

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2025

OR

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

For the transition period from _____ to _____

Commission File Number: 001-40465

Marqeta, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

27-4306690

(I.R.S. Employer Identification Number)

180 Grand Avenue, 6th Floor, Oakland, California

(Address of principal executive offices)

94612

(Zip Code)

(510) 671-5437

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.0001 par value per share	MQ	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933 ("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 Securities Exchange Act of 1934 ("Exchange 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 Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes No

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

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

Large accelerated filer	<input 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 report.

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

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

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

The aggregate market value of the registrant's Class A common stock held by non-affiliates of the registrant on June 30, 2025, the last business day of its most recently completed second fiscal quarter, was \$2.3 billion based on the closing sales price of the registrant's Class A common stock on that date. Solely for purposes of this disclosure, shares of Class A common stock held by executive officers and directors of the registrant as of such date have been excluded because such persons may be deemed to be affiliates. This determination of executive officers and directors as affiliates is not necessarily a conclusive determination for any other purposes.

As of February 20, 2026, there were 394,378,510 shares of the registrant's Class A common stock, par value \$0.0001 per share, outstanding and 32,833,382 shares of the registrant's Class B common stock, par value \$0.0001 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2026 Annual Meeting of Stockholders are incorporated herein by reference in Part III of this Annual Report on Form 10-K to the extent stated herein. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2025.

MARQETA, INC.
FORM 10-K

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Note About Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws, which are statements that involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “shall,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Annual Report on Form 10-K include, but are not limited to, statements about:

- uncertainties related to U.S. and global economies and the effect on our business, results of operations, and financial condition;*
- our future financial performance and any fluctuations in such performance, including our net revenue, costs of revenue, gross profit, and operating expenses and our ability to achieve future profitability;*
- our ability to introduce and scale new products and services, such as our credit card platform;*
- our ability to effectively manage or sustain our growth and expand our operations;*
- our ability to enhance our platform and services and develop and expand our capabilities;*
- our ability to further attract, retain, diversify, and expand our customer base;*
- our ability to maintain our relationships with Issuing Banks, Card Networks, and the other third parties with which we work;*
- our strategies, plans, objectives, and goals;*
- our plans to expand internationally;*
- past and future acquisitions, investments, and other strategic investments;*
- our ability to compete in existing and new markets and offerings;*
- our estimated market opportunity;*
- economic and industry trends, projected growth, or trend analysis;*
- the impact of political, social, and/or economic instability or military conflict;*
- our ability to develop and protect our brand;*
- changes or developments in laws and regulations and our ability to comply with laws and regulations;*
- our ability to successfully defend litigation brought against us;*
- our ability to attract and retain qualified employees and key personnel;*
- our ability to repurchase shares under authorized share repurchase programs and receive expected financial benefits; and*
- our ability to maintain effective disclosure controls and internal controls over financial reporting.*

We caution you that the foregoing list may not contain all of the forward-looking statements made in this Annual Report on Form 10-K. You should not rely upon 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, results of operations, financial condition, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described in the section titled “Risk Factors” and elsewhere in 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 those described in the forward-looking 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. Unless otherwise indicated or unless the context requires otherwise, all references in this document to “Marqeta”, the “Company”, the “Registrant,” “we”, “us”, “our”, or similar references are to Marqeta, Inc. Capitalized terms used and not defined above are defined elsewhere within this Annual Report on Form 10-K.

PART I

ITEM 1. BUSINESS

Our Business

Marqeta's mission is modernizing financial services by making the entire payment experience native and delightful. Marqeta's modern platform empowers our customers to create customized and innovative payment card programs, giving them configurability and flexibility. When our customers come to us to build a payments solution, they are not just building a card, they are building a payments experience.

Our platform encompasses debit, prepaid, and credit programs, and provides banking and money movement, risk management, and rewards products. We deliver a scaled solution to our customers to maximize the benefit of their card programs while also providing the tech layer that bridges the bank and the customer. Marqeta's open APIs provide instant access to a highly scalable, cloud-based payment infrastructure that enables customers to embed the payments experience into apps or websites for a personalized user experience. Customers can launch and manage their own card programs, issue cards, and authorize and settle payment transactions quickly using our platform.

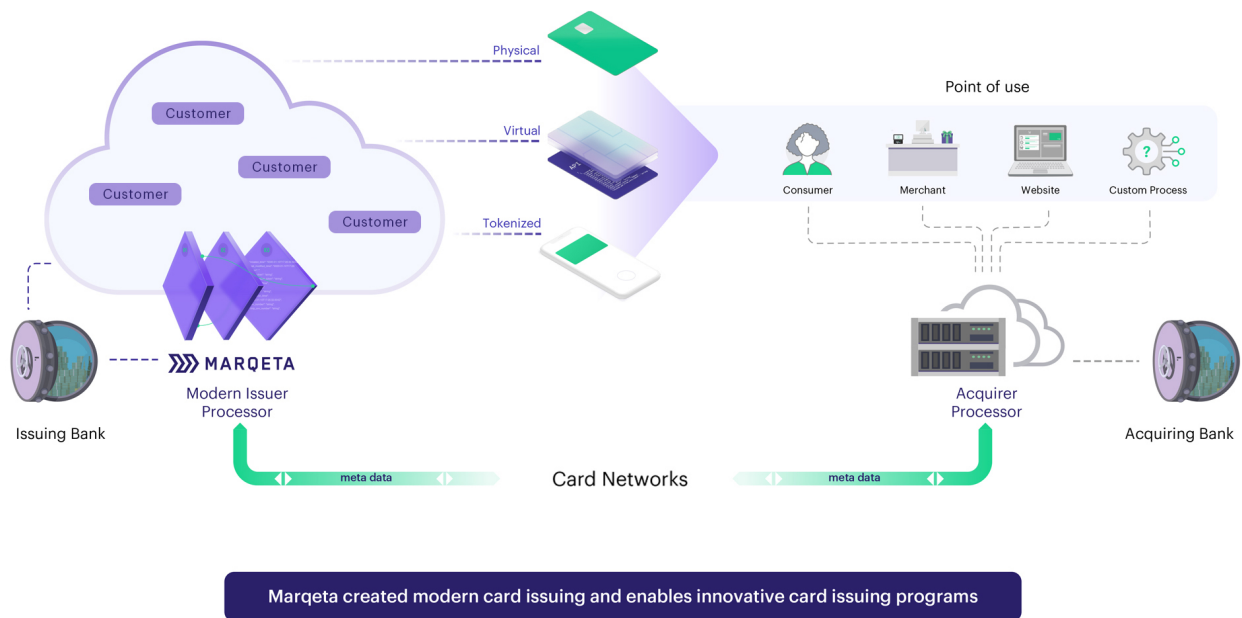
We also deliver robust card program management, allowing our customers to embed Marqeta in their offering without having to build certain complex elements or customer support services. Our customers can focus on their areas of expertise, with more control over their card programs, while we manage the complexity of running the card programs with Issuing Banks and Card Networks (each as defined below).

In the years ended December 31, 2025, 2024, and 2023, total processing volume ("TPV") on the Marqeta Platform was \$382.5 billion, \$291.1 billion, and \$222.3 billion, respectively, which reflected year-over-year growth of 31% and 31%, respectively. TPV is the total dollar amount of payments processed through the Marqeta platform, net of returns and chargebacks. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a more detailed discussion of our strategy and key operating metric.

The Payments Ecosystem

With every tap, swipe, or payment, a lot happens behind the scenes. The payments ecosystem of Issuing Banks, Acquiring Banks, Acquirer Processors, Issuer Processors, and Card Networks facilitates the exchange of information and funds and underpins global payment card purchase transactions.

- "Acquirer Processors" connect Acquiring Banks and merchants to the Card Networks, to facilitate the flow of card payment information to an Issuing Bank.
- "Acquiring Banks" are the financial institutions that merchants use to hold funds and manage their business. Acquiring Banks may work with an Acquirer Processor to provide access to the Card Networks.
- "Card Networks" provide the infrastructure for settlement and card payment information that flows between an Issuer Processor and an Acquirer Processor.
- "Issuer Processors" provide a technology platform, ledger, and infrastructure to support a card issuer and connects with a Card Network to facilitate payment transactions.
- "Issuing Banks" are the financial institution that issue a payment card (debit, prepaid, or credit) either on its own behalf or on behalf of a business.



Our Platform and Products

Marqeta provides a single, global, cloud-based, open API platform for modern card issuing and transaction processing. Marqeta's modern platform enables customers to build and rapidly scale their card programs with extensive control and configurability, and with high standards of reliability and security. Our platform is designed to be flexible and configurable to enable our customers' innovations by providing a full spectrum of consumer and commercial card issuing and transaction processing services in a single solution. We overlay robust program management expertise to help our customers design a customer-centric card program without requiring expertise in all of the nuances of managing a program themselves.

A key aspect of our modern platform is that our debit, prepaid, and credit offerings are all available in a combined offering, enabling customers to offer multiple products through Marqeta's platform. For example, a retail company could use Marqeta to create a debit program to offer wage solutions to its hourly workers, a consumer credit program to its most loyal shoppers, and a commercial credit program to key suppliers to meet its working capital needs. Marqeta is certified to operate in more than 40 countries worldwide, and these programs can all exist on Marqeta's single, global, modern platform.

Our platform has a number of key attributes, including:

Control: Dynamic spend controls and Just-in-Time Funding ("JIT Funding") provide customers with control over the payments flow.

Scale: Global platform built on a cloud-native infrastructure and a suite of APIs to support our customers worldwide with a build-once, deploy-anywhere model.

Configurable: Highly configurable capabilities empower our customers to build native solutions tailored to their customer needs.

Trust: We comply with applicable obligations under the Payment Card Industry Data Security Standard ("PCI DSS") and provide a trusted environment for card issuing and payment processing with security, transparency, and real-time information.

Our Offerings

Marqeta's innovative products are developed with deep domain expertise and a customer-first mindset to launch, scale, and manage card programs. Marqeta provides the following offerings based on a customer's desired level of control and responsibility:

- **Processing:** Marqeta provides all of its customers with issuer processor services as our core offering. Payment processing provides customers with access to the Marqeta dashboard via our APIs and webhooks, our JIT Funding feature, and assists with certain configuration elements that enable customers to use the platform independently.
- **Bank and Network Management:** Marqeta provides a service option to connect customers to an Issuing Bank partner to act as the BIN sponsor for the customer's card program, define and manage a number of the primary tasks related to launching a card program, and can provide a full range of services including configuring many of the critical resources required by a customer's production environment and managing the applicable regulations and the Issuing Bank. In addition, Marqeta provides another service offering to manage compliance with applicable Card Network rules.
- **Program Management:** Marqeta provides additional program management services that are required as part of a card program, including chargebacks and dispute resolution, reconciliation, and card fulfillment.
- **Value Added Services:** Marqeta provides value added services that provide a more seamless experience for our customers, which include tokenization, real-time decisioning and fraud management, digital banking, and other customer experience services.

Card Issuing

Our customers can issue debit, prepaid, and credit cards, and participating customers can take advantage of our flexible credential certifications. Flexible credentials allow a single hybrid card product to toggle between payment methods, putting the power of choice in the hands of the consumer. We achieved certification with Visa Flexible Credential in May 2024, and can enable cardholders of participating customers to easily set parameters or choose whether they use debit, credit, Buy Now, Pay Later, or even pay using rewards points.

Debit: Customers can link card products to a primary bank account for their users to fund and spend from.

Prepaid: Customers can create single- or multi-use custom card experiences with dynamic spend controls and fund transactions in real time based upon business criteria.

Credit: Customers can create customized consumer and commercial credit programs with innovative rewards structures, leveraging pre-integrated partners for underwriting, mobile app design, and customer service. Our platform supports secured and unsecured, as well as revolving credit programs.

Virtual: Customers can instantly issue one-time or multi-use branded payment cards that are ready to use immediately and enable faster funds disbursement with easier tracking of funds by unique virtual card numbers.

Physical: Customers can customize the look and feel, graphics, and messaging of physical cards to reinforce their brand. Physical cards can be magstripe, EMV-chip, and/or tap-to-pay enabled.

Banking & Money Movement

Marqeta for Banking provides our customers with access to a suite of bank account and money movement features offered through our Issuing Bank partners, including savings accounts, demand deposit accounts, direct deposit with early pay, ACH, cash loads, and fee-free ATMs, bill pay, and instant funding capabilities. These services enable customers to drive additional engagement and spend by making it easy for their users to fund accounts and manage money.

Dashboard

The Marqeta Dashboard is a comprehensive self-service portal that empowers our customers to access and manage all aspects of their card program, including card configuration, servicing cardholders, tracking data and insights, managing disputes, and accessing RiskControl capabilities.

UI/UX

User experience is an essential part of all Marqeta programs. Marqeta makes it easy for our customers to completely integrate the card experience into any app or website. For our credit customers, they can select a fully bank-approved UI template that's purpose-built for managing a credit card.

The UX Toolkit allows customers to create branded front-end experiences using a comprehensive set of pre-built UI components optimized for Marqeta's APIs. It enables customers to build Marqeta-powered debit and credit programs with fewer development resources.

Our White Label App is a mobile / multi-channel application of the UX Toolkit that allows mobile-first customers to create a custom co-branded cardholder experience on iOS and Android. The white label app is intended to reduce time-to-launch and unlock opportunities for larger volume prospects.

Credit Capabilities

With Marqeta's credit products, our customers have the tools to bring innovative credit solutions to market. From program set up to program launch, our customers can work directly with us rather than managing several different providers. Customers can customize the user experience and embed the card within their brands. Our program management and servicing solutions enables our customers to focus on building highly differentiated programs with truly personalized rewards and spend controls.

Innovative Rewards Structures: Customers can leverage our proprietary rewards engine, keeping users engaged with innovative rewards structures using multiple data points across user spend as well as transactions, repayments, and other data points. Our comprehensive platform enables customers to reward users in real time with multiple redemption options, creating opportunities to drive engagement and usage.

Underwriting Support: Our underwriting decisioning engine allows Issuing Banks and customers to implement custom fraud and credit decisioning criteria to help manage program fraud and delinquency risk. Our comprehensive platform allows for automated decisioning using a variety of data sources and custom logic.

TransactPay

Through our acquisition of Transact Payments Limited (collectively, with its affiliates, "TransactPay"), we have strengthened our program management capabilities in Europe. Through TransactPay's e-money institution ("EMI") licenses and direct regulation sponsorship, we provide BIN sponsorship and card issuance in the UK, Gibraltar, and the EEA. With the combined capabilities of Marqeta and TransactPay, customers can take advantage of card program management features in the UK, Gibraltar, and the EEA, in addition to processing, while avoiding the added complexity associated with engaging multiple partners. We provide customers in Europe greater control of the offering and support the delivery of a comparable solution in Europe to that in the U.S. and Canada.

Portfolio Migration

Portfolio Migration simplifies upgrading existing card programs onto our platform, reducing complexity and minimizing disruption during the transition. This capability includes two main components: an automated migration tool that transforms and aligns card program data from the previous system to Marqeta's platform, as well as operational processes to ensure a smooth transition.

Marqeta Hub

We believe Marqeta Hub (previously named Marqeta Flex) transforms how buy now, pay later ("BNPL") payment options can be delivered inside payment apps and wallets by surfacing them when needed within the payment flow. Marqeta Hub expands BNPL distribution even further by giving consumers access to personalized BNPL options inside of their payment apps of choice.

The benefits of Marqeta Hub for consumers, BNPL providers, and issuers include:

Consumers: With Marqeta Hub, consumers are guided to the BNPL options that can meet their needs, with access to personalized BNPL options inside of the payment apps they use most often.

BNPL Providers: Marqeta Hub expands BNPL distribution, enabling BNPL providers to benefit from greater access to consumers and higher transaction volumes.

Card Issuers: Marqeta Hub is a powerful solution for digital wallets and card issuers, allowing them to drive payment volume by incorporating multiple BNPL offerings into the transaction experience that can be customized to user preferences. A single integration with Marqeta Hub provides them access to a variety of global BNPL providers, and is expected to increase the speed at which they can build and launch card solutions that offer flexible payment methods, including custom and user-friendly BNPL loan options.

Our Customers

Marqeta serves customers in multiple industry verticals including financial services, on-demand services, lending, including BNPL, expense management, and e-commerce enablement.

We see embedded finance as a significant contributor to our next wave of growth. There are two critical components to embedded finance: native integration and non-financial services businesses. It starts with a company whose core business is not financial services, and that company offers financial services products in a manner that is natively embedded into their existing customer experience. It is seamless, and, to put it simply, you don't have to go to the bank. The bank comes to you where you already spend.

With embedded finance, enterprises across industries can offer multiple financial services to their customers to improve the user experience, enhance loyalty, and add another monetization engine to their existing business. Marqeta's platform operates across a number of use cases for customers, including consumer credit cards, point-of-sale lending, accelerated/earned wage access, expense management, on-demand delivery, and spend management. Customers can also combine solutions across different use cases.

Agreements with Large Customers

Block

On April 19, 2016, we entered into a master services agreement with Block, Inc., formerly known as Square, Inc., as subsequently amended (the "Block Agreement"), which includes the commercial terms of our relationship with Block. Pursuant to the terms of the Block Agreement, we have agreed to manage Block's Cash App, Square Debit Card, and Square Card Canada card issuing programs for Block. On January 31, 2022, Block completed its acquisition of our customer, Afterpay Limited. We have a separate agreement with Afterpay that provides for the commercial terms of our relationship; however, we aggregate Afterpay as part of our Block business for purposes of financial reporting in this Annual Report on Form 10-K and other filings we make with the SEC.

We executed contract amendments on August 4, 2023 (the "August 2023 Block Amendment") and November 3, 2023 (the "November 2023 Block Amendment," and, together with the August 2023 Block Amendment, the "2023 Block Amendments") to the Block Agreement. Pursuant to the terms of the 2023 Block Amendments, the term of the Cash App and the Square Debit Card programs will expire on June 30, 2028 and automatically renew thereafter for successive one-year periods, unless terminated earlier by either party.

The August 2023 Block Amendment provides that we will continue to provide various services to Block, though Block will be responsible for defining and managing the Cash App program with respect to the primary Card Network going forward, including being responsible for managing the financial relationship between the Cash App program and the primary Card Network, choosing the card brand, determining the product type, and meeting program parameters. The August 2023 Block Amendment also includes a continuation of services for the Cash App program for a period of time in the event of a change of control of Marqeta. The November 2023 Block Amendment provides that we will be the default provider of issuing processing and related services in current or future markets outside of the U.S. where Block intends to operate and Marqeta is able to provide issuing processing services, subject to certain exceptions.

Either we or Block may terminate the Block Agreement under certain specified circumstances, including upon a material breach. The Block Agreement also provides for certain other terms, including representations and warranties of the parties, intellectual property rights, data ownership and security, limitations on liability, confidentiality and indemnification rights, and other covenants.

Our Relationships with Issuing Banks and Card Networks

Marqeta works with Card Networks and Issuing Banks to enable card issuance, authorize transactions, and facilitate settlement for our customers' card programs. Our contractual relationships with Issuing Banks and Card Networks underpin Marqeta's ability to design and manage customized card programs for our customers.

Relationship and Agreements with Issuing Banks

When our customers engage us to do so, we connect them with an Issuing Bank to act as the BIN sponsor for the customer's card program and we are responsible for managing compliance with the Issuing Bank's requirements and Card Network rules. Issuing Banks provide services for these customers that can include, among other things, card issuance, Card Network sponsorship, establishing a line of credit, and creating deposit accounts used to settle transactions. Our contracts with Issuing Banks entitle Marqeta to all of the Interchange Fees generated from our customers' card programs, which we then share with our customers through Revenue Share payments, and obligate us to pay all Card Network fees as well as certain Issuing Bank fees associated with our customers' card transactions. See the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Components of Results of Operations—Net Revenue" for the definitions of "Interchange Fees" and "Revenue Share."

