations, such as restrictive immigration laws, and restrictions on travel or availability of visas. Furthermore, any actual or perceived decline in the value of our equity awards as a result of volatility in our stock price could harm our hiring and retention efforts. If we do not succeed in attracting highly qualified personnel or retaining or motivating existing personnel, we may be unable to support our continued growth.

We believe that a critical component of our success has been our culture. We have invested substantial time and resources in building out our team with an emphasis on shared values and a commitment to diversity and inclusion. As we continue to develop the infrastructure to support our growth, we will need to maintain our culture among a larger number of employees dispersed in various geographic regions, including those who may be working remotely outside of an office environment. Any failure to preserve our culture could negatively affect our future success, including our ability to retain and recruit personnel.

If our information technology, systems, or those of third parties upon which we rely, or our data are or were to be compromised, we could experience adverse consequences resulting from such compromise, including but not limited to regulatory investigations or actions, litigation, fines and penalties, disruptions of our business operations, reputational harm, loss of revenue or profits, and other adverse consequences.

In the ordinary course of business, we and the third parties upon which we rely collect, receive, access, store, process, generate, use, transfer, disclose, share, make accessible, protect, secure, and dispose of (collectively, Process or Processing) a large amount of information from our users, customers, and our own employees, including personal information and other sensitive and confidential information including proprietary and confidential business data, trade secrets, intellectual property, sensitive third-party data, business plans, transactions, and financial information (collectively, Sensitive Information). As a result, we and the third parties upon which we rely face a variety of evolving threats that could cause security incidents. Cyber-attacks, malicious internet-based activity, online and offline fraud, and other similar activities threaten the confidentiality, integrity, and availability of our sensitive data and information technology systems, and those of the third parties upon which we rely. Such threats are prevalent and continue to rise, are increasingly difficult to detect, and come from a variety of sources, including traditional computer “hackers,” threat actors, “hacktivists,” organized criminal threat actors, personnel (such as through theft or misuse), sophisticated nation states, and nation-state-supported actors.

We and the third parties upon which we rely are susceptible to a variety of evolving threats, including, but not limited to, damage, disruptions, or shutdowns, software or hardware vulnerabilities, security incidents, server malfunctions, software bugs, ransomware attacks, social engineering attacks (including through deep fakes, which may be increasingly more difficult to identify as fake, and phishing attacks), supply-chain attacks, failures during the process of upgrading or replacing software, databases, or components, power outages, fires, natural disasters, hardware failures, malicious code (such as viruses, worms, spyware), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks, credential harvesting or stuffing, attacks by computer hackers, personnel misconduct or error, telecommunication failures, attacks enhanced or facilitated by AI, user errors (including non-employees who may have authorized access to our networks), user malfeasance, catastrophic events, or other similar threats. Some actors now engage and are expected to continue to engage in cyber-attacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major geopolitical conflicts, we and the third parties upon which we rely may be vulnerable to a heightened risk of these attacks, including retaliatory cyber-attacks, that could materially disrupt our systems and operations, supply chain, and ability to produce, sell and distribute our services. While we have implemented security measures, technical controls, and contractual precautions designed to identify, detect, and prevent unauthorized Processing of Sensitive Information, our security measures, as well as those of our third-party service providers, could fail or may be insufficient, resulting in the unauthorized access to or the disclosure, modification, misuse, unavailability, destruction, or loss of our or our customers’ data or other Sensitive Information.

Ransomware attacks in particular are becoming increasingly prevalent and severe, and can lead to significant interruptions in operations, loss of Sensitive Information and income, reputational harm, and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments, for example, due to applicable laws or regulations prohibiting such payments.

Similarly, our reliance on third-party service providers could introduce new cybersecurity risks and vulnerabilities, including supply-chain attacks, and other threats to our business operations. We rely on third-party service providers and technologies to operate critical business systems to process sensitive data in a variety of contexts, including, without limitation, cloud-based infrastructure, data center facilities, encryption and authentication technology, employee email, content delivery to customers, and other functions. We also rely on third-party service providers to provide other products, services, parts, or otherwise to operate our business. Our ability to monitor these third parties’ information security practices is limited, and these

third parties may not have adequate information security measures in place. If our third-party service providers experience a security incident or other interruption, we could experience adverse consequences. While we may be entitled to damages if our third-party service providers fail to satisfy their privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. In addition, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties' infrastructure in our supply chain or our third-party partners' supply chains have not been compromised.

Remote work has become more common and has increased risks to our information technology systems and data, as more of our employees utilize network connections, computers, and devices outside our premises or network, including working at home, while in transit and in public locations.

Additionally, future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program.

Despite our efforts to maintain the security, privacy, integrity, confidentiality, availability, and authenticity of our Processing, information, and IT networks and systems, we or our third-party vendors have not in the past and may not in the future be able to anticipate or implement effective preventive and remedial measures against all data security and privacy threats. No security solution, strategy, or measures can address all possible security threats or block all methods of penetrating a network or otherwise perpetrating a security incident. For example, we and our third-party providers have been in the past and may in the future be compromised by threats like those described above, and result in unauthorized, unlawful, or accidental Processing of our information, or vulnerabilities in the products or systems upon which we rely. The risk of unauthorized circumvention of our security measures or those of our third-party providers, customers, and partners has been heightened by advances in computer and software capabilities and the increasing sophistication of hackers who employ complex techniques. Because the techniques used by hackers change frequently, we may be unable to anticipate these techniques or implement adequate preventive measures to protect against them. Our applications, systems, networks, software, and physical facilities could have material vulnerabilities, be breached, or personal or confidential information could be otherwise compromised due to employee error or malfeasance, if, for example, third parties attempt to fraudulently induce our personnel or our customers to disclose information or usernames and/or passwords, or otherwise compromise the security of our networks, systems, and/or physical facilities. Third parties may also exploit vulnerabilities in, or obtain unauthorized access to, platforms, software, applications, systems, networks, Sensitive Information, and/or physical facilities utilized by our vendors.

Additionally, although we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. We take steps designed to detect and remediate vulnerabilities in our information systems (such as our hardware and/or software, including that of third parties upon which we rely). We may not, however, detect and remediate all such vulnerabilities including on a timely basis. Further, we may experience delays in developing and deploying remedial measures designed to address any such identified vulnerabilities. Vulnerabilities could be exploited and result in a security incident.

Following a breach of security or other incident, we cannot guarantee that recovery protocols and backup systems will be sufficient to prevent data loss or ensure that we are able to recover promptly any data rendered inaccessible. Additionally, breaches of security or other incidents can damage our reputation and brand, cause our business to suffer, and could require us to expend significant capital and other resources to alleviate problems caused by such breaches or incidents, and we could be exposed to risk of loss, litigation, or regulatory action, and other potential liability. Actual or perceived security breaches or attacks on our systems or those of our third-party service providers can cause us to incur increasing costs, including costs to deploy additional personnel and protection technologies, train employees, and engage third-party experts and consultants and may require notification under applicable data privacy regulations or contractual obligations, or for customer relations or publicity purposes, which could result in additional reputational harm, costly litigation (including class action litigation), material contract breaches, liability, settlement costs, loss of sales, regulatory scrutiny, actions or investigations, a loss of confidence in our business, systems and Processing, a diversion of management's time and attention, and significant fines, penalties, assessments, fees, and expenses. While we may be entitled to damages if our third-party service providers fail to satisfy their privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. We continue to devote significant resources to protect against security breaches or other incidents, and we may need to devote significant resources in the future to address problems caused by breaches, including notifying affected individuals, regulators, investors, customers, or other relevant stakeholders of security incidents, and responding to any resulting litigation, which in turn, diverts resources from the growth and expansion of our business.

Actual or anticipated security breaches, including a breach of the systems or networks of our third-party providers, could compromise our systems or networks, creating system outages, disruptions or slowdowns and exploiting security vulnerabilities of our networks. In addition, the information stored on our network, or the networks of our third-party providers could be accessed, publicly disclosed, altered, lost or stolen, which could subject us to liability and cause us financial harm. A breach of the security measures of one of our third-party providers could result in the destruction, modification or exfiltration of confidential corporate information or other data that may provide additional avenues of attack. Breaches or perceived breaches of our systems or networks or the systems or networks of our third-party providers, whether or not any such breach is due to a vulnerability in our platform, may also undermine confidence in us or our industry and result in damage to our reputation, negative publicity, loss of users, partners and sales, increased remediation costs, and costly litigation or regulatory fines.

The costs to respond to a security breach and/or to mitigate any security vulnerabilities that may be identified could be significant, our efforts to address these problems may not be successful, and these problems could result in unexpected interruptions, delays, cessation of service, and other harm to our business and our competitive position. We could be required to fundamentally change our business activities and practices in response to a security breach or incident, or related regulatory actions or litigation, which could have an adverse effect on our business. We may not have adequate insurance coverage for security incidents or breaches, including fines, judgments, settlements, penalties, costs, attorney fees, and other impacts that arise out of incidents or breaches. If the impacts of a security incident or breach, or the successful assertion of one or more large claims against us exceeds our available insurance coverage, or results in changes to our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), it could have an adverse effect on our business. In addition, we cannot be sure that our existing insurance coverage, cyber coverage, and coverage for errors and omissions will continue to be available on acceptable terms or that our insurers will not deny coverage as to all or part of any future claim or loss (including, for example, as a result of the payment of ransomware) or that our insurance premiums will not increase as a result of any claims. Our risks are likely to increase as we continue to expand, grow our customer base, and Process increasingly large amounts of Sensitive Information.

Additionally, policing unauthorized use of our know-how, technology and intellectual property is difficult and may not be effective. Despite our precautions, it may be possible for unauthorized third parties to copy our platform or technology and use information that we regard as proprietary to create products or services that compete with our offerings. Some of the provisions of our agreements that protect us against unauthorized use, copying, transfer and disclosure of our platform may be unenforceable under the laws of certain jurisdictions and foreign countries. Further, these agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to ours. We cannot guarantee that others will not independently develop technology with the same or similar functions to any proprietary technology we rely on to conduct our business and differentiate ourselves from our competitors. Unauthorized parties may also attempt to copy or obtain and use our technology to develop applications with the same functionality as our solutions. Any unauthorized disclosure or use of our trade secrets or other confidential proprietary information could make it more expensive to do business, thereby harming our operating results.

In addition to experiencing a security incident, third parties may gather, collect, or infer Sensitive Information about us from public sources, data brokers, or other means that reveals competitively sensitive details about our organization and could be used to undermine our competitive advantage or market position.

Additionally, our Sensitive Information or our customers' Sensitive Information could be leaked, disclosed, or revealed as a result of or in connection with our employees', personnel's, or vendors' use of generative AI technologies. Some generative AI tools may be offered under terms that do not protect the confidentiality of the prompts or inputs that users submit to such tools, and even if the terms do include confidentiality protections, the vendors of these generative AI tools may fail to comply with their contractual obligations regarding the confidentiality or security of any data or other inputs provided to such vendor, or outputs generated by their generative AI tools. Additionally, the providers of generative AI tools could use inputs to further train the third parties' AI/ML model. Not all providers offer an option to opt-out of such usage, and, even where we do opt-out, we cannot guarantee that the opt-out will be fully effective. Additionally, where an AI/ML model ingests personal information and makes connections using such data, those technologies may reveal other personal or Sensitive Information generated by the model. We do not have formal policies and procedures in place to review and track our employees', personnel' and vendors' use of generative AI, and accordingly, these risks could be particularly difficult to eliminate or manage, and, if not addressed, could have a material adverse effect on our business, results of operations, financial condition, and future prospects.

Moreover, AI/ML models may create flawed, incomplete, or inaccurate outputs, some of which may appear correct. This may happen if the inputs that the model relied on were inaccurate, incomplete or flawed (including if a bad actor "poisons" the AI/ML with bad inputs or logic), or if the logic of the AI/ML is flawed (a so-called "hallucination"). We may use AI/ML outputs to make certain decisions. Due to these potential inaccuracies or flaws, the model could be biased and could lead us to make decisions that could bias certain individuals (or classes of individuals), and adversely impact their rights, employment,

and ability to obtain certain pricing, products, services, or benefits, including exposure to reputational and competitive harm, customer loss, and legal liability.

If we fail to manage our technical operations infrastructure, or experience service outages, interruptions, or delays in the deployment of our products, our results of operations may be harmed.

We have in the past and may in the future experience system slowdowns and interruptions from time to time. In addition, continued growth in our customer base could place additional demands on our products and could cause or exacerbate slowdowns or interrupt the availability of our products. If there is a substantial increase in the volume of usage of our products, we will be required to further expand and upgrade our technology and infrastructure. There can be no assurance that we will be able to accurately project the rate or timing of increases, if any, in the use of our products or expand and upgrade our systems and infrastructure to accommodate such increases on a timely basis. In such cases, if our users are not able to access our products or encounter slowdowns when doing so, we may lose customers or partners. Some of our subscriptions include standard service-level commitments. If we are unable to meet the stated service-level commitments, including failing to meet the uptime and delivery requirements under our customer subscription agreements, we may be obligated to provide these customers with service credits which could significantly affect our revenue in the periods in which the uptime or delivery failure occurs and the credits are applied. Additionally, we could also face subscription terminations, which could significantly affect both our current and future revenue. Any service-level failures could also damage our reputation, which could also adversely affect our business and results of operations. Our disaster recovery plan may not be sufficient to address all aspects or any unanticipated consequence or incidents, and our insurance may not be sufficient to compensate us for the losses that could occur.

Moreover, Amazon Web Services (AWS) provides the vast majority of our cloud computing infrastructure that we use to host our products, mobile applications, and many of the internal tools we use to operate our business. We have a long-term commitment with AWS pursuant to a commercial agreement, and our products, mobile applications, and internal tools use computing, storage capabilities, bandwidth, and other services provided by AWS. Any significant disruption of, limitation of our access to, or other interference with our use of AWS would negatively affect our operations and could seriously harm our business. In addition, any transition of the cloud services currently provided by AWS to another cloud services provider would require significant time and expense and could disrupt or degrade delivery of our products. Our business relies on the availability of our products for our users and customers, and we may lose users or customers if they are not able to access our products or encounter difficulties in doing so. The level of service provided by AWS could affect the availability or speed of our products, which may also impact the usage of, and our customers' satisfaction with, our products and could seriously harm our business and reputation. If AWS increases pricing terms, terminates or seeks to terminate our contractual relationship, establishes more favorable relationships with our competitors, or changes or interprets its terms of service or policies in a manner that is unfavorable with respect to us, our business, results of operations, and financial condition would be harmed.

In addition, we rely on hardware and infrastructure purchased or leased from third parties and software and SaaS products licensed from third parties to operate critical business functions. Our business would be disrupted if any of this third-party hardware, software, and infrastructure becomes unavailable on commercially reasonable terms, or at all. Furthermore, delays or complications with respect to the transition of critical business functions from one third-party product to another, or any errors or defects in third-party hardware, software, or infrastructure could result in errors or a failure of our products, which could harm our business and results of operations.

If we are unable to ensure that our products interoperate with a variety of software applications that are developed by others, including our integration partners, we may become less competitive and our business, results of operations, and financial condition may be harmed.

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

- discontinues or limits our access to its software or APIs;
- modifies its terms of service or other policies, including fees charged to, or other restrictions on, us or other application developers;

- changes how information is accessed by us or our customers;
- establishes more favorable relationships with one or more of our competitors; or
- develops or otherwise favors its own competitive offerings over our products.

Third-party services and products are constantly evolving, and we may not be able to modify our products to assure their compatibility with that of all other third parties. In addition, some of our competitors may be able to disrupt the operations or compatibility of our products with their products or services, or exert strong business influence on our ability to, and terms on which we, operate our products. Should any of our competitors modify their products or standards in a manner that degrades the functionality of our products or gives preferential treatment to competitive products or services, whether to enhance their competitive position or for any other reason, the interoperability of our products with these products could decrease. If we are not permitted or able to integrate with these and other third-party applications in the future, our business, results of operations, and financial condition would be harmed.

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

We rely on traditional web search engines to direct traffic to our website. If our website fails to rank prominently in unpaid search results, traffic to our website could decline and our business would be adversely affected.

Our success depends in part on our ability to attract users through unpaid internet search results on traditional web search engines such as Google. The number of users we attract to our website from search engines is due in large part to how and where our website ranks in unpaid search results. These rankings can be affected by a number of factors, many of which are not in our direct control, and they may change frequently. For example, a search engine may change its ranking algorithms, methodologies, or design layouts. As a result, links to our website may not be prominent enough to drive traffic to our website, and we may not know how or otherwise be in a position to influence the results. Any reduction in the number of users directed to our website could reduce our revenue or require us to increase our sales and marketing expenditures.

We rely on third parties maintaining open digital marketplaces to distribute our mobile applications for our Freshdesk, Freshchat, Freshcaller, Freshservice, and Freshsales products. If such third parties interfere with the distribution of our mobile applications, our business would be adversely affected.

We rely on third parties maintaining open digital marketplaces, including the Apple App Store and Google Play, which make our mobile applications for our Freshdesk, Freshchat, Freshcaller, Freshservice, and Freshsales, products available for download. We cannot assure you that the marketplaces through which we distribute these mobile applications will maintain their current structures or that such marketplaces will not charge us fees to list our application for download. We are also dependent on these third-party marketplaces to enable us and our users to timely update these mobile applications, and to incorporate new features, integrations, and capabilities.

In addition, Apple and Google, among others, for competitive or other reasons, could stop allowing or supporting access to our mobile applications through their products, could allow access for us only at an unsustainable cost, or could make changes to the terms of access in order to make our mobile applications less desirable or harder to access. Furthermore, the promulgation of new laws or regulations in the European Union (EU) and the United Kingdom (UK), such as the EU Digital Markets Act (DMA), EU Digital Services Act (DSA), and the UK Online Safety Act (OSA) that restrict or otherwise unfavorably impact the marketplaces through which we distribute our products could require us to change certain aspects of our business and operations. In addition, our products are enabled to allow our customers to use multiple communication methods with their consumers, including email, web widget, WhatsApp, SMS, and iMessage among others. To comply with the DMA, third parties may increase the cost of or otherwise limit our ability to integrate our products with certain communication methods.

Real or perceived errors, failures, vulnerabilities, or bugs in our products would harm our business, results of operations, and financial condition.

The software technology underlying and integrating with our products is inherently complex and may contain material defects or errors. Errors, failures, vulnerabilities, or bugs have in the past, and may in the future, occur in our products, especially when updates are deployed or new features, integrations, or capabilities are rolled out. Any such errors, failures, vulnerabilities, or bugs may not be found until after new features, integrations, or capabilities have been released. Furthermore, we will need to ensure that our products can scale to meet the evolving needs of customers, particularly as we increase our focus on larger teams and organizations. Real or perceived errors, failures, vulnerabilities, or bugs in our products could result in an interruption in the availability of our products, negative publicity, unfavorable user experience, loss or leaking of personal information and data of organizations, loss of or delay in market acceptance of our products, loss of competitive position, regulatory fines, or claims by organizations for losses sustained by them, all of which would harm our business, results of operations, and financial condition.

If we experience excessive fraudulent activity, we could incur substantial costs and lose the right to accept credit cards for payment, which could cause our customer base to decline significantly.

We currently accept payments using a variety of methods, including credit card and debit card, and a large number of our customers authorize us to bill their credit card accounts through our third-party payment processing partners for subscriptions to our products. We are subject to regulations and compliance requirements, such as the payment card association operating rules and certification requirements, including the Payment Card Industry Data Security Standard (PCI-DSS) and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. If we (or a third-party processing payment card transactions on our behalf) suffer a security breach affecting payment card information, we may have to pay significant fines, penalties, and assessments arising out of the major card brands' rules and regulations, contractual indemnifications, or liability contained in merchant agreements and similar contracts, and we may lose our ability to accept payment cards for payment for our goods and services, which could materially impact our operations and financial performance.

If customers pay for their subscription plans with stolen credit cards, we could incur substantial third-party vendor costs for which we may not be reimbursed or able to recover. Further, our customers provide us with credit card billing information online, and we do not review the physical credit cards used in these transactions, which increases our risk of exposure to fraudulent activity. We also incur chargebacks from the credit card companies for claims that the customer did not authorize the credit card transaction for subscription plans, something that we have experienced in the past. If the number of claims of unauthorized credit card transactions becomes excessive, we could be assessed substantial fines for excess chargebacks, and we could lose the right to accept credit cards for payment. In addition, credit card issuers may change merchant standards, including data protection and documentation standards, required to utilize their services from time to time. Our third-party payment processing partners must also maintain compliance with current and future merchant standards to accept credit cards as payment for our paid subscription plans. Substantial losses due to fraud or our inability to accept credit card payments would cause our customer base to significantly decrease and would harm our business.

We employ a pricing model that subjects us to various challenges that could make it difficult for us to derive sufficient value from our customers particularly because we do not have the history with our subscription or pricing models that we need to accurately predict optimal pricing necessary to attract and retain customers.

We generally charge our customers for their use of our products based on the number of users they enable as "agents" under their customer account, as well as the features and functionality enabled. The features and functionality we provide within our solutions enable our customers to promote customer self-service and otherwise efficiently and cost-effectively address product support requests without the need for substantial human interaction. As a result of these features, customer agent staffing requirements may be minimized, and our revenue may be adversely affected. Conversely, customers may overestimate their agent needs when they initially use our solutions, negatively affecting our ability to accurately forecast the number of agents our customers need in forward periods. We generally also require a separate subscription to enable the functionality of each of our products. We are continuing to analyze and improve our pricing and packaging models as we adapt to a changing market, but we do not know whether our current or potential customers or the market in general will accept changes to those models, and if it fails to gain acceptance, our business and results of operations could be harmed.

If we fail to find an optimal pricing strategy for our products, our business and results of operations may be harmed. If customers do not accept our new purchase plans, we may increasingly have difficulty in attracting new customers, as well as our ability to retain existing customers to the extent we apply new pricing models to existing customer subscriptions. Our pricing model may impact our customer's pricing decisions and adoption of our subscription plans and negatively impact our

overall revenue. In the future we may be required to reduce our prices or develop new pricing models, which could adversely affect our revenue, gross margin, profitability, financial position, and cash flow.

Finally, as the market for our products matures, or as new competitors introduce new products or services that compete with ours, we may be unable to attract new customers at the same price or based on the same pricing models as we have used historically.

We derive, and expect to continue to derive, substantially all of our revenue from a limited number of products.

We derive, and expect to continue to derive, substantially all of our revenue from our Freshdesk, Freshservice, and Freshsales products. As such, the continued growth in market demand for and market acceptance of these products is critical to our continued success. Demand for our products is affected by a number of factors, some of which are beyond our control, such as the rate of adoption of our products within an organization, the timing of development and release of new products by our competitors; the development and acceptance of new features, integrations, and capabilities for our products; price, product, and service changes by us or our competitors; technological changes and developments within the markets we serve; growth, contraction, and rapid evolution of our market; and general economic conditions and trends. If we are unable to continue to meet the demands of users and customers to keep up with trends in preferences for CS, ITSM, or CRM products, or to achieve more widespread market acceptance of our products, our business, results of operations, and financial condition would be harmed. In addition, some current and potential customers, particularly larger organizations, may develop or acquire their own tools or continue to rely on traditional tools and software for their CS, ITSM, or CRM needs, which would reduce or eliminate their demand for our products. If demand for our products declines for any of these or other reasons, our business, results of operations, and financial condition would be adversely affected.

Our business depends on a strong brand, and if we are not able to maintain and enhance our brand, our ability to expand our base of customers may be impaired, and our business and results of operations will be harmed.

We believe that the brand identity that we have developed has significantly contributed to the success of our business with our existing customer base. We also believe that maintaining and enhancing the “Freshworks” brand is critical to expanding our customer base and establishing and maintaining relationships with partners. Successful promotion of our brand will depend largely on the effectiveness of our marketing efforts and on our ability to ensure that our products remain high-quality, reliable, and useful at competitive prices, as well as with respect to our free trial version. Maintaining and enhancing our brand may require us to make substantial investments, and these investments may not be successful. If we fail to promote and maintain the “Freshworks” brand, or if we incur excessive expenses in this effort, our business, results of operations, and financial condition would be adversely affected. We anticipate that, as our market becomes increasingly competitive, maintaining and enhancing our brand may become more difficult and expensive.

If we fail to offer high-quality customer support, our business and reputation will suffer.

While we have designed our products to be easy to adopt and use, once users and customers begin using our products, they rely on our support services to resolve any related issues. The importance of high-quality customer support will increase as we expand our business and pursue new customers. For instance, if we do not help organizations using our products quickly resolve issues, our reputation with existing or potential customers will be harmed. Further, our sales are highly dependent on our business reputation and on positive recommendations from existing customers using our products. Any failure to maintain high-quality customer support, or a market perception that we do not maintain high-quality customer support, could harm our reputation, our ability to sell our products to existing and prospective customers, and our business, results of operations, and financial condition. Additionally, as we continue to expand, we will need to hire additional support personnel to provide efficient product support globally at scale. Any failure to provide such support could harm our reputation.

We are subject to stringent and evolving US and foreign laws, regulations, industry standards, policies, rules, contractual obligations, and other obligations related to data privacy and security. Our actual or perceived failure to comply with such obligations could lead to regulatory investigations or actions; litigation (including class action claims) and mass arbitration demands; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; and other adverse business consequences.

As a regular part of our business, we Process Sensitive Information belonging to our users, customers, suppliers, partners, consultants, leads and employees. Our Processing of such information subjects us to numerous federal, state, local, and foreign laws, orders, codes, regulations, and regulatory guidance regarding privacy, data protection, information security, and the Processing of personal information (collectively, Data Protection Laws), the number and scope of which are changing, subject to differing applications and interpretations, and may be inconsistent among countries, or conflict with other rules, laws, or Data Protection Obligations (defined below).

We are also subject to the terms of our internal and external privacy and security policies, representations, certifications, industry standards, publications, frameworks, contractual requirements, and other obligations to third parties related to privacy, data protection, and information security (collectively, Data Protection Obligations). The requirements or obligations of the regulatory framework for privacy, information security, data protection, and data Processing worldwide is, and is likely to remain, uncertain for the foreseeable future and any significant change in Data Protection Laws or Data Protection Obligations could increase our costs and could require us to modify our products or operations, possibly in a material manner, and may limit our ability to develop new services and features that make use of the data that our users and customers voluntarily share, or may limit our ability to store and Process customer data and operate our business.

In the United States, federal, state, and local governments have enacted numerous Data Protection Laws, including data breach notification laws, personal information privacy laws, consumer protection laws (e.g., Section 5 of the Federal Trade Commission Act), and other similar laws (e.g., wiretapping laws). Additionally, in the past few years, numerous U.S. states—including California, Virginia, Colorado, Connecticut, and Utah—have enacted comprehensive privacy laws that impose certain obligations on covered businesses, including providing specific disclosures in privacy notices and affording residents with certain rights concerning their personal information. As applicable, such rights may include the right to access, correct, or delete certain personal information, and to opt-out of certain data processing activities, such as targeted advertising, profiling, and automated decision-making. The exercise of these rights may impact our business and ability to provide our products and services. Certain states also impose stricter requirements for processing certain personal information, including sensitive information, such as conducting data privacy impact assessments. These state laws allow for statutory fines for noncompliance. For example, the California Consumer Privacy Act of 2018, as amended by the California Privacy Rights Act of 2020 (collectively, CCPA) applies to personal information of consumers, business representatives, and employees who are California residents, and requires businesses to provide specific disclosures in privacy notices and honor requests of such individuals to exercise certain privacy rights, such as those noted below. The CCPA provides for administrative fines of up to \$7,500 per intentional violation and allows private litigants affected by certain data breaches to recover significant statutory damages. Similar laws are being considered in several other states, as well as at the federal and local levels, and we expect more states to pass similar laws in the future. These new developments further complicate compliance efforts, and increase legal risk and compliance costs for us and the third parties upon whom we rely.

Additionally, under various Data Protection Laws and other obligations, we may be required to obtain certain consents to Process personal information. For example, some of our Processing practices, including certain of our products or services, may be challenged under wiretapping laws if we obtain consumer information from, or share consumer information with, third parties through various methods including chatbots or third-party marketing pixels. These practices may be subject to increased challenges by class action plaintiffs. Our inability or failure to obtain consent for these practices could result in adverse consequences, including class action litigation and mass arbitration demands.

Outside the United States, an increasing number of Data Protection Laws and Data Protection Obligations may govern privacy, data protection, and information security. For example, the EU General Data Protection Regulation (EU GDPR), the EU GDPR as it forms part of UK law by virtue of section 3 of the European Union (Withdrawal) Act 2018 (UK GDPR), Australia's Privacy Act, and India's new privacy legislation, the Digital Personal Data Protection Act (DPDP), impose strict requirements for Processing personal information.

For example, under the EU GDPR, we may be subject to fines of up to €20 million or 4% of the total worldwide annual group turnover of the preceding financial year (whichever is higher) and up to the greater of £17.5m or 4% of annual global revenues in respect of the UK GDPR. In addition to the foregoing, violations of the EU GDPR or UK GDPR could result in regulatory investigations, reputational damage, orders to cease/change our Processing of our data, enforcement notices, assessment notices (for a compulsory audit), and/or other corrective action, such as class action brought by classes of data subjects or by consumer protection organizations authorized at law to represent their interests.

In addition, we may be unable to transfer personal information from the EU, UK, and other jurisdictions to the United States or other countries due to data localization requirements or limitations on cross-border data flows. The EU and other jurisdictions have enacted laws requiring data to be localized or limiting the transfer of personal information to other countries. In particular, the European Economic Area (EEA) and the UK have significantly restricted the transfer of personal information to the United States and other countries whose privacy laws it generally believes are inadequate. Other jurisdictions may adopt similarly stringent interpretations of their data localization and cross-border data transfer laws. Although there are currently various mechanisms that may be used to transfer personal information from the EEA and UK to the United States in compliance with law, such as the EU-U.S. Data Privacy Framework and the UK extension thereto (which allows for transfers to relevant U.S.-based organizations who, like us, self-certify compliance and participate in the Framework), the EEA and UK's standard contractual clauses, and the UK's International Data Transfer Agreement / Addendum, these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these measures to lawfully transfer personal information to

the United States. If there is no lawful manner for us to transfer personal information from the EEA, the UK, or other jurisdictions to the United States, or if the requirements for a legally-compliant transfer are too onerous, we could face significant adverse consequences, including the interruption or degradation of our operations, the need to relocate part of or all of our business to Processing activities to other jurisdictions (such as Europe) at significant expense, and increased exposure to regulatory actions, substantial fines and penalties, the inability to transfer data and work with partners, vendors and other third parties, and injunctions against our Processing or transferring of personal information necessary to operate our business. Additionally, companies that transfer personal information out of the EEA and UK to other jurisdictions, particularly to the United States, are subject to increased scrutiny from regulators, individual litigants, and activities groups. Some European regulators have ordered certain companies to suspend or permanently cease certain transfers of personal information out of Europe for allegedly violating the EU GDPR's cross-border data transfer limitations.

We publish privacy policies, marketing materials, and other statements, regarding privacy, data protection, and information security. If these policies, materials or statements are found to be deficient, lacking in transparency, deceptive, unfair, or misrepresentative of our practices, we may be subject to investigation, enforcement actions by regulators, or other adverse consequences.

In India, the Digital Personal Data Protection Act, 2023 (Data Protection Act) deals with processing of all personal information in digital form, whether collected digitally or offline and digitalized later for processing. The Data Protection Act requires companies collecting and dealing with high volumes of personal information and who are notified as significant data fiduciaries, to fulfil certain additional obligations such as appointment of a data protection officer for grievance redressal and an independent data auditor to evaluate compliance with the Data Protection Act. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the Data Protection Act. It imposes restrictions and obligations on data fiduciaries, resulting from dealing with personal information and further, provides for levy of penalties for breach of obligations prescribed under the Data Protection Act. The provisions of the Data Protection Act shall come into force upon being notified by the Government of India.

Our employees and personnel may use generative artificial intelligence technologies to perform their work, and the disclosure and use of personal information in generative AI technologies is subject to various privacy laws and other privacy obligations. Governments have passed and are likely to pass additional laws regulating generative AI. Our use of this technology could result in additional compliance costs, regulatory investigations and actions, and lawsuits. If we are unable to use generative AI, it could make our business less efficient and result in competitive disadvantages.

We use AI, including generative AI, and ML technologies in our products and services. The development and use of AI/ML present various privacy and security risks that may impact our business. AI/ML are subject to Data Protection Laws, as well as increasing regulation and scrutiny. Several jurisdictions around the globe, including the EU and certain US states, have proposed or enacted laws governing AI/ML. For example, European regulators have proposed a stringent AI regulation, which will take direct effect across all EU member states if adopted, and we expect other jurisdictions will adopt similar laws. Additionally, certain Data Protection Laws extend rights to consumers (such as the right to delete certain personal information) and regulate automated decision making, which may be incompatible with our use of AI/ML. These obligations may make it harder for us to conduct our business using AI/ML, lead to regulatory fines or penalties, require us to change our business practices, retrain our AI/ML, or prevent or limit our use of AI/ML. For example, the Federal Trade Commission has required other companies to turn over (or disgorge) valuable insights or trainings generated through the use of AI/ML where they allege the company has violated privacy and consumer protection laws.

Any failure or perceived failure by us to comply with applicable Data Protection Laws or any of our Data Protection Obligations may result in governmental investigations or enforcement actions, litigation, claims, or public statements against us. If we are unable to develop and offer products or internal processes that meet legal requirements or help our users and customers meet their obligations under the Data Protection Laws, or if we violate or are perceived to violate any Data Protection Laws, we may cause our customers to lose trust in us and experience reduced demand for our products, harm to our reputation, and become subject to investigations, claims, and other remedies, which would expose us to significant fines, penalties, and other damages, all of which would harm our business. Given the breadth and depth of changes in global data protection obligations, compliance has caused us to expend significant resources, and such expenditures are likely to continue into the future as we continue our compliance efforts and respond to new interpretations and enforcement actions. Further, the costs of compliance with, and other burdens imposed by, the laws, regulations, and policies that are applicable to the businesses of our customers may limit the adoption and use of, and reduce the overall demand for, our products and services.

We strive to comply with Data Protection Laws and Data Protection Obligations to the extent possible, but we may at times fail, or may be perceived to have failed, to do so. Moreover, despite our efforts, we may not be successful in achieving compliance if our employees, partners, or vendors do not comply with applicable Data Protection Laws and Data Protection Obligations. A finding that our privacy policies are, in whole or part, inaccurate, incomplete, deceptive, unfair, or

misrepresentative of our actual practices, a failure or perceived failure by us to comply with Data Protection Laws or Data Protection Obligations or any data compromise that results in the unauthorized release or transfer of business or personal information or other user or customer data, may increase our compliance and operational costs, limit our ability to market our products or services and attract new and retain current customers, limit or eliminate our ability to Process data, and result in domestic or foreign governmental enforcement actions and fines, litigation, significant costs, expenses, and fees (including attorney fees), cause a material adverse impact to business operations or financial results, and otherwise result in other material harm to our business. In addition, any such failure or perceived failure could result in public statements against us by consumer advocacy groups, the media or others, which may cause us material reputational harm. Our actual or perceived failure to comply with Data Protection Laws and Data Protection Obligations could also subject us to litigation, claims (including class-action claims and mass arbitration demands), proceedings, actions, or investigations by governmental entities, authorities, or regulators that could require changes to our business practices, diversion of resources and the attention of management from our business, regulatory oversights and audits, discontinuance of necessary Processing, or other remedies that adversely affect our business.

We face exposure to foreign currency exchange rate fluctuations.

While we have historically transacted in U.S. dollars with our customers and vendors, we have transacted in some foreign currencies with such parties and for our payroll in those foreign jurisdictions where we have operations, and expect to continue to transact in more foreign currencies in the future. We actively manage the exposure of our foreign currency risk pursuant to our foreign currency risk management policy, however these efforts may not be successful.