While an Issuing Bank must ultimately approve each card program, Marqeta configures the program design, negotiates key program terms, and selects the Issuing Bank for each customer. Marqeta actively works to find the most appropriate Issuing Bank partner for the potential card program based on the customer's needs and program design. We pay volume-based and transaction-based fees to the Issuing Banks. The fees are typically structured based on volume tiers; as our processing volumes grow, these fees as a percentage of processing volume decline. These fees are reflected in our costs of revenue.

When we do not manage the customer's relationships with the Issuing Banks or Card Networks, the customer is responsible for managing compliance with, among other things, the Issuing Bank's requirements and Card Network rules.

Our customers engage us for a combination of services based on their unique needs. The involvement of our Issuing Banks and the Card Networks in these types of programs will depend on each program's design.

Sutton Bank

On April 1, 2016, we entered into a prepaid card program manager agreement with Sutton Bank, our largest Issuing Bank partner by processing volume. Under the terms of the agreement, as amended, Sutton Bank, among other things, issues cards and settles payment transactions for Marqeta's customers' approved card programs. The agreement provides that we pay Sutton Bank a fee based on a percentage of the value of transactions processed. Under this agreement we are entitled to receive 100% of the Interchange Fees for processing our customers' card transactions. Our agreement with Sutton Bank requires us to indemnify Sutton Bank for certain losses, subject to specific enumerated exceptions.

Under certain circumstances, the agreement also requires us to pay termination fees, including fees and costs to Sutton Bank, if we terminate the agreement before the end of its term or any automatic renewal term. The current term of the agreement expires in 2029, after which it automatically renews on the same terms and conditions for a two-year renewal term, unless either party provides written notice of its intent not to renew at least 180 days prior to the expiration of the then-current term. Either we or Sutton Bank may terminate the agreement under certain specified circumstances, including if the other party commits a material breach that is not cured within 30 days.

Agreements with Card Networks

The Card Networks oversee their worldwide payment networks, through which debit, credit, and prepaid card payments are authorized, processed, and settled, and, except as limited by applicable law, set Interchange Fee rates. We currently partner with a number of Card Networks, including Visa, Mastercard, and PULSE, to process our customers' transactions on our platform.

When engaged by our customers to do so, Marqeta arranges for our customers to use one or more of the available Card Networks. We generally include the standard Card Network fees in the pricing arrangements with these customers, which are reflected in our costs of revenue.

Given our ability to direct the processing volume to specific Card Networks for these customers, we are able to negotiate certain incentive rebates that effectively reduce the overall Card Network fees. With the scale of the transactions we process on behalf of our customers, we believe we can continue to negotiate favorable incentive rebates. However, if these fees increase, our gross margin will decrease.

Mastercard

In 2020, we entered into a strategic relationship agreement with Mastercard. We have also entered into a number of subsequent arrangements with Mastercard, including certain brand agreements. Under these agreements, as amended, we have agreed to cooperate with Mastercard on a number of initiatives, including international expansion, product, marketing, and business development collaboration. The contracts provide Marqeta with tiered incentives based on the processing volume of our customers' transactions routed through Mastercard and its affiliated networks. The current term of the strategic relationship agreement expires in 2028 or at an earlier date if Marqeta achieves a certain processing volume milestone through the Mastercard network. Either party may terminate the agreements under specified circumstances, including upon a material breach that remains uncured for a specified period of time.

Visa

In 2017, we entered into a strategic alliance framework agreement with Visa. The agreement has been periodically amended. We have also entered into a number of subsequent arrangements with Visa, as governed by the strategic alliance framework agreement, including a card partner agreement, and certain brand agreements. Under these agreements, we have agreed to cooperate with Visa on a number of initiatives, including international expansion, product, marketing, and business development collaboration. The contracts provide Marqeta with tiered incentives based on the processing volume of our customers' transactions routed through Visa and its affiliated networks. As of February 2023, the parties have entered into an extension of the card partner agreement under the strategic alliance framework agreement for a term of five years. Either party may terminate the agreements under specified circumstances, including upon a material breach that remains uncured for a specified period of time. Visa may also elect to terminate the agreements prior to the natural expiration of the then-current term due to our failure to meet certain performance requirements.

PULSE Network

In 2013, we entered into a direct processor agreement with PULSE Network LLC, which has been subsequently amended. The contract provides Marqeta with tiered incentives based on the processing volume of our customers' transactions routed through PULSE and its affiliated networks. The current term of the contract expires in 2031 and automatically renews annually thereafter, unless either party provides written notice of its intent not to renew. Either party may terminate the agreement under specified circumstances, including upon a material breach that remains uncured for a specified period of time.

Our Competitors

We compete in a large and evolving market. Our competitors fall into three primary categories: (1) providers with legacy technology platforms, (2) modern API-based providers, and (3) emerging providers. We compete primarily on the basis of our platform's depth and breadth, offering a more configurable and complete solution for innovators.

We believe that the principal competitive factors in our market include:

- pricing;
- multiple program types (debit, prepaid, credit);
- multiple solutions (issuer-processing, banking & money movement);
- multinational reach;
- complete solutions at scale;
- flexibility and configurability;
- reliability;
- compliance solutions;
- program management;

- brand recognition and reputation; and
- industry expertise and customer service.

We compare favorably with our competitors on the basis of these factors. We have a deep history of card issuing expertise, enabling us to achieve technical and operating leverage that we believe potential competitors are unable to replicate. However, some of our competitors have greater financial and operating resources. Moreover, as we expand the scope of our platform, we may face additional competition. See the section titled “Risk Factors—Risks Relating to Our Business and Industry—We participate in markets that are competitive and continuously evolving, and if we do not compete successfully with established companies and new market entrants, our business, results of operations, financial condition, and future prospects could be materially and adversely affected” for additional information regarding the competitive environment in which we operate.

Intellectual Property

We seek to protect our intellectual property by relying on a combination of patents, trademarks, copyrights, trade secrets, license agreements, confidentiality procedures, non-disclosure agreements, and employee confidential information and invention assignment agreements, as well as other legal and contractual rights.

We have a patent program designed to cover various aspects of our business in the United States and internationally. These patents and patent applications are intended to protect our proprietary inventions relevant to our business. We continually review our development efforts to assess the existence of new intellectual property and our ability to patent new intellectual property.

We also have an ongoing trademark and service mark registration program pursuant to which we register our brand names and product names, taglines, and logos in the United States and internationally to the extent we determine appropriate and cost-effective. We have also registered domain names for websites that we use in our business, such as www.marqeta.com and other similar variations.

From time to time, we also incorporate certain intellectual property licensed from third parties, including under certain open source licenses. Even if any such third-party technology did not continue to be available to us on commercially reasonable terms, we believe that alternative technologies would be available as needed in every case.

See the section titled “Risk Factors—Risks Relating to Intellectual Property” for a more comprehensive description of risks related to our intellectual property and proprietary rights.

Research and Development

Our research and development efforts focus on building enterprise-grade product and service capabilities for our customers and their cardholders. Our design, product, engineering, and customer success teams collaborate to design, build, deploy, and monitor our platform. We enable our customers to build solutions on our platform, which connects to our Issuing Banks and Card Networks. Software development is primarily executed by our team of professionals across design, product management, and engineering disciplines. We intend to continue to invest in our research and development capabilities to extend our platform offerings.

Government Regulation

We are subject, directly, or indirectly through our relationships with our Issuing Banks, customers, or Card Networks, to a number of laws and regulations. The regulatory environment in which we operate is rapidly evolving, and some of the most significant government regulations that impact our business are discussed below. For more information on the risks relating to our regulatory environment, see the section titled “Risk Factors—Risks Relating to Regulation.”

Consumer Protection

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) created the Consumer Financial Protection Bureau (the “CFPB”) which regulates consumer financial products or services. Due to our relationships with Issuing Banks and Card Networks, we may be subject to direct or indirect supervision and examination by the CFPB. CFPB rules, examinations, investigations, and enforcement actions against us or our Issuing Banks, Card Networks, or customers may require us to adjust our activities and may increase our compliance costs.

We are subject to Section 5 of the Federal Trade Commission Act, which prohibits unfair and deceptive acts or practices in or affecting commerce, and Section 1031 of the Dodd-Frank Act, which prohibits unfair, deceptive, or abusive acts or practices in connection with any consumer financial product or service.

Privacy, Data Protection, and Information Security Regulations

We provide services that are subject to various laws and regulations relating to privacy, data protection, and information security, including, among others, the Gramm-Leach-Bliley Act, the EU General Data Protection Regulation, the United Kingdom General Data Protection Regulation, and the California Consumer Protection Act. We maintain privacy policies and terms of service, which describe our practices concerning the use, transmission, and disclosure of certain information.

Additionally, our platform hosts, transmits, processes, and stores payment card data and is therefore required to comply with the PCI DSS. As a result, we are subject to PCI DSS audits and must comply with related security requirements.

Association and Card Network Rules

Our Issuing Banks must comply with the bylaws, regulations, and requirements that are set forth by the Card Networks, including the PCI DSS and other applicable data security program requirements. In providing services through our platform, we are certified and registered with certain Card Networks as a processor for member institutions. As such, we are subject to applicable Card Network rules that could subject us to fines or penalties for certain acts or omissions. The Card Networks routinely update and modify their requirements and we, in turn, must work to comply with such updates to continue processing transactions on their networks.

Further, we are subject to network operating rules promulgated by the National Automated Clearing House Association relating to payment transactions processed on our platform using the Automated Clearing House Network and to various federal and state laws regarding such operations.

Prepaid, Debit, and Credit Card Regulations

The Durbin Amendment to the Dodd-Frank Act directs the Federal Reserve Board to regulate debit card Interchange Fees so that they are “reasonable and proportional” to the cost incurred by the card issuer with respect to the transaction. We generally work with Issuing Banks that are exempt from the Interchange Fee caps in the Durbin Amendment to provide services for prepaid and debit card programs. We continue to monitor proposed changes to the Durbin Amendment as well as state level regulation of Interchange Fees.

The debit and prepaid card programs that we manage for our customers may be subject to various federal and state laws and regulations, including, but not limited to, the Electronic Fund Transfer Act and its implementing Regulation E, which establishes the basic rights, liabilities, and responsibilities of consumers who use electronic fund transfer services and of financial institutions that offer these services. Regulation E includes requirements specific to consumer prepaid accounts, including certain accounts that are capable of being loaded with funds and whose primary function is to conduct transactions with multiple, unaffiliated merchants, at ATMs, or for person-to-person transfers. These regulations include, among other things, disclosure of fees to the consumer prior to the creation of a prepaid account; liability limits and error-resolution requirements; regulation of prepaid accounts with overdraft and credit features; and the submission of prepaid account agreements to the CFPB and the publication of such agreements to the general public.

Similarly, we may directly or indirectly be subject to various federal and state consumer credit protection regimes as a result of our credit platform and relationship with originating Issuing Banks, including, among others:

- the Equal Credit Opportunity Act and Regulation B promulgated thereunder, which prohibit creditors from discriminating against credit applicants on the basis of race, color, sex, age, religion, national origin, marital status, the fact that all or part of the applicant's income derives from any public assistance program, or the fact that the applicant has in good faith exercised any right under the Federal Consumer Credit Protection Act or any applicable state law;
- the Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions Act, and Regulation V promulgated thereunder, which promote the accuracy, fairness, and privacy of information in the files of consumer reporting agencies;
- the Truth-in-Lending Act, as amended by the Credit Card Accountability, Responsibility, and Disclosure Act of 2009, and Regulation Z promulgated thereunder, which require certain disclosures to consumers regarding the terms and conditions of loans, credit cards, and credit transactions;
- the Military Lending Act and similar state laws, which provide disclosure requirements, interest rate limitations, substantive conduct obligations, and prohibitions on certain behavior relating to loans made to covered borrowers, which include both servicemembers and their dependents; and
- the Servicemembers Civil Relief Act and similar state laws, which allows active duty military members to suspend or postpone certain civil obligations so that the military member can devote his or her full attention to military duties.

Anti-Money Laundering and Sanctions Compliance

In the United States, the Currency and Foreign Transactions Reporting Act, known as the Bank Secrecy Act (the "BSA") and amended by the USA PATRIOT Act of 2001, contains a variety of provisions aimed at fighting terrorism and money laundering. Among other things, the BSA and implementing regulations issued by the U.S. Treasury Department require certain financial institutions to establish AML programs, to not engage in terrorist financing, to report suspicious activity, and to maintain a number of related records. Although we are not a BSA regulated entity subject to anti-money laundering ("AML") registration requirements under U.S. federal or state law, or licensure requirements as a money transmitter (or its equivalent) under state law, we are subject to certain AML laws and regulations, such as sanctions and anti-bribery, in various jurisdictions.

Due to our relationships with Issuing Banks that are directly subject to the BSA, we have implemented an AML program designed to prevent our platform from being used to facilitate money laundering, terrorist financing, and other illicit activity. When providing program management services, we design our AML program to meet the requirements of our Issuing Banks. Our programs are also designed to prevent our platform from being used to facilitate activity in violation of applicable sanctions laws and regulations, including conducting business in specified countries or with designated persons or entities, including those on lists promulgated by the U.S. Department of the Treasury's Office of Foreign Assets Control and equivalent foreign authorities. Our AML compliance program includes policies, procedures, reporting protocols, and internal controls to guard against money laundering, terrorist financing, and other illicit activity, including the designation of a compliance officer in the United States and in other jurisdictions to oversee our AML compliance program, and it is designed to assist in managing risk associated with money laundering and terrorist financing.

Anti-Bribery Laws

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 "FCPA"), the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, the U.K. Bribery Act 2010, and other anti-corruption and anti-bribery laws in countries where we conduct activities.

The FCPA includes anti-bribery and accounting provisions enforced by the Department of Justice and the Securities and Exchange Commission (the "SEC"). The statute has a broad reach, covering all U.S. companies and citizens doing business abroad, among others, and defining a foreign official to include not only those holding public office but also local citizens affiliated with foreign government- run or owned organizations. The statute also requires maintenance of appropriate books and records and maintenance of adequate internal controls.

Other

We are subject to examination by our Issuing Banks' regulators and must comply with certain regulations to which these banks are subject, as applicable. For instance, due to our relationships with certain Issuing Banks and certain customers, we may be subject to indirect supervision and examination by the Federal Deposit Insurance Corporation (the "FDIC"), state banking regulators (such as the California Department of Financial Protection and Innovation), the Office of the Comptroller of the Currency, and the Federal Reserve Bank in connection with our platform and certain of our products and services. We are also subject to audit by certain Issuing Banks. As a program manager for the Issuing Banks we work with, we are subject to the Issuing Banks' risk management standards for third-party relationships in accordance with supervisory guidance and examination by certain federal banking agencies. Further, certain of our customers are financial institutions or non-bank regulated entities and, as a result, we may be indirectly subject to examination and obligated to assist those customers in complying with certain regulations to which they are subject or with responses to audits of such customers.

Additionally, our subsidiary, Marqeta Services LLC, has obtained a number of state-level licenses in the United States for servicing, collections, and brokering activities, and is subject to direct supervision and regulatory obligations under applicable state laws.

International Regulation

The conduct of our business and the use of our products and services outside the United States are subject to various foreign laws and regulations administered by government entities and agencies in the countries and territories where we operate and where our customers and their cardholders use our products and services. For instance, we are subject to processing fee and transaction fee regulation where our cards are used and may in the future be subject to Interchange Fee regulations in other countries where our cards are used. Additionally, following our acquisition of TransactPay, we are also directly licensed as an e-money institution in the UK, Gibraltar, and the EEA, with authorizations from the Gibraltar Financial Services Commission and Malta Financial Services Authority. This subjects us to direct supervision and regulatory obligations under applicable European payment services and e-money laws. In addition, the Bank of Canada now supervises our subsidiary, Marqeta Payments LLC, as a registered payment service provider under Canada's Retail Payment Activities Act.

Privacy and Data Protection

Privacy and data protection is a shared responsibility amongst all our employees. To support this effort, Marqeta maintains a dedicated Privacy team that is responsible for the development, implementation, and oversight of a global privacy program and strategy.

In addition to privacy-specific policies, standards, and related governance, Marqeta's Privacy team has developed a set of internal Privacy Principles to guide our collection and management of personal data in a manner that is intended to be compliant with applicable law. Marqeta employees are also required to undertake privacy training at hire and on a yearly basis. These controls are supplemented by ongoing privacy risk assessments and periodic auditing.

We also maintain a number of external and internal-facing privacy notices that describe how we collect and manage the personal data entrusted to us, including personal data provided by our customers, website visitors, employees, and applicants.

Our Employees and Human Capital Resources

As of December 31, 2025, we had a total of 938 employees and we supplement our workforce with contractors and consultants. To our knowledge, none of our employees is represented by a labor union or covered by a collective bargaining agreement. We have not experienced any work stoppages, and we consider our relations with our employees to be good. Our human capital resources objectives include, as applicable, identifying, recruiting, retaining, incentivizing, and integrating our existing and prospective employees.

Corporate Information

We were incorporated in 2010 under the name Marqeta, Inc. as a Delaware corporation. Our Class A common stock is listed on the Nasdaq Global Select Market (“Nasdaq”), under the symbol “MQ.” Our principal executive offices are located at 180 Grand Avenue, 6th Floor, Oakland, CA 94612, and our telephone number is (510) 671-5437.

Available Information

Our website is located at www.marqeta.com, and our investor relations website is located at www.investors.marqeta.com. Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are available, free of charge, on our investor relations website as soon as reasonably practicable after we file such material electronically with or furnish it to the SEC. The SEC also maintains a website that contains our SEC filings. The address of the site is www.sec.gov. We use our www.investors.marqeta.com and www.marqeta.com websites, as well as our blog posts, press releases, public conference calls, webcasts, our X feed (@Marqeta), our Instagram page (@lifeatmarqeta), our Facebook page, and our LinkedIn page, as a means of disclosing material nonpublic information and for complying with our disclosure obligations under Regulation FD. The contents of our websites are not intended to be incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

Item 1A. Risk Factors

Investing in our Class A common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K and our Consolidated Financial Statements and the related notes and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations," before making a decision to invest in our Class A common stock. Our business, results of operations, financial condition, and prospects could also be harmed by risks and uncertainties not currently known to us or that we do not currently believe to be material. If any of the risks actually occur, our business, results of operations, financial condition, and prospects could be adversely affected. In that event, the trading price of our Class A common stock could decline, and you could lose part or all of your investment.

Risk Factors Summary

Our business is subject to numerous risks and uncertainties that you should consider before investing in our company. The following is a summary of some of these risks and uncertainties. This summary should be read together with the more detailed description of each risk factor below.

- We have experienced rapid growth and our past growth rates may not be indicative of future growth rates. If we fail to manage growth effectively, our business and financial results may be adversely affected.
- Future net revenue growth depends on our ability to attract new customers and retain existing customers in a cost-effective manner.
- We participate in markets that are competitive and continuously evolving, and, if we do not compete successfully, our business, results of operations, financial condition, and future prospects may be adversely affected.
- We currently generate significant net revenue from a small number of customers, including our largest customer, Block, and the loss of any of these significant relationships or decline in net revenue from these customers, including as a result of renewals on less favorable terms, could adversely affect our business and financial results.
- We have a history of net losses and we may not be able to achieve or sustain profitability.
- Our results fluctuate significantly and may not fully reflect the underlying performance of our business, making it difficult to accurately forecast future results. If we fail to meet the expectations of financial analysts or investors, our stock price and the value of your investment could decline.
- We rely on our relationships with Issuing Banks and Card Networks, and if we are unable to maintain these relationships, our business may be adversely affected.
- If our credit platform or other credit programs are inaccurate, do not perform as intended, or lack sufficient capacity to meet demand, our business may be adversely affected.
- Litigation, disputes, regulatory actions, and government or legal investigations could be costly and time-consuming to defend, and our business may be adversely affected by our involvement or the outcome of such litigation, disputes, actions, or investigations.
- Our business is subject to regulation and oversight in a variety of areas, directly and indirectly through our relationships with customers, Issuing Banks, and Card Networks, which regulations are subject to change and to uncertain interpretation. Compliance with such laws and regulations could result in additional costs and any failure to comply could materially harm our business and financial condition.
- If we fail to maintain an effective system of disclosure controls and procedures or internal control over financial reporting, our ability to report timely and accurate financial results or comply with applicable regulations could be impaired, and our business, operating results, and the price of our Class A common stock may be adversely affected.
- The trading price of our Class A common stock has been and is likely to continue to be volatile, which could cause the value of your investment to decline.
- The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who hold shares of our Class B common stock, including our directors, executive officers, and their affiliates. As a result of the dual class structure of our common stock, the trading price of our Class A common stock may be depressed.
- We cannot guarantee that our share repurchase program will enhance long-term stockholder value. Share repurchases could also affect the trading price of our stock and may reduce working capital.