Fluctuations in the value of foreign currencies relative to the U.S. dollar, have in the past and may in the future continue to adversely affect our revenue, operating expenses and results of operations due to transactional and translational remeasurement that is reflected in our earnings. Specifically, our results of operations and cash flows are subject to currency fluctuations primarily in the Indian Rupee, British Pound and Euro against the U.S. dollar. These exposures may change over time as business practices evolve, economic and political conditions change and evolving tax regulations come into effect. Also, fluctuations in the values of foreign currencies relative to the U.S. dollar could make it more difficult to detect underlying trends in our business and results of operations. Additionally, global events as well as geopolitical developments, such as the conflict between Russia and Ukraine and the evolving events in Israel and Gaza, fluctuating commodity prices, trade tariff developments and inflation have caused, and may in the future cause, global economic uncertainty and uncertainty about the interest rate environment, which could amplify the volatility of currency fluctuations. In 2023, we entered into foreign exchange forward contracts to hedge a portion of our forecasted foreign currency expenses denominated in Indian Rupee. Our hedging program is designed to reduce, but does not eliminate, the risk that our earnings and cash flows may be adversely affected by changes in exchange rates. We may enter into other hedging transactions in the future if our exposure to foreign currency becomes more significant.

Risks Related to Our Operations in India

A substantial portion of our business and operations are located in India, and we are subject to regulatory, economic, social, and policy uncertainties in India.

A substantial portion of our operations and employees are located in India, including a majority of our software engineering resources, and we intend to continue to develop and expand our operations in India. Consequently, our financial performance and the market price of our Class A common stock will be affected by changes in exchange rates and controls, interest rates, changes in government policies, including taxation policies, and other social and economic developments in or affecting India.

The Government of India and the state governments of India have exercised and continue to exercise significant influence over many aspects of the Indian economy. India has a mixed economy with a large public sector and an extensively regulated private sector. Increased regulation, changes in existing regulations, or significant changes in India's policy of economic liberalization may require us to change our business policies and practices. We may not be able to react to such changes promptly or in a cost-effective manner and therefore such changes may increase the cost of providing services to our customers, which would have an adverse effect on our operations and our financial condition and results of operations.

We are subject to various labor laws, regulations, and standards in India. Non-compliance with and changes in such laws may adversely affect our business, results of operations, and financial condition.

By virtue of having a significant number of employees in India, we are required to comply with various labor and industrial laws in India, which change regularly. If we are unable to comply with such regulations on a timely basis, we may be subjected

to sanctions, fines, or other regulatory actions. We cannot assure you that our costs of complying with current and future labor laws and other regulations will not adversely affect our business, results of operations, or financial condition.

Wage increases in India may diminish our competitive advantage against companies located in the United States and European Union and may reduce our profit margins.

Our wage costs in India have historically been significantly lower than wage costs in the United States and the EU for comparably skilled professionals, and this has been one of our competitive advantages. However, wage increases in India due to legislation or other factors may prevent us from sustaining this competitive advantage and may negatively affect our financial performance. We may need to increase the levels of our employee compensation more rapidly than in the past to retain talent. Unless we are able to continue to increase the efficiency and productivity of our employees over the long term, wage increases may negatively affect our financial performance.

For instance, in September 2020, the Government of India passed new legislation relating to social security and wages called the Code on Social Security, 2020 (the Social Security Code). The provisions of the Social Security Code are yet to be fully effective, and the rules under the Social Security Code have not yet been notified. Through its notifications, the Government of India has brought into force certain sections of the Social Security Code including in relation to the Employees' Pension Scheme, 1995 and use of Aadhar number for establishment of identity of an employee or an unorganized worker for certain purposes under the Social Security Code. The remaining provisions of the Social Security Code will be brought into force on a date to be notified by the Government of India. The Social Security Code will impact overall employee expenses which, in turn, could impact our profitability. The Social Security Code includes the novel concept of deemed remuneration, such that where an employee receives more than half (or such other percentage as may be notified by the Government of India) of such employee's total remuneration in the form of allowances, and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly added to wages for the purposes of the Social Security Code, and the compulsory contribution made towards the employees' provident fund. Further, the Social Security Code has introduced the concept of workers outside the traditional employer-employee work-arrangements (including in online and digital platform), such as "gig workers" and "platform workers," and provides for the mandatory registration of such workers in order to enable these workers to avail themselves to the benefits of, among others, life and disability insurance coverage, health and maternity benefits and old age protection. As a consequence, the Social Security Code could increase the financial burden on the employer and could impact profitability.

Further, the Government of India has notified three other labor codes, namely, the Code on Wages 2019, the Industrial Relations Code 2020, and the Occupational Safety, Health and Working Conditions Code 2020, which are yet to fully come into force, and the rules for these codes have not yet been published. Further, through its notifications the Government of India has brought in force certain sections of the Code on Wages 2019 in relation to the constitution and functioning of the central advisory board and repeal of certain sections of the Minimum Wages Act, 1948, as amended. The remaining provisions will be brought into force on a date to be notified by the Government of India. Further, the Industrial Relations Code 2020 and the Occupational Safety, Health and Working Conditions Code 2020 will come into effect on a date to be notified by the Government of India. Accordingly, while we are unable to ascertain with certainty the impact, financial or otherwise, due to these changes, it is possible that our wage costs in India may increase as a result of these changes when they become effective.

Government regulation on e-commerce and foreign investment, including investment in e-commerce in India, is evolving, and unfavorable changes to, or failure by us to comply with, these evolving regulations could adversely affect our business, financial condition, and results of operations.

The ownership of Indian companies by non-residents is regulated by the Government of India and the Reserve Bank of India (RBI). Under its consolidated foreign direct investment policy (FDI Policy) and India's Foreign Exchange Management Act, 1999 and the rules and regulations thereunder, particularly the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, each as amended (FEMA), the Government of India has specific requirements with respect to the level of foreign investment permitted in certain business sectors both without (known as the automatic route) and with (known as the approval route) prior regulatory approval, as well as the pricing of such investments, downstream investments by Indian companies owned or controlled by foreign entities, and the transfer of ownership or control of Indian companies in sectors with caps on foreign investment from resident Indian persons or entities to non-residents of India.

Under the FDI Policy, 100% foreign ownership is allowed under the automatic route (i.e., generally without prior regulatory approval) in companies engaged in business to business (B2B) e-commerce activities. Our current business operations and holding structure comply with these foreign investment restrictions and conditions. However, the Government of India has made and may continue to make revisions to the FEMA and the FDI Policy as regards e-commerce in India, including in relation to inventory, pricing, discounting, and permitted services. The Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India is also in the process of legislating a national e-commerce

policy, which will address e-commerce regulation and data protection. The timing or impact of this policy, which remains in draft form, is not yet certain. Such changes may require us to make changes to our business in order to comply with Indian law.

The regulatory framework applicable to e-commerce is constantly evolving and remains subject to change by the Government of India and the RBI. Any failure, or perceived failure, by us to comply with any of these evolving laws or regulations could result in proceedings or actions against us by governmental entities or others. Further, any such framework changes, such as the mandate on recurring credit and debit card payments that went into effect on September 30, 2021, may adversely affect our results of operations.

Changes in the taxation system in India could adversely affect our business.

Our business, financial condition, and results of operations could be materially and adversely affected by any change in the extensive central and state tax regime in India applicable to us and our business. Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and service tax, stamp duty, and other special taxes and surcharges, which are introduced on a temporary or permanent basis from time to time. This extensive central and state tax regime is subject to change from time to time. The final determination of our tax liability involves the interpretation of local tax laws and related regulations in each jurisdiction, as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred.

U.S. and Indian transfer-pricing regulations require that any international transaction involving associated enterprises be at an arm's-length price. Transactions among us and our subsidiaries may be considered such transactions. Accordingly, we determine the pricing among our entities on the basis of detailed functional and economic analysis involving benchmarking against transactions among entities that are not under common control. If the income tax authorities review any of our tax returns and determine that the transfer price applied was not appropriate, we may incur increased tax liabilities, including accrued interest and penalties.

If the stockholders (being non-residents under Indian tax laws) of the foreign company exit by way of redemption of the shares held by them in the foreign company or by selling the shares in foreign company, the stockholders could be taxed in India where the foreign company derives substantial value from India subject to stockholders being either entitled to small stockholder exemption available under Income Tax Act, 1961 or a benefit under the applicable double taxation avoidance agreement.

Tax laws and regulations are also subject to differing interpretations by various authorities in India. Differing interpretations of tax and other fiscal laws and regulations may exist within governmental ministries, including tax administration and appellate authorities, thus creating uncertainty and potential unexpected results. The degree of uncertainty in tax laws and regulations, combined with significant penalties for default and a risk of aggressive action by the governmental or tax authorities, may result in tax risks in the jurisdictions in which we operate being significantly higher than expected. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future. We are continually under review by the Indian tax authorities and have not received any assessments to date that would have a material impact to our financial statements.

Our ability to receive dividends and other payouts from our Indian subsidiary is subject to Indian legal restrictions and withholding tax.

Whether our Indian subsidiary will pay us dividends in the future and the amount of any such dividends, if declared, will depend on a number of factors, including future earnings, financial condition and performance, cash flows, working capital requirements, capital expenditures and other factors considered relevant by us and the board of our Indian subsidiary. We may decide to retain a substantial portion or all of our earnings in our Indian subsidiary to finance the development and expansion of our business and, therefore, may not declare dividends.

In the event dividends are declared, the Income Tax Act, 1961, as amended, requires that any dividends paid by an Indian company be subject to tax in the hands of the stockholders at applicable rates, such taxes will be withheld by the Indian subsidiary paying dividends.

Risks Related to International Operations

Our international operations and sales to customers outside the United States expose us to risks inherent in international operations and sales.

We have a significant portion of our operations in India. As of December 31, 2023, approximately 4,100 of our employees reside in India, representing approximately 84% of our total employee population. For the fiscal year ended December 31, 2023, 55% of our revenue was generated from customers outside North America. Besides India and the United States, we have sales and marketing operations primarily in Australia, Canada, France, Germany, Netherlands, Singapore and the United Kingdom. Operating in international markets requires significant resources and management attention and subjects us to regulatory, economic, and political risks that are different from those in the United States. In addition, we will face risks in doing business internationally that could adversely affect our business and results of operations, including:

- the need to localize and adapt our products for specific countries, including translation into foreign languages and associated expenses;
- data privacy laws that impose different and potentially conflicting obligations with respect to how personal information is Processed or require that customer data be stored in a designated territory;
- difficulties in staffing and managing foreign operations;
- regulatory and other delays and difficulties in setting up and maintaining foreign operations;
- different pricing environments, longer sales cycles, longer accounts receivable payment cycles, and collections issues;
- new and different sources of competition;
- weaker protection for intellectual property and other legal rights than in the United States and practical difficulties in enforcing intellectual property and other rights;
- laws and business practices favoring local competitors;
- compliance challenges related to the complexity of multiple, conflicting, and changing governmental laws and regulations, including employment, tax, privacy, and data protection laws and regulations;
- increased financial accounting and reporting burdens and complexities;
- declines or increases in the values of foreign currencies, primarily the Indian Rupee, British Pound, and Euro, relative to the U.S. dollar;
- restrictions on the transfer of funds;
- potentially adverse tax consequences;
- the cost of and potential outcomes of any claims or litigation;
- future accounting pronouncements and changes in accounting policies;
- changes in tax laws or tax regulations;
- public health or similar issues, such as a pandemics or epidemics; and
- regional and local economic and political conditions, including the evolving events in Russia, Ukraine, Israel, Gaza, and/or surrounding regions.

As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these risks. These factors and others could harm our ability to increase international revenue and, consequently, would materially impact our business and results of operations. The expansion of our existing international operations and entry into additional international markets will require significant management attention and financial resources.

Our failure to successfully manage our international operations and the associated risks effectively could limit the future growth of our business.

In particular, the majority of our software development operations are in India. South Asia has from time to time experienced instances of civil unrest, terrorist attacks and hostilities among neighboring countries. To the extent that such unrest affects or involves India, our business may be significantly impacted due to the extent of our operations in India. Further, such activities could disrupt communications, make travel more difficult, and create a greater perception that investments in companies with large operations in India involve a higher degree of risk. This, in turn, could have an adverse effect on the market for our Class A common stock.

In addition, following Russia's military invasion of Ukraine in February 2022, the United States, EU, and other nations announced various sanctions and export restrictions against Russia and Belarus. Such restrictions include blocking sanctions on some of the largest state-owned and private Russian financial institutions, and their removal from the Society for Worldwide Interbank Financial Telecommunication (SWIFT) payment system. The Russia-Ukraine conflict and the measures that have been taken, and could be taken in future, by the United States, NATO, and other countries have created global security concerns that could result in a regional conflict and otherwise have a lasting impact on regional and global economies, any or all of which could adversely affect our business, including preventing us from performing existing contracts, pursuing new business opportunities, or receiving payments for services already provided to customers.

We are subject to anti-corruption, anti-bribery, and similar laws, and our failure to comply with these laws could subject us to criminal penalties or significant fines and harm our business and reputation.

We are subject to anti-corruption and anti-bribery and similar laws, such as the U.S. Foreign Corrupt Practices Act of 1977, as amended, the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, the USA PATRIOT Act, the UK Bribery Act 2010, the India Prevention of Corruption Act, 1988, and other anti-corruption, anti-bribery, and anti-money laundering laws in countries in which we conduct activities. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly and prohibit companies and their employees and agents from promising, authorizing, making, offering, soliciting, or accepting, directly or indirectly, improper payments or other benefits to or from any person whether in the public or private sector. As we increase our international sales and business further, our risks under these laws may increase especially given our substantial reliance on sales to and through resellers and other intermediaries. Noncompliance with these laws could subject us to investigations, sanctions, settlements, prosecution, other enforcement actions, disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, adverse media coverage, and other consequences. Any investigations, actions, or sanctions could harm our business, results of operations, and financial condition.

We are subject to various export control, import, and trade and economic sanction laws and regulations that could impair our ability to compete in international markets and subject us to liability for noncompliance.

Our business activities are subject to various export control, import, and trade and economic sanction laws and regulations, including, among others, the U.S. Export Administration Regulations, administered by the Department of Commerce's Bureau of Industry and Security, U.S. Customs regulations, and economic and trade sanctions regulations maintained by the U.S. Department of the Treasury's Office of Foreign Assets Control, (collectively, Trade Controls). Trade Controls may prohibit or restrict the sale or supply of certain products and services to certain governments, persons, entities, countries, and territories, including those that are the target of comprehensive sanctions. We incorporate encryption technology into certain of our products, which may subject their export outside of the United States to certain export authorization requirements, including licensing, compliance with license exceptions, or other appropriate government authorization. In addition, various other countries regulate the import and export of certain encryption and other technology, including through import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our products or could limit the ability of organizations to use our products in those countries.

Although we maintain internal controls reasonably designed to ensure compliance with Trade Controls, our products and services may have in the past been, and could in the future be, provided inadvertently in violation of Trade Controls, despite the precautions we take. Violations of Trade Controls may subject our company, including responsible personnel, to various adverse consequences, including civil or criminal penalties, government investigations, and loss of export privileges. Further, obtaining the necessary authorizations, including any required licenses, for particular transactions or uses of our products may be time-consuming, is not guaranteed, and may result in the delay or loss of sales opportunities. In addition, if our channel partners fail to obtain any required import, export, or re-export licenses or permits, this could result in a violation of law by us, and we may also suffer reputational harm and other negative consequences, including government investigations and penalties.

Finally, changes in our products or future changes in Trade Controls could result in our inability to provide our products to certain customers or decreased use of our products by existing or potential customers with international operations. Any decreased use of our products or mobile applications or increased limitations on our ability to export or sell our products and mobile applications would adversely affect our business, results of operations, and financial condition.

Changes in laws and regulations related to the internet or changes in the internet infrastructure itself may diminish the demand for our products and could harm our business.

The future success of our business depends upon the continued use of the internet as a primary medium for commerce, communication, and business applications. Federal, state, or foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws or regulations affecting the use of the internet as a commercial medium. Changes in these laws or regulations could require us to modify our products in order to comply with these changes. In addition, government agencies or private organizations have imposed and may impose additional taxes, fees, or other charges for accessing the internet or commerce conducted via the internet. These laws or charges could limit the growth of internet related commerce or communications generally or result in reductions in the demand for internet-based products such as ours. In addition, the use of the internet as a business tool could be harmed due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease of use, accessibility, and quality of service. The performance of the internet and its acceptance as a business tool has been harmed by “viruses,” “worms,” and similar malicious programs and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If the use of the internet is adversely affected by these issues, demand for our products could decline.

Restrictive changes to immigration laws may hamper our growth.

The success of our business is dependent on our ability to attract and retain talented and experienced professionals in the jurisdictions in which we operate. Immigration laws in the countries in which we operate are subject to legislative changes, as well as to variations in the standards of application and enforcement due to political forces and economic conditions.

Our business is strengthened by the ability to mobilize employees between India and the United States where we have significant operations. Changes to U.S. immigration laws could make it more difficult to obtain the required work authorizations for our employees. This could in turn have an adverse effect on our operations and the value of our Class A common stock.

Risks Related to Intellectual Property

We may become subject to intellectual property rights claims and other litigation that are expensive to support, and if resolved adversely, could have a material adverse effect on us.

We have in the past, and may in the future, become subject to intellectual property or other disputes. Our success depends, in part, on our ability to develop and commercialize our offerings without infringing, misappropriating or otherwise violating the intellectual property rights of third parties. However, we may not be aware that our offerings are infringing, misappropriating, or otherwise violating third-party intellectual property rights. From time to time, our competitors or other third parties have claimed, and may in the future claim, that we are infringing upon, misappropriating, or violating their intellectual property rights, even if we are unaware of the intellectual property rights that such parties may claim cover our products or some or all of the other technologies we use in our business.

In addition, while we maintain a policy prohibiting our employees from using the confidential information of third parties or former employers (without their express permission) in performing their work for us, we cannot guarantee that the policies or processes we have enacted will prevent employees from acting without our knowledge in contravention of such policies. As we face increasing competition and our public profile increases, the possibility of intellectual property rights claims against us may also increase. The costs of supporting such litigation, regardless of merit, are considerable, and such litigation may divert management and key personnel’s attention and resources, which might seriously harm our business, results of operations, and financial condition. We may be required to settle such litigation on terms that are unfavorable to us. For example, a settlement may require us to obtain a license to continue practices found to be in violation of a third party’s rights, which may not be available on reasonable terms and may significantly increase our operating expenses. A license to continue such practices may not be available to us at all. As a result, we may also be required to develop alternative non-infringing technology or practices or discontinue the practices. The development of alternative non-infringing technology or practices would require significant effort and expense. Similarly, if any litigation to which we may be a party fails to settle and we go to trial, we may be subject to an unfavorable judgment which may not be reversible upon appeal. For example, the terms of a judgment may require us to cease some or all of our operations or require the payment of substantial amounts to the other party. Any of these events would cause our business and results of operations to be materially and adversely affected as a result.

Moreover, insurance might not cover such claims or disputes, might not provide sufficient payments to cover all the costs to resolve one or more such claims, and might not continue to be available on terms acceptable to us. A claim or dispute brought against us that is uninsured or underinsured could result in unanticipated costs and could have a material adverse effect on our business, results of operations, and financial condition.

We are also frequently required to indemnify our channel partners and customers in the event of any third-party infringement claims against our customers and third parties who offer our products, and such indemnification obligations may be excluded from contractual limitation of liability provisions that limit our exposure. These claims may require us to initiate or defend protracted and costly litigation on behalf of our customers and channel partners, regardless of the merits of these claims. If any of these claims succeed, we may be forced to pay damages on behalf of our customers and channel partners, may be required to modify one or more products to make it non-infringing, or may be required to obtain licenses for the products used. If we cannot obtain all necessary licenses on commercially reasonable terms, our customers may be forced to stop using one or more products, and our channel partners may be forced to stop selling one or more of our products.

If we are unable to protect our intellectual property rights both in the United States and abroad, the value of our brand and other intangible assets may be diminished, and our business may be adversely affected.

We rely and expect to continue to rely on a combination of trademark, copyright, patent, and trade secret protection laws to protect our intellectual property rights and proprietary information both in the United States and abroad. The intellectual property laws and protections offered in countries outside of the United States may not protect proprietary rights to the same extent as laws in the United States. Therefore, our efforts to protect our intellectual property may not be adequate and competitors may independently develop similar technology or duplicate our products or services and compete with us in this and other geographies where enforcement of intellectual property rights is less clear than in the United States.

While we maintain a policy requiring our employees, consultants, independent contractors, and third parties who are engaged to develop any material intellectual property for us to enter into confidentiality and invention assignment agreements to control access to and use of our proprietary information and to ensure that any intellectual property developed by such employees, contractors, consultants, and other third parties are assigned to us, we cannot guarantee that the confidentiality and invention assignment agreements or other employee, consultant, or independent contractor agreements we enter into adequately protect our intellectual property rights and other proprietary information. In addition, we cannot guarantee that these agreements will not be breached, that we will have adequate remedies for any breach, or that the applicable counter-parties to such agreements will not assert rights to our intellectual property rights or other proprietary information arising out of these relationships. Furthermore, the steps we have taken and may take in the future may not prevent misappropriation of our proprietary solutions or technologies, particularly with respect to employees who are no longer employed by us.

Furthermore, third parties may knowingly or unknowingly infringe or circumvent our intellectual property rights, and we may not be able to prevent infringement without incurring substantial expense. Litigation brought to protect and enforce our intellectual property rights would be costly, time-consuming, and distracting to management and key personnel, and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of our intellectual property rights. If the protection of our intellectual property rights is inadequate to prevent use or misappropriation by third parties, the value of our brand and other intangible assets may be diminished and competitors may be able to more effectively mimic our products and methods of operations. Any of these events would have a material adverse effect on our business, results of operations, and financial condition.

Our failure to obtain or maintain the right to use certain of our intellectual property would negatively affect our business.

Our future success and competitive position depend in part upon our ability to obtain or maintain certain intellectual property used in our products. While we have been issued patents for certain aspects of our intellectual property in the United States and have additional patent applications pending in the United States, we have not applied for patent protection in foreign jurisdictions, and may be unable to obtain patent protection for the technology covered in our patent applications. In addition, we cannot ensure that any of the patent applications will be approved or that the claims allowed on any issued patents will be sufficiently broad to protect our technology or products and provide us with competitive advantages. Furthermore, any issued patents may be challenged, invalidated, or circumvented by third parties.

Many patent applications in the United States may not be public for a period of time after they are filed, and since publication of discoveries in the scientific or patent literature tends to lag behind actual discoveries by several months, we cannot be certain that we will be the first to file patent applications on such inventions. Because some patent applications may

not be public for a period of time, there is also a risk that we could adopt a technology without knowledge of a pending patent application, which technology would infringe a third-party patent once that patent is issued.

We also rely on unpatented proprietary technology. It is possible that others will independently develop the same or similar technology or otherwise obtain access to our unpatented technology. To protect our trade secrets and other proprietary information, we require employees, consultants, and independent contractors to enter into confidentiality agreements. We cannot assure you that these agreements will provide meaningful protection for our trade secrets, know-how, or other proprietary information in the event of any unauthorized use, misappropriation, or disclosure of such trade secrets, know-how, or other proprietary information. If we are unable to maintain the proprietary nature of our technologies, our business would be materially adversely affected.

We rely on our trademarks, trade names, and brand names to distinguish our solutions from the products of our competitors, and have registered or applied to register many of these trademarks in the United States and certain countries outside the United States. However, occasionally third parties may have already registered identical or similar marks for products or solutions that also address the software market. As we rely in part on brand names and trademark protection to enforce our intellectual property rights, efforts by third parties to limit use of our brand names or trademarks and barriers to the registration of brand names and trademarks in various countries may restrict our ability to promote and maintain a cohesive brand throughout our key markets. There can also be no assurance that pending or future U.S. or foreign trademark applications will be approved in a timely manner or at all, or that such registrations will effectively protect our brand names and trademarks. Third parties may also oppose our trademark applications, or otherwise challenge our use of the trademarks. In the event that our trademarks are successfully challenged, we could be forced to rebrand our products, which would result in loss of brand recognition and would require us to devote resources to advertising and marketing new brands.

Our use of “open source” and third-party software could impose unanticipated conditions or restrictions on our ability to commercialize our products and could subject us to possible litigation.

A portion of the technologies we use in our products and mobile applications incorporates “open source” software, and we may incorporate open source software in our products and mobile applications in the future.

From time to time, companies that use third-party open source software have faced claims challenging the use of such open source software and their compliance with the terms of the applicable open source license. We may be subject to suits by parties claiming ownership of what we believe to be open source software or claiming non-compliance with the applicable open source licensing terms. Some open source licenses require end-users who distribute or make available across a network software and services that include open source software to make available all or part of such software, which in some circumstances could include valuable proprietary code, at no cost, or license such code under the terms of the particular open source license. While we employ practices designed to monitor our compliance with the licenses of third-party open source software and protect our valuable proprietary source code, we may inadvertently use third-party open source software in a manner that exposes us to claims of non-compliance with the applicable terms of such license, including claims for infringement of intellectual property rights or for breach of contract. Additionally, if a third-party software provider has incorporated open source software into software that we license from such provider, we could be required to disclose source code that incorporates or is a modification of such licensed software. Furthermore, there is an increasing number of open-source software license types, almost none of which have been tested in a court of law, resulting in a dearth of guidance regarding the proper legal interpretation of such license types. If an author or other third party that distributes open source software that we use or license were to allege that we had not complied with the conditions of the applicable open source license, we could expend substantial time and resources to re-engineer some or all of our software or be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from the sale of our products that contained the open source software, and required to comply with the foregoing conditions, including public release of certain portions of our proprietary source code.

In addition, the use of third-party open source software typically exposes us to greater risks than the use of third-party commercial software because open-source licensors generally do not provide warranties or controls on the functionality or origin of the software. Use of open source software may also present additional security risks because the public availability of such software may make it easier for hackers and other third parties to determine how to compromise our products. Any of the foregoing could be harmful to our business, results of operations, and financial condition.

We rely on software licensed from third parties to offer our products. In addition, we may need to obtain future licenses from third parties to use intellectual property rights associated with the development of our products, which might not be available on acceptable terms, or at all. Any loss of the right to use any third-party software required for the development and maintenance of our products or mobile applications could result in loss of functionality or availability of our products or mobile applications until equivalent technology is either developed by us, or, if available, is identified, obtained, and integrated. Any errors or defects in third-party software could result in errors or a failure of our products or mobile applications. Any of the

foregoing would disrupt the distribution and sale of subscriptions to our products and harm our business, results of operations, and financial condition.

Our use of generative artificial intelligence tools may pose particular risks to our proprietary software and systems and subject us to legal liability.

We use generative AI tools in our business, including as part of our Freddy AI product, and expect to use generative AI tools in the future. We have no formal policy regarding use of generative AI and have taken a discretionary-based approach with respect to our employees use of generative AI tools. Although we have guidelines with respect to our employees' use of generative AI tools that encourage the review of certain use cases at the executive level, we do not have processes in place to track and evaluate our employees' use of generative AI tools and cannot guarantee that all uses will be in accordance with our guidelines.

Generative AI tools producing content which can be indistinguishable from that generated by humans is a relatively novel development, with benefits, risks, and liabilities still unknown. Recent decisions of governmental entities and courts (such as the U.S. Copyright Office, U.S. Patent and Trademark Office, and U.S. Court of Appeals for the Federal Circuit) interpret U.S. copyright and patent law as limited to protecting works and inventions created by human authors and inventors, respectively. We are therefore unlikely to be able to obtain U.S. copyright or patent protection for works or inventions wholly created by a generative AI tool, and our ability to obtain U.S. copyright and patent protection for source code, text, images, inventions or other materials, which are developed with some use of generative AI tools may be limited, if available at all. Likewise, the availability of such IP protections in other countries is unclear. As a result, we could have no remedy if third parties reused those same materials, or similar materials, also generated by AI tools. In addition, we may have little or no insight into the third party content and materials used to train third party generative AI tools, or the extent of the original works which remain in the outputs. As a result, we may face claims from third parties claiming infringement of their intellectual property rights, or mandatory compliance with open source software or other license terms, with respect to software, or other materials or content we believed to be available for use, and not subject to license terms or other third party proprietary rights. We could also be subject to claims from the providers of the generative AI tools, if we use any of the generated materials in a manner inconsistent with their terms of use. Any of these claims could result in legal proceedings and could require us to purchase a costly license, comply with the requirement of open source software license terms, or limit or cease using the implicated software, or other materials or content unless and until we can re-engineer such software, materials, or content to avoid infringement or change the use of, or remove, the implicated third party materials, which could reduce or eliminate the value of our technologies and services. Any use of generative AI tools to develop source code may also present additional security risks because the generated source code may have been modelled from publicly available code, or otherwise not subject to all of our standard internal controls, which may make it easier for hackers and other third parties to determine how to breach our website and systems that rely on the code. Any of these risks could be difficult to eliminate or manage, and, if not addressed, could have a material adverse effect on our business, results of operations, financial condition, and future prospects.

Risks Related to Tax Matters

Our business, results of operations, and financial condition may be harmed if we are required to collect sales or other related taxes for subscriptions to our products in jurisdictions where we have not historically done so.

We collect sales and use, value-added and similar taxes in a number of jurisdictions. One or more states or countries may seek to impose incremental or new sales, use, or other tax collection obligations on us. A successful assertion by a state, country, or other jurisdiction that we should have been or should be collecting additional sales, use, or other similar taxes could, among other things, result in substantial tax payments, create significant administrative burdens for us, discourage potential customers from subscribing to our products due to the incremental cost of any such sales or other related taxes, or otherwise harm our business, results of operations, and financial condition.

Additionally, the application of indirect taxes, such as sales and use tax, value-added tax, GST, business tax, and gross receipt tax, to our business is a complex and evolving issue. Significant judgment is required to evaluate applicable tax obligations, and, as a result, amounts recorded are estimates and are subject to adjustments. In many cases, the ultimate tax determination is uncertain because it is not clear how new and existing statutes might apply to our business. New legislation could require us to incur substantial costs, including costs associated with tax calculation, collection, and remittance and audit requirements, and could adversely affect our business and results of operations. Furthermore, the U.S. Supreme Court has ruled in *South Dakota v. Wayfair* that a U.S. state may require an online retailer to collect sales taxes imposed by the state in which the buyer is located, even if the retailer has no physical presence in that state, thus permitting a wider enforcement of such sales tax collection requirements.

Our ability to utilize our net operating loss carryforwards and certain other tax attributes to offset taxable income or taxes may be limited.

As of December 31, 2023, we had U.S. federal net operating loss carryforwards of \$341.8 million portions of which will begin to expire in 2034 if not utilized. In addition, we have foreign tax credits of \$6.0 million that will begin to expire in 2027. Furthermore, we have state net operating loss carryforwards of \$147.2 million, portions of which will begin to expire beginning in 2024. Portions of these net operating loss carryforwards and foreign tax credits could expire unused and be unavailable to offset future income tax liabilities. Under the legislation enacted in 2017, titled the Tax Cuts and Jobs Act (Tax Act), as modified by the Coronavirus Aid, Relief, and Economic Security (CARES Act), U.S. federal net operating losses incurred in taxable years beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such federal net operating losses in taxable years beginning after December 31, 2020, is limited. It is uncertain how various states will respond to the Tax Act and the CARES Act. For state income tax purposes, there may be periods during which the use of net operating loss carryforwards is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed.

In addition, under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of state law, if a corporation undergoes an “ownership change,” which is generally defined as a greater than 50% change, by value, in its equity ownership over a three-year period, the corporation’s ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes to offset its post-change income or taxes may be limited. Our existing net operating losses may be subject to limitations arising from transactions that have occurred since our inception, which may trigger such an ownership change pursuant to Section 382. In the future, we may experience ownership changes as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. If an ownership change occurs and our ability to use our net operating loss carryforwards is materially limited, it would harm our future operating results by effectively increasing our future tax obligations.

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

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

- changes in the relative amounts of income before taxes in the various jurisdictions in which we operate that have differing statutory tax rates;
- changes in tax laws, tax treaties, and regulations or the interpretation of them, including the Tax Act;
- changes to our assessment about our ability to realize our deferred tax assets that are based on estimates of our future results, the prudence and feasibility of possible tax planning strategies, and the economic and political environments in which we do business;
- the outcome of current and future tax audits, examinations or administrative appeals; and
- limitations or adverse findings regarding our ability to do business in some jurisdictions.

In particular, new income, sales and use or other tax laws or regulations could be enacted at any time, which could adversely affect our business operations and financial performance. In addition, changes in tax laws or regulations could be enacted or existing tax laws or regulations could be applied to us or our customers in a manner that could increase the costs of our products and harm our business. Further, existing tax laws and regulations could be interpreted, modified or applied adversely to us. For example, the Tax Act enacted many significant changes to the U.S. tax laws. Future guidance from the Internal Revenue Service and other tax authorities with respect to the Tax Act may affect us, and certain aspects of the Tax Act could be repealed or modified in future legislation. For example, the CARES Act modified certain provisions of the Tax Act. In addition, it is uncertain if and to what extent various states will conform to the Tax Act, the CARES Act, or any newly enacted federal tax legislation. Changes in corporate tax rates, the realization of net operating losses, and other deferred tax assets relating to our operations, the taxation of foreign earnings, and the deductibility of expenses under the Tax Act or future reform legislation could have a material impact on the value of our deferred tax assets and could increase our future U.S. tax expense.

Our international operations may subject us to potential adverse tax consequences.

We are expanding our international operations to better support our growth into international markets. Our corporate structure and associated transfer pricing policies contemplate future growth in international markets, and consider the functions, risks and assets of the various entities involved in intercompany transactions. The amount of taxes we pay in different jurisdictions may depend on the application of the tax laws of the various jurisdictions, including the United States, to our international business activities, changes in tax rates, new or revised tax laws or interpretations of existing tax laws and policies, and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The

taxing authorities of the jurisdictions in which we operate may challenge our methodologies for pricing intercompany transactions pursuant to our intercompany arrangements or disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a challenge or disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations. Our financial statements could fail to reflect adequate reserves to cover such a contingency.

Risks Related to Ownership of Our Class A Common Stock

The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our stock prior to our initial public offering, including our executive officers, employees, and directors and their affiliates, and limiting your ability to influence corporate matters, which could adversely affect the trading price of our Class A common stock.

Our Class B common stock has 10 votes per share, and our Class A common stock has one vote per share. Based on shares of common stock held as of December 31, 2023, our directors, executive officers, and holders of more than 5% of our Class A common stock or Class B common stock, and their respective affiliates held in the aggregate approximately 86% of the voting power of our outstanding capital stock, and our Chief Executive Officer, Mr. Mathrubootham, controlled approximately 12.3% of the voting power of our outstanding common stock. As a result, these stockholders, acting together, and potentially our Chief Executive Officer on his own have significant influence over our management and affairs and over all matters requiring stockholder approval, including election of directors and significant corporate transactions, such as a merger or other sale of the company or our assets, for the foreseeable future. Corporate action might be taken even if other stockholders oppose them. This concentration of ownership could also delay or prevent a change of control of us that other stockholders may view as beneficial. Even if Mr. Mathrubootham is no longer employed with us, he will continue to have the same influence over matters requiring stockholder approval.

In addition, the holders of Class B common stock collectively will continue to be able to control all matters submitted to our stockholders for approval even though their stock holdings represent less than 50% of the outstanding shares of our common stock. Because of the 10-to-1 voting ratio between our Class B common stock and Class A common stock, the holders of our Class B common stock collectively will continue to control a majority of the combined voting power of our common stock even when the shares of Class B common stock represent as little as 10% of all outstanding shares of our Class A common stock and Class B common stock. This concentrated control will limit your ability to influence corporate matters for the foreseeable future, and, as a result, the market price of our Class A common stock could be adversely affected.

Future transfers by holders of shares of Class B common stock will generally result in those shares converting to shares of Class A common stock, which will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. Certain permitted transfers, as specified in our amended and restated certificate of incorporation, will not result in shares of Class B common stock automatically converting to shares of Class A common stock, including certain estate planning transfers as well as transfers to our founders or our founders' estates or heirs upon death or incapacity of such founder. If, for example, Mr. Mathrubootham (or family trusts to which he were to transfer shares of Class B common stock) retain a significant portion of his holdings of Class B common stock for an extended period of time, he (or such trusts) could, in the future, control a majority of the combined voting power of our Class A common stock and Class B common stock. As a board member, Mr. Mathrubootham owes a fiduciary duty to our stockholders and must act in good faith in a manner he reasonably believes to be in the best interests of our stockholders. As a stockholder, Mr. Mathrubootham is entitled to vote his shares in his own interests, which may not always be in the interests of our stockholders generally.

Additional stock issuances could result in significant dilution to our stockholders.

We may issue our capital stock or securities convertible into our capital stock from time to time in connection with a financing, acquisition, investments, or otherwise. We intend to issue an additional 2,850,000 shares of our Class A common stock and donate such shares to a newly formed U.S. charitable foundation in the future, which will result in additional dilution to our existing stockholders. Additional issuances of our stock will result in dilution to existing holders of our stock. We expect to grant equity awards to employees, officers, directors and other service providers under our equity incentive plans and to the extent stock options to purchase our stock are exercised or restricted stock units settle, there will be further dilution. Any such issuances could result in substantial dilution to our existing stockholders and cause the trading price of our Class A common stock to decline.

The trading price of our Class A common stock may be volatile, and you could lose all or part of your investment.

The trading price of our Class A common stock has been and will likely continue to be volatile and could be subject to fluctuations in response to various factors, some of which are beyond our control. These fluctuations could cause you to lose all or part of your investment in our Class A common stock. Factors that could cause fluctuations in the trading price of our Class A common stock include the risk factors set forth in this section as well as the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the trading prices and trading volumes of technology stocks;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- sales of shares of our Class A common stock by us or our stockholders;
- failure of securities analysts to maintain coverage of us, changes in financial estimates by securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors, particularly in light of the significant portion of our revenue derived from a limited number of customers;
- changes in our financial, operating or other metrics, regardless of whether we consider those metrics as reflective of the current state or long-term prospects of our business, and how those results compare to securities analyst expectations, including whether those results fail to meet, exceed, or significantly exceed securities analyst expectations, particularly in light of the significant portion of our revenue derived from a limited number of customers;
- announcements by us or our competitors of new products, applications, features, or services;
- the public's reaction to our press releases, other public announcements, and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;
- actual or anticipated changes in our results of operations or fluctuations in our results of operations;
- actual or anticipated developments in our business, our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry, or both, or investigations by regulators into our operations or those of our competitors;
- actual or perceived privacy or data security incidents;
- developments or disputes concerning our intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses, applications, products, services, or technologies by us or our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations, or principles;
- any significant change in our management; and
- general political and economic conditions and slow or negative growth of our markets.

In addition, in the past, following periods of volatility in the overall market and in the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. Such litigation has been instituted against us and could result in substantial costs and a diversion of our management's attention and resources.

Substantial future sales of shares of our Class A common stock by existing holders in the public market could cause the market price of our Class A common stock to decline.

Sales of a substantial number of shares of our Class A common stock in the public market, or the perception that these sales might occur, could depress the market price of our Class A common stock.

In addition, certain of our stockholders have registration rights that would require us to register shares owned by them for public sale in the United States. We have also filed registration statements to register shares reserved for future issuance under our equity compensation plans. As a result, subject to the satisfaction of applicable exercise periods and applicable volume and restrictions that apply to affiliates, the shares issued upon exercise of outstanding stock options or upon settlement of outstanding RSU awards are available for immediate resale in the United States in the open market.

Sales of our shares could also impair our ability to raise capital through the sale of additional equity securities in the future and at a price we deem appropriate. These sales could also cause the trading price of our Class A common stock to fall and make it more difficult for you to sell shares of our Class A common stock.

Our Class A common stock market price and trading volume could decline if securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business.

The trading market for our Class A common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. The analysts' estimates are based upon their own opinions and are often different from our estimates or expectations. If one or more of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, the price of our securities would likely decline. If one or more of the analysts who cover us cease coverage of us or fail to publish reports on us regularly, demand for our securities could decrease, which might cause the price and trading volume of our Class A common stock to decline.

We incur and will continue to incur costs and demands upon management as a result of complying with the laws and regulations affecting public companies in the United States, which may harm our business.

As a public company listed in the United States, we incur and will continue to incur significant additional legal, accounting, and other expenses. In addition, changing laws, regulations, and standards relating to corporate governance and public disclosure, including regulations implemented by the SEC and Nasdaq, may increase legal and financial compliance costs and make some activities more time consuming. For example, in July 2023, the SEC adopted rules requiring the disclosure of specified elements of cybersecurity risk management, strategy and governance and requiring the disclosure of material cybersecurity incidents within a short time period. In addition, the SEC has recently proposed climate change and environmental, social, and governance matters (ESG) reporting requirements, which, if approved, would increase our compliance costs. These laws, regulations and standards are subject to varying interpretations, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. We intend to invest resources to comply with evolving laws, regulations, and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. If, notwithstanding our efforts, we fail to comply with new laws, regulations, and standards, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

Failure to comply with these rules might also make it more difficult for us to obtain certain types of insurance, including director and officer liability insurance, and we might be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events would also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, on committees of our board of directors, or as members of senior management.

General Risks

If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our results of operations could be adversely affected.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations." The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities, and equity, and the amount of revenue and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to the useful lives and carrying values of long-lived assets, allowance for doubtful accounts, stock-based compensation expense, the expected benefit period of deferred contract acquisition costs, the fair value of our employee defined benefit and other compensation liabilities, and valuation of deferred tax assets. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our Class A common stock.

Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States.

Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board, the American Institute of Certified Public Accountants, the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change.

A failure to maintain an effective system of disclosure controls and internal control over financial reporting, could adversely affect our ability to produce timely and accurate financial statements or comply with applicable regulations.

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (Exchange Act), the Sarbanes-Oxley Act, and the rules and regulations of the applicable Nasdaq listing standards. We expect that the requirements of these rules and regulations will continue to increase our legal, accounting, and financial compliance costs, make some activities more difficult, time consuming, and costly, and place significant strain on our personnel, systems, and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the SEC is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that information required to be disclosed in reports under the Exchange Act, is accumulated and communicated to our principal executive and financial officers. We are also continuing to improve our internal controls over financial reporting. For example, we have worked to improve the controls around our key accounting processes and our quarterly close process, and we have hired additional accounting and finance personnel to help us implement these processes and controls. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting-related costs and investments to strengthen our accounting systems.

Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. In addition, changes in accounting principles or interpretations could also challenge our internal controls and require that we establish new business processes, systems, and controls to accommodate such changes. We have limited experience with implementing the systems and controls that are necessary to operate as a public company, as well as adopting changes in accounting principles or interpretations mandated by the relevant regulatory bodies. Additionally, if these new systems, controls, or standards and the associated process changes do not give rise to the benefits that we expect or do not operate as intended, it could adversely affect our financial reporting systems and processes, our ability to produce timely and accurate financial reports or the effectiveness of internal control over financial reporting. Moreover, our business may be harmed if we experience problems with any new systems and controls that result in delays in their implementation or increased costs to correct any post-implementation issues that may arise.

Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our consolidated financial statements for prior periods. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our Class A common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on Nasdaq.

We are required, pursuant to Section 404 Sarbanes-Oxley Act (Section 404), to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. Our independent registered public accounting firm is required to formally attest to the effectiveness of our internal control over financial reporting and any failure to implement and maintain effective internal control over financial reporting also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we are required to include in our periodic reports that will be filed with the SEC. Our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed, or operating. Our compliance with Section 404 requires that we incur substantial accounting expense and expend significant management efforts. Any failure to maintain effective disclosure controls and internal control over financial reporting could harm our business, results of operations, and financial condition and could cause a decline in the trading price of our Class A common stock.

We are currently planning and designing information systems enhancements, and problems with the design or implementation of these enhancements could interfere with our business and operations.

We are currently in the process of significantly enhancing our information systems, have recently implemented a new enterprise resource planning (ERP) system and are in the process of starting the implementation of new platforms such as a new human capital management platform. The implementation of significant enhancements to information systems is frequently disruptive to the underlying business of an enterprise, which may especially be the case for us due to the size and complexity of our businesses. The implementation of significant enhancements to information systems is frequently disruptive to the underlying business of an enterprise, which may especially be the case for us due to the size and complexity of our businesses. The implementation process has required, and will continue to require, the investment of significant personnel and financial resources. We may not be able to successfully implement these enhancements to information systems without experiencing further delays, increased costs and other difficulties. Any disruptions relating to our systems enhancements, particularly any disruptions impacting our operations during the design or implementation periods, could adversely affect our ability to process customer orders, provide products and support to our customers, invoice and collect from our customers, fulfill contractual obligations, and otherwise run our business. Data integrity problems or other issues may also be discovered during or as a result of the implementation which, if not corrected, could impact our business or financial results. If we are unable to successfully design and implement our information system enhancements, our financial position, results of operations and cash flows could be negatively impacted. Additionally, if we do not effectively implement the information system enhancements as planned or the information systems do not operate as intended, the effectiveness of our internal control over financial reporting could be adversely affected or our ability to assess those controls adequately could be further delayed.

We have in the past and may in the future engage in merger and acquisition activities, which would require significant management attention, disrupt our business, dilute stockholder value, and adversely affect our business, results of operations, and financial condition.

As part of our business strategy to expand our product offerings and grow our business in response to changing technologies, customer demand, and competitive pressures, we have in the past and may in the future make investments or acquisitions in other companies, products, or technologies. The identification of suitable acquisition candidates can be difficult, time-consuming, and costly, and we may not be able to complete acquisitions on favorable terms, if at all. These acquisitions may not ultimately strengthen our competitive position or achieve the goals of such acquisition, and any acquisitions we complete could be viewed negatively by customers or investors. We may encounter difficult or unforeseen expenditures in integrating an acquisition, particularly if we cannot retain the key personnel of the acquired company. Existing and potential customers may also delay or reduce their use of our products due to concerns that the acquisition may decrease effectiveness of our products (including any newly acquired product). In addition, if we fail to successfully integrate such acquisitions, or the assets, technologies, or personnel associated with such acquisitions, into our company, the business and results of operations of the combined company would be adversely affected.

Acquisitions may disrupt our ongoing operations, divert management from their primary responsibilities, subject us to additional liabilities, increase our expenses, subject us to increased regulatory requirements, cause adverse tax consequences or unfavorable accounting treatment, expose us to claims and disputes by stockholders and third parties, and adversely impact our business, financial condition, and results of operations. We may not successfully evaluate or utilize the acquired technology or accurately forecast the financial impact of an acquisition transaction, including accounting charges. We may have to pay cash for any such acquisition which would limit other potential uses for our cash. If we incur debt to fund any such acquisition, such debt may subject us to material restrictions in our ability to conduct our business, result in increased fixed obligations, and subject us to covenants or other restrictions that would decrease our operational flexibility and impede our ability to manage our operations. If we issue a significant amount of equity securities in connection with future acquisitions, existing stockholders' ownership would be diluted.

Increased government scrutiny of the technology industry could negatively affect our business.

The technology industry is subject to intense media, political, and regulatory scrutiny, which exposes us to government investigations, legal actions, and penalties. Various regulatory agencies, including competition, consumer protection, and privacy authorities, have active proceedings and investigations concerning multiple technology companies. Although we are not currently subject to any such investigations, if investigations targeted at other companies result in determinations that practices we follow are unlawful, including practices related to use of machine- and customer-generated data or generative AI, we could be required to change our products and services or alter our business operations, which could harm our business. Legislators and regulators also have proposed new laws and regulations intended to restrain the activities of technology companies. If such laws or regulations are enacted, they could have an impact on us, even if they are not intended to affect our company. In addition, the introduction of new products, expansion of our activities in certain jurisdictions, or other actions that we may take may subject us to additional laws, regulations, or other government scrutiny. The increased scrutiny of certain acquisitions in

the technology industry also could affect our ability to enter into strategic transactions or to acquire other businesses. Compliance with new or modified laws and regulations could increase our cost of conducting the business, limit the opportunities to increase our revenue, or prevent us from offering products or services.

We also could be harmed by government investigations, litigation, or changes in laws and regulations directed at our business partners, or suppliers in the technology industry that have the effect of limiting our ability to do business with those entities or that affect the services we can obtain from them. There can be no assurance that our business will not be materially adversely affected, individually or in the aggregate, by the outcomes of such investigations, litigation or changes to laws and regulations in the future.

We may need additional capital, and we cannot be sure that additional financing will be available.

Historically, we have financed our operations and capital expenditures primarily through sales of our capital stock and debt securities that are convertible into our capital stock. In the future, we may raise additional capital through additional equity or debt financings to support our business growth, to respond to business opportunities, challenges, or unforeseen circumstances, or for other reasons. On an ongoing basis, we are evaluating sources of financing and may raise additional capital in the future. Our ability to obtain additional capital depends on our development efforts, business plans, investor demand, operating performance, the condition of the capital markets, and other factors. We cannot assure you that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity, equity-linked, or debt securities, those securities may have rights, preferences, or privileges senior to the rights of existing stockholders, and existing stockholders may experience dilution. Further, if we are unable to obtain additional capital when required, or are unable to obtain additional capital on satisfactory terms, our ability to continue to support our business growth or to respond to business opportunities, challenges, or unforeseen circumstances would be adversely affected.

Additionally, our India subsidiary is subject to Indian foreign exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on raising foreign debt may have an adverse impact on our business growth, financial condition, results of operations, and cash flows.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware and, to the extent enforceable, the federal district courts of the United States of America will be the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law:

- any derivative claim or cause of action brought on our behalf;
- any claim or cause of action for a breach of fiduciary duty owed by any of our current or former directors, officers, or other employees to us or our stockholders;
- any claim or cause of action against us or any of our current or former directors, officers or other employees arising out of or pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation, or our bylaws (as each may be amended from time to time);
- any claim or cause of action seeking to interpret, apply, enforce or determine the validity of our amended and restated certificate of incorporation or our amended and restated bylaws (as each may be amended from time to time, including any right, obligation, or remedy thereunder);
- any claim or cause of action as to which the Delaware General Corporation Law confers jurisdiction to the Court of Chancery of the State of Delaware; and
- any claim or cause of action against us or any of our current or former directors, officers, or other employees governed by the internal-affairs doctrine.

This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the U.S. federal courts have exclusive jurisdiction. In addition, our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America 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, including all causes of action asserted against any defendant to such complaint. For the avoidance of doubt, this provision is intended to benefit and may be enforced by us, our officers and directors, the underwriters to any offering giving rise to such complaint, and any other professional entity whose profession gives authority to a statement made by that person or entity and who has prepared or certified any part of the documents underlying the offering.

While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions, and there can be no assurance that such provisions will be enforced by a court in those other jurisdictions. We note that investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder.

Additionally, our amended and restated certificate of incorporation provides that any person or entity holding, owning, or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to these provisions.

Provisions in our corporate charter documents and under Delaware law may prevent or frustrate attempts by our stockholders to change our management or hinder efforts to acquire a controlling interest in us, and the market price of our Class A common stock may be lower as a result.

There are provisions in our amended and restated certificate of incorporation and amended and restated bylaws (as each may be amended from time to time) that may make it difficult for a third party to acquire, or attempt to acquire, control of our company, even if a change in control was considered favorable by our stockholders, such as:

- establishing a classified board of directors so that not all members of our board of directors are elected at one time;
- permitting the board of directors to establish the number of directors and fill any vacancies and newly created directorships;
- providing that directors may only be removed for cause;
- prohibiting cumulative voting for directors;
- requiring super-majority voting to amend some provisions in our certificate of incorporation and bylaws;
- authorizing the issuance of “blank check” preferred stock that our board of directors could use to implement a stockholder rights plan;
- eliminating the ability of stockholders to call special meetings of stockholders;
- prohibiting stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders; and
- our dual class common stock structure as described above.

Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibit a person who owns 15% or more of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner. Any provision in our amended and restated certificate of incorporation or our amended and restated bylaws (as each may be amended from time to time) or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our Class A common stock and could also affect the price that some investors are willing to pay for our Class A common stock.

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

We have never declared or paid any cash dividends on our capital stock, and we do not intend to pay any cash dividends for the foreseeable future. We expect to retain future earnings, if any, to fund the development and growth of our business. Any future determination to pay dividends on our capital stock will be at the discretion of our board of directors. Accordingly, stockholders must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

Failure to effectively and efficiently address ESG matters could adversely impact us.

There is an increasing focus from certain investors, regulators, customers, employees, and other stakeholders concerning ESG matters. Some investors may use these non-financial performance factors to guide their investment strategies and, in some cases, may choose not to invest in us if they believe our policies and actions relating to ESG are inadequate. We may also face reputational damage in the event that we do not meet the ESG standards set by various constituencies.

As ESG best practices and reporting standards continue to develop, we may incur increasing costs relating to ESG monitoring and reporting and complying with ESG initiatives. For example, proposed or adopted climate and other ESG reporting regulations from the SEC, California, and other jurisdictions may increase our compliance costs. Our disclosures on ESG matters or a failure to meet evolving stakeholder expectations for ESG practices and reporting may potentially harm our reputation and customer relationships. Due to new regulatory standards and market standards, certain new or existing customers, particularly those in the EU, may impose stricter ESG guidelines or mandates for, and may scrutinize relationships more closely with, their counterparties, including us, which may lengthen sales cycles or increase our costs.

Furthermore, if our competitors' ESG performance is perceived to be better than ours, potential or current investors may elect to invest with our competitors instead. In addition, in the event that we communicate certain initiatives or goals regarding ESG matters, we could fail, or be perceived to fail, in our achievement of such initiatives or goals, or we could be criticized for the scope of such initiatives or goals. If we fail to satisfy the expectations of investors, customers, employees and other stakeholders or our initiatives are not executed as planned, our business, financial condition, results of operations, and prospects could be adversely affected.

Catastrophic events, including climate change, natural disasters and other events beyond our control, may disrupt our business.

Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce, and the global economy, and thus could harm our business. Our business operations are subject to interruption by natural disasters such as earthquakes, monsoons, cyclones, floods, extreme heat, and other effects of climate change, pandemics such as COVID-19, and other catastrophic events such as fire, power loss, terrorism, political unrest, telecommunications failure, vandalism, cyberattacks, geopolitical instability, war, and other events beyond our control. The majority of our research and development activities, customer service operations, IT systems, and other critical business operations are located in India. Although we maintain disaster response plans, such events could require significant time to resume operations to deliver our services to our customers, could decrease demand for our services, could cause us to incur substantial expense and may cause reputational harm, delays in our sales efforts, delays in our products' development, breaches of data security, and loss of critical data, all of which would harm our business, results of operations, and financial condition. Acts of terrorism would also cause disruptions to the internet or the economy as a whole. In addition, the insurance we maintain would likely not be adequate to cover our losses resulting from disasters or other business interruptions. Our disaster recovery plan may not be sufficient to address all aspects or any unanticipated consequence or incident, and our insurance may not be sufficient to compensate us for the losses that could occur.

In addition, the impacts of climate change on the global economy and the technology industry are rapidly evolving and unclear. While we seek to partner with organizations that mitigate their business risks associated with climate change, we recognize that there are inherent climate-related risks wherever business is conducted. Any of our primary locations may be vulnerable to the adverse effects of climate change. For example, our California headquarters has experienced, and may continue to experience, climate-related events at an increasing frequency and severity, including drought and air quality impacts and power shutoffs associated with wildfires and our India office has experienced, and may continue to experience, climate-related events, including cyclones, flooding, and heat waves. Climate-related events, including the increasing frequency of extreme weather events and their impact on the United States, India, Europe, and other major regions' critical infrastructure, have the potential to disrupt our business, our third-party suppliers and/or the business of our customers, and may cause us to experience higher attrition, losses and additional costs to maintain or resume operations. Regulatory developments, changing market dynamics and stakeholder expectations regarding climate change may impact our business, financial condition and results of operations. Furthermore, we may be subject to increased costs, regulations, reporting requirements, standards or expectations regarding the environmental impacts of our business.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk management and strategy

We have implemented and maintain various information security processes designed to identify, assess and manage material risks from cybersecurity threats to our critical computer networks, third party hosted services, communications systems, hardware and software, and our critical data, including intellectual property, confidential information that is proprietary, strategic or competitive in nature, and data related to our customers and employees (Information Systems and Data).

Our Chief Information Security Officer (CISO), our information security team, and third-party service providers help identify, assess, and manage our cybersecurity threats and risks, including through the use of our cybersecurity risk assessment program. Our CISO along with this team, as applicable, identifies and assesses risks from cybersecurity threats by monitoring and evaluating our threat environment and our risk profile using various methods, including automated and manual tools, third-party threat feeds, internal audits, access control assessments, and evaluating threats reported to us by various third party enterprise threat reporting services.

Depending on the environment, we implement and maintain various technical, physical, and organizational measures, processes, standards, and policies designed to manage and mitigate material risks from cybersecurity threats to our Information Systems and Data, including, for example: dedicated cybersecurity staff, including a 24X7 security operations center monitoring for and responding to threat activity, incident response plans and processes, vulnerability management, secure software development, static and dynamic code scanning for vulnerabilities, open-source software scanning, internal and third-party penetration testing, a bug bounty program, internal audit and assurance of security controls, disaster recovery/business continuity plans, attainment and maintenance of industry-standard security certifications, identity and access management, asset management, tracking and disposal, encryption, access controls, third-party risk management, phishing testing and reporting, employee security awareness training, and maintaining cybersecurity insurance.

Our assessment and management of material risks from cybersecurity threats are integrated into our overall risk management processes. For example, cybersecurity risks are considered a part of our overall business strategy, financial planning, and capital allocation.

We use third-party service providers to assist us from time to time to identify, assess, and manage material risks from cybersecurity threats. Our information security leadership inventories and prioritizes information security risks and evaluates material risks from cybersecurity threats, and reports those quarterly to the audit committee of our board of directors (Audit Committee), which evaluates our overall enterprise risk.

We use third-party service providers to perform a variety of security functions throughout our business, such as SaaS security providers, cloud-native application protection platforms, dark web monitoring, and software code scanning. We have a vendor management program to manage cybersecurity risks associated with our use of these providers. The program includes risk assessments and imposition of contractual obligations. Depending on the nature of the services provided, the sensitivity of the Information Systems and Data at issue, and the identity of the provider, our vendor management process may involve different levels of assessment designed to help identify cybersecurity risks associated with a provider, which may impose contractual obligations related to cybersecurity on the provider. For a description of the risks from cybersecurity threats that may materially affect us and how they may do so, see our risk factors under Part 1. Item 1A. Risk Factors in this Annual Report on Form 10-K, including "If our information technology, systems, or those of third parties upon which we rely or our data are or were to be compromised, we could experience adverse consequences resulting from such compromise, including, but not limited to, regulatory investigations or actions, litigation, fines and penalties, disruptions of our business operations, reputational harm, loss of revenue or profits, and other adverse consequences."

Governance

Our board of directors addresses our cybersecurity risk management as part of its general oversight function. The Audit Committee is responsible for overseeing our cybersecurity risk management processes, including oversight and mitigation of risks from cybersecurity threats.

Our cybersecurity risk assessment and management processes are implemented and maintained by our CISO and our information security team. Our CISO has served in various roles in information technology and information security for more than 20 years, including serving as the Chief Information Security Officer at a publicly traded SaaS company and large e-commerce company. Our CISO works with our broader Information Technology team on IT security issues and also works with our product organization, finance, legal and internal controls teams.

Our CISO is responsible for hiring appropriate personnel, helping to integrate cybersecurity risk considerations into our overall risk management strategy, and communicating key priorities to relevant personnel. Our CISO is responsible for overseeing our Information Security budget, helping prepare for cybersecurity incidents, approving cybersecurity processes, and reviewing security assessments and other security-related reports.

Our cybersecurity incident response process is designed to escalate certain cybersecurity incidents to members of management depending on the circumstances including our CISO, our Chief Financial Officer and our Chief Legal Officer. Upon consultation with our Chief Financial Officer and our Chief Legal Officer, our CISO works with our incident response team to help us mitigate and remediate cybersecurity incidents of which they are notified. In addition, our incident response process includes reporting to the Audit Committee for certain cybersecurity incidents.

The Audit Committee receives reports as part of its quarterly meetings from our CISO concerning our significant cybersecurity threats and risk and the processes we have implemented to address them. Our board also receives periodic reports (at least annually) from our CISO regarding the our overall cybersecurity landscape, including material related to cybersecurity threats, risk, and mitigation.

Item 2. Properties

Our headquarters office is located in San Mateo, California, where we lease more than 20,000 square feet pursuant to a lease that expires in July 2026. We also maintain additional offices in the United States and internationally, including Denver, Seattle, our principal engineering facility in Chennai, India and other offices in London, The United Kingdom; Paris, France; Berlin, Germany; Utrecht, The Netherlands; Bangalore and Hyderabad, India; and Sydney and Melbourne, Australia. These offices are leased, and we do not own any real property. We may continue to open up satellite offices in strategic locations to gain access to new talent markets and to facilitate business operations. We believe that the facilities we occupy are suitable to meet our current needs.

Item 3. Legal Proceedings

The information required to be set forth under this Item 3 is incorporated by reference to Note 8. Commitments and Contingencies — Litigation and Loss Contingencies in the notes to the Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Item 4. Mine Safety Disclosures

None.

Part II

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

Market Information and Holders of Record

Our Class A common stock is traded on the Nasdaq Global Select Market under the symbol "FRSH" since September 22, 2021. Prior to that date, there was no public trading market for our Class A common stock. As of February 13, 2024, there were 36 and 49 registered holders of our Class A and Class B common stock, respectively. Because many of our shares of Class A common stock are held in street name by brokers and other nominees on behalf of stockholders, we are unable to estimate the total number of beneficial owners of our Class A common stock represented by these holders of record.

Dividend Policy

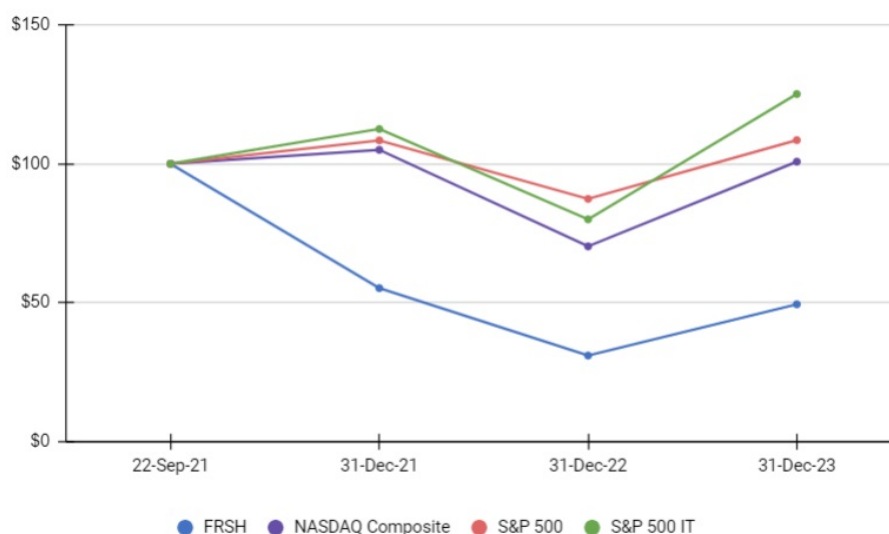
We have never declared or paid any cash dividends on our capital stock. We currently intend to retain any future earnings and do not expect to pay any dividends in the foreseeable future. Any future determination to declare cash dividends will be made at the discretion of our board of directors, subject to applicable laws, and will depend on a number of factors, including our financial condition, results of operations, capital requirements, contractual restrictions, general business conditions, and other factors that our board of directors may deem relevant.

Performance Graph

This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC, for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act.

The following graph compares (i) the cumulative total stockholder return on our Class A common stock from September 22, 2021 (the date that our Class A common stock commenced trading on the Nasdaq Capital Market) through December 31, 2023 with (ii) the cumulative total return of the NASDAQ Composite Index, the Standard & Poor's (S&P) 500 Index and the S&P 500 Information Technology Index over the same period, assuming the investment of \$100 in our Class A common stock and in both of the other indices on September 22, 2021 and the reinvestment of dividends. The graph uses the closing market price on September 22, 2021 of \$47.55 per share as the initial value of our Class A common stock. As discussed above, we have never declared or paid a cash dividend on our Class A common stock and do not anticipate declaring or paying a cash dividend in the foreseeable future.

COMPARISON OF CUMULATIVE TOTAL RETURN



Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

None.

Use of Proceeds

None.

Item 6. Reserved

Item 7. 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 consolidated financial statements and related notes that appear elsewhere in this Annual Report on Form 10-K. As described in the section titled "Special Note Regarding Forward-Looking Statements," the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this report, particularly in "Risk Factors" and elsewhere in this Annual Report on Form 10-K.

Overview

Our mission is to make it fast and easy for businesses to delight their customers and employees.

We deliver modern and innovative AI-guided customer and employee service solutions that enable companies of all sizes to drive delightful engagement and increase productivity. We started with Freshdesk, our customer service (CS) product, and later expanded our offering to include Freshservice, our IT and employee service management (ITSM) product. Next, we introduced Freshsales and Freshmarketer, our sales force and marketing automation solutions, and Freshchat, our messaging/chat product offering. We currently have more than 67,100 businesses using our software to make engaging customers and employees more efficient and enjoyable.

We generate revenue primarily from the sale of subscriptions for accessing our cloud-based software products over the contract term. We generally enter into subscription agreements with our customers on monthly, annual, or multi-year terms and invoice customers in advance in either monthly or annual installments. We also sell professional services that include product configuration, data migration, systems integration, and training. Professional services revenue is recognized as services are performed.

Our customer base and operations have scaled over time. Our total revenue was \$596.4 million, \$498.0 million and \$371.0 million in the years ended December 31, 2023, 2022 and 2021, respectively, representing year-over-year growth rates of 20% and 34%, respectively. We incurred operating losses of \$170.2 million, \$233.4 million and \$204.8 million in the years ended December 31, 2023, 2022 and 2021, respectively, and our net losses were \$137.4 million, \$232.1 million and \$192.0 million in the years ended December 31, 2023, 2022 and 2021, respectively.

Macroeconomic and Other Factors

Current macroeconomic uncertainties, including inflationary pressures, significant volatility in global markets, and geopolitical developments have impacted and may continue to impact business spending and the overall economy, and in turn our business. These macroeconomic events could adversely affect demand for our products and services. Foreign currency exchange rate fluctuations negatively impacted our revenue growth in 2022, but in 2023, the United States Dollar weakened against the Euro and British Pound contributing to positive impacts in our revenue. However the volatility in the foreign currency market still exists, and could impact our results of operations. For the years ended December 31, 2023 and 2022, we had approximately 27% and 26%, respectively, of revenue exposure related to the Euro and British Pound Sterling. If these conditions persist, they could have a material adverse impact on our results and our ability to accurately predict our future results and earnings.

Given our subscription-based business model, the effects of the macroeconomic conditions may not be fully reflected in our revenue until future periods. The ultimate impact on our business and operations remains highly uncertain, and it is not possible for us to predict the duration and extent to which this will affect our business, productivity of our employees, future results of operations, and financial condition. See the section titled “Risk Factors” for further discussion of the challenges and risks we have encountered and could encounter related to these macroeconomic events.

Key Factors Affecting Our Performance

The growth and future success of our business depends on many factors. While each of these factors presents significant opportunities for our business, they also pose important challenges that we must successfully address in order to sustain our growth and improve our results of operations. For complete definitions of our key metrics, please refer to the section titled “Key Business Metrics” below.

Acquiring New Customers

We will continue to invest in acquiring new customers across all of our products. We believe that our focus on offering products that delight our users facilitates our go-to-market strategy, which is designed to be product-led and self-service in nature, reducing the friction new customers have to overcome to adopt our products within their organization. Our approach to acquiring new customers allows us to benefit from user-driven, organic adoption of our products across organizations of all sizes, as well as enable our customers to standardize on our products across the organization. As of December 31, 2023 and 2022, we had more than 67,100 and 63,400 paying customers, respectively.

We have made and continue to make significant investments in strengthening our outbound sales motion to enable adoption of department-specific and organization-wide use cases for mid-market and enterprise customers. We believe that larger businesses can benefit from implementing multiple Freshworks products, as once they are a customer they are able to expand their use of these products. We define annual recurring revenue (ARR) as the sum total of the subscription revenue we would contractually expect to recognize over the next 12 months from all customers at a point in time, assuming no increases, reductions, or cancellations in their subscriptions. For monthly subscriptions, we take the recurring revenue run-rate of such subscriptions for the last month of the period and multiply it by 12 to get to ARR. While monthly subscribers as a group have historically maintained or increased their subscriptions over time, there is no guarantee that any particular customer on a monthly subscription will renew its subscription in any given month, and therefore the calculation of ARR for these monthly subscriptions may not accurately reflect revenue to be received over a 12-month period from such customers. As of December 31, 2023 and 2022, 20,261 and 17,722 of our customers contributed more than \$5,000 in ARR, respectively, demonstrating the broad appeal of our products to customers of all sizes and geographies, and as of December 31, 2023 and 2022, customers contributing more than \$5,000 in ARR represented 89% and 87% of total ARR, respectively. We believe that

the number of customers that contribute more than \$5,000 in ARR is an indicator of our success in expanding upmarket to larger businesses.

We also run focused programs to acquire startup and incubator customers. These programs include free credits to use our products, and webinars and events specifically tailored to highlight the benefits of our products for these types of customers. By encouraging startups and incubators to use our products early on in their company's lifecycle, we believe we have the opportunity to convert these organizations to paying customers and grow with these customers as they grow their businesses.

Retaining and Expanding Within Existing Customers

Our business model relies on rapidly and efficiently landing new customers and expanding our relationships with them over time. We have experienced, and expect to continue to experience that, over time, a significant portion of our revenue growth will come from our existing customers expanding their usage of our products and buying additional products.

We measure the rate of expansion within our customer base using net dollar retention rate (as defined under *Key Business Metrics*), and we believe that our net dollar retention rate demonstrates our rate of expansion within our existing customer base. As of December 31, 2023 and 2022, our net dollar retention rate remained flat at 108%. On constant currency basis, our net dollar retention rate was 107% as of December 31, 2023 which was a decrease from prior year primarily due to lower expansion within existing customers driven by macroeconomic pressures.

We have a significant opportunity to expand within our existing customer base and substantially increase the number of customers that purchase multiple Freshworks products. As of December 31, 2023, approximately 26% of our customers purchased two or more Freshworks products, which includes customers on our Freshworks Customer Service Suite and Freshsales Suite subscription plans counting as customers who purchased multiple products. These customers represented 47% of total ARR as of December 31, 2023, illustrating the large opportunity we have to sell additional products to our current customer base and drive growth.

We continue to increase the number of customers that have entered into larger subscriptions with us. We had 2,497 customers each contributing \$50,000 or more in ARR as of December 31, 2023, representing an increase of 31% year-over-year from 1,908 customers as of December 31, 2022. As of December 31, 2023 and December 31, 2022, customers contributing more than \$50,000 in ARR represented approximately 48% and 44% of total ARR, respectively. We believe that the number of customers contributing \$50,000 or more in ARR indicates the strategic importance of our products for our customers and our ability to both initially land significant accounts or grow customers into significant accounts over time. No single customer accounted for more than 1% of ARR and our top 10 customers represented less than 5% of ARR as of December 31, 2023, and we have no significant concentration in a specific industry vertical.