Risks Relating to Our Business and Industry

We have experienced rapid growth and our past growth rates may not be indicative of future growth rates. If we fail to manage growth effectively, our business and financial results may be adversely affected.

For the year ended December 31, 2025, net revenue increased 23% to \$624.9 million, from \$507.0 million in 2024. Our net revenue decreased in the year ended December 31, 2024, primarily driven by the August 2023 Block Amendment which allowed for reduced pricing and impacted the revenue presentation for the Cash App program as fees owed to Issuing Banks and Card Networks related to the Cash App primary Card Network volume are recorded as a reduction to the revenue earned from the Cash App program within Net revenue effective as of July 1, 2023. In prior periods, these costs were included within Costs of revenue. Our total net revenue was \$624.9 million, \$507.0 million, and \$676.2 million for the years ended December 31, 2025, 2024, and 2023, respectively, a increase of 23% and a decrease of 25% from the prior years, respectively. We believe our net revenue growth depends on several factors, including, but not limited to, our ability to:

- acquire new customers and retain existing customers on favorable terms;
- achieve widespread acceptance and use of our platform and the products and services we offer, including in markets outside of the United States;
- increase our offerings, TPV, and the number of customers and transactions on our platform;
- effectively scale our operations, including successfully integrating acquired businesses and technology;
- expand our product and service offerings;
- diversify our customer base;
- maintain and grow our network of vendors, Issuing Banks, and Card Networks;
- maintain the security and reliability of our platform;
- adjust for the impact of the anticipated accounting treatment of our customer agreements and the risk that such accounting treatment may be subject to further changes or developments;
- adapt to changes in laws and regulations applicable to our business;
- adapt to changing macroeconomic conditions and evolving conditions in the payments industry; and
- successfully compete against established companies and new market entrants.

We have also historically experienced significant growth in the number of customers using our platform, the number of card programs and solutions we manage for our customers, and TPV on our platform. Our TPV was \$382.5 billion, \$291.1 billion, and \$222.3 billion for the years ended December 31, 2025, 2024, and 2023, respectively, an increase of 31% and 31% from the prior years, respectively.

Net revenue and TPV for any prior period should not be relied on as an indication of our future performance. If our TPV and net revenue growth rates decline, we may not achieve profitability as expected, and our business, financial condition, results of operations, and the price of our Class A common stock would be adversely affected.

Our growth has placed, and may continue to place, significant demands on our management and our operational and financial resources. We will need to continue to grow and improve our operational, financial, and information technology controls, and our reporting systems and procedures. We will require significant capital expenditures and the allocation of valuable management resources to expand our systems and infrastructure. If we fail to manage our growth effectively, our business and financial results may be adversely affected.

Future net revenue growth depends on our ability to attract new customers and retain existing customers in a cost-effective manner.

If we are unable to attract new customers, retain existing customers on favorable terms, grow and develop those relationships, and expand our platform in a way that serves the needs of these customers to drive increased processing volumes, our business, results of operations, financial condition, and future prospects would be adversely affected. There are a number of factors that affect our ability to attract new customers and retain existing customers, many of which are outside of our control and are difficult to predict, including, but not limited to changing levels of regulatory scrutiny over banks that sponsor financial technology programs and the risk factors included in this section.

While historically our customers generally have not been subject to material minimum volume commitments under their contracts and have not had material contractual obligations to continue using our platform, products, or services, we increasingly require contractual obligations related to exclusivity and preferred provider status related to our products and services. Accordingly, our legacy customers that do not have these contractual obligations may have, or may enter into in the future, similar agreements with our competitors, which could adversely affect our ability to drive the processing volume and revenue growth that we seek to achieve. Some of our customer contracts provide for a termination clause that allows our customers to terminate their contract at any time following a limited notice period.

The loss of customers or reductions in their processing volumes, particularly any loss of or reductions by Block, may adversely affect our business, results of operations, and financial condition. To achieve continued growth, we must not only maintain our relationships with our existing customers, but also encourage them to renew their contracts with us and to increase adoption and usage of our products. For example, customers can have multiple card programs on our platform across different use cases and geographies. However, we cannot assure you that customers will continue to use our platform or that we will be able to continue processing transactions on our platform at the same rate as we have in the past.

We participate in markets that are competitive and continuously evolving, and, if we do not compete successfully, our business, results of operations, financial condition, and future prospects may be adversely affected.

We operate in a highly competitive and dynamic industry and we expect competition to increase in the future as established and emerging companies continue to enter the markets we serve or attempt to address the problems that our platform addresses. We face competition along several dimensions, including providers with legacy technology platforms, such as Fidelity National Information Services (FIS) and Fiserv; modern API-based providers, such as Galileo, i2c, and Visa DPS; and emerging providers, such as Adyen and Stripe. We believe that the principal competitive factors in our market include: pricing; multiple program types (debit, prepaid, credit); multinational reach; complete solutions at scale; flexibility and configurability; reliability; compliance solutions; program management; brand recognition and reputation; and industry expertise and customer service. Moreover, as we expand the scope of our platform, we may face additional competition.

Many of our existing competitors have, and some of our potential competitors could have, substantial competitive advantages such as greater brand name recognition, longer operating histories, larger sales and marketing budgets and resources, more established relationships with vendors or customers, greater customer support resources, greater resources to make acquisitions and investments, lower labor and development costs, larger and more mature intellectual property portfolios, and other substantially greater resources. Such competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, customer requirements, or regulatory developments. If we are unable to successfully compete, our growth could slow or decline, which would materially and adversely affect our business, results of operations, financial condition, and future prospects.

We currently generate significant net revenue from a small number of customers, including our largest customer, Block, and the loss of any of these significant relationships or decline in net revenue from these customers, including as a result of renewals on less favorable terms, could adversely affect our business, results of operations, financial condition, and future prospects.

A small number of customers account for a large percentage of our net revenue. As discussed further in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations," for the years ended December 31, 2025, 2024, and 2023, Block accounted for 45%, 47%, and 68% of our net revenue, respectively.

The net revenue from Block decreased over the second half of 2023 and through 2024 as a percentage of our total net revenue, due to the terms of the August 2023 Block Amendment coupled with growth in other customers. We renewed the Block Agreement in August and November 2023, and the current term for both the Cash App and Square Debit Card programs expires in June 2028. The Block Agreement automatically renews thereafter for successive one-year periods. The August 2023 Block Amendment provides that Block is responsible for defining and managing the Cash App program with respect to the primary Card Network going forward.

However, we expect that net revenue from a relatively small group of customers, including Block, will continue to account for a significant portion of our net revenue in the near term. The concentration of a large percentage of our net revenue with a limited number of customers exposes us disproportionately to any of those customers choosing to stop using our platform or using our platform in a reduced capacity, reducing their processing volume with us, or renegotiating, terminating, or failing to renew their agreements with us, renewing their agreements with us on different terms, or choosing to change network relationships. For example, the August 2023 Block Amendment renewed our agreement with Block for the Cash App program on different terms, which reduced reported net revenue. Should any of those events occur, our business, results of operations, and financial condition may be adversely affected.

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

We have incurred significant net losses since our inception, except for the year ended December 31, 2024. For the year ended December 31, 2024, we had net income of \$27.3 million, which was primarily due to the forfeiture of the Executive Chairman Long-Term Incentive Award. We had net losses of \$13.9 million and \$223.0 million for the years ended December 31, 2025 and 2023, respectively. As of December 31, 2025 and December 31, 2024, our accumulated deficit was approximately \$811.8 million and \$797.9 million, respectively. We may continue to incur net losses and may fail to achieve profitability. We anticipate our operating expenses to continue to increase in the foreseeable future as we hire additional personnel, adjust compensation packages to hire new or retain existing employees, expand our operations and infrastructure, and continue to enhance and expand our platform, products, and services. These initiatives may be more costly than we expect and may not result in increased net revenue. Further as we expand our offerings to additional markets, our offerings in these markets may be less profitable than the markets in which we currently operate.

In addition, as a public company, we have incurred, and we will continue to incur, additional significant legal, insurance, accounting, and other expenses that we did not incur as a private company.

From time to time, we may make decisions that may reduce our short-term operating results if we believe those decisions will improve the experiences of our customers and their end users, which we believe will improve our operating results over the long term. These decisions may not be consistent with investors' expectations and may not produce the long-term benefits that we expect, and this may materially and adversely affect our business.

Our results fluctuate significantly and may not fully reflect the underlying performance of our business, making it difficult to accurately forecast future results. If our results fail to meet the expectations of financial analysts or investors, our stock price and the value of your investment could decline.

Our results of operations for a given period may not fully reflect the underlying performance of our business and fluctuate as a result of a number of factors, many of which are outside of our control and are difficult to predict, including, but not limited to the risk factors included in this section. You should not rely on our past results as an indicator of our future performance. If our results of operations or other operating metrics fall short of the expectations of investors and financial analysts, the trading price of our Class A common stock could be adversely affected and the value of your investment could decline.

Forecasting our future results of operations is challenging because of such fluctuations and because our net revenue depends in part on our customers' end users. Additionally, forecasting our performance can be impacted by a number of factors that are difficult to predict or control including, but not limited to, customer renewals, volume migration, and performance of new customers. As customers scale and become more sophisticated, they may seek to diversify, which could impact our renewal economics and our share of the processing volume. New customer performance is difficult to predict as there is a large spectrum of potential outcomes from very successful, hypergrowth customers to customers that never launch, and these outcomes are largely out of our control.

Our transaction mix adds further complexity. Our transaction mix refers to the proportion of signature debit versus PIN debit transactions and consumer versus commercial transactions that make up our TPV. In general, transactions that require a signature of the cardholder generate higher percentage-based Interchange Fees, while transactions that require a PIN generate lower percentage-based Interchange Fees.

Accordingly, we have in the past and may in the future be unable to prepare accurate internal financial forecasts, and our results of operations in future reporting periods has and may differ materially from our estimates and forecasts or the expectations of investors or financial analysts, causing our business to suffer and our Class A common stock trading price to decline.

We rely on our relationships with Issuing Banks and Card Networks, and if we are unable to maintain these relationships, our business may be adversely affected.

We rely on our relationships with Issuing Banks and Card Networks to provide certain services in connection with our platform, products, and services. We have in the past and may in the future pay certain amounts in association with these relationships, regardless of whether we were compelled to under law or contract. In addition, we have in the past and may in the future have disagreements with Issuing Banks and Card Networks. If we are unable to maintain the quality of these relationships or fail to comply with our related contractual requirements, our business would be adversely affected.

A significant portion of our payment transactions are settled through a small number of Issuing Banks. For the years ended December 31, 2025, 2024, and 2023, 64%, 70%, and 76%, respectively, of TPV was settled through one Issuing Bank, Sutton Bank. If Sutton Bank terminates our agreement with them or is unable or unwilling to settle our transactions for any reason, we may be required to switch some or all of our processing volume to one or more other Issuing Banks, including to any of the other Issuing Banks with which we currently contract. Switching processing volume to another Issuing Bank would take time and could result in additional costs or loss of revenue or customers, which may adversely affect our business.

We also have agreements with Card Networks that, among other things, provide us certain monetary incentives based on the processing volume of our customers' transactions routed through the respective Card Network. The timing and extent of amendments or new contracts related to our volume incentive arrangements with Card Networks could result in incentive payments that are recorded in a current period and based on volume processed in a prior period. We currently include Card Network fees in the pricing arrangements with the majority of our customers who engage us to arrange their use of one or more of the Card Networks. If these customers were to manage the relationship with the Card Networks directly, our reported net revenue may decrease. For example, the August 2023 Block Amendment provides that Block will be responsible for defining and managing the Cash App program with respect to the primary Card Network going forward which has the effect of reducing reported net revenue.

We intend to continue expanding and deepening our relationships with Issuing Banks and Card Networks. Diversifying these contractual relationships and operations increases the complexity of our operations and has led and may continue to lead to increased costs. The Issuing Banks and Card Networks we work with may fail to process transactions, breach their agreements with us, or refuse to renew or renegotiate our agreements with them on terms that are favorable, commercially reasonable, or at all. They might also take actions that could degrade the functionality of our platform, impose additional costs or requirements on us, or give preferential treatment to competitive services, including their own. If we are unsuccessful in establishing, renegotiating, or maintaining relationships with Issuing Banks or Card Networks, our business may be adversely affected.

Performance issues, systems failures, and interruptions in the availability of our platform may adversely affect our business, results of operations, and financial condition.

Our continued growth depends on the efficient operation of our platform. Any significant disruption, outage, data loss, or errors in service on our platform, including events beyond our control, such as infrastructure changes or failures, or human or software errors could have a material and adverse effect on our business and financial condition. We have experienced such performance incidents in the past and expect that we will continue to periodically experience such performance issues in the future.

Our platform is designed to process a high number of transactions and deliver reports and other information related to those transactions at high processing speeds. We have in the past and may in the future experience errors, inaccuracies, or omissions in our processing, reconciling, or reporting of transactions. The risk of performance issues has increased in recent periods due to the significant increase in our TPV and increases further with new product launches and geographical expansion. We release regular updates to our platform, which have in the past contained, and may in the future contain, undetected errors, failures, and bugs. Any platform performance issues could lead to claims by customers, vendors, Card Networks, Issuing Banks, or other third parties, or other claims, regulatory fines, or proceedings. It could also damage ours and our customers' businesses and, in turn, hurt our brand and reputation.

The performance, availability, and connectivity of the data centers, cloud-based solutions, and other third parties that provide core services such as computing and storage infrastructure for our platform are outside of our control. If any of these infrastructure providers fail to provide sufficient capacity to support our platform or otherwise experience service outages, we may experience interruptions in our ability to operate our platform and our business could be adversely affected. We have experienced, and expect to continue to periodically experience, outages of the services provided by these providers.

If we are not able to maintain the level of service uptime and performance needed by our customers, they could face longer processing times or downtime as a result. If customers are unable to access our platform within a reasonable amount of time, or at all, we may not be able to meet the service level commitments typically provided for in our customer contracts and we would be contractually obligated to provide service level credits. We have experienced incidents, including incidents outside our control, and expect we may experience incidents in the future requiring us to pay service level credits and other customer service concessions.

In addition, our insurance policies may not adequately compensate us for any losses that we may incur as a result of damage or interruption. Further, we are continuing to refine our enterprise resilience functions such as business continuity, crisis management, and disaster recovery. Our disaster recovery plan has not been tested under actual disaster conditions, and we may not have sufficient capacity to recover all data and services in the event of an outage. Therefore, any performance issue, systems failure, outage, or interruption in the availability of our platform would adversely affect our business, and could subject us to financial penalties and liabilities.

Any real or perceived improper or unauthorized use of, disclosure of, or access to our or our customers' and other third parties' confidential, proprietary, or sensitive data, including by cyberattacks, security breaches or incidents, or employee or other misconduct, could expose us to liability and damage our reputation.

Our operations depend on receiving, storing, transmitting, and otherwise processing sensitive information pertaining to our business, employees, customers, and customers' end users. The confidentiality, integrity, and availability of such information residing on or processed using our systems is important to our business. While we have an internal security program, the success of such program has been, and will continue to be, impacted by new and existing vulnerabilities, human error, resource constraints, the efficiency of our processes and procedures, and management of gaps in controls. The integrity of our internal security program is also subject to changing standards or interpretations of standards as new frameworks are introduced and existing frameworks evolve.

We use vendors to perform certain services for us, in some cases involving management or other processing of sensitive data, and these vendors face similar security threats to the confidentiality, security, and integrity of their systems and the data they process for us. Unauthorized parties have attempted and will continue to attempt to gain access to our platform, systems, or facilities, and those of our customers, vendors, and other third parties with which we do business using a variety of methods such as cloud account takeover attacks, software lifecycle compromise, denial-of-service attacks, generative artificial intelligence impersonation, phishing attacks and other forms of social engineering, and ransomware and other malicious code.

We have incorporated and may continue to incorporate artificial intelligence (“AI”) solutions and features (including, for example, AI solutions utilizing generative AI, model context protocol (“MCP”) servers and agentic AI) into our platform and other aspects of our business and operations. The use of AI solutions and features in our business may increase or create additional cybersecurity risks, including risks of security breaches, data leaks, and other incidents.

Also, due to political uncertainty and military actions associated with geopolitical tensions, we and the third parties with which we work may be vulnerable to heightened risks of security breaches and incidents.

Any attempted, perceived, or actual breach or incident could disrupt our systems and other aspects of our operations, result in unauthorized or unlawful access to or loss, modification, unavailability, misuse, or other unauthorized processing of ours and our employees’ data and the data of third parties with which we work, have a significant impact on our reputation as a trusted brand, and expose us to legal risk and potential liability, and costs associated with remediation. Further, if there is a breach impacting payment card information that we store, process, or transmit or that is stored, processed, or transmitted by our customers or other third parties that we do business with, we could be liable to the Issuing Banks or our customers for certain of their costs and expenses, in addition to the potential for fines, penalties, and other liabilities.

While we believe that none of the incidents that we have identified to date have materially impacted us, we cannot be certain that the security measures we have in place to detect and address security breaches, incidents, and other disruptions and protect sensitive data will be sufficient to counter the risks and threats facing us, our customers, and our vendors. We and our vendors may be unable to anticipate, react to, remediate, or otherwise address any actual or attempted security breach or other security incident in a timely manner, or implement adequate preventative measures. Any security breach or incident involving our systems or data, or those of our customers or vendors, could have a material adverse effect on our business, results of operations, and financial condition. Even the perception of inadequate security may damage our reputation and negatively impact our ability to gain new customers and retain existing customers. We expect to invest significant resources to maintain and enhance our information security program and controls in compliance with industry standards and applicable laws and regulations; however, if we experience resourcing constraints, our investments and the result of such investments may be delayed.

We have adopted a flexible-first work environment, and expect to continue to be subject to challenges and risks associated with having a remote workforce, in addition to the privacy and cybersecurity risks noted throughout this section. For example, our employees and contractors are accessing our servers remotely through home or other networks to perform their job responsibilities. Such security systems may be less secure than those used in our offices, which may subject us to increased security risks, and expose us to greater risks of data or financial loss and associated disruptions to our business operations. In addition, any inability to track and manage hardware and software assets across our remote workforce could lead to loss of intellectual property, a security breach or incident, and unauthorized access to our systems and applications, potentially adversely affecting our business and financial condition.

While we maintain cybersecurity insurance, our insurance may be insufficient to cover all liabilities incurred by a cybersecurity breach or incident. We cannot be certain that our insurance coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that an insurer will not deny coverage as to any future claim. If a claim exceeds available insurance coverage or if the conditions of our insurance policies change, our business or financial condition could be adversely affected.

Our business depends on a strong, trusted brand, and any failure to maintain, protect, enhance, and effectively market our brand would adversely affect our business.

Negative publicity about us or our industry could adversely affect our business, results of operations, financial condition, and future prospects. We have developed a strong and trusted brand that has contributed significantly to the success of our business. We believe that maintaining and promoting our brand in a cost-effective manner is important to the continued growth of our business.

Any failure to maintain high quality customer support, or a market perception that we do not maintain high quality customer support, could erode customer trust and adversely affect our reputation, business, results of operations, and financial condition. If we do not devote sufficient resources or are otherwise unsuccessful in assisting our customers effectively, it could adversely affect our ability to retain existing customers and could prevent prospective customers from adopting our platform.

Harm to our brand can arise from many other sources as well, including inadequate protection or misuse of sensitive information, compliance failures, litigation, and other claims, and misconduct by our employees, contractors, or vendors. We may also be the target of incomplete, inaccurate, and misleading or false statements about our company and our business that could damage our brand and deter customers from adopting our services. As a result, our business, results of operations, financial condition, and future prospects would be materially and adversely affected.