Investing in Our Growth

We believe that we are early in addressing our large market opportunity and we intend to continue to make investments to support the growth and expansion of our business. We have a track record of bringing new products to market and scaling these new products over time. As of December 31, 2023, we have two primary products with over \$100 million in ARR, Freshdesk and Freshservice. We intend to invest in growing our research and development team to extend the functionality of our solutions and continue to bring new solutions to market. Our investments in our Neo platform have helped us accelerate the pace of innovation.

We believe that our market remains largely underserved. We intend to invest aggressively in our direct and indirect sales and marketing capabilities, including investments in our outbound sales motion. We have been global from our earliest product sales and our global footprint continues to expand, with customers in approximately 170 countries. During the year ended December 31, 2023, 45%, 38%, and 17% of our revenue was derived from customers in North America; Europe, Middle East and Africa; and the rest of the world, respectively. We have a significant opportunity to further expand globally. We plan to support more languages, recruit partners, hire sales and customer service personnel in additional countries as needed, and expand our presence in countries where we already operate. A critical part of our go-to-market strategy has been our broad and diverse set of partners that enrich our offerings, scale our geographic coverage, and help us reach a broader audience than we would be able to reach on our own, thus amplifying our go-to-market investments. We plan to continue to invest in growing our partner ecosystem to fuel additional customer acquisition and expand use cases within our existing customer base.

We are also focused on attracting new talent and retaining our employees. Our culture is a critical part of our success, and attracting and retaining the best available talent will help us make customer delight easy and continue our growth trajectory.

Key Business Metrics

We monitor and review a number of metrics, including the following key metrics, to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections, and make strategic decisions. Key business metrics and our financial performance are impacted by various factors discussed below, including fluctuations in the value of foreign currencies relative to the U.S. dollar. We also review customer data used for calculating these key business metrics on an ongoing basis and make necessary modifications resulting from such review. We believe these key business metrics provide meaningful supplemental information for management and investors in assessing our operating performance.

| | December 31, | | |
|--|--------------|--------|--------|
| | 2023 | 2022 | 2021 |
| Number of customers contributing more than \$5,000 in ARR | 20,261 | 17,722 | 14,814 |
| ARR from customers contributing more than \$5,000 in ARR as a percent of total ARR | 89 % | 87 % | 85 % |
| Net dollar retention rate | 108 % | 108 % | 114 % |

Number of Customers Contributing More Than \$5,000 in ARR

We define our total customers contributing more than \$5,000 in annual recurring revenue (ARR) as of a particular date as the number of business entities or individuals, represented by a unique domain or a unique email address, with one or more paid subscriptions to one or more of our products that contributed more than \$5,000 in ARR. We believe that the number of customers that contribute more than \$5,000 in ARR is an indicator of our success in attracting, retaining, and expanding with larger businesses.

Net Dollar Retention Rate

Our net dollar retention rate measures our ability to increase revenue across our existing customer base through expansion of users and products associated with a customer as offset by our churn and contraction in the number of users and products associated with a customer. To calculate net dollar retention rate as of a particular date, we first determine "Entering ARR," which is ARR from the population of our customers as of 12 months prior to the end of the reporting period. We then calculate the "Ending ARR" which is ARR from the same set of customers as of the end of the reporting period. We then divide the Ending ARR by the Entering ARR to arrive at our net dollar retention rate. Ending ARR includes upsells, cross-sells, and renewals during the measurement period and is net of any contraction or attrition over this period.

For monthly subscriptions, we take the recurring revenue run-rate of such subscriptions for the last month of the period and multiply it by 12 to get to ARR. While monthly subscribers as a group have historically maintained or increased their subscriptions over time, there is no guarantee that any particular customer on a monthly subscription will renew its subscription in any given month, and therefore the calculation of ARR for these monthly subscriptions may not accurately reflect revenue to be received over a 12-month period from such customers, and net dollar retention rate may reflect a higher rate than the actual rate if customers on monthly subscriptions choose not to renew during the course of the 12 months. Monthly subscriptions represented 17%, 20%, and 24% of ARR as of December 31, 2023, 2022 and 2021 respectively. The net dollar retention rate for customers on monthly contracts has generally been lower than our overall net dollar retention rate. In addition, as part of our regular review of customer data that includes reviewing customers purchasing our products via resellers so we can properly attribute them as end customers, we may make adjustments that could impact the calculation of net dollar retention.

Our net dollar retention rate was 108% as of December 31, 2023 and 2022. On constant currency basis, our net dollar retention rate was 107% as of December 31, 2023 which was a decrease from prior year primarily due to lower expansion within existing customers driven by macroeconomic pressures. We expect our net dollar retention rate could fluctuate in future periods due to a number of factors, including our expected growth, the level of penetration within our customer base, our ability to upsell and cross-sell products to existing customers, and our ability to retain our customers.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with GAAP. The preparation of these consolidated financial statements requires our management to make estimates, assumptions, and judgments that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue, costs and expenses and related disclosures during the applicable periods. We base our estimates, assumptions, and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances. Different assumptions and judgments would change the estimates used in the preparation of our consolidated financial statements, which, in turn, could change the results from those reported. We evaluate our estimates, assumptions, and judgments on an ongoing basis.

Our significant accounting policies are discussed in detail in Note 2, Summary of Significant Accounting Policies, to the consolidated financial statements included in Item 8 of Part II of this 10-K. The critical accounting estimates, assumptions, and judgments that we believe have the most significant impact on our consolidated financial statements are described below.

Revenue Recognition

We derive revenue from subscription fees and related professional services. We sell subscriptions for our cloud-based solutions directly to customers and indirectly through channel partners through arrangements that are non-cancelable and non-refundable. Our subscription arrangements do not provide customers with the right to take possession of the software supporting the solutions and, as a result, are accounted for as service arrangements. We record revenue net of sales or value-added taxes.

Subscription Revenue

Subscription revenue is primarily comprised of fees paid by our customers for accessing our cloud-based software during the term of the arrangement. Our cloud-based services allow customers to use the multi-tenant software without requiring them to take possession of the software. Given that access to the cloud-based software represents a series of distinct services that comprise a single performance obligation that is satisfied over time, subscription revenue is recognized ratably over the contract term beginning on the commencement date of each contract, which is the date that the cloud-based software is made available to customers.

Professional Services Revenue

Professional services revenue is comprised of fees charged for services ranging from product configuration, data migration, systems integration and training. Professional services revenue is recognized as services are performed and represents less than 5% of total revenue.

Customers with Multiple Performance Obligations

Some of our contracts with customers contain both subscriptions and professional services. For these contracts, we account for individual performance obligations separately. The transaction price is allocated to the separate performance obligations on the basis of relative standalone selling price (SSP). We determine SSP by taking into consideration historical selling price of these performance obligations in similar transactions, as well as current pricing practices and other observable inputs including, but not limited to, customer size and geography. As our go-to-market strategies evolve, we may modify our pricing practices in the future, which could result in changes to SSP.

Evaluating the terms and conditions of our customer contracts for appropriate revenue recognition and determining whether products and services are considered distinct performance obligations may require significant judgment. Judgment is also used to estimate the contract's transaction price and allocate it to each performance obligation.

Deferred Contract Acquisition Costs

Deferred contract acquisition costs are incremental costs that are associated with acquiring customer contracts and consist primarily of sales commissions and the associated payroll taxes and certain referral fees paid to independent third parties. The costs incurred upon the execution of initial and expansion contracts are primarily deferred and amortized over an expected benefit period of three years. The Company considers the expected benefit period to exceed the initial contract term for certain costs because of anticipated renewals and because sales commission rates for renewal contracts are not commensurate with sales commissions for initial contracts. Significant judgement is used to determine the expected benefit period by taking into consideration the Company's technology life cycle and an estimated customer relationship period, including expected contract renewals.

Stock-Based Compensation

We issue stock options and RSUs to employees, consultants, and directors, and stock purchase rights granted under the Employee Stock Purchase Plan (ESPP) to employees based on their estimated fair value on the date of the grant. For stock options and ESPP, the fair value is estimated using the Black-Scholes option-pricing model, and stock-based compensation is recognized in the consolidated statements of operations using the straight-line attribution method. The fair value of RSUs is based on the closing market price of our Class A common stock on the date of the grant. We recognize stock-based compensation expense over the requisite service period, which is the vesting period of the respective awards. Forfeitures are accounted for when they occur.

Prior to our IPO, the fair value of our common stock on the date of the grant was determined based on independent third-party valuations as there was no public market, and there was no stock-based compensation expense recognized from the RSUs as the liquidity event-related performance condition was not probable. Upon the completion of the IPO, the performance condition became probable, and we began to recognize stock-based compensation expense.

We also granted a performance-based award with both a service-based vesting condition and a market condition involving a certain range of stock price targets, and the fair value of such award was determined by using the Monte-Carlo simulation model. The associated stock-based compensation expense is recognized over the longer of the derived service period or the requisite service period, using the accelerated attribution method.

Changes in the assumptions, which are subjective and generally require significant analysis and judgement to develop, can materially affect the valuation of our equity awards and impact how much stock-based compensation expense is recognized.

Leases

The Company determines whether an arrangement constitutes a lease and records lease liabilities and right-of-use (ROU) assets on its consolidated balance sheets at the lease commencement date. Lease liabilities are measured based on the present value of the total lease payments not yet paid, discounted based on either the rate implicit in the lease or the Company's incremental borrowing rate (the estimated rate the Company would be required to pay for a collateralized borrowing equal to the total lease payments over the term of the lease), whichever is more readily determinable. The incremental borrowing rate is based on an estimate of the Company's expected unsecured borrowing rate for its notes, adjusted for tenor and collateralized security features. We estimate the incremental borrowing rate using yields for maturities that are in line with the duration of the lease payments.

Non-GAAP Financial Measures

In addition to our results determined in accordance with U.S. generally accepted accounting principles (GAAP), we believe the following non-GAAP financial measures are useful in evaluating our operating performance: non-GAAP loss from operations, non-GAAP net loss, and free cash flow. We use these non-GAAP financial measures to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe these non-GAAP financial measures may be helpful to investors because they provide consistency and comparability with past financial performance.

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

We exclude the following items from one or more of our non-GAAP financial measures, including the related income tax effect of these adjustments:

- *Stock-based compensation expense.* We exclude stock-based compensation, which is a non-cash expense, from certain of our non-GAAP financial measures because we believe that excluding this expense provides meaningful supplemental information regarding operational performance. In particular, stock-based compensation expense is not comparable across companies given the variety of valuation methodologies and assumptions.
- *Employer payroll taxes on employee stock transactions.* We exclude the amount of employer payroll taxes on equity awards from certain of our non-GAAP financial measures because they are dependent on our stock price at the time of vesting or exercise and other factors that are beyond our control and do not believe these expenses have a direct correlation to the operation of the business.
- *Amortization of acquired intangibles.* We exclude amortization of acquired intangibles, which is a non-cash expense, from certain of our non-GAAP financial measures. Our expenses for amortization of acquired intangibles are inconsistent in amount and frequency because they are significantly affected by the timing, size of acquisitions, and the allocation of purchase price. We exclude these amortization expenses because we do not believe these expenses have a direct correlation to the operation of our business.

- *Gain on sale of non-marketable equity investments.* We exclude gains on the sale of non-marketable equity investments from certain of our non-GAAP financial measures because we believe they are unrelated to our ongoing operating performance and are not expected to recur in our continuing operating results.

Non-GAAP Income (Loss) From Operations and Non-GAAP Net Income (Loss)

We define non-GAAP income (loss) from operations as GAAP loss from operations excluding stock-based compensation expense, employer payroll taxes on employee stock transactions and amortization of acquired intangibles.

We define non-GAAP net income (loss) as GAAP net loss, excluding stock-based compensation expense, employer payroll taxes on employee stock transactions, amortization of acquired intangibles, and gain on sale of non-marketable equity investments, net of their related tax effects.

The following tables present a reconciliation of our GAAP loss from operations to our non-GAAP income (loss) from operations and our GAAP net loss to our non-GAAP net income (loss) for each of the periods presented (in thousands):

Non-GAAP Income (Loss) from Operations

| | Year Ended December 31, | | |
|---|-------------------------|--------------------|--------------------|
| | 2023 | 2022 | 2021 |
| Loss from operations | \$ (170,172) | \$ (233,372) | \$ (204,782) |
| Non-GAAP adjustments: | | | |
| Stock-based compensation expense | 210,707 | 207,696 | 173,443 |
| Employer payroll taxes on employee stock transactions | 3,711 | 1,827 | 8,754 |
| Amortization of acquired intangibles | 303 | 1,591 | 4,329 |
| Non-GAAP income (loss) from operations | <u>\$ 44,549</u> | <u>\$ (22,258)</u> | <u>\$ (18,256)</u> |

Non-GAAP Net Income (Loss)

| | Year Ended December 31, | | |
|---|-------------------------|--------------------|--------------------|
| | 2023 | 2022 | 2021 |
| Net loss | \$ (137,436) | \$ (232,132) | \$ (191,995) |
| Non-GAAP adjustments: | | | |
| Stock-based compensation expense | 210,707 | 207,696 | 173,443 |
| Employer payroll taxes on employee stock transactions | 3,711 | 1,827 | 8,754 |
| Amortization of acquired intangibles | 303 | 1,591 | 4,329 |
| Gain on sale of non-marketable equity investments | — | — | (23,830) |
| Income tax adjustments | 1,398 | 1,978 | 1,802 |
| Non-GAAP net income (loss) | <u>\$ 78,683</u> | <u>\$ (19,040)</u> | <u>\$ (27,497)</u> |

Free Cash Flow

We define free cash flow as net cash provided by (used in) operating activities, less purchases of property and equipment and capitalized internal-use software costs. We believe that free cash flow is a useful indicator of liquidity as it measures our ability to generate cash from our core operations after purchases of property and equipment. Free cash flow is a measure to determine, among other things, cash available for strategic initiatives, including further investments in our business and potential acquisitions of businesses.

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

| | Year Ended December 31, | | |
|---|-------------------------|--------------|--------------|
| | 2023 | 2022 | 2021 |
| Net cash provided by (used in) operating activities | \$ 86,178 | \$ (2,525) | \$ 11,460 |
| Less: | | | |
| Purchases of property and equipment | (2,069) | (7,129) | (5,565) |
| Capitalized internal-use software | (6,271) | (5,116) | (3,552) |
| Free cash flow | \$ 77,838 | \$ (14,770) | \$ 2,343 |
| Net cash provided by (used in) investing activities | \$ 158,499 | \$ (284,827) | \$ (420,296) |
| Net cash provided by (used in) financing activities | \$ (60,619) | \$ (156,354) | \$ 1,058,369 |

Components of Our Results of Operations

Revenue

Substantially all of our revenue is derived from subscriptions, which is comprised of fees paid by customers for accessing our cloud-based software products during the term of the subscription. Subscription revenue is recognized ratably over the contract term beginning on the commencement date of each subscription, which is the date that the cloud-based software is made available to customers.

Professional services revenue comprises less than 5% of total revenue and includes fees charged for product configuration, data migration, systems integration, and training. Professional services revenue is recognized as services are performed.

We generally enter into subscription agreements with our customers on monthly, annual, or multi-year terms and invoice customers in advance in either monthly or annual installments. Our payment terms generally require the customers to pay the invoiced amount in advance or within 30 days from the invoice date. Our professional services are generally billed in advance along with the related subscription arrangements.

Cost of Revenue

Cost of revenue consists primarily of personnel-related expenses (including salaries, related benefits, and stock-based compensation expense) for employees associated with our cloud-based infrastructure, payment gateway fees, voice, product support, and professional services organizations, as well as costs for hosting capabilities. Cost of revenue also includes third-party license fees, amortization of acquired technology intangibles, amortization of capitalized internal-use software, and allocation of general overhead costs such as facilities and information technology.

We expect our cost of revenue to continue to increase in dollar amount as we invest additional resources in our cloud-based infrastructure and customer support and professional services organizations. However, our gross profit and gross margin may fluctuate from period to period due to the timing and extent of our investments in third-party hosting capacity, expansion of our cloud-based infrastructure, customer support, and professional services organizations, as well as the amortization of costs associated with capitalized internal-use software.

Overhead Allocation

We allocate shared costs, such as facilities costs (including rent, utilities, and depreciation on capital expenditures related to facilities shared by multiple departments), information technology costs, and certain administrative personnel costs to all departments based on headcount and location. Allocated shared costs are reflected in each of the expense categories described below, in addition to cost of revenue as described above.

Operating Expenses

Research and Development. Research and development expense consists primarily of personnel-related costs, including salaries, related benefits, and stock-based compensation expense for engineering and product development employees, software license fees, rental of office premises, third-party product development services and consulting expenses, and depreciation expense for equipment used in research and development activities. We capitalize a portion of our research and development expenses that meet the criteria for capitalization of internal-use software. All other research and development costs are expensed as incurred.

We believe that continued investment in our products is important for our growth, and as such, we expect that our research and development expenses will continue to increase in dollar amount for the foreseeable future. This percentage may fluctuate from period to period depending upon the timing and amount of these expenses.

Sales and Marketing. Sales and marketing expense consists primarily of personnel-related costs, including salaries, related benefits, and stock-based compensation expense for our sales personnel, sales commissions for our sales force and reseller commissions for our channel sales partners, as well as costs associated with marketing activities, travel and entertainment costs, software license fees, and rental of office premises. Sales commissions that are considered incremental costs incurred to obtain contracts with customers, are deferred and amortized over the expected benefit period of three years. Marketing activities include online lead generation, advertising, and promotional events.

We expect to continue to make significant investments as we expand our customer acquisition, retention efforts and in-person marketing events and associated business travel. As a result, we expect that our sales and marketing expenses will continue to increase in dollar amount for the foreseeable future, however, we expect it to decline as a percentage of revenue over the longer term. This percentage may fluctuate from period to period depending upon the timing and amount of these expenses.

General and Administrative. General and administrative expense consists primarily of personnel-related costs, including salaries, related benefits, and stock-based compensation expense for certain executives and other general and administrative personnel, third-party professional services fees; including consulting, legal, audit, and accounting services, travel and entertainment costs, accounting, legal, human resources, and recruiting personnel, costs of director and officer insurance, costs associated with acquisitions of businesses, software license fees, and rental of office premises.

As a publicly traded company, we expect to increase personnel-related and professional service expenses associated with ongoing compliance and reporting obligations and costs to broaden our IT related infrastructure. Our general and administrative expenses are expected to continue to increase in dollar amount for the foreseeable future, however, we expect it to decline as a percentage of revenue over the longer term. This percentage may fluctuate from period to period depending upon the timing and amount of our general and administrative expenses.

Interest and Other Income, Net

Interest and other income, net primarily consists of interest income from our investment portfolios, amortization of premium or discount on marketable securities, and foreign currency gains and losses.

Provision for Income Taxes

Provision for income taxes consists primarily of income taxes related to U.S. states and foreign jurisdictions in which we conduct business. We maintain a full valuation allowance on our U.S. federal and state net deferred tax assets as we have concluded that it is not more likely than not that the deferred tax assets will be realized. Our effective tax rate is affected by tax rates in foreign jurisdictions and the relative amounts of income we earn in those jurisdictions, as well as non-deductible expenses, such as stock-based compensation, and changes in our valuation allowance.

Results of Operations

The following tables sets forth our consolidated statements of operations data for the periods presented (in thousands):

| | Year Ended December 31, | | |
|---|-------------------------|--------------|--------------|
| | 2023 | 2022 | 2021 |
| Revenue | \$ 596,432 | \$ 497,999 | \$ 371,022 |
| Cost of revenue ⁽¹⁾ | 103,369 | 95,772 | 78,030 |
| Gross profit | 493,063 | 402,227 | 292,992 |
| Operating expenses: | | | |
| Research and development ⁽¹⁾ | 137,756 | 135,543 | 120,407 |
| Sales and marketing ⁽¹⁾ | 357,781 | 343,207 | 260,345 |
| General and administrative ⁽¹⁾ | 167,698 | 156,849 | 117,022 |
| Total operating expenses | 663,235 | 635,599 | 497,774 |
| Loss from operations | (170,172) | (233,372) | (204,782) |
| Interest and other income, net | 46,403 | 12,582 | 23,303 |
| Loss before income taxes | (123,769) | (220,790) | (181,479) |
| Provision for income taxes | 13,667 | 11,342 | 10,516 |
| Net loss | \$ (137,436) | \$ (232,132) | \$ (191,995) |

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

| | Year Ended December 31, | | |
|---|-------------------------|------------|------------|
| | 2023 | 2022 | 2021 |
| Cost of revenue | \$ 6,774 | \$ 7,039 | \$ 5,604 |
| Research and development ⁽¹⁾ | 37,524 | 36,413 | 45,162 |
| Sales and marketing ⁽²⁾ | 66,755 | 64,328 | 53,169 |
| General and administration ⁽³⁾ | 99,654 | 99,916 | 69,508 |
| Total stock-based compensation expense | \$ 210,707 | \$ 207,696 | \$ 173,443 |

(1) Stock-based compensation expense recorded to research and development in the consolidated statements of operations excludes amounts that were capitalized for internal-use software.

(2) Sales and marketing expense for the years ended December 31, 2023 and 2022 includes \$9.6 million and \$3.2 million, respectively, of stock-based compensation expense associated with RSU and options granted to the President in September 2022.

(3) General and administrative expense includes \$55.9 million, \$55.9 million and \$19.1 million of stock-based compensation expense associated with RSUs and PRSUs primarily granted to the CEO in September 2021 for the years ended December 31, 2023, 2022 and 2021, respectively.

Recognition of Stock-Based Compensation

Prior to our initial public offering (IPO), there was no stock-based compensation expense recognized from our equity awards as the liquidity event-related performance condition was not probable. The performance condition was satisfied upon the completion of the IPO in September 2021, and we began to recognize stock-based compensation expense. During the year ended December 31, 2021, stock-based compensation expense recognized included a cumulative charge associated with certain RSUs for which the service-based vesting condition had been satisfied upon the completion of the liquidity event.

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

| | Year Ended December 31, | | |
|--------------------------------|-------------------------|-------|-------|
| | 2023 | 2022 | 2021 |
| Revenue | 100 % | 100 % | 100 % |
| Cost of revenue | 17 | 19 | 21 |
| Gross profit | 83 | 81 | 79 |
| Operating expense: | | | |
| Research and development | 23 | 27 | 32 |
| Sales and marketing | 60 | 69 | 70 |
| General administrative | 29 | 32 | 32 |
| Total operating expenses | 112 | 128 | 134 |
| Loss from operations | (29) | (47) | (55) |
| Interest and other income, net | 8 | 2 | 6 |
| Loss before income taxes | (21) | (45) | (49) |
| Provision for income taxes | 2 | 2 | 3 |
| Net loss | (23)% | (47)% | (52)% |

Comparison of Fiscal Years Ended December 31, 2023 and 2022

Revenue

| | Year Ended December 31, | | Change | |
|-----------------------|-------------------------|------------|-----------|------|
| | 2023 | 2022 | \$ | % |
| | (dollars in thousands) | | | |
| Subscription services | \$ 582,868 | \$ 485,322 | \$ 97,546 | 20 % |
| Professional services | \$ 13,564 | \$ 12,677 | \$ 887 | 7 % |
| Total revenue | \$ 596,432 | \$ 497,999 | \$ 98,433 | 20 % |

Revenue increased by \$98.4 million, or 20%, for the year ended December 31, 2023 compared to the year ended December 31, 2022. Of the total increase in revenue, approximately \$62.2 million was attributable to revenue from existing customers as of December 31, 2023, net of contraction and churn, and approximately \$36.2 million was attributable to revenue from new customers acquired during the year ended December 31, 2023, net of contraction and churn. Our net dollar retention rate of 108% for the year ended December 31, 2023 reflects the expansion within existing customers and the sale of additional products to these customers.

Cost of Revenue and Gross Margin

| | Year Ended December 31, | | Change | |
|-----------------|-------------------------|-----------|----------|-----|
| | 2023 | 2022 | \$ | % |
| | (dollars in thousands) | | | |
| Cost of revenue | \$ 103,369 | \$ 95,772 | \$ 7,597 | 8 % |
| Gross margin | 83 % | 81 % | | |

Cost of revenue increased by \$7.6 million, or 8%, for the year ended December 31, 2023 compared to the year ended December 31, 2022. This increase was primarily due to increases of \$4.0 million in third-party hosting costs, \$3.4 million in software license fees, \$1.9 million in amortization of internally capitalized software, partially offset by decreases of \$1.0 million in amortization of developed technology and \$0.8 million in professional fees including legal costs. Our gross margin increased to 83% from 81% as we increased revenue and realized benefits from economies of scale and due to ongoing initiatives to improve our cost structure.

Operating Expenses

| | Year Ended December 31, | | Change | |
|----------------------------|-------------------------|------------|-----------|-----|
| | 2023 | 2022 | \$ | % |
| | (dollars in thousands) | | | |
| Research and development | \$ 137,756 | \$ 135,543 | \$ 2,213 | 2 % |
| Sales and marketing | 357,781 | 343,207 | 14,574 | 4 % |
| General and administrative | 167,698 | 156,849 | 10,849 | 7 % |
| Total operating expenses | \$ 663,235 | \$ 635,599 | \$ 27,636 | |

The increases in our operating expenses in the year ended December 31, 2023 compared to the year ended December 31, 2022 were primarily driven by increases in personnel-related costs due to compensation adjustments and stock-based compensation expense.

Research and Development

Research and development expense increased by \$2.2 million, or 2%, for the year ended December 31, 2023 compared to the year ended December 31, 2022. This increase was primarily due to increases of \$1.7 million in personnel-related costs due to compensation adjustments, \$1.1 million in stock-based compensation expense, partially offset by a decrease of \$1.6 million in professional services fees.

Sales and Marketing

Sales and marketing expense increased by \$14.6 million, or 4%, for the year ended December 31, 2023 compared to the year ended December 31, 2022. This increase was primarily due to increases of \$22.7 million in personnel-related costs due to compensation adjustments, \$2.4 million in stock-based compensation expense, \$1.2 million in travel related expenses for sales and marketing events, partially offset by decreases of \$7.3 million in advertising, branding and event costs, \$3.6 million in reseller commissions, and \$2.1 million in professional services fees.

General and Administrative

General and administrative expense increased by \$10.8 million, or 7%, for the year ended December 31, 2023 compared to the year ended December 31, 2022. This increase was primarily due to increases of \$6.0 million in personnel-related costs due to compensation adjustments, \$4.9 million in professional services fees, comprised primarily of legal, accounting, and consulting fees, \$2.7 million in tax reserves in accordance with ASC 450, partially offset by a decrease of \$3.3 million in directors and officers insurance.

Interest and Other Income, Net

| | Year Ended December 31, | | Change | |
|--------------------------------|-------------------------|-----------|-----------|--------|
| | 2023 | 2022 | \$ | % |
| | (dollars in thousands) | | | |
| Interest income | \$ 45,895 | \$ 14,771 | \$ 31,124 | 211 % |
| Other income (expense) net | 508 | (2,189) | 2,697 | (123)% |
| Interest and other income, net | \$ 46,403 | \$ 12,582 | \$ 33,821 | 269 % |

Interest income increased by \$31.1 million primarily due to approximately \$20.2 million of discount amortization on cash equivalents and marketable securities and approximately \$11.9 million increase in interest income resulting from an increase in average interest rates compared to prior year.

Other income (expense), net increased primarily due to a \$2.7 million decrease in foreign exchange loss during the year ended December 31, 2023.

Provision for Income Taxes

| | Year Ended December 31, | | Change | |
|----------------------------|-------------------------|-----------|----------|------|
| | 2023 | 2022 | \$ | % |
| | (dollars in thousands) | | | |
| Provision for income taxes | \$ 13,667 | \$ 11,342 | \$ 2,325 | 20 % |

We are subject to federal and state income taxes in the United States and taxes in foreign jurisdictions. For the years ended December 31, 2023 and 2022, we recorded a provision for income taxes of \$13.7 million, and \$11.3 million, respectively, on loss before taxes of \$123.8 million and \$220.8 million, respectively. The effective tax rates for the years ended December 31, 2023 and 2022 were (11.0)% and (5.1)% respectively. The effective tax rates differ from the statutory rate of 21% primarily due to nondeductible compensation and change in the valuation allowance. The \$2.3 million increase in tax expense was mainly due to an increase in foreign taxes caused by higher pre-tax earnings from foreign subsidiaries and an increase in unrecognized tax benefit.

Comparison of Fiscal Years Ended December 31, 2022 and 2021

Revenue

| | Year Ended December 31, | | Change | |
|-----------------------|-------------------------|------------|------------|------|
| | 2022 | 2021 | \$ | % |
| | (dollars in thousands) | | | |
| Subscription services | \$ 485,322 | \$ 360,506 | \$ 124,816 | 35 % |
| Professional services | \$ 12,677 | \$ 10,516 | \$ 2,161 | 21 % |
| Total revenue | \$ 497,999 | \$ 371,022 | \$ 126,977 | 34 % |

Revenue increased by \$127.0 million, or 34%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. Of the total increase in revenue, approximately \$94.9 million was attributable to revenue from existing customers as of December 31, 2021, net of contraction and churn, and approximately \$32.1 million was attributable to revenue from new customers acquired during the year ended December 31, 2022, net of contraction and churn. Our net dollar retention rate of 108% for the year ended December 31, 2022 reflects the expansion within existing customers and the sale of additional products to these customers.

Cost of Revenue and Gross Margin

| | Year Ended December 31, | | Change | |
|-----------------|-------------------------|-----------|-----------|------|
| | 2022 | 2021 | \$ | % |
| | (dollars in thousands) | | | |
| Cost of revenue | \$ 95,772 | \$ 78,030 | \$ 17,742 | 23 % |
| Gross Margin | 81 % | 79 % | | |

Cost of revenue increased by \$17.7 million, or 23%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. This increase was primarily due to increases of \$8.5 million in third-party hosting costs, \$5.3 million in personnel-related costs due to annual compensation adjustments and higher headcount, \$3.8 million in software license fees, \$1.4 million in stock-based compensation expense, \$1.1 million increase in professional fees including legal costs, and \$1.0 million in payment gateway fees, partially offset by \$2.7 million decrease in amortization of developed technology and a decrease of \$2.0 million in cloud voice service costs. Our gross margin increased to 81% from 79% as we increased revenue and realized benefits from economies of scale primarily related to our third party hosting costs.

Operating Expenses

| | Year Ended December 31, | | Change | |
|----------------------------|-------------------------|------------|------------|------|
| | 2022 | 2021 | \$ | % |
| | (dollars in thousands) | | | |
| Research and development | \$ 135,543 | \$ 120,407 | \$ 15,136 | 13 % |
| Sales and marketing | 343,207 | 260,345 | 82,862 | 32 % |
| General and administrative | 156,849 | 117,022 | 39,827 | 34 % |
| Total operating expenses | \$ 635,599 | \$ 497,774 | \$ 137,825 | |

The increases in our operating expenses in the year ended December 31, 2022 compared to the year ended December 31, 2021 were primarily driven by personnel-related costs due to higher headcount to support the growth of our business, compensation adjustments, and changes in stock-based compensation expense.

Research and Development

Research and development expense increased by \$15.1 million, or 13%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. This increase was primarily due to increases of \$18.9 million in personnel-related costs due to compensation adjustments and higher headcount, \$2.3 million in professional services fees and \$1.2 million in third-party cloud infrastructure expenses to support the operations of our research and development, partially offset by a decrease of \$8.7 million in stock-based compensation expense.

Sales and Marketing

Sales and marketing expense increased by \$82.9 million, or 32%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. This increase was primarily due to increases of \$48.5 million in personnel-related costs due to compensation adjustments and higher headcount, \$11.2 million in stock-based compensation expense, \$5.5 million in travel related expenses for sales and marketing events, \$4.8 million in higher advertising, branding and event costs, \$4.0 million in reseller commissions, \$3.8 million in software license fees and \$2.9 million in professional services fees.

General and Administrative

General and administrative expense increased by \$39.8 million, or 34%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. This increase was primarily due to increases of \$30.4 million in stock-based compensation expense, \$6.8 million in personnel-related costs due to compensation adjustments and higher headcount, \$4.7 million in directors and officers insurance, and \$1.1 million in software license fees, partially offset by decreases of \$3.3 million related to legal settlements, and \$1.5 million in professional services fees, comprised primarily of legal, accounting, and consulting fees.

Interest and Other Income, Net

| | Year Ended December 31, | | Change | |
|--------------------------------|-------------------------|-----------|-------------|--------|
| | 2022 | 2021 | \$ | % |
| | (dollars in thousands) | | | |
| Interest income | \$ 14,771 | \$ 2,454 | \$ 12,317 | 502 % |
| Other income (expense) net | (2,189) | 20,849 | (23,038) | (110)% |
| Interest and other income, net | \$ 12,582 | \$ 23,303 | \$ (10,721) | (46)% |

Interest income increased primarily due to \$13.8 million higher interest income earned from marketable securities.

Other income (expense), net decreased primarily due to a \$23.8 million gain from the sale of non-marketable equity investments and \$0.9 million of benefit from the release of interest and penalties accrued for indirect taxes recorded during fiscal 2021 that did not recur in fiscal 2022, partially offset by \$1.3 million in decrease in foreign exchange loss during fiscal 2022.

Provision for Income Taxes

| | Year Ended December 31, | | Change | |
|----------------------------|-------------------------|-----------|--------|-----|
| | 2022 | 2021 | \$ | % |
| | (dollars in thousands) | | | |
| Provision for income taxes | \$ 11,342 | \$ 10,516 | \$ 826 | 8 % |

We are subject to federal and state income taxes in the United States and taxes in foreign jurisdictions. For the years ended December 31, 2022 and 2021, we recorded provision for income taxes of \$11.3 million and \$10.5 million, respectively, on loss before taxes of \$220.8 million and \$181.5 million, respectively. The effective tax rates for the years ended December 31, 2022 and 2021 were (5.1)% and (5.8)% respectively. The effective tax rates differ from the statutory rate primarily due to maintaining a full valuation allowance on our U.S. federal and state net deferred tax assets as it was more likely than not that those deferred tax assets will not be realized. The \$0.8 million increase in tax expense was due to a \$1.7 million increase in foreign taxes due to higher pre-tax earnings and foreign sales, partially offset by a decrease in unrecognized tax benefit of \$0.9 million for the year ended December 31, 2022.

Liquidity and Capital Resources

As of December 31, 2023 we had cash and cash equivalents of \$488.1 million and marketable securities of \$699.5 million. Since inception, we have funded our operations primarily with financing through the issuance of redeemable convertible preferred and common stock to investors, and in September 2021, we completed our IPO that generated net proceeds of approximately \$1.1 billion. As of December 31, 2023, we had an accumulated deficit of \$3.6 billion. Our operating activities resulted in cash inflows of \$86.2 million for the year ended December 31, 2023.

Our other material cash requirements are related to the settlement of future contractual obligations associated with operating leases and other service subscription agreements (as described in *Contractual Obligations* below).

We believe our existing cash, cash equivalents and marketable securities, will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months. We believe we will meet longer term expected future cash requirements and obligations through a combination of our existing cash and cash equivalents balances, cash flow from operations, and issuances of equity securities or debt offerings. Our future capital requirements will depend on many factors, including the rate of our revenue growth, the timing and extent of spending on research and development efforts, the expansion of sales and marketing activities, the introduction of new and enhanced product offerings, and other business initiatives and the continuing market adoption of our products. We may in the future enter into arrangements to acquire or invest in complementary businesses, services, and technologies, including intellectual property rights. We may be required to seek additional equity or debt financing in connection with such activities. If we raise additional funds through the incurrence of indebtedness, such indebtedness may have rights that are senior to holders of our equity securities and could contain covenants that restrict our operational flexibility. Any additional equity or convertible debt financing may be dilutive to stockholders. In the event that additional financing is required from outside sources, we may not be able to raise such financing on terms acceptable to us or at all.