Our new products and technologies have a limited performance history, and any failure to execute on our related strategy could have an adverse impact on our business and financial condition.

Net revenue growth attributed to our new technologies, such as portfolio migration, UX Toolkit, and the development of Marqeta Hub is dependent on increasing the number of existing customers or new customers who use our platform and these capabilities. Failure to scale these technologies, a competitive market, or failure to bring Marqeta Hub to market could adversely affect our business and financial results.

We may introduce other new products, technologies, or business opportunities in the future. Our failure to accurately predict the demand or growth of new products, technologies, or businesses could have a material and adverse effect on our business, results of operations, financial condition, and future prospects. New products, technologies, and businesses are inherently risky, due to, among other things, risks associated with: the product, technology, or business not working, or not working as expected; customer acceptance; technological outages or failures; increased regulatory scrutiny; and the failure to meet customer expectations. As a result of these risks related to new products and technologies, we could experience increased claims, reputational damage, or other adverse effects, which could be material. In addition, our investment in new products, technologies, and businesses and making changes or updates to our platform may either be insufficient or result in expenses that exceed the revenue actually generated from these new products, technologies, or businesses.

If our credit platform or other credit programs are inaccurate, do not perform as intended, or lack sufficient capacity to meet demand, our business may be adversely affected.

We acquired Power Finance in the first quarter of 2023 and released our credit card issuing capabilities publicly in October 2023. Net revenue growth attributed to credit card issuing is dependent on increasing the number of existing customers or new customers who use our credit card issuing capabilities. We have limited experience administering our credit card issuing platform, and failure to scale due to our limited experience or a competitive market could adversely affect our business and financial results.

The success of our credit issuing capabilities and other credit programs also depends on our ability to effectively manage related risks for us and our Issuing Banks. While the Issuing Banks or other third parties we work with bear the credit risk, in some cases they rely on our credit decisioning engine and managed services to underwrite and/or to otherwise support the management of credit card programs in accordance with their credit policies. Our current and future efforts and the efforts of our Issuing Banks and other partners to expand the capacity of our Issuing Banks and mitigate risk to our credit issuing capabilities and other credit programs may not be successful. Numerous factors, many of which are outside of our control, can adversely affect the evaluation of credit risk. The information we use in processing credit transactions may be inaccurate or incomplete as a result of error or fraud, both of which may be difficult to detect and avoid. If a fraudulent applicant is approved based on our risk model, we may be liable for the losses incurred by the Issuing Bank, which could adversely affect our business and results of operations.

There may be risks that exist, or that develop in the future, including market risks, interest rate risks, economic risks, and other external events, that we have not appropriately anticipated, identified, or mitigated that would impact our Issuing Banks or our ability to support credit products. If our credit risk tools do not effectively and accurately model the credit risk of potential cards issued by our Issuing Banks, greater than expected losses may result on such card programs and, as a result, our customers may stop marketing their card programs, potential customers may be less likely to initiate card programs, and Issuing Banks may stop using our platform for credit card issuing. Further, if our platform does not operate as intended or is inaccurate, it may be alleged that we and/or our Issuing Banks have failed to comply with applicable laws and regulations, we and/or our Issuing Banks may be subject to litigation or regulatory investigations or other proceedings, we and/or our Issuing Banks may have to pay fines and penalties or become subject to civil or criminal liability or have additional obligations or restrictions imposed upon our respective businesses, and our customer relationships and reputation may be adversely affected, which could have a material adverse effect on our business, results of operations, and financial condition.

The Issuing Banks face the risk that our customers' cardholders will default on their payment obligations, creating the risk of potential charge-offs. While we are not contractually obligated to pay for any credit-related delinquencies or charge-offs, we have in the past and may in the future make payments to our Issuing Banks in association with our relationship with them, regardless of whether we were compelled to under law or contract. Incremental charge-offs may also affect the Issuing Bank's future credit decisioning which could impact the volume of transactions processed and the number of cards issued. This may adversely affect our business and results of operations.

If we fail to anticipate, adapt to, or keep pace with new technologies and develop new services and capabilities for our platform, our business and future growth could be harmed.

We compete in an industry that is characterized by rapid technological changes, frequent introductions of new products and services, and evolving industry standards and regulatory requirements. Our ability to attract new customers and increase net revenue will depend in significant part on our ability to adapt to industry standards, anticipate trends, and continue to enhance our platform and introduce new products and capabilities on a timely and secure basis to keep pace with technological developments and customer expectations. We must also keep pace with changing legal and regulatory regimes that affect our platform, products, services, and business.

It is also important for us to implement tools to support the operational efficiency of our platform. For example, in the past few years AI solutions have emerged as an opportunity for us, our customers, our vendors, and other third parties to innovate more quickly and efficiently and better serve our customers. Rapid adoption and novel uses of AI may, however, introduce unique and unpredictable security risks to our systems and platform, products, and services.

Our business could be adversely affected if we are not successful in developing modifications, enhancements, and improvements, in bringing them to market quickly or cost-effectively, or at modifying our platform to remain compliant with applicable legal and regulatory requirements. Our business could also be harmed if we experience unintended consequences with the enhancements we provide or use.

Issues relating to our use of AI technologies, including generative and agentic AI, combined with an uncertain legal and regulatory environment, could materially and adversely affect our business, financial condition, and results of operations.

We have incorporated and may continue to incorporate AI solutions and features into our platform or other offerings, and otherwise within our business, and these solutions and features may become more important to our operations or to our future growth over time. There can be no assurance that we will realize the desired or anticipated benefits from AI and we may fail to properly develop, implement or market our AI solutions and features or to do so in a cost-effective manner. Additionally, we may fail to offer the AI solutions and features that our customers and potential customers expect or adopt. Our competitors or other third parties may incorporate AI into their products, offerings, and solutions more quickly or more successfully than we do, which could impair our ability to compete effectively, and adversely affect our results of operations.

Additionally, our AI solutions and features may expose us to additional claims, demands, and proceedings by private parties and regulatory authorities and subject us to legal liability as well as brand and reputational harm. For example, if AI models used in our products or other offerings, whether developed internally or otherwise, are incorrectly designed, the data we use to train them is incomplete or inadequate, the outputs (including any analysis or recommendations) are or are deemed to be inaccurate or discriminatory, or we do not have sufficient rights to use the data on which our models rely, the performance of our AI solutions and features, as well as our reputation, could suffer, may expose us to additional claims, demands, and proceedings by private parties and regulatory authorities, or we could incur liability through the violation of contractual or regulatory obligations. The AI solutions we build or use may be based on or otherwise leverage offerings of third party providers who can suffer impacts to confidentiality, integrity, and availability on their end.

The legal, regulatory, and policy environments around AI are evolving rapidly. For example, the European Union approved the EU Artificial Intelligence Act (the "EU AI Act"), and the EU AI Act went into effect on August 2, 2024. The EU AI Act establishes a comprehensive, risk-based governance framework for artificial intelligence in the EU market, and will impose obligations, which may be onerous or burdensome, on providers and users of AI technologies. Additionally, several U.S. states have proposed, and in certain cases have enacted, legislation imposing obligations in connection with the development or use of, or otherwise regulating, AI technologies. U.S. and state-specific regulatory bodies have also issued advisories on the use of AI technologies and will likely step up their oversight and enforcement of these technologies. Other countries also are contemplating laws regulating AI and machine learning technologies. We may become subject to new legal and other obligations in connection with our use of AI, which could require us to make significant changes to our policies and practices, necessitating expenditure of significant time, expense, and other resources.

We may continue to expand operations internationally where we have limited operating experience and may be subject to increased business, economic, and regulatory risks that could adversely impact our operations and financial results.

We have offices in the United States, Poland, Malta, Gibraltar, and the United Kingdom ("U.K."), and legal entities in various other global jurisdictions, and we may pursue further international expansion of our business in new international markets where we have limited or no experience in marketing, selling, employing personnel, and deploying our platform, products, and services. Managing international operations requires us to comply with new regulatory frameworks, additional regulatory hurdles, and implement additional resources and controls. Our business model may not be successful or have the same traction outside the United States. International expansion subjects our business to additional risks, including:

- failure to anticipate competitive conditions and competition with market players that have greater experience in the local markets than we do or that have pre-existing relationships with potential customers and investors in those markets;
- conforming our platform with applicable business customs and languages;
- increased costs and difficulty in protecting intellectual property and sensitive data, including compliance with data residency requirements or commitments;
- increased costs from local Card Networks, BIN sponsors, vendors, and other local providers;
- potential changes to our established business and pricing models;
- the ability to support and integrate with local BIN sponsors and other service providers;
- difficulties in managing foreign operations;
- increased travel, infrastructure, and legal and compliance costs;
- difficulties in recruiting and retaining qualified personnel;
- difficulties in gaining acceptance from industry self-regulatory bodies;
- risks related to government regulations in and related to foreign jurisdictions, including compliance with multiple, potentially conflicting, and changing laws, regulations, and industry standards, and related penalties or fines for non-compliance;
- Interchange Fee regulation in foreign jurisdictions;
- exchange rate risk and global market volatility;
- potential restrictions on repatriation of earnings;
- management of tax consequences; and
- political, social, and/or economic instability or military conflict.

As a result of these risks, we may not be successful in managing our existing international operations or expanding our international operations, and our business and financial condition could be adversely affected.

Our business is exposed to risks associated with the handling of client funds.

Certain of our subsidiaries (for example, TransactPay) have obligations related to managing restricted cash funded by customers for card and e-money programs, which must be segregated and safeguarded pursuant to applicable regulatory requirements. While these funds are client-deposited and offset by corresponding liabilities and thus does not directly restrict our own cash, rapid growth in customer balances, regulatory changes requiring higher reserves, or operational shortfalls could necessitate additional capital to ensure compliance, cover potential gaps, or enhance safeguarding mechanisms (e.g., insurance or trusts). This could indirectly strain our funding needs if mismatches arise. This function creates a risk of financial loss, operational disruptions, and/or reputational harm arising from, among other things, fraud by employees or third parties, execution of unauthorized transactions, cybersecurity events or security breaches, any failure to maintain proper segregation, errors relating to transaction processing, or any failure to comply with safeguarding rules.

We may incur losses relating to the settlement of payment transactions on our platform.

We contract with Issuing Banks to settle funds on behalf of our customers on a daily basis for a variety of transaction types. We are and will continue to be subject to the risk of losses relating to the day-to-day settlement of payment transactions, including with respect to pre-funding, ACH processing errors or delays, and chargeback requests as well as human or processing error. If transactions or settlement reconciliations are not performed timely or accurately due to human or other processing error, we could incur losses.

While customers deposit a certain amount of pre-funding into bank accounts at our Issuing Banks, depending on the model of the card program and the timing of funding and transactions, some transactions may be authorized in an amount that exceeds the pre-funding in the customer's account.

Customers are ultimately responsible for fulfilling their obligations to fund transactions. However, when a customer does not have sufficient funds to settle a transaction, we may be liable to the Issuing Bank to settle the transaction, including fraudulent or disputed transactions, and may incur losses as a result of claims from the Issuing Bank. We would seek to recover such losses from the customer, but we may not fully recover them if the customer is unwilling or unable to pay.

Additionally, if the Issuing Banks we work with do not receive and submit ACH return files from us on time to the Federal Reserve Bank, the originating depository financial institution that sent the original ACH payment is not required to return the funds to the customer account at the Issuing Bank. We have in the past, and may in the future, be responsible for delays or errors in processing ACH return files, in which case we bear responsibility for the funds that should have been returned to the customer account and may suffer financial losses.

In addition, when a chargeback request is approved, the purchase price of the transaction is refunded to the customer's end user's account through our platform. If we do not properly process the chargeback, the customer may request that we fund the refunded amount to their end user. We have in the past, and may in the future, incur costs relating to transactions exceeding customer pre-funding and the improper processing of ACH files and chargeback requests. The costs we incur related to our settlement obligations may adversely affect our business and financial condition.

We may incur losses relating to illegal and fraudulent activity on our platform.

Our resources, technologies, and fraud prevention tools may be insufficient to accurately detect and prevent fraud on our platform. We have programs to vet and monitor our potential customers and the transactions we process for them, but such programs may not be effective in detecting and preventing fraud or illegitimate transactions. Illegitimate transactions or illegal activities such as money laundering or terrorist funding can expose us to governmental and regulatory enforcement actions and potentially prevent us from satisfying our contractual obligations to our Issuing Banks and other counterparties, which may cause us to be in breach of our obligations.

The techniques used to perpetrate fraud are continually evolving, and we expend considerable resources to continue to monitor and combat them. Criminals may commit fraud using techniques such as stolen identities and bank accounts, compromised business email accounts, employee or insider fraud, account takeover, false applications, check fraud, “skimming,” counterfeit payment cards, and stolen cards or card account numbers. Fraud or theft involving cards issued through our platform or as a result of actions by our employees or contractors could result in financial losses, civil or criminal liability, reputational damage, harm to our business, or increasing costs related to remediation or more rigorous compliance obligations. Fraudulent activity could also result in the imposition of regulatory sanctions, including significant monetary fines, or other operating losses, all of which could have a material adverse effect on our business, results of operations, and financial condition.

Failure to attract and retain key personnel, including senior management and other highly skilled employees, could adversely affect our business.

Our future success depends on our ability to identify, hire, develop, motivate, and retain highly qualified personnel for all areas of our organization. Competition for highly skilled employees is intense as these employees are in high demand and may be in short supply. We have from time to time experienced, are currently experiencing, and we expect to continue to experience difficulty in hiring and retaining employees with appropriate qualifications, at a speed that is consistent with our business needs, and at an appropriate cost. Our labor expenses may increase as a result of a shortage in the supply of qualified personnel.

A number of our employees are foreign nationals who rely on work authorization provided to them by the U.S. federal government. In recent years, the United States has increased the level of scrutiny in work authorization immigration status. We may experience additional complications hiring and retaining qualified personnel who rely on such immigration status to lawfully work with our Company, as compliance with new or changing U.S. immigration and labor laws could restrain our ability to retain and attract qualified personnel.

In addition, we anticipate potential impacts to foreign national employees’ ability to travel for either business or personal reasons due to longer vetting times at the U.S. border for all individuals entering the United States. We also anticipate potential impacts to foreign national employees’ ability to obtain new or renewed visas abroad, which are required in most circumstances to re-enter the United States. These processes could cause delays in employees’ ability to return to work in the event of travel.

Job candidates and existing employees often consider the value of the equity awards they receive in connection with their employment. If the value of our equity awards continues to decline or does not improve, it may impair our ability to recruit and retain highly skilled employees. If we are not able to add and retain employees effectively, our ability to achieve our strategic objectives will be adversely affected, and our business and growth prospects will be adversely affected.

The majority of our employees operate in a remote capacity, and we expect to continue to be subject to challenges and risks associated with having a remote workforce. For example, operating our business with both remote and in-person workers across different geographies and time zones could have a negative impact on our corporate culture, decrease the ability of our workforce to collaborate and communicate effectively, decrease innovation and productivity, or negatively affect workforce morale.

Changes in our executive management team may also disrupt our business. Any employment agreements we have with our executive officers or other key personnel do not require them to continue to work for us for any specified period and, therefore, they could terminate their employment with us at any time. We have recently experienced, and may continue to experience, high attrition and turnover rates across the Company, including executive officers and other key personnel. For example, we recently appointed a new Chief Financial Officer, effective February 9, 2026. At that time, Mr. Milotich, the Company’s Chief Executive Officer and Chief Financial Officer, ceased serving in the Chief Financial Officer role and no longer serves as the Company’s principal financial officer. Mr. Milotich continues to serve as the Chief Executive Officer and as a member of the board of directors. Additionally, we have in the past and may continue in the future to periodically reorganize the Company’s departments in an effort to increase efficiencies or better serve our customers. The loss of executive officers and key personnel may lead to a decrease in institutional knowledge which may adversely affect our business. Additionally, we do not maintain any key person insurance policies.

We may require additional capital to support our business, and this capital might not be available on acceptable terms, if at all.

We intend to continue to make investments to support our business and may require additional funds. Despite having \$771.9 million in cash and highly liquid short-term investments on our balance sheet, as of December 31, 2025. We may seek additional funds to develop new products and enhance our platform and existing products, expand our operations, improve our infrastructure, or acquire complementary businesses, technologies, services, products, and other assets. In addition, we are using a portion of our cash to satisfy tax withholding and remittance obligations related to the vesting of Restricted Stock Units (“RSUs”) and Performance-based Restricted Stock Units (“PSUs”) as well as to effect share repurchases. See the section titled “Risk Factors—Risks Relating to Ownership of Our Class A Common Stock—We cannot guarantee that our share repurchase program will enhance long-term stockholder value. Share repurchases could also affect the trading price of our stock and may reduce working capital” for additional information regarding our share repurchase programs. Accordingly, we may need to engage in equity or debt financings to secure additional funds.

Any new equity securities we issue could have rights, preferences, and privileges superior to those of holders of our Class A common stock and Class B common stock. Any debt financing that we may secure in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, potentially making it more difficult for us to obtain additional capital and to pursue business opportunities. We may not be able to obtain additional financing on terms favorable to us, if at all. Disruptions in the credit markets or other factors, such as inflation or rising interest rates, could adversely affect the availability, diversity, cost, and terms of funding arrangements.

In addition, actual events involving limited liquidity, defaults, non-performance, or other adverse developments that affect financial institutions, transactional counterparties, or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. The ultimate outcome of these events cannot be predicted, but these events could have a material adverse effect on our business. The FDIC only insures up to \$250,000 per depositor per insured bank, and we currently have cash deposited in certain financial institutions in excess of FDIC insured levels. If any of the banking institutions in which we have deposited funds ultimately fails, we may lose our deposits over \$250,000. Further, certain banks may be under regulatory orders and may not be able to support us due to regulatory challenges. The loss of our deposits at such banks may have a material adverse effect on our business, financial condition, and liquidity.

We have in the past and may in the future make investments in investment-grade securities. If such investments are not diversified or are concentrated at an “at-risk” institution, we may experience losses and may not be able to liquidate such investments.

If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth, scale our infrastructure, develop product enhancements, and respond to business challenges could be significantly impaired, and our business, results of operations, and financial condition may be adversely affected.

Strategic transactions, including acquisitions, investments, partnerships, and collaborations, could fail to achieve strategic objectives, divert the attention of management, disrupt our ongoing operations, dilute stockholder value, and may adversely affect our business and financial results. We may be unable to successfully integrate any acquired businesses and technology.

We have in the past and may in the future acquire or invest in businesses, products, or technologies that we believe could complement our platform, products, and services, expand our geographic reach or customer base, or otherwise offer growth opportunities. For example, we acquired Power Finance Inc. in February 2023 and TransactPay in July 2025. The identification, pursuit, evaluation, and negotiation of potential strategic transactions may divert the attention of management and entail various expenses, whether or not such transactions are ultimately consummated. Any acquisition, investment, or business relationship may result in unforeseen operating difficulties and expenditures or require us to make adjustments to our or the acquired company's business models. There can be no assurance that we will be successful in identifying, negotiating, and consummating favorable transaction opportunities or successfully integrating the acquired personnel, operations, and technologies, or effectively scaling and managing the combined business following the acquisition.

Specifically, we may not successfully evaluate or utilize the acquired technology or personnel from an acquired business and we may be unable to retain key personnel after a transaction, including personnel who are critical to the success of the ongoing business. We may not accurately forecast the financial impact of an acquisition transaction. Moreover, the anticipated benefits, growth, or synergies of any acquisition, investment, or business relationship may not be realized or we may be exposed to unknown risks or liabilities. If we invest in companies that do not succeed, our investments may lose all or some of their value, which could result in us recording impairment charges reflected in our results of operations.

Litigation, disputes, regulatory actions, and government or legal investigations could be costly and time-consuming to defend, and our business may be adversely affected by our involvement or the outcome of such litigation, disputes, actions, or investigations.