Cash Flows

The following table summarizes our cash flows for the periods presented (in thousands):

| | Year Ended December 31, | | |
|---|-------------------------|--------------|--------------|
| | 2023 | 2022 | 2021 |
| Net cash provided by (used in) operating activities | \$ 86,178 | \$ (2,525) | \$ 11,460 |
| Net cash provided by (used in) investing activities | \$ 158,499 | \$ (284,827) | \$ (420,296) |
| Net cash provided by (used in) financing activities | \$ (60,619) | \$ (156,354) | \$ 1,058,369 |

Operating Activities

Net cash provided by operating activities of \$86.2 million for the year ended December 31, 2023 reflects our net loss of \$137.4 million, adjusted for non-cash items such as stock-based compensation of \$210.7 million, depreciation and amortization of \$12.1 million, amortization of deferred contract acquisition costs of \$24.0 million, non-cash lease expense of \$7.7 million, premium amortization on marketable securities of \$15.7 million, and net cash outflows of \$14.1 million from changes in operating assets and liabilities. The net cash outflows from changes in operating assets and liabilities were due to increases of operating assets of \$27.0 million in deferred contract acquisition costs, \$27.0 million in accounts receivable, \$7.4 million in prepaid expenses and other assets and decreases of \$12.9 million in operating lease liabilities and \$2.4 million in accounts payable; partially offset by increases in operating liabilities of \$60.8 million in deferred revenue and \$1.8 million in accrued and other liabilities.

Net cash used in operating activities of \$2.5 million for the year ended December 31, 2022 reflects our net loss of \$232.1 million, adjusted for non-cash items such as stock-based compensation of \$207.7 million, depreciation and amortization of \$11.5 million, amortization of deferred contract acquisition costs of \$18.5 million, non-cash lease expense of \$6.2 million, premium amortization on marketable securities of \$1.6 million, and net cash outflows of \$11.1 million from changes in operating assets and liabilities. The net cash outflows from changes in operating assets and liabilities were due to increases of operating assets of \$28.6 million in deferred contract acquisition costs, \$18.9 million in accounts receivable, \$8.1 million in prepaid expenses and other assets and a decrease of \$8.8 million in operating lease liabilities; partially offset by increases in operating liabilities of \$45.5 million in deferred revenue and \$7.7 million in accrued and other liabilities.

Net cash provided by operating activities of \$11.5 million for the year ended December 31, 2021 reflects our net loss of \$192.0 million, adjusted for non-cash items such as stock-based compensation of \$173.4 million, gain realized on sale of non-marketable equity investment of \$23.8 million, depreciation and amortization of \$13.3 million, amortization of deferred contract acquisition costs of \$12.8 million, deferred income taxes of \$1.9 million, discount amortization on marketable

securities of \$1.8 million and net cash inflows of \$28.0 million from changes in operating assets and liabilities. The net cash inflows from changes in operating assets and liabilities were due to increases of \$56.0 million in deferred revenue, \$17.7 million in accrued and other liabilities, and \$2.0 million in accounts payable, partially offset by increases in assets of \$24.2 million in deferred contract acquisition costs, \$17.5 million in accounts receivable, and \$5.9 million in prepaid expenses and other assets.

Investing Activities

Net cash provided by investing activities of \$158.5 million for the year ended December 31, 2023 consisted of \$166.7 million in proceeds from maturities and sales, net of purchases of marketable securities; partially offset by \$2.0 million in purchases, net of proceeds from sale of property and equipment, and \$6.3 million related to the capitalization of internal-use software.

Net cash used in investing activities of \$284.8 million for the year ended December 31, 2022 consisted of \$272.7 million in purchases, net of maturities and sales of marketable securities, \$7.0 million in purchases, net of proceeds from sale of property and equipment and \$5.1 million related to the capitalization of internal-use software.

Net cash used in investing activities of \$420.3 million for the year ended December 31, 2021 consisted of \$435.8 million in purchases, net of maturities and sales of marketable securities, \$4.9 million in purchases, net of proceeds from sale of property and equipment, \$3.6 million related to the capitalization of internal-use software, offset by \$24.0 million in proceeds from sale of non-marketable equity investments.

Financing Activities

Net cash used in financing activities of \$60.6 million for the year ended December 31, 2023 consisted primarily of \$68.0 million in payment of withholding taxes on net share settlement of equity awards, partially offset by \$7.3 million in proceeds from issuance of common stock under our employee stock purchase plan, net.

Net cash used in financing activities of \$156.4 million for the year ended December 31, 2022 consisted primarily of \$167.2 million in payment of withholding taxes on net share settlement of equity awards, partially offset by \$10.9 million in proceeds from issuance of common stock under our employee stock purchase plan, net.

Net cash provided by financing activities of \$1.1 billion for the year ended December 31, 2021 consisted primarily of \$1.1 billion in proceeds from our IPO, net of underwriting discounts, offset by \$6.8 million in payments for deferred offering costs, \$3.3 million in payment of withholding taxes on net share settlement of equity awards, and \$0.9 million in payments for acquisition-related liabilities.

Remaining Performance Obligations on Customer Contracts

We generally enter into subscription agreements with our customers on monthly, annual, or multi-year terms and invoice customers in advance in either monthly or annual installments. A small portion of our annual contracts may have billing terms that are different from their subscription terms, and most of our multi-year contracts are invoiced annually. As of December 31, 2023, remaining performance obligations totaled \$418.9 million, which comprised \$266.4 million of deferred revenue and \$152.5 million of unbilled revenue.

We expect that the value of the remaining performance obligations will change from one period to another for several reasons, including new contracts, timing of renewals, cancellations, contract modifications and foreign currency fluctuations. We believe that fluctuations in remaining performance obligations are not necessarily a reliable indicator of future revenue and we do not utilize it as a key management metric internally.

Contractual Obligations and Commitments

Our principal commitments consist of operating lease obligations for office space and contractual obligations under third-party cloud infrastructure agreements and service subscription agreements.

As of December 31, 2023, our estimated future contractual obligations totaled \$367.0 million, of which \$29.5 million and \$337.5 million were operating lease commitments and other contractual obligations, respectively. As disclosed in Notes 7 and 8 to the consolidated financial statements included elsewhere in this report, our operating leases included short-term and long-

term commitments of \$2.7 million and \$26.8 million, respectively. Our other contractual obligations included short-term and long-term commitments of \$63.7 million and \$273.8 million respectively.

Our operating leases expire on varying dates through 2032. Our other contractual obligations have commitments outstanding through December 2028.

Off-Balance Sheet Arrangements

As of December 31, 2023, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Indemnification Agreements

In the ordinary course of business, we enter into agreements of varying scope and terms pursuant to which we agree to indemnify customers, vendors, lessors, business partners, 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 data breaches or 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 consolidated balance sheets, consolidated statements of operations and comprehensive loss, or consolidated statements of cash flows.

Recent Accounting Pronouncements

See “Summary of Significant Accounting Policies” in Note 2 of the notes to our consolidated financial statements for more information.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

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

Foreign Currency Exchange Risk

The functional currency of our foreign subsidiaries is the U.S. dollar. The majority of our sales are derived in U.S. dollars. Our operating expenses incurred by our foreign subsidiaries are denominated in their respective local currencies, and remeasured at the exchange rates in effect on the transaction date. Additionally, fluctuations in foreign exchange rates may result in the recognition of transaction gains and losses in our consolidated statements of operations. Our consolidated results of operations and cash flows are, therefore, subject to foreign exchange rate fluctuations, particularly changes in the Indian Rupee, British Pound and Euro, and may be adversely affected in the future due to changes in foreign exchange rates. Based on a sensitivity analysis we have performed as of December 31, 2023, an adverse 10% foreign currency exchange rate change applied to total monetary assets and liabilities denominated in currencies other than the U.S. dollar would not have a material effect on our net losses.

Starting in 2023, to reduce the risk that our earnings and cash flows will be adversely affected by changes in exchange rates, we entered into foreign exchange forward contracts to hedge a portion of our forecasted foreign currency expenses denominated in Indian Rupee. Gains or losses on these contracts are generally recognized in income at the time the related transactions being hedged are recognized. As of December 31, 2023, the total notional amount of outstanding designated foreign currency forward contracts was \$55.8 million. The fair value of derivative assets and liabilities as of December 31, 2023, and all related unrealized and realized gains and losses during the year ended December 31, 2023 were not material.

We do not use foreign exchange contracts for speculative trading purposes and we may enter into other hedging transactions in the future if our exposure to foreign currency becomes more significant. We monitor our exposures in other currencies and assess the need to utilize financial instruments to hedge currency exposures on an ongoing basis.

Interest Rate Risk

Our cash, cash equivalents, and marketable securities primarily consist of deposits held at financial institutions, highly liquid money market funds, and investments in U.S. treasury securities, U.S. government agency securities, corporate bonds

and commercial paper. We had cash and cash equivalents of \$488.1 million and marketable securities of \$699.5 million as of December 31, 2023. We do not enter into investments for trading and speculative purposes. The carrying amount of our cash equivalents reasonably approximate fair value, due to the maturities of three months or less of these instruments. Our investments are subject to market risk due to changes in interest rates, which may affect our interest income and the fair value of our investments. Fixed rate securities may have their market value adversely affected due to a rise in interest rates. Due in part to these factors, our future investment income may fall short of our expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However, because we classify our marketable securities as “available for sale,” no gains or losses are recognized due to changes in interest rates unless such securities are sold prior to maturity or declines in fair value are determined to be other-than-temporary.

Based on an interest rate sensitivity analysis we have performed as of December 31, 2023, a hypothetical 100 basis points favorable or adverse movement in interest rates would not have a material effect in the combined market value of our cash and cash equivalents and marketable securities.

Item 8. Financial Statements and Supplementary Data

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Freshworks Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Freshworks Inc. and subsidiaries (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive loss, redeemable convertible preferred stock and stockholders' equity (deficit), and cash flows, for each of the three years in the period ended December 31, 2023, and the related notes (collectively, referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 16, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Revenue — Refer to Note 2 and Note 3 to the financial statements

Critical Audit Matter Description

The Company derives its revenue from subscription contracts providing access to the Company's cloud-based software solutions and related professional services. The Company's cloud-based software solutions allow customers to use the software without requiring them to take possession of the software and, as a result, are recognized ratably over the contract term. In some cases, the Company will negotiate contractual terms and conditions with customers that deviate from the standard contractual terms and conditions ("non-standard contracts").

We determined the identification of performance obligations in non-standard contracts to be a critical audit matter. Significant auditor judgment was required to audit the evaluation of the Company's assessment of the identification of distinct performance obligations in non-standard contracts.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to evaluating the Company's assessment of the identification of distinct performance obligations in non-standard contracts included the following, among others:

- We obtained an understanding of the Company's process for reviewing non-standard contracts and tested the effectiveness of internal controls related to the review of contract terms and identification of distinct performance obligations.
- We selected a sample of non-standard contracts and performed the following:
 - Obtained and reviewed the non-standard contracts and other documents (i.e., purchase orders and invoices) that were part of the arrangement.
 - Tested management's identification and evaluation of distinct performance obligations.

/s/ Deloitte & Touche LLP

San Jose, CA
February 16, 2024

We have served as the Company's auditor since 2018.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Freshworks Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Freshworks Inc. and subsidiaries (the “Company”) as of December 31, 2023, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2023, of the Company and our report dated February 16, 2024, expressed an unqualified opinion on those financial statements.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ Deloitte & Touche LLP

San Jose, CA
February 16, 2024

Consolidated Financial Statements**FRESHWORKS INC.**
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

| | December 31, | |
|---|---------------------|--------------------|
| | 2023 | 2022 |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 488,121 | \$ 304,08 |
| Marketable securities | 699,506 | 843,40 |
| Accounts receivable, net of allowance of \$8,562 and \$6,628 | 97,179 | 70,47 |
| Deferred contract acquisition costs | 22,908 | 20,13 |
| Prepaid expenses and other current assets | 47,832 | 38,91 |
| Total current assets | 1,355,546 | 1,277,01 |
| Property and equipment, net | 22,747 | 24,13 |
| Operating lease right-of-use assets | 32,749 | 33,02 |
| Deferred contract acquisition costs, noncurrent | 19,764 | 19,53 |
| Goodwill | 6,181 | 6,18 |
| Deferred tax assets | 10,013 | 8,68 |
| Other assets | 9,772 | 11,63 |
| Total assets | <u>\$ 1,456,772</u> | <u>\$ 1,380,21</u> |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 3,485 | \$ 5,90 |
| Accrued liabilities | 56,608 | 59,00 |
| Deferred revenue | 266,399 | 205,62 |
| Income tax payable | 722 | 1,15 |
| Total current liabilities | 327,214 | 271,69 |
| Operating lease liabilities, non-current | 26,795 | 28,17 |
| Other liabilities | 30,501 | 28,53 |
| Total liabilities | 384,510 | 328,39 |
| Commitments and contingencies (Note 8) | | |
| Stockholders' equity: | | |
| Preferred stock, \$0.00001 par value per share; 10,000,000 shares authorized as of December 31, 2023 and 2022, respectively; zero shares issued and outstanding as of December 31, 2023 and 2022 | — | — |
| Class A common stock, \$0.00001 par value per share; 1,000,000,000 shares authorized as of December 31, 2023 and 2022; 208,940,016 and 162,825,075 shares issued and outstanding as of December 31, 2023 and 2022, respectively | 2 | |
| Class B common stock, \$0.00001 par value per share; 350,000,000 shares authorized as of December 31, 2023 and 2022; 87,754,921 and 126,268,150 shares issued and outstanding as of December 31, 2023 and 2022, respectively | 1 | |

FRESHWORKS INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

| | December 31, | |
|--|---------------------|---------------------|
| | 2023 | 2022 |
| Additional paid-in capital | 4,713,522 | 4,562,319 |
| Accumulated other comprehensive loss | (754) | (7,431) |
| Accumulated deficit | (3,640,509) | (3,503,073) |
| Total stockholders' equity | 1,072,262 | 1,051,818 |
| Total liabilities and stockholders' equity | <u>\$ 1,456,772</u> | <u>\$ 1,380,216</u> |

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

FRESHWORKS INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

| | Year Ended December 31, | | |
|--|-------------------------|--------------|----------------|
| | 2023 | 2022 | 2021 |
| Revenue | \$ 596,432 | \$ 497,999 | \$ 371,022 |
| Cost of revenue | 103,369 | 95,772 | 78,030 |
| Gross profit | 493,063 | 402,227 | 292,992 |
| Operating expense: | | | |
| Research and development | 137,756 | 135,543 | 120,407 |
| Sales and marketing | 357,781 | 343,207 | 260,345 |
| General and administrative | 167,698 | 156,849 | 117,022 |
| Total operating expenses | 663,235 | 635,599 | 497,774 |
| Loss from operations | (170,172) | (233,372) | (204,782) |
| Interest and other income, net | 46,403 | 12,582 | 23,303 |
| Loss before income taxes | (123,769) | (220,790) | (181,479) |
| Provision for income taxes | 13,667 | 11,342 | 10,516 |
| Net loss | (137,436) | (232,132) | (191,995) |
| Accretion of redeemable convertible preferred stock | — | — | (2,646,662) |
| Net loss attributable to common stockholders | \$ (137,436) | \$ (232,132) | \$ (2,838,657) |
| Net loss per share attributable to common stockholders - basic and diluted | \$ (0.47) | \$ (0.82) | \$ (21.73) |
| Weighted-average shares used in computing net loss per share attributable to common stockholders - basic and diluted | 293,087 | 284,587 | 130,652 |

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

FRESHWORKS INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)

| | Year Ended December 31, | | |
|---|-------------------------|---------------------|---------------------|
| | 2023 | 2022 | 2021 |
| Net loss | \$ (137,436) | \$ (232,132) | \$ (191,995) |
| Other comprehensive income (loss): | | | |
| Changes in unrealized loss on marketable securities | 7,105 | (6,684) | (1,158) |
| Net change on cash flow hedging | (428) | — | — |
| Total other comprehensive income (loss): | \$ 6,677 | \$ (6,684) | \$ (1,158) |
| Comprehensive loss | <u>\$ (130,759)</u> | <u>\$ (238,816)</u> | <u>\$ (193,153)</u> |

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

FRESHWORKS INC.
CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)

(in thousands)

| | Redeemable Convertible Preferred Stock | | Common Stock | | Additional Paid-in Capital | Accumulated Other Comprehensive Income | Accumulated Deficit | Total Stockholder (Deficit) Equity |
|---|--|--------------|--------------|--------|----------------------------|--|---------------------|------------------------------------|
| | Shares | Amount | Shares | Amount | | | | |
| Balances as of January 1, 2021 | 153,938 | \$ 2,895,096 | 77,619 | \$ 1 | \$ — | \$ 411 | \$ (2,697,153) | \$ (2,696,742) |
| Accretion of redeemable convertible preferred stock | — | 2,646,662 | — | — | (2,264,869) | — | (381,793) | (2,646,662) |
| Conversion of redeemable convertible preferred stock into common stock upon initial public offering | (153,938) | (5,541,758) | 153,938 | 2 | 5,541,756 | — | — | 5,541,756 |
| Issuance of common stock upon initial public offering, net of underwriting discount and offering expenses | — | — | 31,350 | — | 1,062,058 | — | — | 1,062,058 |
| Issuance of common stock upon exercise of stock options | — | — | 537 | — | 94 | — | — | 631 |
| Issuance of common stock upon vesting and settlement of restricted stock units, net of shares withheld for tax purposes | — | — | 9,850 | — | (3,343) | — | — | (3,343) |
| Stock-based compensation | — | — | — | — | 174,028 | — | — | 174,028 |
| Unrealized gain on marketable securities | — | — | — | — | — | (1,158) | — | (1,158) |
| Net loss | — | — | — | — | — | — | (191,995) | (191,995) |
| Balances as of December 31, 2021 | — | — | 273,294 | 3 | 4,509,724 | (747) | (3,270,941) | 1,238,033 |
| Issuance of common stock upon exercise of stock options | — | — | 407 | — | 109 | — | — | 516 |
| Issuance of common stock upon vesting and settlement of restricted stock units, net of shares withheld for tax purposes | — | — | 14,570 | — | (167,745) | — | — | (167,745) |
| Issuance of common stock under employee stock purchase plan, net of shares withheld and retired for taxes | — | — | 822 | — | 10,870 | — | — | 10,870 |
| Stock-based compensation | — | — | — | — | 209,361 | — | — | 209,361 |
| Unrealized loss on marketable securities | — | — | — | — | — | (6,684) | — | (6,684) |
| Net loss | — | — | — | — | — | — | (232,132) | (232,132) |
| Balances as of December 31, 2022 | — | \$ — | 289,093 | \$ 3 | \$ 4,562,319 | \$ (7,431) | \$ (3,503,073) | \$ 1,051,846 |

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| | Redeemable Convertible Preferred Stock | | Common Stock | | Additional Paid-in Capital | Accumulated Other Comprehensive Income | Accumulated Deficit | Total Stockholders' (Deficit) Equity |
|---|--|--------|--------------|--------|----------------------------|--|---------------------|--------------------------------------|
| | Shares | Amount | Shares | Amount | | | | |
| Balances as of December 31, 2022 | — | \$ — | 289,093 | \$ 3 | \$ 4,562,319 | \$ (7,431) | \$ (3,503,073) | \$ 1,051,818 |
| Issuance of common stock upon exercise of stock options | — | — | 360 | — | 88 | — | — | 88 |
| Issuance of common stock upon vesting and settlement of restricted stock units, net of shares withheld for tax purposes | — | — | 6,615 | — | (68,621) | — | — | (68,621) |
| Issuance of common stock under employee stock purchase plan, net of shares withheld and retired for taxes | — | — | 627 | — | 7,271 | — | — | 7,271 |
| Stock-based compensation | — | — | — | — | 212,465 | — | — | 212,465 |
| Other comprehensive income | — | — | — | — | — | 6,677 | — | 6,677 |
| Net loss | — | — | — | — | — | — | (137,436) | (137,436) |
| Balances as of December 31, 2023 | — | \$ — | 296,695 | \$ 3 | \$ 4,713,522 | \$ (754) | \$ (3,640,509) | \$ 1,072,262 |

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

FRESHWORKS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

| | Year Ended December 31, | | |
|---|-------------------------|------------------|------------------|
| | 2023 | 2022 | 2021 |
| Cash Flows Operating Activities: | | | |
| Net loss | \$ (137,436) | \$ (232,132) | \$ (191,995) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | | |
| Depreciation and amortization | 12,144 | 11,504 | 13,294 |
| Amortization of deferred contract acquisition costs | 23,965 | 18,532 | 12,844 |
| Non-cash lease expense | 7,736 | 6,195 | — |
| Stock-based compensation | 210,707 | 207,696 | 173,443 |
| Premium (discount) amortization on marketable securities | (15,652) | (1,627) | 1,757 |
| Gain realized on sale of marketable securities and non-marketable equity investments | — | — | (23,836) |
| Change in fair value of equity securities | (90) | (71) | (132) |
| Deferred income taxes | (1,322) | (2,405) | (1,907) |
| Other | 209 | 887 | (28) |
| Changes in operating assets and liabilities: | | | |
| Accounts receivable | (26,982) | (18,892) | (17,509) |
| Deferred contract acquisition costs | (26,962) | (28,560) | (24,218) |
| Prepaid expenses and other assets | (7,411) | (8,141) | (5,942) |
| Accounts payable | (2,423) | 77 | 1,986 |
| Accrued and other liabilities | 1,839 | 7,746 | 17,714 |
| Deferred revenue | 60,773 | 45,453 | 55,989 |
| Operating lease liabilities | (12,917) | (8,787) | — |
| Net cash provided by (used in) operating activities | 86,178 | (2,525) | 11,460 |
| Cash Flows from Investing Activities: | | | |
| Purchases of property and equipment | (2,069) | (7,129) | (5,565) |
| Proceeds from sale of property and equipment | 110 | 137 | 620 |
| Capitalized internal-use software | (6,271) | (5,116) | (3,552) |
| Sale of non-marketable equity investment | — | — | 23,979 |
| Purchases of marketable securities | (842,803) | (848,560) | (686,078) |
| Sales of marketable securities | — | 92,786 | 131,170 |
| Maturities and redemptions of marketable securities | 1,009,532 | 483,055 | 119,130 |
| Net cash provided by (used in) investing activities | 158,499 | (284,827) | (420,296) |
| Cash Flows from Financing Activities: | | | |
| Proceeds from initial public offering, net of underwriting discounts | — | — | 1,069,348 |
| Proceeds from issuance of common stock under employee stock purchase plan, net | 7,271 | 10,870 | — |
| Proceeds from exercise of stock options | 88 | 109 | 94 |
| Payment of withholding taxes on net share settlement of equity awards | (67,978) | (167,224) | (3,343) |
| Payment of deferred offering costs | — | (109) | (6,830) |
| Payment of acquisition-related liabilities | — | — | (900) |
| Net cash provided by (used in) financing activities | (60,619) | (156,354) | 1,058,369 |

| | Year Ended December 31, | | |
|---|-------------------------|-------------------|-------------------|
| | 2023 | 2022 | 2021 |
| Net increase (decrease) in cash, cash equivalents and restricted cash | 184,058 | (443,706) | 649,533 |
| Cash, cash equivalents and restricted cash, beginning of period | 304,158 | 747,864 | 98,331 |
| Cash, cash equivalents and restricted cash, end of period | \$ 488,216 | \$ 304,158 | \$ 747,864 |
| Reconciliation of cash, cash equivalents and restricted cash to consolidated balance sheets: | | | |
| Cash and cash equivalents | \$ 488,121 | \$ 304,083 | \$ 747,861 |
| Restricted cash included in prepaid expenses and other current assets | — | 3 | — |
| Restricted cash included in other assets | 95 | 72 | 3 |
| Total cash, cash equivalents and restricted cash | \$ 488,216 | \$ 304,158 | \$ 747,864 |
| Supplemental cash flow information: | | | |
| Cash paid for taxes | \$ 12,034 | \$ 13,412 | \$ 10,458 |
| Non-cash investing and financing activities: | | | |
| Operating lease right-of-use assets obtained in exchange for operating lease obligations | \$ 7,461 | \$ 14,903 | \$ — |
| Stock-based compensation capitalized as internal-use software | \$ 1,758 | \$ 1,665 | \$ 585 |
| Accretion of redeemable convertible preferred stock | \$ — | \$ — | \$ 2,646,662 |
| Conversion of redeemable convertible preferred stock into common stock upon initial public offering | \$ — | \$ — | \$ 5,541,758 |

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

FRESHWORKS INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****1. Description of Business**

Freshworks Inc. (Freshworks or the Company) is a software development company that provides software-as-a-service (SaaS) products that deliver modern and innovative AI-guided customer and employee service solutions that enable companies of all sizes to drive delightful engagement and increase productivity. The Company was incorporated in Delaware in 2010 and is headquartered in San Mateo, California, and has foreign subsidiaries located in India, Australia, the United Kingdom, Ireland, Germany, France, the Netherlands, and Singapore.

Initial Public Offering

In September 2021, the Company completed its initial public offering (IPO), in which it issued and sold 31,350,000 shares of its newly authorized Class A common stock at \$36.00 per share, which included 2,850,000 shares issued upon the exercise of the underwriters' option to purchase additional shares. The Company received proceeds of approximately \$1.1 billion from the IPO, net of underwriters' discounts and offering expenses. As of December 31, 2021, deferred offering costs totaling \$7.3 million were reclassified to stockholders' equity (deficit) as a reduction of the net proceeds from the IPO.

Upon completion of the IPO, certain shares of Class B common stock then outstanding (excluding shares of Class B common stock issued upon conversion and reclassification of the redeemable convertible preferred stock described below) were automatically converted to Class A common stock on a one-to-one basis, unless an option to remain as Class B common stock was elected by the holder. In addition, all shares of redeemable convertible preferred stock then outstanding were converted into 153,937,730 shares of common stock on a one-to-one basis and then reclassified into Class B common stock.

As detailed in Note 9—*Stockholders' Equity and Stock-Based Compensation*, under the 2011 Stock Plan, the Company granted employees restricted stock units (RSUs) with both a service and a liquidity performance condition. Upon the Company's IPO in September 2021, the liquidity event condition was met for all RSUs and the Company began to recognize stock-based compensation expense. RSUs that had already met the service condition at that date were entitled to one share of Class B common stock for each vested RSU.

Stock Split

In September 2021, the Company completed a 10-for-one forward stock split of the Company's authorized, issued and outstanding stock. All share and per share information included in the accompanying consolidated financial statements and notes thereto has been adjusted on a retrospective basis to reflect this stock split.

2. Summary of Significant Accounting Policies***Basis of Presentation and Principles of Consolidation***

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, and all intercompany balances and transactions have been eliminated in consolidation.

Foreign Currency Remeasurement and Transactions

The functional currency of the Company's foreign subsidiaries is the U.S. dollar. Accordingly, each foreign subsidiary remeasures monetary assets and liabilities at period-end exchange rates, while non-monetary items are remeasured at historical rates. Revenues and expenses are remeasured at the exchange rates in effect on the day the transaction occurred, except for those expenses related to non-monetary assets and liabilities, which are remeasured at historical exchange rates. Remeasurement adjustments are recognized in interest and other income, net in the consolidated statements of operations, and have not been material for the years ended December 31, 2023, 2022, and 2021.

Use of Estimates

The preparation of consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the

date of the consolidated financial statements, and the reported amounts of income and expense during the reporting periods. Significant items subject to such estimates and assumptions include, but are not limited to, the following:

- determination of standalone selling price (SSP) for each distinct performance obligation included in customer contracts with multiple performance obligations;
- allowance for doubtful accounts;
- expected benefit period of deferred contract acquisition costs;
- capitalization of internal-use software development costs;
- fair value of goodwill;
- useful lives of long-lived assets;
- valuation of deferred tax assets;
- valuation of employee defined benefit plan and other compensation liabilities;
- fair value of share-based awards, including performance-based awards; and
- incremental borrowing rate used for operating leases.

Segment Information

The Company operates in a single operating segment. The Chief Executive Officer (CEO) is the chief operating decision maker of the Company and makes operating decisions, assesses financial performance, and allocates resources based upon discrete financial information at a consolidated level.

Revenue Recognition

The Company derives revenue from subscription fees and related professional services. The Company sells subscriptions for its cloud-based solutions directly to customers and indirectly through channel partners through arrangements that are non-cancelable and non-refundable. The Company's subscription arrangements do not provide customers with the right to take possession of the software supporting the solutions and, as a result, are accounted for as service arrangements. The Company records revenue net of sales or value-added taxes.

The Company sells subscriptions to third-party resellers. The price at which subscriptions are sold to the reseller is typically discounted, as compared to the price at which the Company would sell to an end customer, in order to enable the reseller to realize a margin on the eventual sale to the end customer. As pricing to the reseller is fixed, and the Company lacks visibility into the pricing provided by the reseller to the end customer, reseller revenue is recorded net of any reseller discounts.

Subscription Revenue

Subscription revenue is primarily comprised of fees paid by the Company's customers for accessing its cloud-based software during the term of the arrangement. Cloud-based services allow customers to use the Company's multi-tenant software without requiring them to take possession of the software. Given that access to the cloud-based software represents a series of distinct services that comprise a single performance obligation that is satisfied over time, subscription revenue is recognized ratably over the contract term beginning on the commencement date of each contract, which is the date that the cloud-based software is made available to customers.

Professional Services Revenue

Professional services revenue is comprised of fees charged for services ranging from product configuration, data migration, systems integration, and training. The Company recognizes professional services revenues as services are performed.

Customers with Multiple Performance Obligations

Some of the Company's contracts with customers contain both subscriptions and professional services. For these contracts, the Company accounts for individual performance obligations separately. The transaction price is allocated to the separate performance obligations on the basis of relative standalone selling price (SSP). The Company determines SSP by taking into

consideration historical selling price of these performance obligations in similar transactions, as well as current pricing practices and other observable inputs including, but not limited to, customer size and geography. As the Company's go-to-market strategies evolve, it may modify its pricing practices in the future, which could result in changes to SSP.

Cost of Revenue

Cost of revenue consists primarily of personnel-related expenses (primarily including salaries, related benefits, and stock-based compensation) for employees associated with the Company's cloud-based infrastructure, payment gateway fees, voice, product support, and professional service organizations, as well as costs incurred by the Company for third-party hosting capabilities. Cost of revenue also includes third-party license fees, amortization of acquired intangibles, amortization of capitalized internal-use software, and allocation of general overhead expenses such as facilities and information technology.

Research and Development

Research and development costs are expensed as incurred and consist primarily of personnel-related expenses (primarily including salaries, related benefits, and stock-based compensation) for the Company's product development employees. Research and development expenses also include non-personnel-related expenses such as third-party services for product development and consulting expenses, depreciation expense related to equipment used in research and development activities, and allocation of the Company's general overhead expenses.

Advertising Costs

Advertising costs are charged to sales and marketing expense in the consolidated statements of operations as incurred. The Company recognized \$41.2 million, \$47.2 million, and \$41.2 million for the years ended December 31, 2023, 2022, and 2021, respectively.

Stock-Based Compensation

The Company issues stock options and RSUs to employees, consultants and directors, and stock purchase rights granted under the 2021 Employee Stock Purchase Plan (ESPP) to employees based on the estimated fair value on the date of the grant. Stock-based compensation expense is recognized in the consolidated statements of operations on a straight-line basis over the requisite service period, which is the vesting period of the respective awards. Forfeitures are accounted for when they occur.

The fair value of RSUs is based on the closing market price of its Class A common stock on the date of the grant. Prior to the IPO, the Company determined the fair value of the common stock underlying stock options and RSUs by considering numerous objective and subjective factors including, but not limited to: (i) independent third-party valuations, (ii) the prices, rights, preferences, and privileges of the Company's redeemable convertible preferred stock relative to its common stock, (iii) the lack of marketability of the common stock, (iv) current business conditions and financial projections, and (iv) the likelihood of achieving an IPO or sale event. The fair values of stock options and the stock purchase rights under the ESPP are estimated using the Black-Scholes option-pricing model, which requires the input of highly subjective assumptions. These assumptions represent the Company's best estimates and involve inherent uncertainties and the application of the Company's judgement. The main assumptions used in the Black-Scholes option-pricing model include:

Expected term—The expected term represents the period that stock-based awards are expected to be outstanding. The expected term for option grants is determined using the simplified method which represents the average of the contractual term of the option and the weighted-average vesting period of the option. The Company considers this appropriate as there is not sufficient historical information available to develop reasonable expectations about future exercise patterns and post-vesting employment termination behavior. The expected term for ESPP is the length of time from the grant date to the date on which the stock is purchased by the employees.

Stock price volatility—For the stock price volatility over the expected term where the Company's common stock has sufficient trading history, the Company generally estimates the stock price volatility using the historical volatility of its own

stock. If the Company's common stock lacks sufficient trading history, the stock price volatility over the expected term is estimated based on the historical volatility of comparable companies with similar characteristics to those of the Company.

Risk-free interest rate—The risk-free interest rate is based on the yield of the U.S. treasury debt securities commensurate with the expected term.

Dividend yield—Since the Company has never paid and has no intention to pay cash dividends on its common stock, the dividend yield is zero.

For the performance-based award granted to the CEO with both a service-based vesting condition and a market condition (as discussed further in Note 9—*Stockholders' Equity and Stock-Based Compensation*), the Company determined the fair value of the award by using the Monte Carlo simulation model. The main assumptions used in the Monte Carlo simulation model include stock price volatility, risk-free interest rate, dividend yield and the measurement period, which is the period over which simulated stock prices of the Company are used to evaluate the possibility of achieving the specified stock price targets. Since both vesting conditions have to be met for each tranche of the award to ultimately vest, the associated stock-based compensation expense is recognized over the longer of the derived service period or the requisite service period, using the accelerated attribution method. Provided that the CEO remains employed by the Company in his current position, stock-based compensation expense is recognized over the requisite service period, regardless of whether the stock price goals are achieved.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded for deferred tax assets if it is more likely than not that some portion or all of the deferred tax assets will not be realized. As of December 31, 2023 and 2022, the Company has recorded a full valuation allowance against its U.S. deferred tax assets.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is more likely than not of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

The Company recognizes interest and penalties related to income tax matters as a component of income tax expense.

Cash and Cash Equivalents

Cash and cash equivalents consist of deposits held at financial institutions, money market funds, as well as highly liquid investments with an original maturity of three months or less when purchased. Cash and cash equivalents are recorded at cost, which approximates fair value.

Marketable Securities

Marketable securities consist primarily of debt securities such as corporate bonds, commercial paper, U.S. treasury securities, and U.S. government agency securities. These securities are classified as available-for-sale securities at the time of purchase as they represent funds readily available for current operations, and the Company also has the ability and intent to liquidate them at any time to meet its operating cash needs, if necessary. All available-for-sale debt securities are recorded at their estimated fair value, with changes in fair value recognized as unrealized gains or losses in accumulated other comprehensive income. For available-for-sale debt securities in an unrealized loss position, the Company evaluates whether a current expected credit loss exists based on available information relevant to the credit rating of the security, current economic conditions and reasonable and supportable forecasts. Expected credit losses are recorded in interest and other income, net, on the consolidated statements of income, and any remaining unrealized losses are recognized in accumulated other comprehensive income or loss in the stockholders' equity section of the consolidated balance sheets. Realized gains and losses are determined based on the specific identification method and are reported in interest and other income, net in the consolidated statements of operations. There were no credit losses or impairment on available-for-sale debt securities recognized for the years ended December 31, 2023, 2022, and 2021.