In the ordinary course of business, we have been, are currently, and in the future may be, involved in litigation or disputes. We have also received, and may in the future receive, inquiries, warrants, subpoenas, and other requests for information in connection with government investigations. Such claims, disputes, lawsuits, proceedings, and investigations could involve matters relating to employment, wage and hour, commercial, antitrust, securities, the duties of officers or directors, regulatory compliance, and other matters. The number and significance of litigation, regulatory, and government or legal investigation matters and disputes has increased and may continue to increase as our business expands. We also had in the past, have currently, and may have in the future indemnification obligations as a result of our contracts with customers and other counterparties that may require us to reimburse or pay for damages, fees, or other expenses associated with claims, lawsuits, proceedings, and investigations such customers and other counterparties face.

Further, our liability insurance may not cover all potential claims made against us or third parties or be sufficient to cover us for all liability that may be imposed. A claim brought against us or third parties that is uninsured or under-insured could result in unanticipated costs. The costs associated with litigation, disputes, regulatory actions, and government or legal investigations can also be unpredictable depending on the complexity of the matter, the resources needed to manage it, and length of time devoted to it. These matters may also divert management's attention and operational resources, could harm our reputation regardless of the outcome, and might seriously harm our business, overall financial condition, and operating results. We cannot assure you that any actual or potential litigation, claims, disputes, investigations, or proceedings will not have a material adverse effect on our business, results of operations, and financial condition.

We rely on third parties to provide certain products and services, and their failure to perform those services or comply with legal or regulatory requirements could adversely affect our business and financial results.

We depend on services from various third-party vendors to provide our products and services. Any disruptions in these services, including as a result of actions outside of our control, could significantly impact the continued performance of our platform.

We conduct vendor due diligence and manage such vendors using a risk-based approach intended to determine if relevant vendors have the ability, consistent with all applicable laws, to implement and maintain reasonable security measures in connection with their work with us, and to promptly report to us any breach of their security measures that may affect our business. If we are unable to timely and accurately identify at-risk vendors or if a service provider fails to properly safeguard our data or intellectual property, fails to meet contractual requirements (including compliance with applicable laws and regulations), suffers a cyberattack, security breach or incident, or other system outage or interruption, or terminates its contract with us, we could be subject to claims from customers or other third parties or regulatory enforcement actions, and such incidents may also put information we process at risk which could in turn adversely affect our business, reputation, financial condition, or results of operations.

In some cases, vendors are the sole source, or one of a limited number of sources, of the services they provide to us. In the future, these services may not be available to us on commercially reasonable terms, or at all. Any loss of any of these services could adversely affect our business and we may incur additional costs to resolve the issue.

Indemnity provisions in various agreements potentially expose us to substantial liability and risk of loss.

Our agreements with Issuing Banks, Card Networks, customers, vendors, lessors, and other third parties include indemnification provisions under which we agree to indemnify them for losses or expenses suffered or incurred in certain circumstances, including, for example, in relation to claims arising out of the breach of such agreements, services to be provided by us, or from intellectual property infringement claims made by third parties. Some of these agreements provide for uncapped liability for indemnification claims and some indemnity provisions survive termination or expiration of the applicable agreement. We have in the past been, and could continue to be, exposed to liability or indemnification claims from our customers, Card Networks, or Issuing Banks in connection with the services we provide. Large payments to customers, Card Networks, or Issuing Banks could harm our business, results of operations, and financial condition. Any dispute with a customer, Card Network, or Issuing Bank with respect to these obligations could have adverse effects on our relationship with that counterparty and other existing or prospective customers, Card Networks, or Issuing Banks, and harm our business and results of operations. Further, although we carry insurance, our liability insurance may not cover all potential claims made against us or be sufficient to cover us for all liability that may be imposed, and any such coverage may not continue to be available to us on acceptable terms or at all.

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

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and accompanying notes. We base our estimates in part on historical experience, market observable inputs, if available, and various other assumptions that we believe to be reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities and equity, and the amount of net revenue and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our Consolidated Financial Statements include, but are not limited to, the fair value and useful lives of assets acquired and liabilities assumed through business combinations, the estimation of contingent liabilities, the fair value of equity awards and warrants, share-based compensation, the estimation of variable consideration in contracts with customers, the reserve for contract contingencies and processing errors, the estimation of network incentives, and valuation of income taxes.

In addition, we have been and may continue to be involved in various lawsuits, claims, and proceedings that arise in the ordinary course of business. We record a liability for these when we believe it is probable that we have incurred a loss, and that we can reasonably estimate the loss. We regularly evaluate current information to determine whether we should adjust a recorded liability or record a new one. If a loss is reasonably possible and the loss or range of loss can be reasonably estimated and is expected to be material to the financial statements, we disclose the possible loss in the accompanying notes to the Consolidated Financial Statements. Judgment is required to determine both the probability and the estimated amount.

If we make incorrect assumptions or estimates, our reported financial results may be over- or understated, which could materially and adversely affect our business, financial condition and results of operations. Our results of operations may also 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.

Risks Relating to Regulation

Our business is subject to regulation and oversight in a variety of areas, directly and indirectly through our relationships with customers, Issuing Banks, and Card Networks, which regulations are subject to change and to uncertain interpretation. Compliance with such laws and regulations could result in additional costs and any failure to comply could materially harm our business and financial condition.

We, our customers, our vendors, and other third parties we do business with are subject to a wide variety of laws, regulations, and industry standards, including supervision and examination with respect to the foregoing by multiple authorities and governing bodies and in multiple countries, which govern numerous areas important to our business.

Issuing Banks and Card Networks operate in a highly regulated environment, and there is a risk that those regulations could become directly applicable to or directly impact us. We have structured our business in a manner reasonably designed to comply with applicable laws and regulations, including, but not limited to, applicable laws relating to money laundering, sanctions, consumer protection, and money transmission services; however, it is possible that a relevant regulator may disagree, which could expose us to penalties and/or censure. If a relevant regulator disagreed with our analysis of, and compliance with, applicable laws, we may be required to seek licenses, authorizations, or approvals from those regulators, which may be dependent on us meeting certain capital and other requirements, and may subject us to additional regulation and oversight, all of which could significantly increase our operating costs.

As a program manager, we are responsible for aligning compliance with Issuing Bank requirements and Card Network rules, and we help create card programs for our customers designed to comply with applicable legal and regulatory requirements. In some cases, we have in the past and could continue to be exposed to liability or indemnification claims from our customers or other third parties in connection with the services we provide.

We are directly, and indirectly through our contractual relationships with customers, Issuing Banks, and Card Networks, subject to regulation in areas which may include, but are not limited to, privacy, data protection and information security, global sanctions regimes and export controls, and anti-bribery, and those relating to payments services (such as payment processing and settlement services), AI, consumer protection, AML, and escheatment, as well as compliance with industry standards, such as PCI DSS.

As our business and platform continue to develop and expand, we continue to become subject to additional laws, rules, regulations, and industry standards, including possible additional examination and supervision, in the United States and internationally. For example, in Canada, the Retail Payment Activities Act (the "RPAA") subjects payment service providers ("PSPs") to supervision by the Bank of Canada and requires PSPs to establish, implement, and maintain a risk management and incident response framework that complies with the RPAA. A Marqeta subsidiary, Marqeta Payments LLC, is registered as a PSP and is subject to these regulatory requirements and supervision. Additionally, TransactPay operates under an EMI license in the UK, Gibraltar, and the EEA. As a result, TransactPay is subject to stringent requirements related to capital adequacy, anti-fraud measures, data security, and transaction monitoring, as well as oversight by relevant European financial authorities. New or expanded regulation or changes in interpretation or enforcement of existing regulations may have an adverse effect on our business, results of operations, and financial condition due to increased compliance costs and new restrictions affecting the offering of our platform, products and services.

We may not be able to respond quickly or effectively to, or accurately predict the scope or applicability of, regulatory, legislative, or other developments, which may in turn impair our ability to offer our existing or planned features, products, and services and/or increase our cost of doing business. For example, regulatory scrutiny over banks that sponsor financial technology programs increased in fiscal 2024, and the heightened regulatory environment contributed to the Issuing Banks we work with focusing more on maintaining existing programs than launching new programs with us. As a result, we launched fewer programs than projected in fiscal 2024, adversely affecting our results of operations and business.

In addition, we may become subject to audits, inquiries, whistleblower complaints, adverse media coverage, investigations, or criminal or civil complaints or sanctions, all of which may have an adverse effect on our reputation, business, results of operations, and financial condition.

As a result of our business relationships, we may also be subject to direct or indirect supervision and examination by various authorities. The CFPB, for example, has indicated it may use dormant authority to examine certain companies whose services may pose risk to consumers, which may include our company. The Board of Governors of the Federal Reserve System, the FDIC, and the Office of the Comptroller of the Currency (the “Federal Banking Agencies”) have also issued a growing number of enforcement actions in connection with partnerships between banks and financial technology companies in recent years. The Federal Banking Agencies have also published interagency guidance for banks to develop and implement risk management practices for these arrangements, which clarifies supervisory expectations for banks to oversee the third parties with whom they partner. With respect to payment activities, including card issuing, the Federal Banking Agencies have indicated that they may further clarify their supervisory expectations. Accordingly, as a program manager for Issuing Banks, we are subject to the Issuing Banks’ risk management standards for third-party relationships in accordance with supervisory guidance and examination by the Federal Banking Agencies. Should we or the Issuing Banks with whom we work be unable to satisfy these standards, we may have to discontinue certain programs or relationships or be unable to onboard new customers or products to the Issuing Banks, and, it is also possible that regulators could hold us or our customers responsible for actual or perceived deficiencies in connection with our arrangements with Issuing Banks, and our business, financial condition, and results of operations may be adversely affected.

New or changing laws or regulations could require us to incur significant expenses and devote significant management attention to ensure compliance and could also prompt our Issuing Banks to alter their dealings with us in ways that may have adverse consequences for our business. In addition, increased supervisory scrutiny has in the past contributed to, and may in the future contribute to, the Issuing Banks with whom we currently have relationships reassessing the details of their arrangement with us and may deter new Issuing Banks from establishing a relationship with us or have other adverse impacts upon our business.

Further, while we only process transactions on our platform in fiat currencies, certain cryptocurrency businesses use our platform to provide card products to their customers and end users. The regulation of cryptocurrency is rapidly evolving and varies significantly among jurisdictions and is subject to substantial uncertainty. Various legislative and executive bodies in the United States and other countries may adopt laws, regulations, or guidance, or take other actions, which may impact our Issuing Banks and restrain the growth of cryptocurrency businesses and in turn impact the net revenue associated with our cryptocurrency business customers.

While we have developed policies and procedures designed to assist in compliance with laws and regulations, no assurance can be given that our compliance policies and procedures will be effective. If we fail to comply or are alleged or perceived to have failed to comply with applicable laws and regulations, we may be subject to litigation or regulatory investigations or other proceedings, we may have to pay fines and penalties or become subject to civil or criminal liability or have additional obligations or restrictions imposed upon our business, and our customer relationships and reputation may be adversely affected, which could have a material adverse effect on our business, results of operations, and financial condition. In some cases, regardless of fault, it may be less time-consuming or costly to settle these matters, which may require us to implement certain changes to our business practices, provide remediation to certain individuals, or make a settlement payment to a given party or regulatory body.

Laws, regulations, and industry standards related to privacy and data governance, and our actual or perceived failure to comply with such obligations, could adversely affect our business and financial results.

As we operate and expand our business, we process and manage a significant amount of personal data that increasingly subjects us to global laws and regulations governing the collection, use, disclosure, and other processing of that information and security measures with regard to that information. Governmental bodies and industry organizations in the United States and abroad have adopted, or are considering adopting, laws and regulations governing the use of, and requiring safeguarding of, personal data. We also are and may become subject to contractual obligations relating to privacy, data protection, and information security.

For example, we are subject to the California Consumer Privacy Act (as amended, including by the California Privacy Rights Act, the “CCPA”), which imposes significant restrictions on the collection, processing, and disclosure of personal data, including imposing increased penalties related to data privacy incidents. Other U.S. states have also passed or are considering privacy legislation, including omnibus privacy legislation similar to the CCPA, and industry organizations regularly adopt and advocate for new standards in these areas. We are also subject to U.S. federal legislation such as the Gramm-Leach-Bliley Act and regulatory oversight in this area. Further, the U.S. Department of Justice has issued regulations restricting certain bulk transfers of sensitive personal data.

As we continue to operate and expand internationally, we are also subject to, and will continue to be subject to, international privacy laws including but not limited to the EU’s General Data Protection Regulation (“GDPR”), the U.K. GDPR, and local privacy and data protection legislation in EU member states, as well as laws within Canada, including the Personal Information Protection and Electronic Documents Act and local provincial legislation.

In addition, other global laws, rules, and regulations related to data governance may impact our current and future operations. This includes, for example, regulations relating to cybersecurity, such as the EU’s Digital Operational Resilience Act and Cyber Resilience Act, other EU regimes such as the EU’s Data Act, regulations relating to the EMI license held by TransactPay, U.S. federal and state-specific data broker legislation, and laws, regulations, and advisory opinions pertaining to the development and use of AI.

Current or future laws, regulations, contractual obligations, and industry standards or other frameworks relating to privacy and data governance may impose, or be asserted to impose, requirements that are inconsistent with our practices or the operation of our products and services. As a result, these requirements may require us to modify our policies and practices and may otherwise adversely affect our business.

While we continue to monitor and assess the evolving regulatory landscape in the context of our business and our products and services, this area is rapidly evolving and may be subject to uncertainty as well as varying interpretations of relevant requirements. Although we have incurred and expect to continue to incur substantial expense in complying with certain new and evolving privacy and data governance laws and frameworks, we may not be successful in our efforts to achieve and maintain compliance. Additionally, our interpretation and applications of relevant requirements may be inconsistent with the interpretation and application of these requirements by relevant authorities and regulatory bodies. If we fail or are alleged to have failed to comply with any of these laws, regulations, frameworks, or other actual or asserted obligations, we may be subject to regulatory investigations, enforcement actions, and other proceedings, civil litigation, claims, and demands, and fines and other penalties, all of which may result in additional cost and liability to us, damage our reputation, and adversely affect our business.

We may also be required to make additional or significant changes to our policies and business operations, such as modifying products and services or our data processing practices or policies, or otherwise restricting our operations, which we may be unable to complete in a commercially reasonable manner or at all, and our potential liability in connection with our actual or alleged non-compliance with laws, regulations, contractual obligations, and frameworks may increase, all of which could have a material adverse effect on our business, results of operations, and financial condition.

We may from time to time make representations regarding our practices and controls related to privacy, our processing of personal data, and related matters, such as our security measures including but not limited to within our public-facing privacy notices. We may at times fail, or be alleged to have failed, to comply with these representations. Any actual or alleged failure to comply with these representations, or any such representations being, or alleged to be, deceptive or misrepresentative, may result in regulatory investigations, enforcement actions, and other proceedings, civil litigation, claims, and demands, and fines and other penalties and liabilities, all of which may result in additional cost and liability to us, damage our reputation, and adversely affect our business.

A portion of our net revenue is derived from Interchange Fees and changes in Interchange Fees or Interchange Fee regulations, or in interpretation of existing regulations, could adversely affect our business, results of operations, and financial condition.

A portion of our net revenue is derived from Interchange Fees and the amount of Interchange Fees we earn is highly dependent on the interchange rates that the Card Networks set and adjust. Interchange Fees and assessments are subject to change from time to time by the Card Networks and due to government regulation. Most recently, effective October 2025, Visa implemented a new interchange program, Commercial Enhanced Data Program (CEDP) which reduces some interchange rates as a merchant incentive to provide robust transaction details (Level 3 data) on Commercial and Business Card programs which results in lower interchange revenue to Marqeta and our Commercial and Business Card customers. The CEDP program will also sunset Level 2 interchange programs effective April 2026, and will cause transactions to either clear at a higher or the new lower CEDP interchange rate.

Interchange Fees have historically been, and continue to be, the subject of intense legal and regulatory scrutiny and competitive pressures in the payments industry in the United States and internationally. For example, in the UK, the Interchange Fee Regulations may restrict or place caps on the interchange fees which can be charged on a transaction, and in the United States, the Durbin Amendment may restrict or otherwise impact the way we do business or limit our ability to charge certain fees to customers. Issuing Banks that are exempt from the Interchange Fee restrictions in the Durbin Amendment are able to access higher interchange rates on debit and prepaid card transactions, if those transactions meet certain requirements. As a result, to maximize our Interchange Fees in the United States, we generally only contract with Issuing Banks that currently qualify for this exemption from the Durbin Amendment when we provide services for debit and prepaid card programs.

While these Issuing Banks currently qualify for this exemption from the limitations on debit and prepaid card Interchange Fees, and we expect them to continue to qualify for the exemption, we can offer no assurance or guarantee that they will remain exempt, and various events outside our control may cause these Issuing Banks, or some of the debit and prepaid card transactions processed on cards they issue, to become subject to the interchange fee limits under the Durbin Amendment. In addition, new laws or regulations related to interchange fees may be enacted. For example, Illinois passed the Interchange Fee Prohibition Act ("IFPA"), which prohibits the collection of debit and credit card interchange fees in Illinois for the portion of a card transaction that is attributable to sales taxes, excise taxes and gratuities if the merchant informs the acquiring bank of the amount of these taxes and gratuities. The IFPA is expected to be effective on July 1, 2026, pending ongoing litigation. While any potential reduction in our revenue from the new law in Illinois is not expected to be material, if any additional legislation regulating Interchange Fees is enacted in other jurisdictions, or if there are changes in existing regulations or to the interpretation of existing regulations, then the portion of our net revenue derived from Interchange Fees may be adversely affected. Further, complying with a patchwork of state laws governing Interchange Fees may create compliance burdens for our Issuing Banks and us, which may adversely affect our business, financial condition, and results of operations.

Changes to the rules or practices set by Card Networks or our failure to comply with their rules and practices could adversely affect our business.

We are required to comply with the rules set by the Card Networks. The termination of the card association registrations held by us or any of our Issuing Banks or any changes to these Card Network rules or their interpretation could have a significant impact on our business and financial condition. If we fail to make required changes or otherwise resolve an issue with the Card Networks, the Card Networks could charge us additional fees. We have been charged such additional fees in the past, and expect to continue to be charged such fees in the future as Card Network rules change. These additional fees are considered costs of revenue. If we fail to comply with such Card Network rules, we could also be fined and our registrations or certifications could be suspended or terminated which could limit our ability to process transactions and could have a material adverse effect on our business and results of operations.

We are subject to anti-money laundering, anti-bribery and corruption (“AB&C”), sanctions, and similar laws, and non-compliance with such laws and regulations can subject us to criminal penalties or significant fines, adversely affect our business and reputation, or have other adverse consequences for us.

We can be held liable under AML, AB&C, sanctions, and similar laws for the corrupt or illegal activities of our third-party intermediaries and our employees, representatives, contractors, partners, and agents, even if we do not authorize such activities. While we have programs and controls designed to comply with applicable AML, AB&C, and sanctions laws and regulations, we cannot guarantee that our programs and controls will be effective in ensuring compliance and that none of our third-party intermediaries or employees, representatives, contractors, partners, and agents will take actions in violation of those controls and laws. Ours or these third parties’ failure to comply with these laws and regulations could result in a breach and/or termination of our agreements with Issuing Banks and customers and/or fines or penalties by governmental agencies, which would have a material adverse effect on our business, results of operations, and financial condition.

We may be subject to governmental export controls and economic sanctions regulations that could impair our ability to compete in international markets and could subject us to liability if we fail to comply.

Certain of our products and services may be subject to export control and economic sanctions regulations, including the U.S. Export Administration Regulations, and various economic and trade sanctions regulations administered by the U.S. Department of the Treasury’s Office of Foreign Assets Control. If we fail to comply with these laws and regulations, or with export control and economic sanctions regulations in other jurisdictions, we and certain of our employees could be subject to substantial civil or criminal penalties, including the possible loss of export privileges, fines imposed on us and responsible employees, and, in extreme cases, the incarceration of responsible employees.

Changes in applicable export or economic sanctions regulations, shifts in the enforcement or scope of existing regulations, or change in the countries, governments, persons, or technologies targeted by such regulations may create delays in the introduction and deployment of our platform and existing or future products and services in international markets, or, in some cases, prevent or decrease the use of our platform and existing or future products or provision of existing or future services in certain countries or with certain end users. Any decreased use of our platform, products, or services or limitation on our ability to provide our platform, products, or services could adversely affect our business, results of operations, and financial condition.

Further, we incorporate encryption technology into certain of our products. Various countries regulate the import of certain encryption technology, including through import permitting and licensing requirements, and have enacted laws that could limit our customers’ ability to use our products in those countries if our products are subject to such laws and regulations. While we believe our encryption products meet certain exceptions that reduce the scope of export control restrictions applicable to such products, these exceptions may be determined not to apply to our encryption products and our products and underlying technology may become subject to export control restrictions. Governmental regulation of encryption technology and regulation of exports of encryption products, or our failure to obtain required approval for our products, when applicable, could adversely affect our international sales and net revenue.

If we fail to maintain an effective system of disclosure controls and procedures or internal control over financial reporting, our ability to report timely and accurate financial results or comply with applicable regulations could be impaired, and our business, operating results, and the price of our Class A common stock may be adversely affected.

The Sarbanes-Oxley Act of 2002 requires, among other things, that we maintain effective disclosure controls and procedures and to report any material weakness in our internal controls over financial reporting.

The process of designing and implementing effective internal controls and disclosure controls is a continuous effort. 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 technology- and accounting-related costs and significant management oversight. We have experienced material weaknesses in the past, and if any of our controls and systems do not perform as expected, we may experience material weaknesses in the future. In addition, testing and maintaining internal controls and disclosure controls may divert management's attention from other matters that are important to our business.

Any failure to implement and maintain effective internal control over financial reporting could cause us to fail to meet our reporting obligations on a timely basis, result in material misstatements in our consolidated financial statements, have an adverse effect on our business and operating results, and could cause investors to lose confidence in us, all of which could cause a decline in the price of our Class A common stock. We could also become subject to investigations by Nasdaq, the SEC, or other regulatory authorities, which could require additional financial and management resources, and we may not be able to remain listed on Nasdaq.

Changes in financial accounting standards or practices may cause adverse, unexpected financial reporting fluctuations and affect our results of operations.

We prepare our consolidated financial statements in conformity with GAAP. These principles are subject to interpretation by the Financial Accounting Standards Board ("FASB"), the SEC, and various bodies formed to interpret and create appropriate accounting principles and guidance. Any new or amended accounting standards or practices may have a significant effect on our results of operations or financial condition and may impact the way we conduct our business.

Adoption of these types of accounting standards and any difficulties in implementation of changes in accounting principles, including the ability to modify our accounting systems, could cause us to fail to meet our financial reporting obligations, potentially resulting in regulatory discipline and weakening investors' confidence in us.

Changes in tax laws or regulations could have a material adverse effect on our business, results of operations, and financial conditions.

We are subject to income taxes in the United States and numerous foreign jurisdictions. Our domestic and international tax liabilities are dependent upon the location of earnings among these different jurisdictions. Any changes in tax legislation, regulations, policies, or practices in the jurisdictions in which we operate could increase our effective tax rate and materially increase the amount of taxes we owe, thereby negatively impacting our results of operations as well as our cash flows from operations. For example, on July 4, 2025, H.R. 1, also known as the "One Big Beautiful Bill Act," was enacted into law, making a number of changes to U.S. federal income tax law, including permanently suspending the requirement to capitalize and amortize domestic research and development expenditures and permitting such deductions on a current basis. However, due to our full valuation allowance on our deferred tax assets, these changes did not have a significant impact on our financial position or results of operations.

Additionally, successful assertion by one or more states, or foreign jurisdictions, requiring us to collect sales, value added, or similar indirect taxes where we presently do not do so, or to collect more of such indirect taxes in a jurisdiction in which we currently do collect some indirect taxes, could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest. Also, any change to applicable tax laws or successful challenge to how or where our profits are currently recognized, could increase our overall taxes, and our business, financial condition, or results of operations may be adversely impacted. For example, the Organization for Economic Co-operation and Development (the "OECD") has proposed a global minimum tax rate of 15% ("Pillar Two"), which has been, and is being adopted by multiple jurisdictions. On January 5, 2026, the OECD announced a "side-by-side" elective safe harbor that exempts U.S.-parented multinational entities (like us) from certain provisions of Pillar Two for fiscal years beginning on or after January 1, 2026.

Furthermore, compliance with changing tax laws and regulations could require us to make substantial changes to our business practices, allocate additional resources, and increase our costs, potentially negatively affecting our business, results of operations, and financial condition. As we grow internationally, we may also be subject to taxation and review by taxation authorities in additional jurisdictions with increasingly complex tax laws, the application of which can be uncertain, and which could increase the amount of taxes we pay, potentially adversely affecting our liquidity and results of operations.

We may have exposure to greater-than-anticipated tax liabilities, which may materially and adversely affect our business, results of operations, and financial condition.

The determination of our worldwide provision for income taxes, value-added taxes, and other tax liabilities requires estimation and significant judgment, and the ultimate tax determination is uncertain. Like many other multinational corporations, we are subject to tax in multiple U.S. and foreign tax jurisdictions. Our determination of our tax liabilities is always subject to audit and review by applicable domestic and foreign tax authorities. Any adverse outcome of any such audit or review could have a negative effect on our business and the ultimate tax outcome may differ from the amounts recorded in our financial statements and may materially affect our results of operations and financial condition in the periods for which such determination is made. While we have established reserves based on assumptions and estimates that we believe are reasonable to cover such eventualities, these reserves may prove to be insufficient, which may have an adverse effect on our business, results of operations, and financial condition.

Our ability to use our net operating losses and other tax attributes to offset future taxable income may be subject to certain limitations.

We have incurred substantial net operating losses (“NOLs”) and other tax attributes, including research & development (“R&D”) credits, during our history. In general, under Section 382 of the Internal Revenue Code of 1986, as amended, a corporation that undergoes an “ownership change” (generally defined as a greater than 50-percentage-point cumulative change (by value) in the equity ownership of certain stockholders over a rolling three-year period) is subject to limitations on a company’s ability to utilize its NOLs and other tax attributes to offset taxable income. We have experienced ownership changes since inception and believe that our existing NOLs and other tax attributes, including R&D credit carryforward, will be subject to such limitations.

In addition, the amount of NOLs and other tax attributes that we are permitted to deduct may be subject to limitations and our NOLs and other tax attributes may expire before they are fully utilized. Our NOLs and other tax attributes may also be subject to limitations under state law. For example, recently enacted California legislation limits the use of state NOLs for tax years beginning on or after January 1, 2024, and before January 1, 2027. As a result of this or other legislative or regulatory changes, or other unforeseen reasons, our existing NOLs and other tax attributes could expire or otherwise be unavailable to offset future income tax liabilities.

Risks Relating to Intellectual Property

If we fail to adequately protect our intellectual property rights, our business could be adversely affected and we could incur additional expenses to protect our rights.

We rely on a combination of patents, copyrights, trademarks, service marks, trade secret laws, and contractual restrictions to establish and protect our intellectual property and proprietary rights, which are critical to our success. The steps we take to protect our intellectual property, however, may be inadequate, and various events outside of our control may pose a threat to our intellectual property rights.

We cannot assure you that any patents or trademarks will be issued with respect to our currently pending patent and trademark applications. Our patents and trademarks may be contested, circumvented, or found unenforceable or invalid, and we may not be able to prevent third parties from infringing, diluting, or otherwise violating them. There can be no guarantee that others will not independently develop similar products, duplicate any of our products, or design around our patents. As the development, adoption, and use of generative AI technologies grows, our intellectual property may inadvertently be exposed through the use of such technologies. Further, the laws of some foreign countries may not protect our intellectual property rights to the same extent as the laws of the United States, and effective intellectual property protection and mechanisms may not be available in those jurisdictions.

We also rely in part on trade secrets, proprietary technology, and other confidential information to maintain our competitive position. Although we enter into confidentiality agreements with our employees, service providers, and other actual or potential strategic business partners, these agreements may not be effective in controlling access to and distribution of our platform, or certain other aspects of our trade secrets, proprietary technology, and other confidential information.

To protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights, in the U.S. and internationally, and we may not be able to detect infringement by third parties. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Such litigation could be costly, time consuming, and distracting to management and could result in the impairment or loss of portions of our intellectual property.

Our use of open source software could adversely affect our ability to sell our products.

Our platform incorporates open source software, and we expect to continue to incorporate open source software in our products and platform in the future. There have been claims challenging the use of open source software against companies that incorporate it into their products. If it is alleged that we have not complied with an open source license, we could incur significant legal expenses defending against such allegation.

If we fail to comply with an open source license, we may be required to offer our products that incorporate the open source software for no cost, make available the source code for modifications or derivative works we create based upon, incorporating, or using the open source software, and license such modifications or derivative works under the terms of the open source software. We may also be required to re-engineer our products or platform or to discontinue offering our products. These events may adversely affect our business, results of operations, and financial condition.

In addition to risks related to license requirements, open source licensors generally do not provide warranties or other contractual protections regarding infringement, misappropriation, or other violations, the quality or security of code, or the origin of the software. Many of the risks associated with the use of open source software cannot be eliminated and could adversely affect our business, results of operations, and financial condition. For instance, open source software developers operate outside of our control and open source software may have security vulnerabilities, defects, or errors of which we are not aware. It may take a significant amount of time to address such vulnerabilities, defects, or errors once we are aware of them, which could negatively impact our products and services and result in liability to us, our vendors and service providers.

We may be accused of infringing the intellectual property rights of third parties.

We have in the past and may in the future be accused of infringing, misappropriating, or otherwise violating the intellectual property or other proprietary rights of third parties. Although we seek to comply with the statutory, regulatory, and judicial frameworks and the terms and conditions of statutory licenses, we cannot assure you that we are not infringing or violating any third-party intellectual property rights, or that we will not do so in the future.

The costs of litigation can be considerable, and we cannot assure you that we will achieve a favorable outcome of any such claim. Although we carry insurance, our insurance may not cover potential claims of this type or may not be adequate to cover us for all liability that may be imposed. If any such claim is valid, we may be required to stop using such intellectual property or other proprietary rights and pay damages, which could adversely affect our business. Even if such claims were not valid, defending them could be expensive and distract our management team.

We have agreed to defend, indemnify, and hold harmless certain of our customers and other counterparties from damages and costs arising from the infringement or claimed infringement by our products of third-party intellectual property rights. The scope of these indemnity obligations varies. Even if we are not a party to any litigation between a customer or other counterparty and a third party relating to alleged infringement in relation to our products, an adverse outcome in any such litigation could make it more difficult for us to defend our solutions against intellectual property infringement claims in any subsequent litigation where we are a named party. Any of these results could harm our brand and adversely affect our results of operations.

Risks Relating to Ownership of Our Class A Common Stock

The trading price of our Class A common stock has been and is likely to continue to be volatile, which could cause the value of your investment to decline.

The trading price of our Class A common stock has been and may continue to be highly volatile and could be subject to wide fluctuations. This volatility, as well as general economic, market, industry, and political conditions, and the occurrence of the risks discussed in this risk factor section, could reduce the market price of shares of our Class A common stock despite our operating performance.

In addition, stock markets in general, and the market for technology and fintech companies in particular, have from time to time experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. In the past, stockholders have often instituted securities class action litigation against a company following periods of overall market volatility and volatility in the market price of that company's securities. Securities litigation can result in substantial costs and divert resources and the attention of management. See Part I, Item 3 of this Annual Report on Form 10-K for more information about litigation proceedings.

The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who hold shares of our Class B common stock, including our directors, executive officers, and their affiliates. As a result of the dual class structure of our common stock, the trading price of our Class A common stock may be depressed.

Our Class B common stock has 10 votes per share, and our Class A common stock has one vote per share. Our directors, executive officers, and their affiliates, beneficially own in the aggregate 48% of the voting power of our capital stock as of December 31, 2025. The holders of our Class B common stock collectively continue to control a majority of the combined voting power of our common stock and therefore control all matters submitted to our stockholders for approval and may continue to control such matters until the tenth anniversary of our IPO, when all outstanding shares of Class A common stock and Class B common stock will convert automatically into shares of a single class of common stock.

This concentrated control limits or precludes your ability to influence corporate matters for the foreseeable future, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval. In addition, this concentrated control may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may believe are in your best interest as a stockholder.

Transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, which has had and will continue to have the effect of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. As a result, it is possible that one or more of the persons or entities holding our Class B common stock could gain significant voting control as other holders of Class B common stock sell or otherwise convert their shares into Class A common stock. Our dual class structure may also depress the trading price of our Class A common stock due to negative perceptions by market participants and other stakeholders. Certain index providers have announced restrictions on including companies with multiple-class share structures in certain of their indices. Similarly, several stockholder advisory firms have announced their opposition to the use of multiple-class structures. Any exclusion from indices or criticism of our corporate governance practices by stockholder advisory firms could result in a less active trading market for our Class A common stock.

Our issuance of additional capital stock may dilute your ownership and adversely affect the market price of our Class A common stock.

We expect to issue additional capital stock in the future that will result in dilution to all other stockholders. For example, we could issue shares of our Class A common stock or securities convertible into our Class A common stock or debt or other securities in connection with acquisitions or other strategic transactions or in an attempt to obtain financing or to further increase our capital resources.

Additionally, we expect to grant equity awards to employees and directors under our stock incentive plan. We have granted equity awards to employees and directors under our stock incentive plans in the past, and such grants may dilute your ownership as the equity vests and the RSUs and PSUs are released and the options are exercised. In addition, as of December 31, 2025, we had 8,197,000 option shares outstanding that, if fully vested and exercised, would result in the issuance of an equal number of shares of Class A or Class B common stock, as well as 29,086,000 total shares of Class A or Class B common stock subject to RSU and PSU awards.

Any Class A common stock or securities convertible into shares of our Class A common stock that we issue from time to time will dilute your percentage ownership. In addition, issuing additional shares of our Class A common stock or securities convertible into our Class A common stock or debt or other securities may dilute your economic and voting rights and would likely reduce the market price of our Class A common stock both upon issuance and conversion, in the case of securities convertible into our Class A common stock.

We do not intend to pay dividends on our Class A common stock in the foreseeable future and, consequently, the ability of Class A common stockholders to achieve a return on investment will depend on appreciation in the trading price of our Class A common stock.

We have never declared or paid any cash dividends on our capital stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the operation of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors 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.

Provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current board of directors, and limit the trading price of our Class A common stock.

Provisions in our amended and restated certificate of incorporation and amended and restated bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated certificate of incorporation and amended and restated bylaws include provisions that:

- provide that our board of directors will be classified into three classes of directors with staggered three-year terms;
- permit our board of directors to establish the number of directors and fill any vacancies and newly-created directorships;
- require super-majority voting to amend some provisions in our amended and restated certificate of incorporation and amended and restated bylaws;
- authorize the issuance of “blank check” preferred stock that our board of directors could use to implement a stockholder rights plan;
- provide that only the chairperson of our board of directors, our chief executive officer, or a majority of our board of directors will be authorized to call a special meeting of stockholders;
- provide for a dual class common stock structure where holders of our Class B common stock are able to control the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the outstanding shares of our Class A and Class B common stock, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets;
- prohibit stockholder action by written consent, thereby requiring all stockholder actions to be taken at a meeting of our stockholders;
- provide that the board of directors is expressly authorized to make, alter, or repeal our amended and restated bylaws; and
- contain advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

Moreover, Section 203 of the Delaware General Corporation Law may discourage, delay, or prevent a change in control of our company. Section 203 imposes certain restrictions on mergers, business combinations, and other transactions between us and holders of 15% or more of our common stock.

Our amended and restated bylaws designate state or federal courts located within the State of Delaware as the exclusive forum for certain litigation that may be initiated by our stockholders, potentially limiting stockholders' ability to obtain a favorable judicial forum for disputes with us.

Our amended and restated bylaws provide that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the Court of Chancery of the State of Delaware is the sole and exclusive forum for any state law claims for:

- any derivative action or proceeding brought on our behalf;
- any action asserting a claim of breach of fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders;
- any action asserting a claim arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation, or our amended and restated bylaws; or
- any action asserting a claim that is governed by the internal affairs doctrine (the "Delaware Forum Provision").

The Delaware Forum Provision does not apply to any causes of action arising under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act. Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated bylaws provide that, unless we consent in writing to the selection of an alternative forum, the United States District Court for the District of Delaware shall be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act (the "Federal Forum Provision"), as we are incorporated in the State of Delaware.

In addition, our amended and restated bylaws provide that any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have notice of and consented to the Delaware Forum Provision and the Federal Forum Provision; provided, however, that stockholders cannot and will not be deemed to have waived our compliance with the U.S. federal securities laws and the rules and regulations thereunder.

The Delaware Forum Provision and the Federal Forum Provision in our amended and restated bylaws may impose additional litigation costs on stockholders in pursuing any such claims. Additionally, these forum selection clauses may limit our stockholders' ability to bring a claim in a judicial forum that they find favorable for disputes with us or our directors, officers, or employees, potentially discouraging the filing of lawsuits against us and our directors, officers, and employees, even though an action, if successful, might benefit our stockholders. In addition, while the Delaware Supreme Court ruled in March 2020 that federal forum selection provisions purporting to require claims under the Securities Act be brought in federal court are "facially valid" under Delaware law, there is uncertainty as to whether other courts will enforce our Federal Forum Provision. If the Federal Forum Provision is found to be unenforceable, we may incur additional costs associated with resolving such matters. The Federal Forum Provision may also impose additional litigation costs on stockholders who assert that the provision is not enforceable or invalid. The Court of Chancery of the State of Delaware and the United States District Court for the District of Delaware may also reach different judgments or results than would other courts, including courts where a stockholder considering an action may be located or would otherwise choose to bring the action, and such judgments may be more or less favorable to us than our stockholders.

We cannot guarantee that our share repurchase program will enhance long-term stockholder value. Share repurchases could also affect the trading price of our stock and may reduce working capital.

Our Board of Directors has periodically authorized share repurchase programs for repurchases of shares of our Class A common stock, including most recently the authorization on December 4th, 2025, for the repurchase of up to an aggregate of \$100 million of our Class A common stock (the "December 2025 Share Repurchase Program"). The actual timing, manner, number, and value of shares repurchased under the December 2025 Share Repurchase Program will depend on a number of factors, including the availability

of cash, the market price of our Class A common stock, general market and economic conditions, applicable requirements, and other business considerations. The December 2025 Share Repurchase Program may be suspended, modified, or discontinued at any time and we have no obligation to repurchase any amount of our Class A common stock under the programs. The December 2025 Share Repurchase Program has no set expiration date. We intend to make all repurchases in compliance with applicable regulatory guidelines and to administer the plans in accordance with applicable laws, including Rule 10b-8 of the Exchange Act. Other risks and uncertainties include, among other things, the market price of our stock prevailing from time to time, the nature of other investment opportunities presented to us, our financial performance and our cash flows from operations, and general economic conditions, which could adversely affect our results of operations and cash flows.

General Risk Factors

Unfavorable conditions in the global economy could adversely affect our business and financial results.

Our business, the industry, and our customers' businesses are generally sensitive to macroeconomic conditions. Our net revenue is impacted, to a significant extent, by general economic conditions, their impact on levels of spending by businesses and their customers, and the financial performance of our customers. Supply chain disruption, a global labor shortage, increased inflation, uncertainty in global regulatory and economic conditions, including as a result of uncertainty in global trade from actual and potential tariffs and counter tariffs, and higher interest rates have at times adversely affected our business, results of operations, and business outlook and could create uncertainty as to our and our customers', vendors' and other counterparties' financial results, operations, and business outlook now or in the future. We are unable to predict the impact that these and other macroeconomic factors may have or continue to have on our business and processing volumes, and on our future results of operations.