Marketable securities also include mutual funds comprised of certain term bonds. These mutual funds meet certain criteria for equity investments in accordance with ASU 2016-01, Recognition and Measurement of Financial Assets and Liabilities.

Under this guidance, the Company measures these mutual funds at their estimated fair value, with changes in fair value recognized in interest and other income, net in the consolidated statements of operations.

Accounts Receivable and Allowance for Credit Losses

Trade accounts receivable are recorded at the invoiced amount, net of allowance for credit losses. The allowance is based on the Company's assessment of the collectability of accounts and is recorded as an offset to revenue and deferred revenue. The Company regularly reviews the adequacy of the allowance by considering the age of each outstanding invoice and the collection history.

Concentrations of Risk

Financial instruments that potentially expose the Company to significant concentration of credit risk consist primarily of cash, cash equivalents, marketable securities, and accounts receivable. The Company's cash and cash equivalents and marketable securities are generally held with large financial institutions and are in excess of the federally insured limits provided on such deposits. In addition, the Company has cash and cash equivalents held in international bank accounts, which are denominated primarily in Euros, British Pounds, and Indian Rupees.

There were no customers that individually exceeded 10% of the Company's revenue for the years ended December 31, 2023, 2022, and 2021 or that represented 10% or more of the Company's consolidated accounts receivable balance as of December 31, 2023 and 2022.

The Company primarily relies upon its third-party cloud infrastructure partner, Amazon Web Services (AWS), to serve customers and operate certain aspects of its services. Any disruption of this cloud infrastructure partner would impact the Company's operations and its business could be adversely impacted.

Derivative Instruments

The Company enters into foreign currency forward contracts, most of which were designated as cash flow hedges, in order to manage the volatility of cash flows that relate to cost of revenues and operating expenses denominated in Indian Rupee. All derivative instruments are measured at fair value based upon quoted market prices for comparable instruments and as such, classified within Level 2 of the fair value hierarchy. Derivative assets and liabilities are presented on a gross basis on the consolidated balance sheets under prepaid expenses and other current assets and accrued liabilities, respectively.

Gains or losses related to cash flow hedges are recorded as a component of accumulated other comprehensive income (AOCI) on the consolidated statements of stockholders' equity until the forecasted transaction occurs in earnings. When the forecasted transaction occurs, the related gains and losses are reclassified into earnings within the financial statement line item associated with the underlying hedged transaction. If the underlying hedged transaction does not occur, or it becomes probable that the hedged transaction will not occur, the cumulative unrealized gain or loss is reclassified immediately from AOCI into earnings within interest and other income. Changes in the fair value of currency forward exchange contracts due to changes in time value were excluded from the assessment of effectiveness. The initial value of this excluded component is amortized on a straight-line basis over the life of the hedging instrument and recognized in the financial statement line item to which the hedge relates. A majority of the balance related to foreign exchange derivative instruments included in AOCI at December 31, 2023 is expected to be reclassified into earnings within 12 months.

Derivative instruments are classified in the consolidated statements of cash flows as cash from operating activities, which reflect the classification of the underlying hedged transactions.

The Company does not use derivative financial instruments for trading or speculative purposes.

As of December 31, 2023, the total notional amount of outstanding designated foreign currency forward contracts was \$55.8 million. The fair value of derivative assets and liabilities as of December 31, 2023, and all related unrealized and realized gains and losses during the year ended December 31, 2023, were not material.

Entering into derivative instruments exposes the Company to credit risk to the extent that the counterparties are unable to meet the terms of the contract. The Company mitigates this credit risk by transacting with major financial institutions with high credit ratings. In addition, the Company has entered into master netting arrangements that mitigate credit risk by permitting net settlement of transactions. As such, the Company's exposure is not considered significant. The Company does not have any collateral requirements with its counterparties.

Deferred Contract Acquisition Costs

Deferred contract acquisition costs are incremental costs that are associated with acquiring customer contracts and consist primarily of sales commissions and the associated payroll taxes and certain referral fees paid to third-party resellers. The costs incurred upon the execution of initial and expansion contracts are primarily deferred and amortized over an expected benefit period of three years. The expected benefit period is determined by taking into consideration the Company's contracts with customers, technology life cycle and other factors. The Company considers the expected benefit period to exceed the initial contract term for certain costs because of anticipated renewals and because sales commission rates for renewal contracts are not commensurate with sales commissions for initial contracts. The Company includes amortization of deferred commissions in sales and marketing expense in its consolidated statements of operations. There was no impairment loss in relation to the incremental selling costs capitalized for the years ended December 31, 2023, 2022, and 2021.

The Company has elected to apply the practical expedient under Accounting Standards Codification (ASC) No. 340-40—Other Assets and Deferred Costs to account for costs incurred in obtaining a contract with the expected benefit period of one year or less as commission expenses, which are included in sales and marketing expense in its consolidated statements of operations.

Property and Equipment, net

Property and equipment, net, including capitalized internally-developed software, is stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the respective assets as follows:

| | Estimated Useful Life |
|--|---------------------------------|
| Computers | 3 years |
| Capitalized internal-use software | 3 years |
| Office equipment, furniture and fixtures | 5 years |
| Motor vehicles | 5 years |
| Leasehold improvements | Lesser of lease term or 5 years |

Capitalized Internal-Use Software

The Company capitalizes costs incurred in its software development projects as part of property and equipment during the application development stage. Costs related to preliminary project activities and post implementation activities are expensed as incurred. Once the development project is available for general release, capitalization ceases, and the Company estimates the useful life of the asset and begins amortization. Internal-use software is amortized on a straight-line basis over its estimated useful life, which is generally three years.

The Company also capitalizes certain costs related to its enterprise cloud computing services and certain projects for internal use incurred during the application development stage. Costs related to preliminary project activities and post-implementation activities are expensed as incurred. Capitalized cloud computing costs are amortized on a straight-line basis over its estimated useful life.

Long-Lived Assets (Including Goodwill)

Long-lived assets with finite lives include property and equipment, capitalized internal-use software and right-of-use (ROU) assets. The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets held and used is measured by comparison of the carrying amount of an asset or an asset group to estimated undiscounted future net cash flows expected to be generated by the asset or asset group. If the carrying amount of an asset or asset group exceeds these estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the assets exceeds the fair value of the asset or asset group.

Goodwill is not amortized but rather is tested for impairment at least annually in the fourth quarter, or more frequently if events or changes in circumstances indicate that goodwill may be impaired. The Company elected to bypass the qualitative assessment, and performed a quantitative goodwill impairment test. Goodwill impairment is recognized when the quantitative assessment results in the carrying value of the reporting unit exceeding its fair value, in which case an impairment charge in the amount of such excess is recorded to goodwill, limited to the amount of goodwill. The Company did not recognize any impairment of goodwill during the years ended December 31, 2023, 2022, and 2021.

Deferred Revenue

Deferred revenue consists of customer billings in advance of revenue being recognized from the Company's subscription and professional services arrangements. Customers are invoiced for subscription services arrangements in advance for monthly, quarterly, semi-annual and annual subscription plans. The Company's payment terms generally provide that customers pay the invoiced portion of the total arrangement fee either in advance or within 30 days from the invoice date.

Net Loss per Share Attributable to Common Stockholders

Basic and diluted net loss per share attributable to common stockholders are presented in conformity with the two-class method required for participating securities. Under the two-class method, net income is attributed to common stockholders and participating securities based on their participation rights. Prior to the IPO, the Company considered all series of its redeemable convertible preferred stock to be participating securities. Net loss attributable to common stockholders was not allocated to the redeemable convertible preferred stock as the holders of the redeemable convertible preferred stock were not contractually obligated to share in the losses of the Company.

Basic net loss per share attributable to common stockholders is computed by dividing the net loss attributable to common stockholders by the number of weighted-average shares of common stock outstanding during the reporting period. Prior to the IPO, the net loss attributable to common stockholders was adjusted for accretion of the carrying value of redeemable convertible preferred stock and deemed dividend distribution. Since the Company has reported net losses for all periods presented, all potentially dilutive securities are considered antidilutive, and accordingly, diluted net loss per share is the same as basic net loss per share.

Defined Benefit Plan

Employees in India are entitled to benefits under the Gratuity Act, a defined benefit retirement plan covering eligible employees. The plan requires employers to provide for a lump-sum payment to eligible employees at retirement, death, and incapacitation or on termination of employment, of an amount based on the respective employee's salary and tenure of employment. Employees in India are also entitled to a defined benefit plan with benefits based on an employee's accumulated leave balance and salary. Both plans are unfunded arrangements.

Current service costs are accrued in the period to which they relate. The benefit obligations are calculated by a qualified actuary using the projected unit credit method and the unfunded position is recognized as a liability in the consolidated balance sheets. In measuring the defined benefit obligations, the Company uses a discount rate at the reporting date based on yields of local government treasury bills denominated in the same currency in which the benefits are expected to be paid, with maturities approximating the terms of the Company's obligations.

Since the plan is unfunded, no annual contributions are required to be made as per applicable regulations. Disclosures required under ASC 715—Compensation—Retirement Benefits, have been omitted because the Company has deemed them immaterial to its consolidated financial statements. The benefit plans had a plan benefit obligation of \$11.9 million and \$9.6 million as of December 31, 2023 and 2022, respectively. The long-term portion for the amount of \$10.5 million and \$8.6 million is included in other liabilities in the consolidated balance sheets as of December 31, 2023 and 2022, respectively. The current portion for the amount of \$1.4 million and \$1.0 million is included in accrued expenses in the consolidated balance sheets as of December 31, 2023 and 2022, respectively.

Leases

The Company leases office space under operating leases with expiration dates through 2032. The Company determines whether an arrangement constitutes a lease and records lease liabilities and ROU assets on its consolidated balance sheets at the lease commencement date. Lease liabilities are measured based on the present value of the total lease payments not yet paid, discounted based on either the rate implicit in the lease or the Company's incremental borrowing rate (the estimated rate the Company would be required to pay for a collateralized borrowing equal to the total lease payments over the term of the lease), whichever is more readily determinable. The incremental borrowing rate is based on an estimate of the Company's expected unsecured borrowing rate for its notes, adjusted for tenor and collateralized security features. Lease liabilities due within 12 months are included within accrued liabilities on the Company's consolidated balance sheets. ROU assets are measured based on the corresponding lease liability adjusted for (i) payments made to the lessor at or before the lease commencement date, (ii) initial direct costs incurred, and (iii) tenant incentives received, incurred or payable under the lease. Recognition of rent expense begins when the lessor makes the underlying asset available to the Company. The Company does not assume renewals or early terminations of its leases unless it is reasonably certain to exercise these options at commencement and does not allocate consideration between lease and non-lease components.

For short-term leases, the Company records rent expense in its consolidated statements of operations on a straight-line basis over the lease term and records variable lease payments as incurred.

Recent Accounting Pronouncements

Accounting Standards Not Yet Adopted

In November 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. ASU 2023-07 requires a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and to provide in interim periods all disclosures about a reportable segment's profit and loss and assets that are currently required annually. Public entities with a single reportable segment are required to provide the new disclosures and all the disclosures required under ASC 280. This authoritative guidance is required to be applied retrospectively and effective for Freshworks starting in its annual disclosures for 2024 and interim periods starting 2025. This guidance is only related to disclosures and is not expected to have a significant impact on the Company's consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. ASU 2023-09 requires entities to provide more information in the rate reconciliation table and about income taxes paid, including certain disclosures that would be disaggregated by jurisdiction and other categories. This authoritative guidance should be applied prospectively and will be effective for Freshworks starting in its annual disclosures for 2025. Retrospective application is permitted. This guidance is only related to disclosures and is not expected to have a significant impact on the Company's consolidated financial statements.

3. Revenue From Contracts with Customers

Disaggregation of Revenue

The following table summarizes revenue by the Company's service offerings (in thousands):

| | Year Ended December 31, | | |
|-----------------------|-------------------------|-------------------|-------------------|
| | 2023 | 2022 | 2021 |
| Subscription services | \$ 582,868 | \$ 485,322 | \$ 360,506 |
| Professional services | 13,564 | 12,677 | 10,516 |
| Total revenue | <u>\$ 596,432</u> | <u>\$ 497,999</u> | <u>\$ 371,022</u> |

See Note 12 for revenue by geographic location.

Deferred Revenue and Remaining Performance Obligations

Deferred revenue consists of customer billings in advance of revenue being recognized from the Company's subscription and professional services arrangements. The following table summarizes the changes in the balance of deferred revenue during the years (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|-------------------|-------------------|
| | 2023 | 2022 | 2021 |
| Balance at beginning of the year | \$ 205,626 | \$ 160,173 | \$ 104,184 |
| Add: Billings during the year | 657,205 | 543,452 | 427,011 |
| Less: Revenue recognized during the year | (596,432) | (497,999) | (371,022) |
| Balance at end of the year | <u>\$ 266,399</u> | <u>\$ 205,626</u> | <u>\$ 160,173</u> |

Revenue recognized during the years ended December 31, 2023, 2022, and 2021 from amounts included in deferred revenue at the beginning of these periods was \$204.8 million, \$158.7 million, and \$103.8 million, respectively.

The aggregate balance of remaining performance obligations as of December 31, 2023 was \$418.9 million. The Company expects to recognize \$309.8 million of the balance as revenue in the next 12 months and the remainder thereafter. The aggregate balance of remaining performance obligations represents contracted revenue that has not yet been recognized, which includes unearned revenue and unbilled amounts that will be recognized as revenue in future periods.

Deferred Contract Acquisition Costs

The change in the balance of deferred contract acquisition costs during the periods presented is as follows (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|-----------|-----------|
| | 2023 | 2022 | 2021 |
| Balance at beginning of the year | \$ 39,675 | \$ 29,647 | \$ 18,273 |
| Add: Contract costs capitalized during the year | 26,962 | 28,560 | 24,218 |
| Less: Amortization of contract costs during the year | (23,965) | (18,532) | (12,844) |
| Balance at end of the year | \$ 42,672 | \$ 39,675 | \$ 29,647 |

4. Cash Equivalents and Marketable Securities

Cash equivalents and available-for-sale debt securities consisted of the following as of December 31, 2023 and 2022 (in thousands):

| | December 31, 2023 | | | |
|--|-------------------|------------------|-------------------|--------------|
| | Amortized Cost | Unrealized Gains | Unrealized Losses | Fair Value |
| Cash equivalents: | | | | |
| Money market funds | \$ 77,832 | \$ — | \$ — | \$ 77,832 |
| U.S. treasury securities | 239,727 | 22 | — | 239,749 |
| U.S. government agency securities | 8,388 | 1 | — | 8,389 |
| Corporate debt securities | 36,905 | — | — | 36,905 |
| Total cash equivalents | 362,852 | 23 | — | 362,875 |
| Debt securities: | | | | |
| U.S. treasury securities | 264,554 | 339 | (398) | 264,495 |
| U.S. government agency securities | 366,946 | 571 | (824) | 366,693 |
| Corporate debt securities | 66,777 | 72 | (109) | 66,740 |
| Total debt securities | 698,277 | 982 | (1,331) | 697,928 |
| Total cash equivalents and debt securities | \$ 1,061,129 | \$ 1,005 | \$ (1,331) | \$ 1,060,803 |

| | December 31, 2022 | | | |
|--|-------------------|------------------|-------------------|--------------|
| | Amortized Cost | Unrealized Gains | Unrealized Losses | Fair Value |
| Cash equivalents: | | | | |
| Money market funds | \$ 219,512 | \$ — | \$ — | \$ 219,512 |
| U.S. treasury securities | 13,912 | 3 | — | 13,915 |
| U.S. government agency securities | 10,417 | 2 | — | 10,419 |
| Corporate debt securities | 1,995 | 1 | — | 1,996 |
| Total cash equivalents | 245,836 | 6 | — | 245,842 |
| Debt securities: | | | | |
| U.S. treasury securities | 441,909 | 36 | (3,160) | 438,785 |
| U.S. government agency securities | 301,009 | 35 | (3,531) | 297,513 |
| Corporate debt securities | 106,436 | — | (817) | 105,619 |
| Total debt securities | 849,354 | 71 | (7,508) | 841,917 |
| Total cash equivalents and debt securities | \$ 1,095,190 | \$ 77 | \$ (7,508) | \$ 1,087,759 |

The following table presents gross unrealized losses and fair values for the securities that were in a continuous unrealized loss position as of December 31, 2023 and 2022 (in thousands):

| | December 31, 2023 | | | | | |
|-----------------------------------|---------------------|-----------------|------------------------|-----------------|------------|-----------------|
| | Less than 12 months | | Greater than 12 months | | Total | |
| | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| U.S. treasury securities | \$ 60,869 | \$ (159) | \$ 42,667 | \$ (239) | \$ 103,536 | \$ (398) |
| U.S. government agency securities | 145,594 | (364) | 80,455 | (460) | 226,049 | (824) |
| Corporate debt securities | 14,749 | (59) | 12,934 | (50) | 27,683 | (109) |
| Total | \$ 221,212 | \$ (582) | \$ 136,056 | \$ (749) | \$ 357,268 | \$ (1,331) |

| | December 31, 2022 | | | | | |
|-----------------------------------|---------------------|-----------------|------------------------|-----------------|------------|-----------------|
| | Less than 12 months | | Greater than 12 months | | Total | |
| | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| U.S. treasury securities | \$ 190,820 | \$ (1,794) | \$ 105,115 | \$ (1,366) | \$ 295,935 | \$ (3,160) |
| U.S. government agency securities | 220,766 | (2,245) | 42,754 | (1,286) | 263,520 | (3,531) |
| Corporate debt securities | 30,485 | (455) | 22,864 | (362) | 53,349 | (817) |
| Total | \$ 442,071 | \$ (4,494) | \$ 170,733 | \$ (3,014) | \$ 612,804 | \$ (7,508) |

The amortized cost and fair value of the available-for-sale debt securities based on contractual maturities are as follows (in thousands):

| | December 31, 2023 | |
|--|-------------------|------------|
| | Amortized Cost | Fair Value |
| Due within one year | \$ 503,640 | \$ 502,571 |
| Due after one year but within five years | 194,637 | 195,357 |
| Total | \$ 698,277 | \$ 697,928 |

Accrued interest receivable of \$4.4 million and \$2.8 million was classified as prepaid expenses and other current assets in the consolidated balance sheets as of December 31, 2023 and December 31, 2022, respectively.

In addition to available-for-sale debt securities, marketable securities also include term bond mutual funds, which are measured at fair value. As of December 31, 2023 and 2022, the fair value of the term bond mutual funds was \$1.6 million and \$1.5 million, respectively. The change in fair value of the term bond mutual funds is recorded in interest and other income, net in the consolidated statements of operations. The realized and unrealized gains recognized in the consolidated statements of operations for the term bond mutual funds were not material during the years ended December 31, 2023, 2022, and 2021.

Non-Marketable Equity Securities

Non-marketable equity securities represent the Company's interest in privately-held entities. The Company does not have significant influence over these investments, which do not have readily determinable fair values. Under ASU 2016-01, the Company has elected the measurement alternative to carry them at cost, less any impairment charges, and reports them under other assets in the consolidated balance sheets. As of December 31, 2023 and December 31, 2022, the Company's non-marketable equity securities were not material.

In September 2021, the Company sold its interest in a privately held entity for proceeds totaling \$24 million, resulting in a gain of \$23.8 million, which was recorded in interest and other income, net, in the consolidated statements of operations.

5. Fair Value Measurements

The Company measures its financial assets at fair value each reporting period using a fair value hierarchy that prioritizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1—Inputs are observable and reflect quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2—Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

Level 3—Inputs that are unobservable.

Money market funds and U.S. treasury securities are classified within Level 1 because they are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs. Other debt securities and investments are classified within Level 2 if the investments are valued using model driven valuations which use observable inputs such as quoted market prices, benchmark yields, reported trades, broker/dealer quotes or alternative pricing sources with reasonable levels of price transparency. Available-for-sale debt securities are held by custodians who obtain investment prices from a third-party pricing provider that incorporates standard inputs in various asset price models.

The Company did not have any assets or liabilities subject to fair value remeasurement on a nonrecurring basis as of December 31, 2023 and 2022.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table represents the fair value hierarchy for the Company's financial assets measured at fair value on a recurring basis as of December 31, 2023 and 2022 (in thousands):

| | December 31, 2023 | | |
|-----------------------------------|---------------------------|------------|--------------|
| | Fair Value Measured Using | | |
| | Level 1 | Level 2 | Total |
| Financial assets: | | | |
| Cash equivalents: | | | |
| Money market funds | \$ 77,832 | \$ — | \$ 77,832 |
| U.S. treasury securities | 239,749 | — | 239,749 |
| U.S. government agency securities | — | 8,389 | 8,389 |
| Corporate debt securities | — | 36,905 | 36,905 |
| Marketable securities: | | | |
| U.S. treasury securities | 264,495 | — | 264,495 |
| U.S. government agency securities | — | 366,693 | 366,693 |
| Corporate debt securities | — | 66,740 | 66,740 |
| Term bond mutual funds | — | 1,578 | 1,578 |
| Total financial assets | \$ 582,076 | \$ 480,305 | \$ 1,062,381 |

| | December 31, 2022 | | |
|-----------------------------------|---------------------------|-------------------|---------------------|
| | Fair Value Measured Using | | |
| | Level 1 | Level 2 | Total |
| Financial assets: | | | |
| Cash equivalents: | | | |
| Money market funds | \$ 219,512 | \$ — | \$ 219,512 |
| U.S. treasury securities | 13,915 | — | 13,915 |
| U.S. government agency securities | — | 10,419 | 10,419 |
| Corporate debt securities | — | 1,996 | 1,996 |
| Marketable securities: | | | |
| U.S. treasury securities | 438,785 | — | 438,785 |
| U.S. government agency securities | — | 297,513 | 297,513 |
| Corporate debt securities | — | 105,619 | 105,619 |
| Term bond mutual funds | — | 1,488 | 1,488 |
| Total financial assets | <u>\$ 672,212</u> | <u>\$ 417,035</u> | <u>\$ 1,089,247</u> |

6. Balance Sheet Components

Property and Equipment, net

The following table summarizes property and equipment, net as of December 31, 2023 and 2022 (in thousands):

| | December 31, | |
|---|------------------|------------------|
| | 2023 | 2022 |
| Computers | \$ 17,188 | \$ 16,500 |
| Capitalized internal-use software | 28,259 | 20,200 |
| Office equipment | 4,357 | 3,700 |
| Furniture and fixtures | 8,886 | 8,800 |
| Motor vehicles | 808 | 1,100 |
| Leasehold improvements | 5,768 | 5,600 |
| Construction in progress | 751 | 200 |
| Total property and equipment | 66,017 | 56,400 |
| Less: accumulated depreciation and amortization | (43,270) | (32,300) |
| Property and equipment, net | <u>\$ 22,747</u> | <u>\$ 24,100</u> |

The following table summarizes depreciation expense and internal-use software capitalization and amortization expense for the years ended December 31, 2023, 2022 and 2021 (in thousands):

| | Year Ended December 31, | | |
|---|-------------------------|----------|----------|
| | 2023 | 2022 | 2021 |
| Capitalization of costs associated with internal-use software | \$ 8,029 | \$ 6,781 | \$ 4,137 |
| Amortization expense of capitalized internal-use software | 5,106 | 3,193 | 2,542 |
| Depreciation expense | 6,735 | 6,720 | 6,423 |

As of December 31, 2023 and 2022, the net carrying value of capitalized internal-use software was \$14.1 million and \$11.2 million, respectively.

Accrued and Other Liabilities

The following table summarizes accrued liabilities as of December 31, 2023 and 2022 (in thousands):

| | December 31, | |
|---|------------------|------------------|
| | 2023 | 2022 |
| Accrued compensation | \$ 20,976 | \$ 20,192 |
| Accrued third-party cloud infrastructure expenses | — | 2,752 |
| Accrued reseller commissions | 9,641 | 7,731 |
| Accrued advertising and marketing expenses | 2,095 | 4,465 |
| Advanced payments from customers | 4,265 | 3,480 |
| Accrued taxes | 10,964 | 7,730 |
| Operating lease liabilities, current | 2,699 | 6,775 |
| Contributions withheld for employee stock purchase plan | 1,298 | 1,546 |
| Other accrued expenses | 4,670 | 4,337 |
| Total accrued liabilities | <u>\$ 56,608</u> | <u>\$ 59,008</u> |

Noncurrent liabilities include \$22.7 million and \$23.3 million of long term accrued compensation as of December 31, 2023 and 2022, respectively.

7. Leases

The Company has operating leases primarily for office space. The leases have remaining lease terms of one to nine years, some of which include options to extend the lease for up to six years. The Company's leases do not contain any residual value guarantee.

The following table presents various components of the lease costs (in thousands):

| Operating Leases | Year Ended December 31, | |
|-----------------------|-------------------------|----------|
| | 2023 | 2022 |
| Operating lease cost | \$ 10,415 | \$ 8,312 |
| Short-term lease cost | 415 | 1,162 |
| Variable lease cost | 3,190 | 2,797 |

The Company adopted accounting standard update 2016-2, Leases (Topic 842) effective January 1, 2022. Rent expense for operating leases recognized prior to our adoption of Topic 842 for the year ended December 31, 2021 was \$9.7 million.

The weighted-average remaining term of the Company's operating leases and the weighted-average discount rate used to measure the present value of the operating lease liabilities are as follows:

| Lease Term and Discount Rate | December 31, | |
|--|--------------|-------|
| | 2023 | 2022 |
| Weighted-average remaining lease term (in years) | 5.21 | 4.81 |
| Weighted-average discount rate | 9.1 % | 7.4 % |

The following table presents supplemental information arising from lease transactions. Cash payments related to short-term leases are not included in the measurement of the operating lease liabilities, and as such, are excluded from the amounts below (in thousands):

| Supplemental Cash Flow Information: | Year Ended December 31, | |
|--|-------------------------|----------|
| | 2023 | 2022 |
| Cash payments included in the measurement of operating lease liabilities | \$ 15,526 | \$ 8,885 |
| Operating ROU assets obtained in exchange for lease obligations | 7,461 | 14,903 |

Maturities of the operating lease liabilities are as follows (in thousands):

| Year Ending December 31: | Operating Leases |
|--|------------------|
| 2024 | \$ 4,799 |
| 2025 | 10,052 |
| 2026 | 6,882 |
| 2027 | 5,668 |
| 2028 | 4,963 |
| Thereafter | 7,213 |
| Total lease payments | 39,577 |
| Less: imputed interest | (10,083) |
| Present value of operating lease liabilities | <u>\$ 29,494</u> |

As of December 31, 2023, there were no future payments related to signed leases that have not yet commenced.

8. Commitments and Contingencies

Other Contractual Commitments

The Company's other contractual commitments primarily consist of third-party cloud infrastructure agreements and service subscription purchase arrangements used to support operations at the enterprise level. Future minimum payments under the Company's non-cancelable purchase commitments as of December 31, 2023 are presented in the table below (in thousands):

| Year ending December 31, | Contractual Commitments |
|--------------------------|-------------------------|
| 2024 | \$ 63,703 |
| 2025 | 67,144 |
| 2026 | 67,662 |
| 2027 | 71,242 |
| 2028 | 67,741 |
| Total | <u>\$ 337,492</u> |

Litigation and Loss Contingencies

On November 1, 2022, a purported Company stockholder filed a securities class action complaint in the U.S. District Court for the Northern District of California against the Company, certain of its current officers and directors, and underwriters of the Company's Initial Public Offering (IPO). On April 14, 2023, the court-appointed lead plaintiff filed a consolidated amended class action complaint. The complaint alleges that defendants violated Sections 11, 12(a)(2), and 15 of the Securities Act of 1933 by making material misstatements or omissions in offering documents filed in connection with the IPO. The complaint seeks unspecified damages, interest, fees, costs, and rescission on behalf of purchasers and/or acquirers of common stock issued in the IPO. On September 28, 2023, the court issued an order granting in part and denying in part defendants' motion to dismiss. The Company and the other defendants intend to vigorously defend against the remaining claims in this action.

On March 20, 2023, a purported stockholder derivative complaint was filed in the U.S. District Court for the Northern District of California. The complaint names as defendants the Company's current directors, as well as the Company as nominal defendant, and asserts state and federal claims based on some of the same alleged misstatements as the securities class action complaint. The derivative complaint seeks unspecified damages, attorneys' fees, and other costs. On June 21, 2023, the court stayed the case in light of the pending securities class action. On October 16, 2023, the court extended the stay of the case in light of the pending securities class action. The Company and the other defendants intend to vigorously defend against the claims in this action.

From time to time, the Company has been and may be in the future subject to other legal proceedings, claims, investigations, and government inquiries (collectively, Legal Proceedings) in the ordinary course of business. It has received and may receive claims from third parties asserting, among other things, infringement of their intellectual property rights, defamation, labor and employment rights, privacy, and contractual rights. There are no currently pending legal proceedings that the Company believes will have a material adverse impact on the business or consolidated financial statements.

Indemnifications

In the ordinary course of business, the Company enters into contractual arrangements under which the Company agrees to provide indemnification of varying scope and terms to customers, business partners, and other parties with respect to certain matters, including losses arising out of intellectual property infringement claims made by third parties, if the Company has violated applicable laws, if the Company is negligent or commits acts of willful misconduct, and other liabilities with respect to its products and services and its business. In these circumstances, payment is typically conditional on the other party making a claim pursuant to the procedures specified in the particular contract. The Company also indemnifies certain of its officers, directors and certain key employees while they are serving in good faith in their respective capacities. To date, the Company has not incurred any material costs as a result of such indemnifications and has not accrued any liabilities related to such obligations in its consolidated financial statements.

9. Stockholders' Equity and Stock-Based Compensation

Common Stock

The Company has two classes of common stock: Class A common stock and Class B common stock. The shares of Class A common stock and Class B 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. Each share of Class B common stock is entitled to ten votes. Class A and Class B common stock are referred to as common stock throughout these notes to the consolidated financial statements, unless otherwise noted. Holders of common stock are entitled to receive any dividends as may be declared from time to time by the board of directors.

Shares of Class B common stock may be converted to Class A common stock at any time at the option of the stockholder. Shares of Class B common stock automatically convert to Class A common stock upon the following: (1) sale or transfer of such share of Class B common stock, except for certain permitted transfers as described in our amended and restated certificate of incorporation; (2) the death of such Class B common stockholder (or nine months after the date of death if the stockholder is our founder); and (3) on the final conversion date, defined as the earlier of (a) the last trading day of the fiscal year following the seventh anniversary of the Company's IPO; or (b) the date specified by a vote of the holders of a majority of the outstanding shares of Class B common stock, voting as a single class.

Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) is comprised of two components — unrealized gains or losses on available-for-sale debt securities and net changes in cash flow hedges.

The following tables shows the changes in the components of accumulated other comprehensive (loss) income:

| | Year Ended December 31, | | |
|--|-------------------------|------------|----------|
| | 2023 | 2022 | 2021 |
| Beginning balance | \$ (7,431) | \$ (747) | \$ 411 |
| Unrealized (losses) gains on available-for-sale debt securities | 7,105 | (6,684) | (1,152) |
| Reclassification of unrealized gains to interest and other income, net, in the consolidated statements of operations | — | — | (6) |
| Net change on cash flow hedging | (428) | — | — |
| Net impact to other comprehensive (loss) income in current period | 6,677 | (6,684) | (1,158) |
| Ending balance | \$ (754) | \$ (7,431) | \$ (747) |

Equity Compensation Plans

In August 2021, the board of directors (the Board) adopted and, in September 2021, the stockholders approved the 2021 Equity Incentive Plan (the 2021 Plan) and the 2021 Employee Stock Purchase Plan (ESPP), effective upon the IPO. Pursuant to the 2021 Plan, the Board may grant incentive stock options to purchase shares of the Company's common stock, non-statutory stock options to purchase shares of the Company's common stock, stock appreciation rights, restricted stock, restricted stock units (RSUs), performance awards (PRSUs) and other awards. The ESPP enables eligible employees to purchase the Company's Class A common stock. Both the 2021 Plan and ESPP include an automatic increase to their shares reserve on January 1 of each year as set forth in the respective plan documents.

In August 2022, the Compensation Committee of the Board adopted the 2022 Inducement Plan (the Inducement Plan) in accordance with Listing Rule 5635(c)(4) of the Nasdaq Stock Market. Under the Inducement Plan, nonstatutory stock options,

stock appreciation rights, restricted stock, RSUs, PRSUs and other awards may be granted as an inducement material for eligible persons to enter into employment with the Company. Upon adoption, the Company has initially reserved 10,000,000 shares of Class A common stock for issuance under the Inducement Plan.

In September 2022, the Company hired a President and granted him 1,732,501 RSUs under the Inducement Plan and stock options to purchase up to 1,815,980 shares of Class A common stock, of which stock options to purchase up to 1,776,780 shares of Class A common stock were granted under the Inducement Plan and the remaining under the 2021 Plan. Each award will vest over four years with 25% of the shares vesting on the first anniversary of the grant date and the remaining 75% of the shares vesting in equal quarterly installments thereafter, subject to continued employment.

Shares of common stock reserved for future issuance were as follows (in thousands):

| | December 31, 2023 |
|---|------------------------------|
| 2011 Stock Plan: | |
| Options, RSUs and PRSUs outstanding | 12,866 |
| 2021 Equity Incentive Plan: | |
| Options and RSUs outstanding | 12,939 |
| Shares reserved for future award issuances | 65,635 |
| 2022 Inducement Plan: | |
| Options and RSUs outstanding | 3,345 |
| Shares reserved for future award issuances | 6,377 |
| 2021 Employee Stock Purchase Plan | |
| Shares reserved for future award issuances | 10,517 |
| Total shares of common stock reserved for issuance | 111,679 |

2021 Employee Stock Purchase Plan

Under the ESPP, the price at which common stock is purchased is equal to 85% of the fair market value of a share of the Company's common stock on the first day of the offering period or the applicable purchase date, whichever is lower. The fair market value of common stock will generally be the closing sales price on the determination date. The ESPP provides an offering period of 24 months, with four purchase periods that are generally six months long and end on May 15 and November 15 of each year, except for the first purchase period, which began upon the completion of the IPO in September 2021 and ended on May 13, 2022. The following table summarizes the information on shares purchased under the ESPP for the years ended December 31, 2023 and 2022:

| | Year Ended December 31, | |
|---|--------------------------------|-------------|
| | 2023 | 2022 |
| Net shares issued under ESPP ⁽¹⁾ | 627,371 | 822,423 |
| Weighted average purchase price | \$ 11.88 | \$ 13.33 |
| Aggregate net proceeds (in thousands) | \$ 7,271 | \$ 10,870 |

(1) Net of shares withheld and retired to satisfy withholding tax requirements for certain employees in jurisdictions outside the United States

The ESPP also includes a reset provision for the purchase price if the fair market value of a share of the Company's common stock on the first day of any purchase period is less than or equal to the fair market value of a share of the Company's common stock on the first day of an ongoing offering. If the reset provision is triggered, a new 24-month offering period begins. The reset provision under the ESPP was triggered on May 16, 2022, and again on November 16, 2022. Each triggering of the reset provision was considered a modification in accordance with ASC 718, *Stock Based Compensation*, with the modification charge recognized on a straight-line basis over the new offering period. The previous modifications did not have a material effect on the Company's stock-based compensation expense during the years ended December 31, 2023 and 2022.

As of December 31, 2023 and 2022, the Company has withheld \$1.3 million and \$1.5 million of contributions from its employees.

During the years ended December 31, 2023, 2022 and 2021, the Company recognized \$7.6 million, \$12.2 million and \$3.5 million of stock-based compensation expense related to the ESPP, respectively.