Weak economic conditions or a significant deterioration in economic conditions could result in a reduced volume of business for our customers and prospective customers, demand for, and use of, our platform, products, and services may decline, and prospective customers could delay adoption or elect not to adopt our platform. If spending by their customers declines, our customers could process fewer payments with us or, if our customers cease to operate, they would stop using our platform, products, and services altogether. Moreover, if the financial condition of a customer deteriorates significantly or a customer becomes subject to a bankruptcy proceeding, we may not be able to recover amounts due to us from the customer.

Weak economic conditions may make it more difficult to collect on outstanding accounts receivable. The global credit and financial markets have from time to time experienced extreme volatility and disruptions, including severely diminished liquidity and credit availability, rising interest and inflation rates, declines in consumer confidence, declines in economic growth, increases in unemployment rates, and uncertainty about economic stability.

Our business is subject to the risks of earthquakes, fire, floods, pandemics, and other natural catastrophic events, and to interruption by man-made issues such as power disruptions and strikes.

Our systems and operations are vulnerable to damage or interruption from earthquakes, fires, floods, power losses, telecommunications failures, strikes, health pandemics, such as the COVID-19 pandemic, and similar events. For example, our principal executive office is located in the San Francisco Bay Area, a region known for seismic activity and wildfires, and a significant natural disaster in that area or any other location in which we have offices or facilities or employees working remotely, such as an earthquake, fire, or flood, could have a material adverse effect on our business, results of operations financial condition, and future prospects. Our insurance coverage may be insufficient to compensate us for the losses that may occur. In addition, strikes, wars, terrorism, and other geopolitical unrest could cause disruptions in our business and lead to interruptions, delays, or loss of critical data. If a natural disaster, power outage, connectivity issue, or other event occurs that impacts our employees' ability to work remotely, our business and results of operations could be adversely affected. We may not have sufficient protection or recovery plans in certain circumstances, such as a significant natural disaster, and our business interruption insurance may be insufficient to compensate us for losses that may occur.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Our industry is subject to various cybersecurity risks that could adversely affect our business, financial condition, and results of operations. While we have not, as of the date of this Annual Report on Form 10-K, experienced a cybersecurity threat or incident that resulted in a material adverse impact to our business or operations, there can be no guarantee that we will not experience such an incident in the future. See Item 1A, "Risk Factors," in this Annual Report on Form 10-K for additional information regarding the risks related to cybersecurity threats.

Our Chief Information Security Officer ("CISO") is responsible for Marqeta's information security posture and cybersecurity program. We believe our CISO is qualified to assess and manage our material risks from cybersecurity threats based on over 15 years of cybersecurity and risk management expertise as a security and risk management leader at various public and private companies and as a cyber threat intelligence analyst for a branch of the United States military. Our CISO oversees a team of cybersecurity professionals in areas including Governance, Risk, and Compliance, Product and Infrastructure Security, Security Operations, Business Continuity, Crisis Management, Business Technology, and Identity Security.

Our cybersecurity program is designed to align with certain industry standards and best practices, such as ISO 27001 and the National Institute of Standards and Technology Cybersecurity Framework. We have a Cyber Incident Response Plan which defines roles and responsibilities in the event of a cybersecurity incident, as well as the processes for keeping the CISO, senior management, and the board of directors informed about the prevention, detection, mitigation, and remediation of cybersecurity incidents.

Our board of directors administers its cybersecurity risk oversight function directly as a whole, as well as through the audit committee. Our CISO provides quarterly and as-needed briefings to the audit committee regarding cybersecurity risks and activities, including any recent cybersecurity incidents and related responses, cybersecurity program health, and activities of third-party consultants. Our audit committee provides quarterly and as-needed updates to the board of directors on such reports and management provides annual and as-needed updates to the board of directors regarding our cybersecurity program.

We have policies and processes in place for assessing, identifying, and managing material cybersecurity risks, and integrate these processes into our overall risk management systems. We conduct periodic assessments to identify reasonably foreseeable internal and external cybersecurity risks, the criticality of such risks, and the sufficiency of existing policies, procedures, systems, and safeguards in place to manage such risks.

We develop risk-informed strategies, policies, standards, and action plans to minimize identified risks and reasonably address identified gaps in existing safeguards. These safeguards include vulnerability management, shift-left secure product design, data encryption, endpoint security, network security, limiting and authorizing access controls, and multi-factor authentication for access to systems with data. We also employ limited system monitoring, logging, and alerting to retain and analyze the security state of our corporate and production infrastructure. As part of our overall risk management system, all employees are required to complete annual cybersecurity training and relevant employees are trained at least annually on applicable safeguards.

We periodically engage consultants in connection with our risk management processes to help us design and implement our cybersecurity policies, procedures, and controls, as well as to monitor and test our safeguards. We manage third party service providers using a risk-based approach intended to determine if the relevant third parties have the ability to implement and maintain appropriate security measures, consistent with all applicable laws, to implement and maintain reasonable security measures in connection with their work with us, and to promptly report any suspected breach of their security measures that may affect our business.

The maturation and scaling of our cybersecurity program is ongoing and despite our investments in our cybersecurity program, there will always be residual risk and the potential for control failure or bypass by a determined cyber threat actor.

Item 2. Properties

Our principal executive office is located in Oakland, California, under a lease agreement expiring in 2028. We also lease additional facilities in London, United Kingdom, Warsaw, Poland, Sliema, Malta, and Queensway, Gibraltar. We believe that our existing facilities are suitable to support our current and near-term operational needs.

Item 3. Legal Proceedings

From time to time, we may be subject to legal proceedings and claims arising in the ordinary course of business. We are currently involved in the following matter:

On December 9, 2024, a putative securities class action lawsuit, captioned *Wai v. Marqeta, Inc., et al.*, Case No. 24-cv-08874 (N.D. Cal.), was filed in federal court in the Northern District of California (“Court”) against the Company and certain of its current and former officers (“Defendants”) alleging violations of federal securities laws. The lawsuit asserts that during the putative class period of between August 7, 2024 and November 4, 2024, Defendants made false or misleading statements relating to the Company’s performance or revenue and gross profit expectations in violation of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder.

On December 10, 2024, a second putative securities class action lawsuit, captioned *Ford v. Marqeta, Inc., et al.*, Case No. 24-cv-08892 (N.D. Cal.), was filed in the same Court against the same Defendants alleging violations of the same federal securities laws. The second lawsuit asserts similar theories of liability as the first lawsuit but alleges a broader putative class period of between May 7, 2024 and November 4, 2024 and some additional and/or different allegations on which the claims are based. Both lawsuits (collectively, the “Securities Actions”) seek to recover damages on behalf of shareholders who acquired shares of the Company’s common stock during their respective putative class periods. The Securities Actions have been consolidated into one consolidated securities litigation captioned *In re Marqeta, Inc. Securities Litigation*, Case No. 24-08874-YGR (N.D. Cal) and the Court has appointed a lead plaintiff and lead plaintiff’s counsel in the matter. On April 10, 2025, the lead plaintiff filed a consolidated amended complaint, which alleges a putative class period of between February 28, 2024 and November 4, 2024. We and the other Defendants filed a motion to dismiss the consolidated amended complaint on May 15, 2025.

On November 3, 2025, a settlement was reached, in principle, with the lead plaintiff’s counsel to resolve the Securities Actions for payments totaling \$13.0 million, subject to further documentation and judicial approvals. The Company’s Directors and Officers insurance policy includes a \$5.0 million self-insured retention that applies to covered losses related to the Securities Actions, including legal defense fees and settlement payments. If finalized, the settlement will be funded by insurance less the self-insured retention.

On February 4, 2025, a putative shareholder derivative lawsuit, captioned *Smith v. Khalaf, et al.*, Case No. 25-cv-01174 (N.D. Cal.), was filed in the same Court against certain of the Company’s current and former officers and its Board of Directors (as then constituted), and named the Company as a nominal defendant. This lawsuit asserts claims for breach of fiduciary duties and violations of federal securities laws, among other claims, between the time period of May 7, 2024 and November 4, 2024 under similar theories as the Securities Actions. Two other substantially similar putative shareholder derivative lawsuit, captioned *Ojserkis v. Khalaf, et al.*, Case No. 25-cv-01883 (N.D. Cal.) and *Preciado v. Khalaf, et al.*, Case No. 3:25-cv-02100 (N.D. Cal.) were filed on February 21, 2025 and February 27, 2025, respectively. All three putative shareholder derivative suits have been consolidated into one lawsuit captioned *In re Marqeta, Inc. Derivative Litigation*, Case No. 4:25-cv-01174-YGR (N.D. Cal). The consolidated derivative action is currently stayed pending developments in the consolidated Securities Actions.

Given the inherent uncertainty of litigation, the Company cannot reasonably estimate the likelihood of an unfavorable outcome or the amount or range of any potential loss.

Item 4. Mine Safety

Not applicable.

PART II

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

Market Information for Common Stock

Our Class A common stock trades on the Nasdaq Global Select Market under the symbol "MQ." There is no public trading market for our Class B common stock.

Stockholders

As of February 20, 2026, we had 29 holders of record of our Class A common stock and 34 holders of record of our Class B common stock. Because many of the shares of our Class A common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial owners of our Class A common stock represented by the record holders.

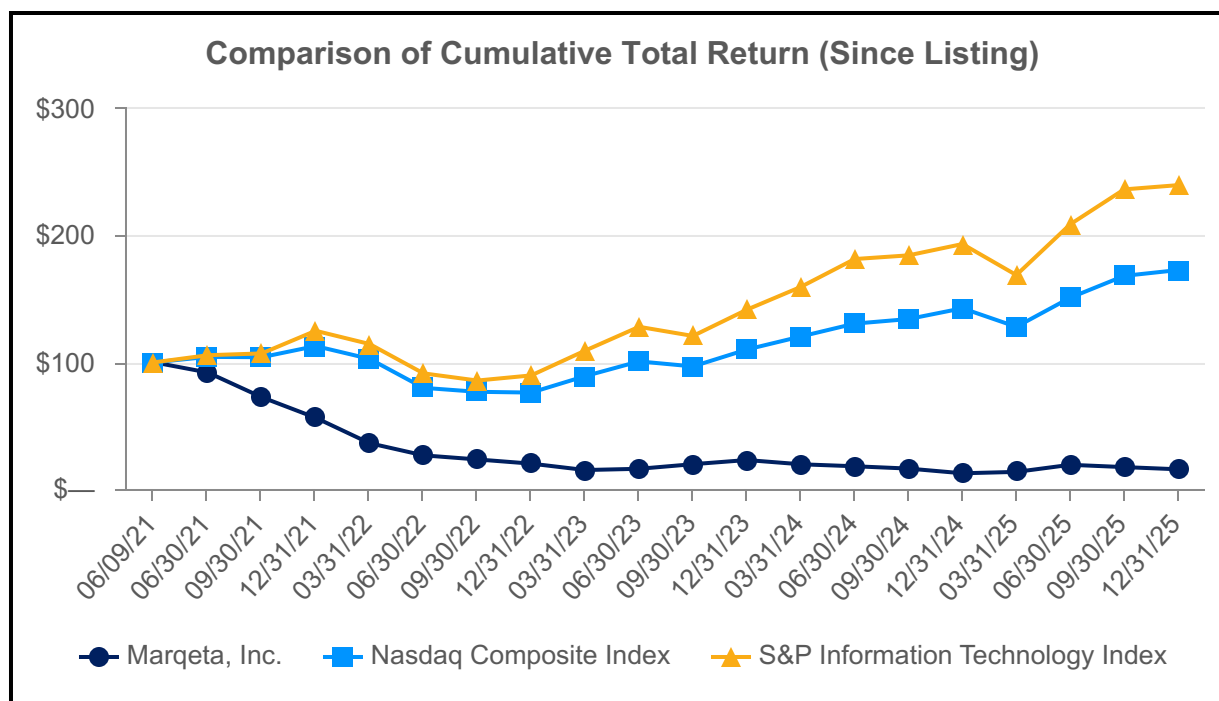
Dividend Policy

We have not declared or paid any cash dividend 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, any contractual restrictions, general business conditions, and other factors that our board of directors may deem relevant.

Stock Performance Graph

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

The following stock performance graph depicts the cumulative total return on our Class A common stock relative to the cumulative total returns of the Nasdaq Composite Index and the S&P Information Technology Index during each monthly period from June 9, 2021 (the date our Class A common stock began trading on the Nasdaq Global Select Market) through December 31, 2025. All values assume a \$100 initial investment and reinvestment of dividends. The returns shown are based on historical results and are not intended to be indicative of future performance.



Purchase of Equity Securities by the Issuer

The following table contains information relating to the repurchases of our common stock made by us in the three months ended December 31, 2025 (in thousands, except per share amounts):

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ^{(1) (2)}	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs ^{(1) (2)}
October 1 - October 31, 2025	9,245	\$ 4.73	9,245	\$ 43,891
November 1 - November 30, 2025	9,189	\$ 4.77	9,189	\$ 17
December 1 - December 31, 2025	1,733	\$ 4.89	1,733	\$ 91,544
Total	<u>20,167</u>		<u>20,167</u>	

⁽¹⁾ On February 25, 2025, our Board of Directors authorized a new share repurchase program of up to \$300 million of our Class A common stock (the “February 2025 Share Repurchase Program”). Under the February 2025 Share Repurchase Program, we were authorized to repurchase shares through open market purchases, in privately negotiated transactions, or by other means, in accordance with applicable federal securities laws, including through trading plans under Rule 10b5-1 of the Exchange Act. Repurchase decisions were based on general business and market conditions, and other factors, including legal requirements. Repurchases under the February 2025 Share Repurchase Program were completed as of December 31, 2025.

⁽²⁾ On December 4, 2025, our Board of Directors authorized an additional share repurchase program of up to \$100 million of the Company’s Class A common stock (the “December 2025 Share Repurchase Program”). Under the December 2025 Share Repurchase Program, we are authorized to repurchase shares through open market purchases, in privately negotiated transactions, or by other means, in accordance with applicable federal securities laws, including through trading plans under Rule 10b5-1 of the Exchange Act. The number of shares repurchased and the timing of purchases are based on general business and market conditions, and other factors, including legal requirements. The December 2025 Share Repurchase Program has no set expiration date.

Item 6. Reserved

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

This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. As discussed in the section titled "Note About Forward Looking Statements," our actual results may differ materially from those discussed in these forward-looking statements as a result of various factors, including those set forth under the section titled "Risk Factors" under Part I, Item 1A. You should read the following discussion and analysis of our financial condition and results of operations together with our Audited Consolidated Financial Statements and the related notes included elsewhere in this Annual Report on Form 10-K.

A discussion regarding our liquidity, financial condition, and results of operations for the fiscal year ended December 31, 2025 compared to the fiscal year ended December 31, 2024 is presented below. A discussion regarding our liquidity, financial condition, and results of operations for the fiscal year ended December 31, 2024 compared to the fiscal year ended December 31, 2023 can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 filed with the SEC on February 26, 2025, which is hereby incorporated by reference.

Overview

Marqeta's mission is modernizing financial services by making the entire payment experience native and delightful. Marqeta's modern platform empowers our customers to create customized and innovative payment card programs with configurability and flexibility. Marqeta's open APIs provide instant access to highly scalable, cloud-based payment infrastructure that enables customers to embed the payments experience into apps or websites for a personalized user experience. Customers can launch and manage their own card programs, issue cards, and authorize and settle payment transactions quickly using our platform. We also deliver robust bank, network, and card program management and value added services, allowing our customers to embed Marqeta in their offering without having to build certain complex compliance elements or customer support services.

Marqeta's innovative products are developed with deep domain expertise and a customer-first mindset to launch, scale, and manage card programs. Marqeta provides the following offerings based on a customer's desired level of control and responsibility:

- **Processing:** Marqeta provides all of its customers with issuer processor services as our core offering. Payment processing provides customers with access to the Marqeta dashboard via our APIs and webhooks, our JIT Funding feature, and assists with certain configuration elements that enable customers to use the platform independently.
- **Bank and Network Management:** Marqeta provides a service option to connect customers to an Issuing Bank partner to act as the BIN sponsor for the customer's card program, define and manage a number of the primary tasks related to launching a card program, and can provide a full range of services including configuring many of the critical resources required by a customer's production environment and managing the applicable regulations and the Issuing Bank. In addition, Marqeta provides another service offering to manage compliance with applicable Card Network rules.
- **Program Management:** Marqeta provides additional program management services that are required as part of a card program, including chargebacks and dispute resolution, reconciliation, and card fulfillment.
- **Value Added Services:** Marqeta provides value added services that provide a more seamless experience for our customers, which include tokenization, real-time decisioning and fraud management, digital banking, and other customer experience services.

See the section titled "Business" under Part I, Item 1 of this Annual Report on Form 10-K for further discussion of our business and products.

Impact of Macroeconomic Factors

We are unable to predict the impact macroeconomic factors, including various geopolitical conflicts, uncertainty related to global elections, changes in inflation and interest rates, and uncertainty in global regulatory and economic conditions, including as a result of uncertainty in global trade from potential

tariffs and counter tariffs, will have on our processing volumes and on our future results of operations. A deterioration in macroeconomic conditions could increase the risk of lower consumer spending, including discretionary spending, consumer and merchant bankruptcy, insolvency, business failure, higher credit losses, foreign currency fluctuations, or other business interruption, which may adversely impact our business. We continue to monitor these situations and may take actions that alter our operations and business practices as may be required by federal, state, or local authorities or that we determine are in the best interests of our customers, vendors, and employees. See the section titled “Risk Factors” under Part I, Item 1A of this Annual Report on Form 10-K for further discussion of the possible impact of these macroeconomic factors on our business.

Key Operating Metrics and Non-GAAP Financial Measures

We review a number of operating and financial metrics, including the key operating metric set forth below, to help us evaluate our business and growth trends, establish budgets, evaluate the effectiveness of our investments, and assess operational efficiencies. In addition to the results determined in accordance with GAAP, the following table sets forth a key operating metric and non-GAAP financial measures that we consider useful in evaluating our operating performance:

	Year Ended December 31,		
	2025	2024	2023
Total Processing Volume (TPV) (in millions)	\$ 382,513	\$ 291,105	\$ 222,264
Net revenue (in thousands)	\$ 624,884	\$ 506,995	\$ 676,171
Gross profit (in thousands)	\$ 437,272	\$ 351,849	\$ 329,514
Gross margin	70 %	69 %	49 %
Net (loss) income (in thousands)	\$ (13,925)	\$ 27,287	\$ (222,962)
Net (loss) income margin	(2)%	5 %	(33)%
Total operating expenses (in thousands)	\$ 483,702	\$ 376,315	\$ 612,529
Non-GAAP Measures:			
Adjusted EBITDA (in thousands)	\$ 109,578	\$ 29,093	\$ (2,290)
Adjusted EBITDA margin	18 %	6 %	— %
Adjusted operating expenses (in thousands)	\$ 327,694	\$ 322,756	\$ 331,804

Total Processing Volume (“TPV”) - TPV represents the total dollar amount of payments processed through our platform, net of returns and chargebacks. We believe that TPV is a key operating metric and a principal indicator of the market adoption of our platform, growth of our brand, growth of our customers' businesses and scale of our business.

Adjusted EBITDA - Adjusted EBITDA is a non-GAAP financial measure that is calculated as Net (loss) income adjusted to exclude depreciation and amortization; share-based compensation expense; executive chairman long-term performance award; payroll tax related to share-based compensation; restructuring and other one-time costs; acquisition related expenses which consist of due diligence costs, transaction costs and integration costs related to potential or successful acquisitions and cash and non-cash postcombination compensation expenses; non-recurring litigation expense; income tax expense (benefit); and other income, net, which consists primarily of interest income from our short-term investments and cash deposits, impairment of financial instruments and realized foreign currency gains and losses. We believe that Adjusted EBITDA is an important measure of operating performance because it allows management and our Board of Directors to evaluate and compare our core operating results, including our operating efficiencies, from period to period. Additionally, we utilize Adjusted EBITDA as an input into our calculation of our annual employee bonus plans and performance-based restricted stock units. See the section below titled “Use of Non-GAAP Financial Measures” for a discussion of the use of non-GAAP measures, a change in presentation, and a reconciliation of Net (loss) income to Adjusted EBITDA.