Determination of Fair Value of the ESPP

The Company estimates the fair value of the ESPP using the Black-Scholes option-pricing model, which requires certain complex valuation assumption inputs such as expected term, expected stock price volatility, risk-free interest rate and dividend yield. The fair value of each of the four purchase periods is estimated separately. The following table summarizes the range of valuation assumptions used in estimating the fair value of the ESPP during the period:

| Valuation Assumption Inputs | Year Ended December 31, | | |
|-----------------------------|-------------------------|---------------|---------------|
| | 2023 | 2022 | 2021 |
| Expected term (in years) | 0.5 - 1.5 | 0.5 - 2.0 | 0.6 - 2.1 |
| Stock price volatility | 47.4% - 77.3% | 55.8% - 84.5% | 47.7% - 58.5% |
| Risk-free interest rate | 4.47% - 5.38% | 1.54% - 4.62% | 0.06% - 0.29% |
| Dividend yield | 0.00% | 0.00% | 0.00% |

Stock Options

Stock options are generally granted with an exercise price equal to the fair market value of a share of common stock at the date of grant, have a 10-year contractual term, and vest over a four-year period.

Stock option activity during the year ended December 31, 2023 is as follows (in thousands, except per share data):

| Share Information: | Number of Shares | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value ⁽¹⁾ |
|---|------------------|---------------------------------|--|--|
| Balance as of December 31, 2022 | 2,758 | \$ 9.06 | 7.3 | \$ 15,595 |
| Stock options granted | — | \$ — | | |
| Stock options exercised | (360) | \$ 0.25 | | |
| Stock options cancelled / forfeited / expired | (3) | \$ 0.16 | | |
| Balance as of December 31, 2023 | <u>2,395</u> | \$ 10.39 | 7.0 | \$ 31,368 |
| Options vested and expected to vest as of December 31, 2023 | 2,395 | \$ 10.39 | 7.0 | \$ 31,368 |
| Options exercisable as of December 31, 2023 | 1,146 | \$ 6.89 | 5.2 | \$ 19,033 |

(1) Aggregate intrinsic value for stock options represents the difference between the exercise price and the per share fair value of the Company's common stock as of the end of the period, multiplied by the number of stock options outstanding, exercisable, or vested.

Total intrinsic value of options exercised during the years ended December 31, 2023, 2022, and 2021 was \$6.8 million, \$5.9 million, and \$14.0 million, respectively.

The weighted-average grant date fair value of stock options granted was \$8.26 per share during the year ended December 31, 2022. There were no options granted during the years ended December 31, 2023 and 2021.

Determination of Fair Value of Stock Options

The Company estimates the fair value of stock options using the Black-Scholes option-pricing model, which requires certain complex valuation assumption inputs such as expected term, expected stock price volatility, risk-free interest rate, and dividend yield. The following table summarizes the valuation assumptions used in estimating the fair value of stock options granted during the year:

| Valuation Assumption Inputs | Year Ended December 31, 2022 |
|-----------------------------|------------------------------|
| Expected term (in years) | 6.1 |
| Stock price volatility | 65.0% |
| Risk-free interest rate | 3.37% |
| Dividend yield | —% |

Restricted Stock Units

RSUs are granted at fair market value at the date of the grant and typically vest over a four-year period.

RSU activity, which includes PRSUs, during the year ended December 31, 2023 is as follows (in thousands, except per share data):

| Share Information: | Number of Shares | Weighted-Average Grant Date Fair Value |
|--|------------------|---|
| Unvested, as of December 31, 2022 | 32,253 | \$ 18.86 |
| Granted | 9,583 | \$ 14.34 |
| Vested ⁽¹⁾ | (10,629) | \$ 16.49 |
| Forfeited | (4,452) | \$ 17.32 |
| Unvested, as of December 31, 2023 | <u>26,755</u> | <u>\$ 18.44</u> |

(1) During the year ended December 31, 2023 total shares that vested were 10.6 million, of which 4.0 million shares were withheld for tax purposes.

The total fair value of vested RSUs during the years ended December 31, 2023, 2022, and 2021 were \$175.3 million, \$235.0 million, and \$51.3 million, respectively.

Performance-Based Awards

In May 2019, the Board approved a grant of 166,390 shares PRSUs to the Company's CEO. The vesting of these PRSUs is contingent upon the satisfaction of certain milestones. The revenue-related milestone and the liquidity event condition were met prior to December 31, 2021 upon the completion of the IPO as described in Note 1 - *Description of Business*. Upon completion of the IPO, the time-based vesting was the only condition yet to be satisfied over the remaining requisite service period. All shares related to this grant were vested as of December 31, 2023.

In September 2021, the Board approved a grant of 6,000,000 PRSUs to the Company's CEO with a time-based service condition beginning January 1, 2022, and a market condition involving five separate stock price targets ranging from \$70.00 to \$200.00 per share for each of the five vesting tranches (CEO Performance Award). These stock price targets will be measured based on the average closing price over a consecutive 60-trading day period, beginning on the first trading day after the expiration of the final lock-up period in February 2022. The vesting of the CEO Performance Award is contingent upon the completion of the requisite service through January 1, 2029 and the achievement of the specified stock price target in each tranche on or before January 1, 2029. The stock price targets are not required to be achieved within the service period of each tranche, and accordingly, multiple tranches can vest at the same date if the specified stock price targets are achieved after December 31, 2025. The CEO Performance Award had a total grant date fair value of \$131.0 million.

The fair value of the CEO Performance Award was determined at grant date by using the Monte Carlo simulation model, which requires certain complex valuation assumption inputs such as measurement period, expected stock price volatility, risk-free interest rate and dividend yield.

The valuation assumptions using the Monte Carlo simulation model at the date of grant were:

| Valuation Assumption Inputs | |
|-------------------------------|-------|
| Measurement period (in years) | 7.0 |
| Stock price volatility | 60.0% |
| Risk-free interest rate | 1.12% |
| Dividend yield | —% |

For the years ended December 31, 2023, 2022 and 2021 the Company recognized \$28.1 million, \$27.6 million and \$9.0 million of stock-based compensation expense associated with performance-based awards, respectively, which were primarily related to the CEO Performance Award.

Stock-Based Compensation

Total stock-based compensation expense recorded for the years ended December 31, 2023, 2022, and 2021 was as follows (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|------------|------------|
| | 2023 | 2022 | 2021 |
| Equity awards: | | | |
| Cost of revenue | \$ 6,774 | \$ 7,039 | \$ 5,604 |
| Research and development ⁽¹⁾ | 37,524 | 36,413 | 45,162 |
| Sales and marketing ⁽²⁾ | 66,755 | 64,328 | 53,169 |
| General and administrative ⁽³⁾ | 99,654 | 99,916 | 69,508 |
| Stock-based compensation, net of amounts capitalized | 210,707 | 207,696 | 173,443 |
| Capitalized stock-based compensation | 1,758 | 1,665 | 585 |
| Total stock-based compensation expense | \$ 212,465 | \$ 209,361 | \$ 174,028 |

(1) Stock-based compensation expense recorded to research and development in the consolidated statements of operations excludes amounts that were capitalized for internal-use software.

(2) Sales and marketing expense for the years ended December 31, 2023 and 2022 includes \$9.6 million and \$3.2 million, respectively, of stock-based compensation expense associated with RSU and options granted to the President in September 2022.

(3) General and administrative expense includes \$55.9 million, \$55.9 million and \$19.1 million of stock-based compensation expense associated with RSUs and PRSUs primarily granted to the CEO in September 2021 for the years ended December 31, 2023, 2022 and 2021, respectively.

For the year ended December 31, 2021, stock-based compensation expense of \$173.4 million included a cumulative charge associated with certain RSUs for which the service-based vesting condition was satisfied upon the completion of the IPO (liquidity event), as further described in Note 1—*Description of Business*.

As of December 31, 2023, unrecognized stock-based compensation expense related to unvested stock-based awards was as follows (in thousands, except for period data):

| | December 31, 2023 | |
|---|---------------------------------------|---|
| | Unrecognized Stock-Based Compensation | Weighted-Average Period to Recognize Expense (in years) |
| RSUs and PSUs | \$ 390,716 | 2.6 |
| Stock options | 10,010 | 2.7 |
| ESPP | 4,288 | 0.6 |
| Total unrecognized stock-based compensation expense | \$ 405,014 | |

10. Net Loss Per Share

Basic net loss per share attributable to common stockholders is computed by dividing the net loss by the number of weighted-average outstanding common shares. Diluted net loss per share attributable to common stockholders is determined by giving effect to all potential common equivalents during the reporting period, unless including them yields an antidilutive result. The Company considers its redeemable convertible preferred stock, stock options and RSUs as potential common stock equivalents, but excluded them from the computation of diluted net loss per share attributable to common stockholders in the periods presented, as their effect was antidilutive.

The rights, including the liquidation and dividend rights, of the holders of Class A and Class B common stock are identical, except with respect to voting, conversion, and transfer rights. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis to each class of common stock and the resulting basic and diluted

net loss per share attributable to common stockholders are the same for both Class A and Class B common stock on both an individual and combined basis.

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

| | Year Ended December 31, | | |
|--|-------------------------|---------------------|-----------------------|
| | 2023 | 2022 | 2021 |
| Numerator: | | | |
| Net loss | \$ (137,436) | \$ (232,132) | \$ (191,995) |
| Accretion of redeemable convertible preferred stock | — | — | (2,646,662) |
| Net loss attributable to Class A and Class B common stockholders - basic and diluted | <u>\$ (137,436)</u> | <u>\$ (232,132)</u> | <u>\$ (2,838,657)</u> |
| Denominator: | | | |
| Weighted-average shares used in computing net loss per share attributable to Class A and Class B common stockholders - basic and diluted | <u>293,087</u> | <u>284,587</u> | <u>130,652</u> |
| Net loss per share attributable to Class A and Class B common stockholders - basic and diluted | <u>\$ (0.47)</u> | <u>\$ (0.82)</u> | <u>\$ (21.73)</u> |

The following table summarizes the potential common equivalents that were excluded from the computation of diluted net loss per share attributable to Class A and Class B common stockholders for the periods presented (in thousands):

| | Year Ended December 31, | | |
|----------------|-------------------------|---------------|---------------|
| | 2023 | 2022 | 2021 |
| RSUs and PRSUs | 26,755 | 32,253 | 47,830 |
| Stock options | 2,395 | 2,758 | 1,348 |
| ESPP | 109 | 124 | 160 |
| Total | <u>29,259</u> | <u>35,135</u> | <u>49,338</u> |

11. Income Taxes

The Company's net loss before provision for income taxes for the years ended December 31, 2023, 2022, and 2021 was as follows (in thousands):

| | Year Ended December 31, | | |
|----------|-------------------------|---------------------|---------------------|
| | 2023 | 2022 | 2021 |
| Domestic | \$ (165,144) | \$ (252,261) | \$ (211,844) |
| Foreign | 41,375 | 31,471 | 30,365 |
| Total | <u>\$ (123,769)</u> | <u>\$ (220,790)</u> | <u>\$ (181,479)</u> |

The components of the provision for income taxes for the years ended December 31, 2023, 2022, and 2021 were as follows (in thousands):

| | Year Ended December 31, | | |
|----------------------------------|-------------------------|------------------|------------------|
| | 2023 | 2022 | 2021 |
| Current: | | | |
| Domestic | \$ 2,810 | \$ 2,137 | \$ 2,876 |
| Foreign | 12,179 | 11,610 | 9,547 |
| Deferred: | | | |
| Domestic | — | — | — |
| Foreign | (1,322) | (2,405) | (1,907) |
| Total provision for income taxes | <u>\$ 13,667</u> | <u>\$ 11,342</u> | <u>\$ 10,516</u> |

The following is a reconciliation of the federal statutory income tax rate to the Company's effective tax rate for the years ended December 31, 2023, 2022, and 2021:

| | Year Ended December 31, | | |
|------------------------------------|-------------------------|--------|--------|
| | 2023 | 2022 | 2021 |
| Federal income tax | 21.0 % | 21.0 % | 21.0 % |
| Stock-based compensation | (16.9) | (1.6) | 2.1 |
| Change in valuation allowance | (6.4) | (22.4) | (25.4) |
| Earnings from foreign subsidiaries | (1.8) | (1.2) | (0.5) |
| U.S. taxes on foreign operations | (4.8) | — | — |
| Other items | (2.1) | (0.9) | (3.0) |
| Total provision for income taxes | (11.0)% | (5.1)% | (5.8)% |

The components of the Company's net deferred tax assets as of December 31, 2023 and 2022, were as follows (in thousands):

| | December 31, | |
|---|--------------|------------|
| | 2023 | 2022 |
| Deferred tax assets: | | |
| Net operating loss carryforwards | \$ 81,373 | \$ 100,090 |
| Foreign tax credit carryforwards | 5,999 | 4,955 |
| Capitalized R&E under IRC 174 | 65,478 | 36,970 |
| Stock-based compensation | 3,672 | 4,337 |
| Accruals and Reserves | 8,948 | 9,032 |
| Depreciation and amortization | 3,328 | 1,449 |
| Allowance for uncollectible accounts | 1,003 | 212 |
| Operating lease liability | 6,877 | 19,207 |
| Total deferred tax assets | 176,678 | 176,252 |
| Less: valuation allowance | (154,788) | (146,134) |
| Deferred tax assets, net of valuation allowance | 21,890 | 30,118 |
| Deferred tax liabilities: | | |
| Commissions | (5,926) | (6,146) |
| Operating lease right-of-use assets | (5,951) | (15,283) |
| Net deferred tax assets | \$ 10,013 | \$ 8,689 |

The Company regularly reviews its deferred tax assets for recoverability based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing taxable temporary differences and tax planning strategies. The Company's judgment regarding future profitability may change due to many factors, including future market conditions and the ability to successfully execute the business plans and/or tax planning strategies. Should there be a change in the ability to recover deferred tax assets, the Company's income tax provision would increase or decrease in the period in which the assessment is changed. The Company's valuation allowance increased by \$8.7 million and \$56.2 million during the years ended December 31, 2023 and 2022, respectively.

The Tax Cuts and Jobs Act of 2017 (TCJA) made a significant change to Internal Revenue Code Section 174, which went into effect for taxable years beginning after December 31, 2021. The change requires Companies to capitalize specific research and experimental ("R&E") expenditures and amortize over five years for U.S. incurred R&E or fifteen years for foreign incurred R&E beginning on January 1, 2022. This mandatory capitalization requirement does not have a material impact on the 2023 cash tax liabilities due to sufficient tax attributes.

The Company has not provided U.S. income taxes and foreign withholding taxes on undistributed earnings of foreign subsidiaries because the Company intends to permanently reinvest such earnings outside the United States.

Net Operating Loss and Credit Carryforwards

As of December 31, 2023, the Company has U.S. federal net operating loss ("NOL") carryforwards of approximately \$341.8 million. If not utilized, the federal NOL carryforwards will begin to expire in 2034. For the federal NOL carryforwards arising in tax years beginning after December 31, 2017, which represents the majority of the Company's federal NOL carryforwards, the Tax Act limits the Company's ability to utilize carryforwards to 80% of taxable income; however, these NOLs may be carried forward indefinitely. As of December 31, 2023, the NOL carryforwards for all the states in the United States is \$147.2 million. If not utilized, the state NOL carryforwards will begin to expire in 2024.

As of December 31, 2023, the Company also has federal tax credits carryforwards of \$6.0 million. If not utilized, the credits will begin to expire in 2027.

Utilization of the NOL carryforwards may be subject to a substantial annual limitation due to the ownership change provisions of IRC Section 382 and similar state provisions. The annual limitation may result in the expiration of NOL carryforwards before utilization. The Company continually monitors the impact to net operating losses of any ownership changes.

Unrecognized Tax Benefits

The Company has adopted authoritative guidance which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of uncertain tax positions taken or expected to be taken in the Company's income tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

The Company recognizes financial statement benefit of a tax position only after determining that the relevant tax authority would more-likely-than-not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the consolidated financial statements is the largest benefit that has no likelihood of being realized upon ultimate settlement with the relevant tax authority. As of December 31, 2023 and 2022, the Company had gross unrecognized tax benefits of \$5.6 million and \$3.6 million, respectively, all of which would affect the effective tax rate, if recognized, after consideration of valuation allowance.

The following table presents a reconciliation of the beginning and ending amount of the unrecognized tax benefits (in thousands):

| | Year Ended December 31, | |
|--|-------------------------|----------|
| | 2023 | 2022 |
| Unrecognized gross tax benefits at the beginning of the period | \$ 3,647 | \$ 2,227 |
| Increases related to prior year tax positions | — | — |
| Decreases related to prior year tax positions | (22) | (6) |
| Increases in current year unrecognized benefits | 2,009 | 1,426 |
| Unrecognized gross tax benefits at the end of the period | \$ 5,634 | \$ 3,647 |

The Company recognizes interest and penalties related to income tax matters as a component of income tax expense. Accrued interest of \$1.4 million and \$0.8 million has been recorded as of December 31, 2023 and 2022, respectively.

The Company's major tax jurisdictions are India and the United States and also files income tax returns in various U.S. states and foreign jurisdictions. Carryover attributes beginning December 31, 2008, remain open to adjustment by the U.S. federal and state authorities. The U.S. federal, state, and foreign jurisdictions have statutes of limitations that generally range from three to five years. Due to the Company's net losses, substantially all of its federal and state income tax returns are subject to examination since inception. As of December 31, 2023, the Company is currently under examination in India. The Company believes that it has provided adequate reserves for its income tax uncertainties in all open tax years. As the outcome of the Company's tax audits are resolved in a manner inconsistent with management's expectations, the Company could adjust its provision for income taxes in the future.

12. Geographic Information

Revenue by geographic location is determined based on the customers' billing address. The following table summarizes revenue by geographic region (in thousands):

| | Year Ended December 31, | | |
|--------------------------------|-------------------------|------------|------------|
| | 2023 | 2022 | 2021 |
| North America | \$ 266,331 | \$ 216,112 | \$ 160,224 |
| Europe, Middle East and Africa | 229,983 | 193,899 | 152,542 |
| Asia Pacific | 83,109 | 74,948 | 49,933 |
| Other | 17,009 | 13,040 | 8,323 |
| Total revenue | \$ 596,432 | \$ 497,999 | \$ 371,022 |

Revenue from North America primarily includes revenue from the United States. For the years ended December 31, 2023, 2022 and 2021, revenue generated from the United States was \$235.3 million, \$192.2 million and \$142.9 million, or 39%, 39% and 39% of total consolidated revenue, respectively. The United Kingdom, categorized within Europe, Middle East and Africa in the table above, contributed \$75.1 million, \$63.8 million and \$52.9 million or 13%, 13% and 14% of total consolidated revenue for the years ended December 31, 2023, 2022 and 2021, respectively.

Long-lived assets consist primarily of property, plant and equipment and ROU assets. The following table summarizes long-lived assets by geographic information (in thousands):

| | December 31, | |
|--------------------------------|--------------|-----------|
| | 2023 | 2022 |
| North America | \$ 22,635 | \$ 23,839 |
| Europe, Middle East and Africa | 2,244 | 4,039 |
| Asia Pacific | 30,617 | 29,285 |
| Total long-lived assets | \$ 55,496 | \$ 57,163 |

Long-lived assets in North America are primarily located in the United States, and long-lived assets in Asia Pacific are primarily located in India.

13. Subsequent Events

In February 2024, the Board of Directors approved the cancellation of the CEO Performance Award and the grant of an annual long term equity incentive award with a fair value of \$19 million, both effective March 1, 2024. The annual long term equity incentive award will be comprised of 70% time-based RSUs and 30% performance-based RSUs. The performance-based RSUs will be earned based on the achievement of revenue and free cash flow targets for the 2024 financial year.

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this report.

In designing and evaluating our disclosure controls and procedures, management recognizes that any disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management’s evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are designed to, and are effective to, provide assurance at a reasonable level, that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2023 based on the guidelines established in the *Internal Control—Integrated Framework* (2013 framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Our internal control over financial reporting includes policies and procedures that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles (GAAP).

Based on the results of our evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2023 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP.

The Company’s independent registered public accounting firm, Deloitte & Touche LLP, has issued an audit report on the Company’s internal control over financial reporting, which appears in Part II, Item 8 of this Form 10-K.

Changes in Internal Controls 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 our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations of Disclosure Controls and Procedures and Internal Control over Financial Reporting

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

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

During the three months ended December 31, 2023, our officers (as defined in Rule 16a-1(f) under the Exchange Act) and directors adopted or terminated the contracts, instructions or written plans for the purchase or sale of the Company's securities, each of which is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act, as set forth in the table below.

| Name | Title | Action | Adoption Date | Expiration Date | Total number of securities to be sold |
|-----------------------------|--------------------------------------|-------------------------|----------------------|------------------------|--|
| Rathna Girish Mathrubootham | Chief Executive Officer and Chairman | Adoption | November 27, 2023 | December 15, 2024 | Up to 1,900,000 shares |
| Srinivasagopalan Ramamurthy | Chief Product Officer | Adoption ⁽¹⁾ | November 30, 2023 | October 1, 2024 | Up to 650,000 shares ⁽²⁾ |

(1) Plan adopted in accordance with Rule 10b5-1(c)(ii)(D)(2).

(2) The actual number of shares that will be sold under the Rule 10b5-1 trading plan will be reduced by the number of shares sold in accordance with an existing plan prior to its expiration on March 29, 2024.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item (other than the information set forth in the next paragraph) is incorporated by reference to the information as set forth under the captions “Proposal 1 — Election of Directors,” “Information Regarding our Board of Directors and Corporate Governance,” and “Executive Officers” in the definitive Proxy Statement for the 2024 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2023.

We have adopted a code of business conduct and ethics that applies to, among others, our directors, officers, and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Our code of business conduct and ethics is available under the Corporate Governance section of our investor relations website at ir.freshworks.com. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendments to, or waiver from, a provision of our code of business conduct and ethics by posting such information on the website address and location specified above.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to the information as set forth under the captions “Executive Compensation,” “Director Compensation,” and “Information Regarding our Board of Directors and Corporate Governance” in the definitive Proxy Statement for the 2024 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2023.

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

The information required by this item is incorporated by reference to the information as set forth under the caption “Security Ownership of Certain Beneficial Owners and Management” in the definitive Proxy Statement for the 2024 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2023.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to the information as set forth under the caption “Transactions with Related Persons and Indemnification” in the definitive Proxy Statement for the 2024 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2023.

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated by reference to the information as set forth under the caption “Proposal 4 — Ratification of Selection of Independent Registered Public Accounting Firm” in the definitive Proxy Statement for the 2024 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2023.

Part IV**Item 15. Exhibits and Financial Statement Schedules.**

(a) Financial Statements

See Index to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

(b) Financial Statement Schedule

All financial statement schedules are omitted because the information required to be set forth therein is not applicable or is shown in the consolidated financial statements or the notes thereto.

(c) Exhibits.

The documents listed in the Exhibit Index of this Annual Report on Form 10-K are incorporated by reference or are filed with this Annual Report on Form 10-K.

| Exhibit Number | Description of Exhibit | Form | File No. | Exhibit | Filing Date | Filed Herewith |
|-----------------------|---|-------------|-----------------|----------------|--------------------|-----------------------|
| 3.1 | Amended and Restated Certificate of Incorporation. | 8-K | 001-40806 | 3.1 | September 24, 2021 | |
| 3.2 | Amended and Restated Bylaws. | S-1/A | 333-259118 | 3.4 | September 13, 2021 | |
| 4.1 | Form of Class A common stock certificate of Freshworks Inc. | S-1/A | 333-259118 | 4.1 | September 13, 2021 | |
| 4.2 | Seventh Amended and Restated Investors' Rights Agreement by and among Freshworks Inc. and certain of its stockholders, dated December 16, 2019. | S-1 | 333-259118 | 4.2 | August 27, 2021 | |
| 4.3 | Voting Agreement by and among Freshworks Inc. and certain of its stockholders, dated August 26, 2021. | S-1 | 333-259118 | 4.3 | August 27, 2021 | |
| 4.4 | Description of Securities. | 10-K | 001-40806 | 4.4 | February 23, 2022 | |
| 10.1† | Freshworks Inc. 2011 Stock Plan, as amended, and forms of agreements thereunder. | S-1 | 333-259118 | 10.1 | August 27, 2021 | |
| 10.2† | Freshworks Inc. 2021 Equity Incentive Plan and forms of agreements thereunder. | S-1/A | 333-259118 | 10.2 | September 13, 2021 | |
| 10.3† | Freshworks Inc. 2021 Employee Stock Purchase Plan. | S-1/A | 333-259118 | 10.3 | September 13, 2021 | |
| 10.4† | Non-Employee Director Compensation Program. | 10-Q | 001-40806 | 10.1 | May 4, 2023 | |
| 10.5† | Amended and Restated Offer Letter by and between Freshworks Inc. and Rathna Girish Mathrubootham, dated August 25, 2021. | S-1 | 333-259118 | 10.6 | August 27, 2021 | |
| 10.6† | Amended and Restated Offer Letter by and between Freshworks Inc. and Tyler Sloat, dated August 25, 2021. | S-1 | 333-259118 | 10.7 | August 27, 2021 | |
| 10.7† | Amended and Restated Offer Letter by and between Freshworks Inc. and Stacey Epstein, dated August 25, 2021. | S-1 | 333-259118 | 10.9 | August 27, 2021 | |
| 10.8† | Amended and Restated Offer Letter by and between Freshworks Inc. and Srinivasagopalan Ramamurthy, dated August 25, 2021. | S-1 | 333-259118 | 10.10 | August 27, 2021 | |
| 10.9† | Amended and Restated Offer Letter by and between Freshworks Inc. and Mika Yamamoto, dated September 28, 2023. | | | | | X |
| 10.10 | Lease by and between Freshworks Inc. and Bay Meadows Station 2 Investors, LLC, dated September 20, 2018. | S-1 | 333-259118 | 10.11 | August 27, 2021 | |

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| 10.11 | Lease Deed by and between Registrant and Faery Estates Private Limited, dated December 20, 2018. | S-1 | 333-259118 | 10.12 | August 27, 2021 | |
| 10.12 | Lease Deed by and between Registrant and Faery Estates Private Limited, dated December 27, 2018. | S-1 | 333-259118 | 10.13 | August 27, 2021 | |
| 10.13 | Lease Deed by and between Registrant and Faery Estates Private Limited, dated May 20, 2019. | S-1 | 333-259118 | 10.14 | August 27, 2021 | |
| 10.14 | Lease Deed by and between Registrant and Faery Estates Private Limited, dated May 20, 2019. | S-1 | 333-259118 | 10.15 | August 27, 2021 | |
| 10.15 | Lease Deed by and between Registrant and Faery Estates Private Limited, dated May 31, 2019. | S-1 | 333-259118 | 10.16 | August 27, 2021 | |
| 10.16 | Lease Deed by and between Registrant and Faery Estates Private Limited, dated May 31, 2019. | S-1 | 333-259118 | 10.17 | August 27, 2021 | |
| 10.17 | Lease Deed by and between Registrant and Faery Estates Private Limited, dated November 29, 2019. | S-1 | 333-259118 | 10.18 | August 27, 2021 | |
| 10.18† | Form of Indemnification Agreement entered into by and between Freshworks Inc. and each director and executive officer. | S-1/A | 333-259118 | 10.19 | September 13, 2021 | |
| 10.19† | 2022 Inducement Plan and forms of agreements thereunder. | S-8 | 333-267201 | 4.2 | August 31, 2022 | |
| 10.20† | 2022 Inducement Plan Form of Global RSU Grant Package. | S-8 | 333-267201 | 4.3 | August 31, 2022 | |
| 10.21† | 2022 Inducement Plan Form of Global Stock Option Grant Package. | S-8 | 333-267201 | 4.4 | August 31, 2022 | |
| 10.22† | Offer Letter by and between Freshworks Inc. and Dennis Woodside dated August 15, 2022. | 10-Q | 001-40806 | 10.4 | November 4, 2022 | |
| 10.23† | Freshworks Inc. 2023 Cash Incentive Plan | 10-K | 001-40806 | 10.24 | February 23, 2023 | |
| 10.24 | Lease Deed by and between Registrant and Airoli ITP Development Private Limited, dated December 14, 2022 | 10-K | 001-40806 | 10.25 | February 23, 2023 | |
| 21.1 | List of subsidiaries of Freshworks Inc. | | | | | X |
| 23.1 | Consent of Deloitte & Touche LLP, independent registered public accounting firm. | | | | | X |
| 24.1 | Power of Attorney (included on signature page). | | | | | X |
| 31.1 | Section 302 Certification of Principal Executive Officer | | | | | X |
| 31.2 | Section 302 Certification of Principal Financial Officer | | | | | X |
| 32.1# | Section 906 Certification of Principal Executive Officer | | | | | X |
| 32.2# | Section 906 Certification of Principal Financial Officer | | | | | X |
| 97 | Freshworks Incentive Compensation Recoupment (Clawback) Policy | | | | | X |
| 101.INS | Inline XBRL Instance Document—the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document | | | | | |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document | | | | | X |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | | | | | X |

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| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document | X |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document | X |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document | X |
| 104 | Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101) | |

† Indicates management contract or compensatory plan.

The certifications attached as Exhibit 32.1 and 32.2 accompany this Annual Report on Form 10-K pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed “filed” by the Registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any of the Registrant’s filings under the Securities Act of 1933, as amended, irrespective of any general incorporation language contained in any such filing.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on February 16, 2024.

Freshworks Inc.

By: /s/ Rathna Girish Mathrubootham
Rathna Girish Mathrubootham
Chief Executive Officer and Chairman (Principal Executive Officer)

By: /s/ Tyler Sloat
Tyler Sloat
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

POWER OF ATTORNEY

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

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

| Signature | Title | Date |
|---|--|-------------------|
| <u>/s/ Rathna Girish Mathrubootham</u> Rathna Girish Mathrubootham | Chief Executive Officer and Chairman (Principal Executive Officer) | February 16, 2024 |
| <u>/s/ Tyler Sloat</u> Tyler Sloat | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | February 16, 2024 |
| <u>/s/ Roxanne S. Austin</u> Roxanne S. Austin | Director | February 16, 2024 |
| <u>/s/ Johanna Flower</u> Johanna Flower | Director | February 16, 2024 |
| <u>/s/ Sameer Gandhi</u> Sameer Gandhi | Director | February 16, 2024 |
| <u>/s/ Randy Gottfried</u> Randy Gottfried | Director | February 16, 2024 |
| <u>/s/ Zachary Nelson</u> Zachary Nelson | Director | February 16, 2024 |
| <u>/s/ Barry Padgett</u> Barry Padgett | Director | February 16, 2024 |
| <u>/s/ Frank Pelzer</u> Frank Pelzer | Director | February 16, 2024 |
| <u>/s/ Jennifer Taylor</u> Jennifer Taylor | Director | February 16, 2024 |
| <u>/s/ Dennis M. Woodside</u> Dennis M. Woodside | Director | February 16, 2024 |

Freshworks Inc
2950 S. Delaware St, Suite 201
San Mateo, CA 94403

September 28, 2023

To:
Mika Yamamoto

Dear Mika,

Congratulations! I am pleased to present you this offer of employment with Freshworks Inc. ("Freshworks") as **Chief Customer and Marketing Officer**. Your employment offer with Freshworks will get confirmed upon your acceptance of the terms of this offer. I look forward to welcoming you as part of our global team on the Start Date set forth below.

The terms of your employment with Freshworks are set forth below ("Terms"):

1. **Position.** You will serve as **Chief Customer and Marketing Officer** of Freshworks. You will be responsible for the duties and responsibilities customary for the position of a global **Chief Customer and Marketing Officer** and as may be directed by Freshworks' Chief Executive Officer and the President, to whom you will report. You will work out of our facility located in **Bellevue, Washington**. Notwithstanding the foregoing, Freshworks may change your position, duties, and work location from time to time at its discretion.
2. **Cash Compensation.** Your annual gross base salary will be **\$420,000** (less payroll deductions and withholdings) payable in accordance with Freshworks' standard payroll schedule. Your compensation is subject to adjustment pursuant to Freshworks' employee compensation policies in effect from time to time.
3. **Performance Bonus.** You will be eligible to receive an annual performance bonus of up to **\$270,000** (less payroll deductions and withholdings) which will be subject to the attainment of goals set for you and Freshworks pursuant to Freshworks' variable pay policy. The bonus payment for Q4 2023, if any, shall be pro-rated in accordance with the terms of the 2023 Cash Incentive Plan based upon your Start Date. Whether you receive such a bonus, and the amount of such bonus, shall be determined by Freshworks in its sole discretion based upon the attainment, in Freshworks' judgment, of the goals set by Freshworks for you and other criteria to be determined by Freshworks. Any bonus will be paid within thirty (30) days after Freshworks' determination that a bonus shall be awarded. You must be employed on the day that your bonus (if any) is paid in order to earn the bonus. Therefore, if your employment is terminated either by you or by Freshworks for any reason prior to the bonus being paid, you will not have earned the bonus and no partial or prorated bonus will be paid.
4. **Equity Awards.**
 - a. **RSUs.** Subject to the approval of the Board or an authorized committee thereof, your New Hire RSU Award will be awarded in two separate installments as follows:
 - i. You shall receive Restricted Stock Units ("RSUs") with a value of **\$8,000,000** from Freshworks granted pursuant to an equity incentive plan adopted or maintained by Freshworks (the "New Hire RSU Award"). The New Hire RSU Award shall be granted to you on the first of the month following your Start Date (which shall be December 1, 2023 provided you commence employment before that date) and the number of RSUs subject to the New Hire RSU Award shall be determined by dividing **\$8,000,000** by the closing price of our common stock on

the grant date, rounded down to the nearest whole share. The New Hire RSU Award shall vest over two years, subject to your continued employment with Freshworks, as follows: (i) 50% on the first anniversary of the grant date and (ii) 12.5% each quarter thereafter. The New Hire RSU Award shall be subject to and governed by the terms and conditions of a Restricted Stock Unit Award Notice and Grant Agreement between you and Freshworks which shall be delivered to you under separate cover.

- ii. In addition, subject to you remaining employed by Freshworks at the time of grant, you shall receive a grant of RSUs with a value of **\$4,000,000** from Freshworks granted pursuant to an equity incentive plan adopted or maintained by Freshworks (the "Inducement RSU Award"). The Inducement RSU Award shall be granted to you on the next established grant date following the second anniversary of your Start Date (which shall be January 2, 2026 provided your Start Date is on or around November 20, 2023) and the number of RSUs subject to the Inducement RSU Award shall be determined by dividing **\$4,000,000** by the closing price of our common stock on the grant date, rounded down to the nearest whole share. The Inducement RSU Award shall vest over two years at a rate of 12.5% each quarter following the grant date, subject to your continued employment with Freshworks as of such vesting date. The Inducement RSU Award shall be subject to and governed by the terms and conditions of a Restricted Stock Unit Award Notice and Grant Agreement between you and Freshworks which shall be delivered to you under separate cover.

- b. **Refresh Grants.** You will be eligible to receive equity refresh grants as part of the executive compensation review cycle applicable to all members of the management team, subject to you remaining employed and subject to the approval of the Board or an authorized committee thereof and the then-effective equity grant practices of Freshworks, which may change from time to time.

5. **Benefits.** As a regular employee of Freshworks, you will be eligible to participate in a number of company-sponsored benefits offered to similarly situated employees, which may change from time to time. Information about these benefits will be outlined in a separate document. Freshworks reserves the right to change or revise the benefits offered at any time.
6. **Paid Time Off.** You will be entitled to participate in Freshworks' paid time off and sick time policies, as in effect from time to time.
7. **Employee Inventions and Proprietary Information Agreement.** As a Freshworks employee, you are required to follow its rules and regulations. Therefore, you will be asked to acknowledge and sign and comply with the Employee Confidential Information and Invention Assignment Agreement attached hereto as Schedule I ("Schedule I"), which prohibits, among other things, the unauthorized use or disclosure of Freshworks' confidentiality and proprietary information.
8. **Freshworks Policies.** As a Freshworks employee, you agree to comply fully with all Freshworks policies and procedures applicable to employees, as amended and implemented from time to time, including, without limitation, regulatory and compliance procedures. In order to retain necessary flexibility in the administration of its policies and procedures, Freshworks reserves the right to change or revise its policies and procedures. In your work for Freshworks, you will be expected not to use or disclose any confidential information, including trade secrets, of any former employer or other person to whom you have an obligation of confidentiality. Rather, you will be expected to use only that information which is generally known and used by persons with training and experience comparable to your own, which is common knowledge in the industry or otherwise legally in the public domain, or which is otherwise provided or developed by Freshworks. You agree that you will not bring onto Freshworks premises any unpublished documents or property belonging to any former employer or other person to whom you have an obligation of confidentiality. You also agree to honor all obligations to former employers during your employment with Freshworks. You hereby represent that you have disclosed to Freshworks any contracts you have signed that may restrict your activities on behalf of Freshworks.
9. **Data Protection and Privacy.** Please review Schedule II attached hereto regarding data protection and privacy. By signing this offer letter, you confirm: (a) that, where Freshworks' processing of your personal information is based upon your consent (as described in Freshworks'

Staff Privacy Notice) or your consent is otherwise required by applicable law, you consent to the processing of your personal information (including sensitive or special categories of personal information) as described in Schedule II and in the Freshworks' Staff Privacy Notice, and (b) that you will process staff, customer, supplier and other third party personal information strictly in accordance with applicable data protection laws and Freshworks' data protection and information security policies.

10. Severance.

- a. **Termination for Cause; Resignation; Death or Disability.** If, at any time, Freshworks terminates your employment for Cause (as defined herein), or if you resign at any time and for any reason outside of the Change of Control Period (as defined herein), or if either party terminates your employment as a result of your death or disability, you will receive your base salary accrued through your last day of employment, as well as any unused vacation (if applicable) accrued through your last day of employment. Under these circumstances, you will not be entitled to any other form of compensation from Freshworks, including any severance benefits.
- b. **Termination without Cause.** If at any time other than during the Change of Control Period (as defined herein), Freshworks terminates your employment without Cause, and provided such termination constitutes a "separation from service" (as defined under Treasury Regulation Section 1.409A-1(h), without regard to any alternative definition thereunder, a "Separation from Service"), then subject to your obligations below, you shall be entitled to receive the following severance benefits (collectively, the "Severance Benefits"):
 - i. **Salary Continuation.** An amount equal to six (6) months of your then current base salary, less all applicable withholdings and deductions, paid over such six (6) month period, on the schedule described below (the "Salary Continuation");
 - ii. **COBRA Benefits.** If you timely elect continued coverage under COBRA for yourself and your covered dependents under Freshworks' group health plans following such termination of employment, then Freshworks shall pay the COBRA premiums necessary to continue your health insurance coverage in effect for yourself and your eligible dependents on the termination date until the earliest of (A) the close of the six (6) month period following the termination of your employment, (B) the expiration of your eligibility for the continuation coverage under COBRA, or (C) the date when you become eligible for substantially equivalent health insurance coverage in connection with new employment or self-employment (such period from the termination date through the earliest of (A) through (C), the "COBRA Payment Period"). If you become eligible for coverage under another employer's group health plan or otherwise cease to be eligible for COBRA during the period provided in this clause, you must immediately notify Freshworks of such event, and all payments and obligations under this clause shall cease.
 - iii. **Target Performance Bonus.** An amount equal to a pro rata portion of your target annual performance bonus for the year in which the covered termination occurred, less all applicable withholdings and deductions and less any amounts already determined or paid during the year in which the covered termination occurred. This payment of a pro rata portion of your target annual performance bonus will be paid in a lump sum on the same day as the first Salary Continuation payment.
 - iv. **Vesting Acceleration.** Acceleration of the vesting of all time-based vesting requirements for equity awards previously granted to you as of the date of termination as to the number of shares that would have vested pursuant to the time-based vesting requirements in accordance with the applicable vesting schedule as if you had been in service for an additional six (6) months following your employment termination date (based upon months of service and not the

occurrence of corporate events or milestones). Such acceleration shall be effective as of the effective date of your termination of employment.

c. **Termination without Cause or Resignation For Good Reason in Connection With a Change of Control.** If Freshworks terminates your employment without Cause, or you resign for Good Reason, in either case, within three (3) months prior to or twelve (12) months following the effective date of a Change of Control (as defined herein) (the "Change of Control Period"), and provided such termination constitutes a Separation from Service, then subject to your obligations below, you shall be entitled to receive the following severance benefits (collectively, the "Change of Control Severance Benefits"):

- i. **Without Cause.** If Freshworks terminates your employment without Cause within the Change of Control Period:
 - i. **Salary Continuation.** An amount equal to twelve (12) months of your then current base salary, less all applicable withholdings and deductions, paid over such twelve (12) month period, on the schedule described below (the "Change of Control Salary Continuation");
 - ii. **COBRA Benefits.** If you timely elect continued coverage under COBRA for yourself and your covered dependents under Freshworks' group health plans following such termination of employment, then Freshworks shall pay the COBRA premiums necessary to continue your health insurance coverage in effect for yourself and your eligible dependents on the termination date pursuant to the terms set forth in 10(b)(ii) but for a period of twelve (12), rather than six (6) months;
 - iii. **Target Performance Bonus.** An amount equal to your target annual performance bonus for the year in which the covered termination occurred, less all applicable withholdings and deductions and less any amounts already determined or paid during the year in which the covered termination occurred. This target annual performance bonus amount will be paid in the lump sum on the same day as the first Change of Control Salary Continuation payment;
 - iv. **Vesting Acceleration.** Acceleration of the vesting of all-time-based vesting requirements for equity awards previously granted to you as of the date of termination (based upon months of service and not the occurrence of corporate events or milestones). Such acceleration shall be effective as of the effective date of your termination of employment.
- ii. **Resign for Good Reason.** If you resign for Good Reason within the Change of Control Period:
 - i. **Salary Continuation.** An amount equal to six (6) months of your then current base salary, less all applicable withholdings and deductions, paid over such six (6) month period, on the schedule described below (the "Change of Control Salary Continuation");
 - ii. **COBRA Benefits.** If you timely elect continued coverage under COBRA for yourself and your covered dependents under Freshworks' group health plans following such resignation of employment, then Freshworks shall pay the COBRA premiums necessary to continue your health insurance coverage in effect for yourself and your eligible dependents on the termination date pursuant to the terms set forth in 10(b)(ii);
 - iii. **Target Performance Bonus.** An amount equal to 50% of your target annual performance bonus for the year in which the covered termination occurred, less all applicable withholdings and deductions and less any amounts already determined or paid during the year in which the covered termination occurred. This target annual performance bonus amount will be paid in a lump sum on the same day as the first Change of Control Salary Continuation payment;

- iv. **Vesting Acceleration.** Acceleration of the vesting of all-time-based vesting requirements for equity awards previously granted to you as of the date of termination as to the number of shares that would have vested pursuant to the time-based vesting requirements in accordance with the applicable vesting schedule as if you had been in service for an additional twelve (12) months following your employment termination date (based upon months of service and not the occurrence of corporate events or milestones). Such acceleration shall be effective as of the effective date of your termination of employment.

- d. **Conditions For Receipt of Severance Benefits or Change of Control Severance Benefits.** Both the Severance Benefits and Change of Control Severance Benefits are conditional upon: (i) your continuing to comply with your obligations under your Employee Inventions and Proprietary Information Agreement; (ii) your delivering to Freshworks an effective, general release of claims in favor of Freshworks in a form acceptable to Freshworks within 60 days following your termination date; and (iii) if you are a member of the board of directors of Freshworks and/or any subsidiaries of Freshworks, your resignation from such board of directors and all committees thereof, to be effective no later than the date of your termination date (or such other date as requested by the board of directors). The Salary Continuation or Change of Control Salary Continuation will be paid in equal installments on Freshworks' regular payroll schedule and will be subject to applicable tax withholdings over the period outlined above following the date of your termination date; provided, however, that no payments will be made prior to the 60th day following your Separation from Service. On the 60th day following your Separation from Service, Freshworks will pay you in a lump sum the Salary Continuation or Change of Control Salary Continuation and other Severance Benefits that you would have received on or prior to such date under the original schedule but for the delay while waiting for the 60th day in compliance with Code Section 409A and the effectiveness of the release, with the balance of the Salary Continuation or Change of Control Salary Continuation and other Severance Benefits being paid as originally scheduled. For the avoidance of doubt, in no event will you be entitled to benefits under both Section 10(b) and Section 10(c), nor will you be entitled to benefits under both Sections 10(c)(i) and 10(c)(ii). If you would otherwise be eligible for severance benefits under both Section 10(b) and Section 10(c), you will receive the benefits set forth in Section 10(c)(i) or 10(c)(ii), as applicable, and such benefits shall be reduced by any benefits previously provided to you under Section 10(b).

- e. **Definitions.** For purposes of this agreement, the following terms shall be defined as follows:
 - i. **Change of Control.** For purposes of this agreement, "Change of Control" means (i) a sale of all or substantially all of Freshworks' assets other than to an Excluded Entity (as defined below), (ii) a merger, consolidation or other capital reorganization or business combination transaction of Freshworks with or into another corporation, limited liability company or other entity other than an Excluded Entity, or (iii) the consummation of a transaction, or series of related transactions, in which any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becomes the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of all of Freshworks' then outstanding voting securities. Notwithstanding the foregoing, a transaction shall not constitute a Change of Control if its purpose is to (A) change the jurisdiction of Freshworks' incorporation, (B) create a holding company that will be owned in substantially the same proportions by the persons who hold Freshworks' securities immediately before such transaction, or (C) obtain funding for Freshworks in a financing that is approved by Freshworks' board of directors. An "Excluded Entity" means a corporation or other entity of which the holders of voting capital stock of Freshworks outstanding immediately prior to such transaction are the direct or indirect holders of voting securities representing at least a majority of the votes entitled to be cast by all of such corporation's or other entity's voting securities outstanding immediately after such transaction. In no event will a Change of Control be deemed to have occurred if such transaction does not also constitute a "change in the ownership or effective control of" Freshworks or "a change in the ownership of a substantial portion of

the assets of Freshworks as determined under Treasury Regulations Section 1.409A- 3(i)(5).

- ii. **Cause.** For purposes of this agreement, "Cause" shall mean one or more of the following: (i) conviction (or guilty or nolo plea) of a felony or crime of moral turpitude; (ii) willful, continued failure or refusal to follow lawful and reasonable instructions of Freshworks; (iii) willful, continued failure to faithfully and diligently perform assigned duties; (iv) unethical, immoral, fraudulent, or other serious misconduct; (v) conduct that materially discredits, or is materially detrimental to, Freshworks or any affiliate; or (vi) material breach of Employee Inventions and Proprietary Information Agreement, or Freshworks policies. The determination as to whether you are being terminated for Cause shall be made in good faith by Freshworks and shall be final and binding. The foregoing definition does not in any way limit Freshworks' ability to terminate your employment at any time.
- iii. **Good Reason.** For purposes of this agreement, "Good Reason" shall mean the occurrence of any of the following events without your consent: (i) a material reduction in your Base Salary (unless pursuant to a salary reduction program applicable generally to Freshworks' similarly situated employees); (ii) a material reduction in your duties, responsibilities or authority; or (iii) the relocation of your principal place of employment, without your consent, in a manner that lengthens your one-way commute distance by fifty (50) or more miles from your then-current principal place of employment immediately prior to such relocation; provided, however, that, any such termination by you shall only be deemed for Good Reason pursuant to this definition if: (1) you give Freshworks written notice of your intent to terminate for Good Reason within sixty (60) days following the first occurrence of the condition(s) that you believes constitute(s) Good Reason, which notice shall describe such condition(s); (2) Freshworks fails to remedy such condition(s) within thirty (30) days following receipt of the written notice (the "Cure Period"); and (3) you terminate your employment within sixty (60) days following the end of the Cure Period.

11. Section 409A. It is intended that all of the severance benefits and other payments payable under this letter satisfy, to the greatest extent possible, the exemptions from the application of Code Section 409A provided under Treasury Regulations 1.409A 1(b)(4), 1.409A 1(b)(5) and 1.409A 1(b)(9), and this letter will be construed to the greatest extent possible as consistent with those provisions. For purposes of Code Section 409A (including, without limitation, for purposes of Treasury Regulation Section 1.409A 2(b)(2)(iii)), your right to receive any installment payments under this letter (whether severance payments, reimbursements or otherwise) shall be treated as a right to receive a series of separate payments and, accordingly, each installment payment hereunder shall at all times be considered a separate and distinct payment. Notwithstanding any provision to the contrary in this letter, if you are deemed by Freshworks at the time of your Separation from Service to be a "specified employee" for purposes of Code Section 409A(a)(2)(B)(i), and if any of the payments upon Separation from Service set forth herein and/or under any other agreement with Freshworks are deemed to be "deferred compensation", then to the extent delayed commencement of any portion of such payments is required in order to avoid a prohibited distribution under Code Section 409A(a)(2)(B)(i) and the related adverse taxation under Section 409A, such payments shall not be provided to you prior to the earliest of (i) the expiration of the six-month period measured from the date of your Separation from Service with Freshworks, (ii) the date of your death or (iii) such earlier date as permitted under Section 409A without the imposition of adverse taxation. Upon the first business day following the expiration of such applicable Code Section 409A(a)(2)(B)(i) period, all payments deferred pursuant to this paragraph shall be paid in a lump sum to you, and any remaining payments due shall be paid as otherwise provided herein or in the applicable agreement. No interest shall be due on any amounts so deferred.

12. Parachute Payments. In the event that the benefits provided for in this agreement or otherwise payable to you (i) constitute "parachute payments" within the meaning of Section 280G of the Code and (ii) but for this section, would be subject to the excise tax imposed by Section 4999 of the Code, then your benefits under this agreement or otherwise shall be payable either (a) in full, or (b) as to such lesser amount which would result in no portion of such benefits being subject to an excise tax under Section 4999 of the Code, whichever of the foregoing amounts, taking into account the applicable federal, state and local income taxes and the excise tax imposed by Section

4999, results in your receipt on an after-tax basis, of the greatest amount of benefits under this agreement or otherwise, notwithstanding that all or some portion of such benefits may be taxable under Section 4999 of the Code. In applying this principle, the reduction shall be made in a manner consistent with the requirements of Code Section 409A, and if more than one method of reduction will result in the same economic benefit, the items so reduced will be reduced pro rata. Unless you and Freshworks otherwise agree in writing, any determination required under this section shall be made in writing by Freshworks' independent public accountants (the "Accountants"), whose determination shall be conclusive and binding upon you and Freshworks for all purposes. For purposes of making the calculations required by this section, the Accountants may make reasonable assumptions and approximations concerning applicable taxes and may rely on reasonable, good faith interpretations concerning the application of Sections 280G and 4999 of the Code. You and Freshworks shall furnish to the Accountants such information and documents as the Accountants may reasonably request in order to make a determination under this section. Freshworks shall bear all costs the Accountants may reasonably incur in connection with any calculations contemplated by this section as well as any costs incurred by you with the Accountants for tax planning under Sections 280G and 4999 of the Code.

13. **No Assignment.** All of your rights and obligations hereunder are personal to you and may not be transferred or assigned by you at any time. Freshworks may assign its rights under these Terms to any entity that assumes Freshworks' obligations hereunder in connection with any sale or transfer of all or a substantial portion of Freshworks' assets to such entity.
14. **Tax Matters.** All forms of compensation referred to in this letter agreement are subject to reduction to reflect applicable withholding and payroll taxes and other deductions required by law. You are encouraged to obtain your own tax advice regarding your compensation from Freshworks. You agree that Freshworks does not have a duty to design its compensation policies in a manner that minimizes your tax liabilities, and you will not make any claim against Freshworks or its Board of Directors related to tax liabilities arising from your compensation.
15. **Working at Freshworks.** While you render services to Freshworks, you will not engage in any other employment, consulting or other business activity (whether full-time or part-time) that would create a conflict of interest with Freshworks. By signing this letter agreement, you confirm to Freshworks that you have no contractual commitments or other legal obligations that would prohibit you from performing your duties for Freshworks.
16. **Employment Relationship.** Employment with Freshworks is for no specific period of time. Your employment with Freshworks is "at will," meaning that either you or Freshworks may terminate your employment at any time and for any reason, with or without cause. Any contrary representations that may have been made to you are superseded by this letter agreement. This is the full and complete agreement between you and Freshworks. Although your job duties, title, compensation and benefits, as well as Freshworks' personnel policies and procedures, may change from time to time, the "at will" nature of your employment may only be changed in an express written agreement signed by you and a duly authorized officer of Freshworks (other than you).
17. **Interpretation, Amendment and Enforcement.** Upon your acceptance of this offer, these Terms together with the Employee Inventions and Proprietary Information Agreement constitute the complete agreement between you and Freshworks, contains all of the terms of your employment with Freshworks and supersedes any other agreements, promises made to you, representations or understandings (whether written, oral or implied) between you and Freshworks. These Terms may not be amended or modified, except by an express written agreement signed by both you and a duly authorized officer of Freshworks. These Terms and the resolution of any disputes as to the meaning, effect, performance or validity of these Terms or arising out of, related to, or in any way connected with, these Terms, your employment with Freshworks or any other relationship between you and Freshworks (the "**Disputes**") will be governed by the laws of the State of California, USA excluding laws relating to conflicts or choice of law. You and Freshworks submit to the exclusive personal jurisdiction of the federal and state courts of the State of California in connection with any Dispute or any claim related to any Dispute.
18. **Arbitration.** To ensure the rapid and economical resolution of disputes that may arise in connection with your employment with Freshworks, you and Freshworks agree that any and all disputes, claims, or causes of action, in law or equity, including but not limited to statutory claims, including, but not limited to, for employees located in Massachusetts, Massachusetts

Antidiscrimination Act, Mass. Gen. Laws ch.151B and the Massachusetts Wage Act, Mass. Gen. Laws ch. 149, arising from or relating to the enforcement, breach, performance, or interpretation of this letter agreement, your employment with Freshworks, or the termination of your employment, shall be resolved pursuant to the Federal Arbitration Act, 9 U.S.C. § 1-16, to the fullest extent permitted by law, by final, binding and confidential arbitration conducted by JAMS or its successor, under JAMS' then applicable rules and procedures for employment disputes (available upon request and also currently available at <http://www.jamsadr.com/rules-employment-arbitration/>) before a single arbitrator in San Jose, California or, for employees located outside of California, at a location closest to where you last worked for the Company or another mutually agreeable location. You acknowledge that by agreeing to this arbitration procedure, both you and Freshworks waive the right to resolve any such dispute through a trial by jury or judge or administrative proceeding. In addition, with the exception of Excluded Claims (as defined below) arising out of 9 U.S.C., chapter 4, all claims, disputes, or causes of action under this section, whether by you or Freshworks, must be brought in an individual capacity, and shall not be brought as a plaintiff (or claimant) or class member in any purported class or representative proceeding, nor joined or consolidated with the claims of any other person or entity. The arbitrator may not consolidate the claims of more than one person or entity, and may not preside over any form of representative or class proceeding. To the extent that the preceding sentences regarding class claims or proceedings are found to violate applicable law or are otherwise found unenforceable, any claim(s) alleged or brought on behalf of a class shall proceed in a court of law rather than by arbitration. This paragraph shall not be mandatory for any claim or cause of action to the extent applicable law prohibits subjecting such claim or cause of action to mandatory arbitration and such applicable law is not preempted by the Federal Arbitration Act or otherwise invalid(collectively, the "Excluded Claims"), including claims or causes of action alleging sexual harassment or a nonconsensual sexual act or sexual contact, or unemployment or workers' compensation claims brought before the applicable state governmental agency. Nothing herein prevents you from filing and pursuing proceedings before a federal or state governmental agency, although if you choose to pursue a claim following the exhaustion of any applicable administrative remedies, that claim would be subject to this provision. In the event you intend to bring multiple claims, including one of the Excluded Claims listed above, the Excluded Claims may be publicly filed with a court, while any other claims will remain subject to mandatory arbitration. You will have the right to be represented by legal counsel at any arbitration proceeding. Questions of whether a claim is subject to arbitration under this letter agreement shall be decided by the arbitrator. Likewise, procedural questions which grow out of the dispute and bear on the final disposition are also matters for the arbitrator. The arbitrator shall: (a) have the authority to compel adequate discovery for the resolution of the dispute and to award such relief as would otherwise be permitted by law; and (b) issue a written statement signed by the arbitrator regarding the disposition of each claim and the relief, if any, awarded as to each claim, the reasons for the award, and the arbitrator's essential findings and conclusions on which the award is based. The arbitrator shall be authorized to award all relief that you or Freshworks would be entitled to seek in a court of law. You and the Company shall equally share all arbitration administrative fees, or such fees shall be paid in such other manner to the extent required by, and in accordance with, applicable law to effectuate your and the Company's agreement to arbitrate; provided, however, that for employees in California and Hawaii, the Company shall pay all arbitration administrative fees in excess of the administrative fees that you would be required to pay if the dispute were decided in a court of law and for employees in Alaska, the Company will pay all arbitration fees in any wage and hour dispute. For employees located outside of California, Hawaii, and Alaska, to the extent the arbitration service does not collect or you otherwise do not pay an equal share of all arbitration administrative fees, and the Company pays your share, you acknowledge and agree that the Company shall be entitled to recover from you in a federal or state court of competent jurisdiction half of the arbitration fees invoiced to the parties (less any amounts you paid to the arbitration service). Each party is responsible for its own attorneys' fees, except as may be expressly set forth in your employee confidential information and inventions assignment agreement or as otherwise provided under applicable law. Nothing in this letter agreement is intended to prevent either you or Freshworks from obtaining injunctive relief in court to prevent irreparable harm pending the conclusion of any such arbitration. Any awards or orders in such arbitrations may be entered and enforced as judgments in the federal and state courts of any competent jurisdiction. For employees located in Illinois only, you and the Company acknowledge your right to (1) report any good faith allegation of unlawful employment practices to any appropriate federal, state, or local government agency that enforces anti-discrimination laws; (2) report any good faith allegation of criminal conduct to any appropriate federal, state, or local official; (3) participate in a proceeding with any appropriate federal, state, or local government agency that enforces anti-discrimination laws; (4) make any truthful statements or disclosures required by law, regulation, or legal process; and (5) request or receive confidential legal advice.

Please sign and date this letter and the Employee Confidential Information and Invention Assignment Agreement to signify your acceptance of this offer and to accept employment at Freshworks under the Terms described above. This offer, if not accepted, will expire at the close of business on September 30, 2023. This offer of employment is contingent upon the satisfactory results of a background check to be performed. As required by law, your employment with Freshworks is also contingent upon you providing legal proof of your identity and authorization to work in the United States. Your employment is also contingent upon you starting work with Freshworks on the Start Date set forth below. If you are unable to provide documentation of your authorization to work in the United States, or if you are unable to start work with Freshworks on the Start Date, this letter will have no effect and you will not be employed by Freshworks.

We look forward to your favorable reply and to a productive and enjoyable work relationship.

Sincerely,

/s/ Pamela Sergeeff _____

Pamela Sergeeff
Chief Legal Officer and General Counsel

I understand and accept the terms of this employment offer.

/s/ Mika Yamamoto
Mika Yamamoto
October 3, 2023
Date

START DATE: November 20, 2023

| Name of Subsidiary | Jurisdiction of Organization |
|---|-------------------------------------|
| Freshworks Technologies Private Limited | India |
| Framebench Technologies Private Limited | India |
| Freshworks Technologies UK Limited | United Kingdom |
| Freshworks Australia Pty. Ltd. | Australia |
| Freshworks GmbH | Germany |
| Freshworks SAS | France |
| Freshworks Technologies Pte. Ltd. | Singapore |
| Freshworks Technologies B.V. | Netherlands |
| Natero Ireland Limited | Ireland |

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-269942, 333-267201, 333-262932, 333-260753, and 333-259727 on Form S-8 of our reports dated February 16, 2024 relating to the financial statements of Freshworks Inc. and the effectiveness of Freshworks Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Freshworks Inc. for the year ended December 31, 2023.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 16, 2024

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

I, Rathna Girish Mathrubootham, certify that:

1. I have reviewed this Annual Report on Form 10-K of Freshworks 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 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 and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 16, 2024

By: /s/ Rathna Girish Mathrubootham

Rathna Girish Mathrubootham
Chief Executive Officer and Chairman
(Principal Executive Officer)

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

I, Tyler Sloat, certify that:

1. I have reviewed this Annual Report on Form 10-K of Freshworks 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 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 and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 16, 2024

By: /s/ Tyler Sloat

Tyler Sloat
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

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

In connection with the Annual Report of Freshworks Inc. (the "Company") on Form 10-K for the period ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof, to which this Certificate is attached as Exhibit 32.1 (the "Report"), I, Rathna Girish Mathrubootham, Chief Executive Officer and Chairman of the Company, do hereby certify, to the best of my knowledge and pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. § 1350), as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

In Witness Whereof, the undersigned has set his hands hereto as of the date set forth below.

Date: February 16, 2024

By: /s/ Rathna Girish Mathrubootham

Rathna Girish Mathrubootham
Chief Executive Officer and Chairman
(Principal Executive Officer)

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.

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

In connection with the Annual Report of Freshworks Inc. (the "Company") on Form 10-K for the period ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof, to which this Certificate is attached as Exhibit 32.2 (the "Report"), I, Tyler Sloat, Chief Financial Officer of the Company, do hereby certify, to the best of my knowledge and pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. § 1350), as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

In Witness Whereof, the undersigned has set his hands hereto as of the date set forth below.

Date: February 16, 2024

By: /s/ Tyler Sloat

Tyler Sloat
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.

FRESHWORKS INC.

INCENTIVE COMPENSATION RECOUPMENT POLICY

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Freshworks Inc. (the “**Company**”) has determined that it is in the best interests of the Company to adopt this Incentive Compensation Recoupment Policy (this “**Policy**”) providing for the Company’s recoupment of certain Incentive Compensation (as defined below) that is received by Covered Officers (as defined below) of the Company under certain circumstances. The Board may delegate determinations to be made under this Policy to a committee of the Board (the “**Committee**”). This Policy shall be administered by the Board or Committee (the “**Administrator**”) and, except as specifically provided herein, the Administrator shall have full and final authority to make any and all determinations required under this Policy. Any determination by the Administrator with respect to this Policy shall be final, conclusive and binding on all interested parties and need not be uniform with respect to each individual covered by this Policy. In carrying out the administration of this Policy, if the Administrator is the Committee, the Administrator is authorized and directed to consult with the full Board or such other committees of the Board as may be necessary or appropriate as to matters within the scope of such other committee’s responsibility and authority. Subject to applicable law, the Administrator may authorize and empower any officer or employee of the Company to take any and all actions that the Administrator, in its sole discretion, deems necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee).

This Policy is designed to comply with, and shall be interpreted to be consistent with, Section 10D1 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), Rule 10D-1 promulgated thereunder (“**Rule 10D-1**”), and Nasdaq Listing Rule 5608 (the “**Listing Standards**”).

2. EFFECTIVE DATE

This Policy shall apply to all Incentive Compensation received by a Covered Officer on or after October 2, 2023 (the “**Effective Date**”). Incentive Compensation is deemed “received” in the Company’s fiscal period in which the Financial Reporting Measure specified in the Incentive Compensation award is attained, even if the payment or grant of such Incentive Compensation occurs after the end of that period.

3. DEFINITIONS

For purposes of this Policy, the following terms shall have the meanings set forth below: “**Accounting Restatement**” means an accounting restatement that the Company is required to prepare for any fiscal quarter or year due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

“**Code**” means the U.S. Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

“**Covered Officer**” means a current or former Executive Officer of the Company.

“**Exchange**” means the Nasdaq Stock Market.

“**Executive Officer**” means the Company’s president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of any subsidiary or parent of the Company, as applicable, are deemed Executive Officers if they perform such policy-making functions for the Company. Policy-making function is not intended to include policy-making functions that are not significant. For the avoidance of doubt, Executive Officers include at a minimum executive officers identified pursuant to Item 401(b) of Regulation S-K promulgated under the Exchange Act.

“**Financial Reporting Measures**” means measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures derived wholly or in part from such measures, including Company stock price and total stockholder return. A measure need not be presented in the Company’s financial statements or included in a filing with the SEC in order to be a Financial Reporting Measure.

“**Incentive Compensation**” means any compensation that is granted, earned or vested based wholly or in part on the attainment of a Financial Reporting Measure.

“**Lookback Period**” means the three completed fiscal years immediately preceding the date on which the Company is required to prepare the Accounting Restatement, and any transition period (that results from a change in the Company’s fiscal year) within or immediately following those three completed fiscal years; provided, that a transition period between the last day of the Company’s previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months would be deemed a completed fiscal year. Notwithstanding the foregoing, the Lookback Period shall not include fiscal years completed prior to the Effective Date. For purposes of determining the Lookback Period, the date that a Company is required to prepare an Accounting Restatement is the earlier to occur of: (a) the date the Board, a committee of the Board authorized to take such action, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or (b) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.

“**Recoverable Incentive Compensation**” means Incentive Compensation received by a Covered Officer during the Lookback Period that exceeds the amount of Incentive Compensation that would have been received had such amount been determined based on the Accounting Restatement, without regard to taxes paid (*i.e.*, on a gross basis without regard to tax withholdings and other deductions). For any compensation plans or programs that take into account Incentive Compensation, the amount of Recoverable Incentive Compensation for purposes of this Policy shall include, without limitation, the amount contributed to any notional account based on Recoverable Incentive Compensation and any earnings to date on that notional amount. For Incentive Compensation based on stock price or total stockholder return, where the amount of Recoverable Incentive Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement: (a) the Administrator will determine the amount of Recoverable Incentive Compensation based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total stockholder return upon which the Incentive Compensation was received; and (b) the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the Exchange in accordance with the Listing Standards.

“SEC” means the U.S. Securities and Exchange Commission.

4. RECOUPMENT

(1) **Applicability of Policy.** This Policy applies to Incentive Compensation received by a Covered Officer (i) after beginning services as an Executive Officer, (ii) who served as an Executive Officer at any time during the performance period for such Incentive Compensation, (iii) while the Company had a class of securities listed on a national securities exchange or a national securities association, and (iv) during the Lookback Period.

(2) **Recoupment Generally.** Pursuant to the provisions of this Policy, if there is an Accounting Restatement, the Company must reasonably promptly recoup the full amount of the Recoverable Incentive Compensation, unless the conditions of one or more subsections of Section 4(c) of this Policy are met and the Compensation Committee of the Board, or, if such committee does not consist solely of independent directors, a majority of the independent directors serving on the Board, has made a determination that recoupment would be impracticable. Recoupment is required regardless of whether the Covered Officer engaged in any misconduct and regardless of fault, and the Company’s obligation to recoup Recoverable Incentive Compensation is not dependent on whether or when any restated financial statements are filed.

(3) **Impracticability of Recovery.** Recoupment may be determined to be impracticable if, and only if:

(a) The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount of the applicable Recoverable Incentive Compensation to be recovered; provided that, before concluding that it would be impracticable to recover any amount of Recoverable Incentive Compensation based on expense of enforcement, the Company shall make a reasonable attempt to recover such Recoverable Incentive Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange in accordance with the Listing Standards; or

(b) Recoupment of the applicable Recoverable Incentive Compensation would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Code Section 401(a) (13) or Code Section 411(a) and regulations thereunder.

(4) **Sources of Recoupment.** To the extent permitted by applicable law, the Administrator shall, in its sole discretion, determine the timing and method for recouping Recoverable Incentive Compensation hereunder, provided that such recoupment is undertaken reasonably promptly. The Administrator may, in its discretion, seek recoupment from a Covered Officer from any of the following sources or a combination thereof, whether the applicable compensation was approved, awarded, granted, payable or paid to the Covered Officer prior to, on or after the Effective Date: (i) direct repayment of Recoverable Incentive Compensation previously paid to the Covered Officer; (ii) cancelling prior cash or equity-based awards (whether vested or unvested and whether paid or unpaid); (iii) cancelling or offsetting against any planned future cash or equity-based awards; (iv) forfeiture of deferred compensation, subject to compliance with Code Section 409A; and (v) any other method authorized by applicable law or contract. To the extent permitted by applicable law, the Administrator may effectuate recoupment under this Policy from any amount otherwise payable to the Covered Officer, including amounts payable to such individual under any otherwise applicable Company plan or program, e.g., base salary, bonuses or commissions and compensation previously deferred by the Covered Officer. The Administrator need not utilize the same method of recovery for all Covered Officers or with respect to all types of Recoverable Incentive Compensation.

(5) No Indemnification of Covered Officers. Notwithstanding any indemnification agreement, applicable insurance policy or any other agreement or provision of the Company's certificate of incorporation or bylaws to the contrary, no Covered Officer shall be entitled to indemnification or advancement of expenses in connection with any enforcement of this Policy by the Company, including paying or reimbursing such Covered Officer for insurance premiums to cover potential obligations to the Company under this Policy.

(6) Indemnification of Administrator. Any members of the Administrator, and any other members of the Board who assist in the administration of this Policy, shall not be personally liable for any action, determination or interpretation made with respect to this Policy and shall be indemnified by the Company to the fullest extent under applicable law and Company policy with respect to any such action, determination or interpretation. The foregoing sentence shall not limit any other rights to indemnification of the members of the Board under applicable law or Company policy.

(7) No "Good Reason" for Covered Officers. Any action by the Company to recoup or any recoupment of Recoverable Incentive Compensation under this Policy from a Covered Officer shall not be deemed (i) "good reason" for resignation or to serve as a basis for a claim of constructive termination under any benefits or compensation arrangement applicable to such Covered Officer, or (ii) to constitute a breach of a contract or other arrangement to which such Covered Officer is party.

5. SEVERABILITY

If any provision of this Policy or the application of any such provision to any Covered Officer shall be adjudicated to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions of this Policy, and the invalid, illegal or unenforceable provisions shall be deemed amended to the minimum extent necessary to render any such provision or application enforceable.

6. NO IMPAIRMENT OF OTHER REMEDIES

Nothing contained in this Policy, and no recoupment or recovery as contemplated herein, shall limit any claims, damages or other legal remedies the Company or any of its affiliates may have against a Covered Officer arising out of or resulting from any actions or omissions by the Covered Officer. This Policy does not preclude the Company from taking any other action to enforce a Covered Officer's obligations to the Company, including, without limitation, termination of employment and/or institution of civil proceedings. This Policy is in addition to the requirements of Section 304 of the Sarbanes-Oxley Act of 2002 ("**SOX 304**") that are applicable to the Company's Chief Executive Officer and Chief Financial Officer and to any other compensation recoupment policy and/or similar provisions in any employment, equity plan, equity award, or other individual agreement, to which the Company is a party or which the Company has adopted or may adopt and maintain from time to time; provided, however, that compensation recouped pursuant to this Policy shall not be duplicative of compensation recouped pursuant to SOX 304 or any such compensation recoupment policy and/or similar provisions in any such employment, equity plan, equity award, or other individual agreement except as may be required by law.

7. AMENDMENT; TERMINATION

The Administrator may amend, terminate or replace this Policy or any portion of this Policy at any time and from time to time in its sole discretion. The Administrator shall amend this Policy as it deems necessary to comply with applicable law or any Listing Standard.

8. SUCCESSORS

This Policy shall be binding and enforceable against all Covered Officers and, to the extent required by Rule 10D-1 and/or the applicable Listing Standards, their beneficiaries, heirs, executors, administrators or other legal representatives.

9. REQUIRED FILINGS

The Company shall make any disclosures and filings with respect to this Policy that are required by law, including as required by the SEC.

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