Adjusted EBITDA Margin - Adjusted EBITDA Margin is a non-GAAP financial measure that is calculated as Adjusted EBITDA divided by Net revenue. This measure is used by management and our Board of Directors to evaluate our operating efficiency. See the section below titled “Use of Non-GAAP Financial Measures” for a discussion of the use of non-GAAP measures and a reconciliation of Net (loss) income to Adjusted EBITDA Margin.

Adjusted operating expenses - Adjusted operating expenses is a non-GAAP financial measure that is calculated as Total operating expenses adjusted to exclude depreciation and amortization; share-based compensation expense; executive chairman long-term performance award; payroll tax related to share-based compensation; restructuring and other one-time costs; non-recurring litigation expense; and acquisition-related expenses which consists of due diligence costs, transaction cost and integration costs related to potential or successful acquisitions, and cash and non-cash postcombination compensation expenses. We believe that adjusted operating expenses is an important measure of operating performance because it allows management and our board of directors to evaluate and compare our core operating results, including our operating efficiencies, from period to period. See the section below titled “Use of Non-GAAP Financial Measures” for a discussion of the use of non-GAAP measures, a change in presentation, and a reconciliation of total operation expenses to adjusted operating expenses.

Components of Results of Operations

Net Revenue

We have two components of net revenue: platform services revenue, net and other services revenue.

Platform services revenue, net. Platform services revenue includes Interchange Fees, net of Revenue Share and other service-level payments to customers, and Card Network and Issuing Bank costs for certain customer arrangements where the Company is an agent in the delivery of services to the customer. Platform services revenue also includes processing and other fees. “Interchange Fees” are transaction-based and volume-based fees set by a Card Network and paid by a merchant bank to the Issuing Bank that issued the payment card used to purchase goods or services from a merchant. We earn Interchange Fees on card transactions we process for our customers and the fees are based on a percentage of the transaction amount plus a fixed amount per transaction. Interchange Fees are recognized when the associated transactions are settled.

Revenue Share payments are incentives to our customers to increase their processing volumes on our platform. Revenue Share is generally computed as a percentage of the Interchange Fees earned or processing volume and is paid to our customers monthly. Revenue Share payments are recorded as a reduction to net revenue. Generally, as customers' processing volumes increase, the rates at which we share revenue increase.

Processing and other fees are priced as either a percentage of processing volume or on a fee per transaction basis and are earned, for example, when payment cards are used at automated teller machines or to make cross-border purchases. Minimum processing fees, where customers' processing volumes fall below certain thresholds, as well as transaction fees for utilizing other value-added services and program management features, are also included in processing and other fees.

We recognize revenue when the promised services are complete, and our performance obligations are satisfied. Platform services are considered complete when we have authorized the transaction, validated that the transaction has no errors, and accepted and posted the data to our records.

Other services revenue. Other services revenue primarily consists of revenue earned for card fulfillment services. Card fulfillment fees are generally billed to customers upon ordering card inventory and recognized as revenue when the cards are shipped to the customers.

Costs of Revenue

Costs of revenue consist of Card Network fees, Issuing Bank fees, and card fulfillment costs for customer arrangements where we are the principal in providing services to the customer and excludes depreciation and amortization, which is reported separately within the Consolidated Statements of Operations and Comprehensive (Loss) Income. Card Network fees are equal to a specified percentage of processing volume or a fixed amount per transaction routed through the respective Card Network. Issuing Bank fees compensate our Issuing Banks for issuing cards to our customers and sponsoring our card programs with the Card Networks and are typically equal to a specified percentage of processing volume or a fixed

amount per transaction. Card fulfillment costs include physical cards, packaging, and other fulfillment costs.

We have marketing and incentive arrangements with Card Networks, that provide us with monetary incentives for establishing customer card programs with and routing transaction volume through the respective Card Networks. These incentives are typically calculated as a percentage of the processed transaction volume or the number of transactions routed through the Card Network. We account for these incentives as a reduction of Card Network fees within Costs of Revenue in customer arrangements where we act as the principal. As processing volumes increase, we earn a higher cumulative incentive rate, subject to achieving specific cumulative volume thresholds within an annual measurement period. For certain incentive arrangements, the annual measurement period may not align with our fiscal year.

Prior to the second quarter of fiscal year 2025, we recognized network incentives in the period when cumulative transaction volume thresholds were met, due to insufficient data to reliably estimate the amount of incentives Card Networks would ultimately earn over the respective annual period. This approach resulted in fluctuations in Card Network incentives, particularly when thresholds were reached, as higher incentive rates were applied retroactively to the entire annual measurement period. Historically, we have earned the highest incentive rates in the first quarter of our fiscal year, when annual measurement periods are nearing completion and higher cumulative transaction volume thresholds are achieved. Conversely, the second quarter generally reflected the lowest incentive rates, as the annual measurement periods and cumulative transaction volume thresholds reset to lower levels.

Effective in the second quarter of fiscal year 2025, we revised our accounting policy for estimating and recognizing network incentives. We now estimate and recognize network incentives based on the cumulative incentive rate we expect to earn over the annual measurement period. We estimate the cumulative incentive rates based on our forecasts for the annual measurement periods, which incorporates both historical experience and our expectations of future events, in addition to other qualitative considerations. The estimated cumulative incentive rates are applied to the volume and/or number of transactions processed during the reporting period to calculate the quarterly network incentives recognized. As a result of this policy revision, the Card Network incentives recognized during the year ended December 31, 2025 were \$1.5 million higher compared to the amount that would have been recognized under the previous policy.

Operating Expenses (Benefit)

Compensation and Benefits. Compensation and benefits consist primarily of salaries, employee benefits, severance and other termination benefits, incentive compensation, contractors' cost, and share-based compensation.

Technology. Technology consists primarily of third-party hosting fees, software licenses, and hardware purchases below our capitalization threshold, and support and maintenance costs.

Professional Services. Professional services consist primarily of consulting, legal, audit, and recruiting fees.

Occupancy. Occupancy consists primarily of rent expense, repairs, maintenance, and other building related costs.

Depreciation and Amortization. Depreciation and amortization consist primarily of depreciation of our fixed assets and amortization of capitalized internal-use software and developed technology intangible assets.

Marketing and Advertising. Marketing and advertising consist primarily of costs of general marketing and promotional activities.

Other Operating Expenses. Other operating expenses consist primarily of insurance costs, indemnification costs, travel-related expenses, indirect state and local taxes, and other general office expenses.

Executive Chairman Long-Term Performance Award. Executive Chairman Long-Term Performance Award consists of share-based compensation related to the Executive Chairman's Long-Term Performance Award, including the impact of forfeiture. The Executive Chairman Long-Term Performance Award was forfeited in fiscal year 2024 as a result of the Company's Executive Chairman transitioning to a non-employee director role on the Board of Directors.

Other Income, net

Other income, net consists primarily of interest income from our short-term investments and cash deposits, and realized foreign currency gains and losses.

Income Tax Expense (Benefit)

Income tax expense (benefit) consists of U.S. federal and state income taxes, and income taxes related to certain foreign jurisdictions. We maintain a full valuation allowance against our U.S. federal and state net deferred tax assets as we have concluded that it is not more likely than not that we will realize our net deferred tax assets.

In July 2025, the One Big Beautiful Bill Act (H.R. 1, the “Tax Act”) was signed into law, reinstating certain provisions from the 2017 Tax Cuts and Jobs Act, including 100% bonus depreciation under Section 168(k) and immediate expensing of U.S.-based research costs under Section 174. Due to the full valuation allowance on our deferred tax assets, the Tax Act did not have a material impact on our overall tax expense or effective tax rate for the year ended December 31, 2025.

Results of Operations

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

<i>(dollars in thousands)</i>	Year Ended December 31,		
	2025	2024	2023
Net revenue	\$ 624,884	\$ 506,995	\$ 676,171
Costs of revenue	187,612	155,146	346,657
Gross profit	437,272	351,849	329,514
Operating expenses (benefit):			
Compensation and benefits	340,419	397,595	446,381
Technology	65,005	60,059	55,612
Professional services	21,879	20,057	21,679
Occupancy	3,766	5,995	4,361
Depreciation and amortization	27,163	17,460	10,741
Marketing and advertising	5,073	2,986	2,566
Other operating expenses	20,397	16,780	17,975
Executive chairman long-term performance award	—	(144,617)	53,214
Total operating expenses	483,702	376,315	612,529
Loss from operations	(46,430)	(24,466)	(283,015)
Other income, net	33,101	52,546	52,440
(Loss) income before income tax expense (benefit)	(13,329)	28,080	(230,575)
Income tax expense (benefit)	596	793	(7,613)
Net (loss) income	\$ (13,925)	\$ 27,287	\$ (222,962)

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

Net Revenue

<i>(dollars in thousands)</i>	Year Ended December 31,		\$ Change	% Change
	2025	2024		
Net revenue:				
Total platform services, net	\$ 594,137	\$ 481,665	\$ 112,472	23 %
Other services	30,747	25,330	5,417	21 %
Total net revenue	<u>\$ 624,884</u>	<u>\$ 506,995</u>	<u>\$ 117,889</u>	23 %
Total Processing Volume (TPV) (in millions)	<u>\$ 382,513</u>	<u>\$ 291,105</u>	<u>\$ 91,408</u>	31 %

Total platform services, net revenue increased by \$112.5 million, or 23%, for the year ended December 31, 2025 compared to the year ended December 31, 2024. The overall increase in platform services revenue was primarily driven by a 31% increase in TPV, partially offset by unfavorable shifts in our card program mix, particularly the expansion of programs where we provide processing services with minimal or no program management services.

Other services revenue increased \$5.4 million, or 21%, for the year ended December 31, 2025 compared to the year ended December 31, 2024. This growth was driven by a rise in card-related fulfillment activities, reflecting an overall increase in customer card shipments compared to the prior year.

The increase in TPV was driven by strong performance across all of our major use cases, particularly financial services, lending, including buy-now-pay later, and expense management. TPV from our top five customers, as determined by their individual processing volume in each respective period, grew 21% for the year ended December 31, 2025 compared to the year ended December 31, 2024. TPV from all other customers increased 69% over the same period. Note that the composition of the top five customers may differ between the two periods.

Costs of Revenue and Gross Margin

<i>(dollars in thousands)</i>	Year Ended December 31,		\$ Change	% Change
	2025	2024		
Costs of revenue:				
Card Network fees, net	\$ 147,498	\$ 123,332	\$ 24,166	20 %
Issuing Bank fees	17,692	13,408	4,284	32 %
Other	22,422	18,406	4,016	22 %
Total costs of revenue	<u>\$ 187,612</u>	<u>\$ 155,146</u>	<u>\$ 32,466</u>	21 %
Gross profit	<u>\$ 437,272</u>	<u>\$ 351,849</u>	<u>\$ 85,423</u>	24 %
Gross margin	70 %	69 %		

Costs of revenue increased by \$32.5 million, or 21%, for the year ended December 31, 2025 compared to the year ended December 31, 2024, primarily driven by higher Card Network and Issuing Bank fees related to the 31% growth in TPV. This increase was partially offset by \$1.5 million of higher network incentives recognized in 2025 due to the revised accounting policy for estimating incentives as Card Network fees are presented net of monetary incentives received from Card Networks.

Gross profit increased by \$85.4 million, or 24%, for the year ended December 31, 2025 compared to the year ended December 31, 2024, as net revenue growth outpaced the increase in costs of revenue. As a result, gross margin improved to 70% during the year ended December 31, 2025 from 69% in the prior year.

Operating Expenses (Benefit)

<i>(dollars in thousands)</i>	Year Ended December 31,		\$ Change	% Change
	2025	2024		
Operating expenses (benefit):				
Salaries, bonus, benefits, and payroll taxes	\$ 235,631	\$ 261,033	\$ (25,402)	(10)%
Share-based compensation	104,788	136,562	(31,774)	(23)%
Total compensation and benefits	340,419	397,595	(57,176)	(14)%
<i>Percentage of net revenue</i>	54 %	78 %		
Technology	65,005	60,059	4,946	8 %
<i>Percentage of net revenue</i>	10 %	12 %		
Professional services	21,879	20,057	1,822	9 %
<i>Percentage of net revenue</i>	4 %	4 %		
Occupancy	3,766	5,995	(2,229)	(37)%
<i>Percentage of net revenue</i>	1 %	1 %		
Depreciation and amortization	27,163	17,460	9,703	56 %
<i>Percentage of net revenue</i>	4 %	3 %		
Marketing and advertising	5,073	2,986	2,087	70 %
<i>Percentage of net revenue</i>	1 %	1 %		
Other operating expenses	20,397	16,780	3,617	22 %
<i>Percentage of net revenue</i>	3 %	3 %		
<i>Executive chairman long-term performance award</i>	—	(144,617)	144,617	(100)%
<i>Percentage of net revenue</i>	—	(29)%		
Total operating expenses	<u>\$ 483,702</u>	<u>\$ 376,315</u>	<u>\$ 107,387</u>	29 %
<i>Percentage of net revenue</i>	77%	74%		

Salaries, bonus, benefits, and payroll taxes decreased by \$25.4 million, or 10%, for the year ended December 31, 2025 compared to the year ended December 31, 2024. This decrease was primarily driven by lower year-over-year post-combination compensation expenses for former Power Finance employees and higher capitalization of salaries, bonus, and benefits costs associated with internal-use software development activities during 2025. These savings were partially offset by an increase in year-over-year bonus expense and severance and one-time retention bonuses awarded to certain key employees during the year ended December 31, 2025 for which there were no comparable expenses in 2024.

Share-based compensation decreased by \$31.8 million, or 23%, for the year ended December 31, 2025 compared to the year ended December 31, 2024. This decrease was mainly due to higher year-over-year forfeitures of stock based awards, including those related to the departure of our former CEO in the first quarter of 2025, as well as the full vesting of older stock option grants outpacing the expense from newer restricted stock unit awards.

Technology expenses increased by \$4.9 million, or 8%, for the year ended December 31, 2025 compared to the year ended December 31, 2024. This increase was mainly driven by higher software license and hosting costs to support system and tool implementations amid ongoing business growth.

Professional services expenses increased by \$1.8 million, or 9%, for the year ended December 31, 2025 compared to the year ended December 31, 2024. This increase was primarily due to an increase in administrative consulting services.

Occupancy expense decreased by \$2.2 million, or 37%, for the year ended December 31, 2025 compared to the year ended December 31, 2024. The decrease primarily resulted from a non-recurring impairment charge related to the right-of-use assets for our Oakland office recorded in the fourth quarter of 2024, with no comparable charge in 2025, as well as lower ongoing lease costs resulting from the downsizing of our operating lease footprint.

Depreciation and amortization increased by \$9.7 million, or 56%, for the year ended December 31, 2025 compared to the year ended December 31, 2024. The increase was primarily driven by higher amortization of internally developed software as additional projects were capitalized and placed into service during the year ended December 31, 2025. To a lesser extent, amortization of the customer relationships intangible asset acquired from the TransactPay acquisition, which started in the third quarter of 2025, contributed to the increase.

Marketing and advertising expenses increased by \$2.1 million, or 70%, for the year ended December 31, 2025 compared to the year ended December 31, 2024, which was driven by our continued investment in brand awareness and customer acquisition initiatives to support business growth.

Other operating expenses increased by \$3.6 million, or 22%, for the year ended December 31, 2025 compared to the year ended December 31, 2024. The increase was primarily due to legal contingency expense recognized during the year ended December 31, 2025 in connection with the Securities Actions.

The executive chairman long-term performance award decreased by 100% for the year ended December 31, 2025 compared to December 31, 2024 due to the forfeiture in the second quarter of 2024 following the Executive Chairman's transition to a non-employee director role on the Board of Directors.

Other Income, Net

<i>(dollars in thousands)</i>	Year Ended December 31,		\$ Change	% Change
	2025	2024		
Other income, net	\$ 33,101	\$ 52,546	\$ (19,445)	(37)%
Percentage of net revenue	5 %	10 %		

Other income, net decreased by \$19.4 million, or 37% for the year ended December 31, 2025 compared to the year ended December 31, 2024. This decrease was primarily driven by lower interest income on our short-term investment portfolio and cash balances, reflecting lower average balances primarily due to \$391.4 million of share repurchases completed during the year ended December 31, 2025, as well as lower average yields during the year ended December 31, 2025 compared to the prior year.

Income Tax Expense (Benefit)

Income tax expense decreased by \$0.2 million or 25% for the year ended December 31, 2025 compared to the year ended December 31, 2024 primarily due to an increase in research and development tax credits generated in Canada.

Customer Concentration

We generated 45% and 47% of our net revenue from our largest customer, Block, during the years ended December 31, 2025 and 2024, respectively.

Use of Non-GAAP Financial Measures

Our non-GAAP measures have limitations as analytical tools and you should not consider them in isolation. These non-GAAP measures should not be viewed as a substitute for, or superior to, measures prepared in accordance with GAAP. In evaluating these non-GAAP measures, you should be aware that in the future we will incur expenses similar to the adjustments in the presentation of our non-GAAP measures set forth under “Key Operating Metric and Non-GAAP Financial Measures”. There are a number of limitations related to the use of these non-GAAP measures versus their most directly comparable GAAP measures, including the following:

- other companies, including companies in our industry, may calculate adjusted EBITDA and operating expenses differently than how we calculate these measures or not at all; limiting their usefulness as comparative measures;
- although depreciation and amortization are non-cash charges, the assets being depreciated or amortized may require future replacement, and adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditures; and
- adjusted EBITDA does not reflect the effect of income taxes that may represent a reduction in cash available to us.

We encourage investors to review the related GAAP financial measures and the reconciliation of the non-GAAP financial measures to their most directly comparable GAAP financial measures.

A reconciliation of Net (loss) income to adjusted EBITDA and GAAP operating expenses to Adjusted operating expenses for the periods presented is as follows:

	Year Ended December 31,		
	2025	2024	2023
<i>(dollars in thousands)</i>			
Net revenue	\$ 624,884	\$ 506,995	\$ 676,171
Net (loss) income	\$ (13,925)	\$ 27,287	\$ (222,962)
Net (loss) income margin	(2)%	5 %	(33)%
Total operating expenses	\$ 483,702	\$ 376,315	\$ 612,529
Net (loss) income	\$ (13,925)	\$ 27,287	\$ (222,962)
Share-based compensation expense ⁽¹⁾	104,788	136,562	130,416
Depreciation and amortization expense	27,163	17,460	10,741
Acquisition-related expenses ⁽²⁾	9,437	41,584	75,473
Restructuring and other one-time costs ⁽³⁾	7,840	—	8,670
Non-recurring litigation expense ⁽⁴⁾	4,297	—	—
Payroll tax expense related to share-based compensation	2,483	2,570	2,211
Executive chairman long-term performance award	—	(144,617)	53,214
Other income, net	(33,101)	(52,546)	(52,440)
Income tax expense (benefit)	596	793	(7,613)
Adjusted EBITDA	<u>\$ 109,578</u>	<u>\$ 29,093</u>	<u>\$ (2,290)</u>
Adjusted EBITDA Margin	18 %	6 %	— %
Total operating expenses	\$ 483,702	\$ 376,315	\$ 612,529
Share-based compensation expense ⁽¹⁾	(104,788)	(136,562)	(130,416)
Depreciation and amortization expense	(27,163)	(17,460)	(10,741)
Acquisition-related expenses ⁽²⁾	(9,437)	(41,584)	(75,473)
Restructuring and other one-time costs ⁽³⁾	(7,840)	—	(8,670)
Non-recurring litigation expenses ⁽⁴⁾	(4,297)	—	—
Payroll tax expense related to share-based compensation	(2,483)	(2,570)	(2,211)
Executive chairman long-term performance award	—	144,617	(53,214)
Adjusted operating expenses	<u>\$ 327,694</u>	<u>\$ 322,756</u>	<u>\$ 331,804</u>

(1) Restructuring includes a net reduction of \$2.9 million of stock-based compensation related to the forfeiture of certain equity awards during the year ended December 31, 2023. See Note 13, "Restructuring" for additional information.

(2) Acquisition-related expenses, which include transaction costs, integration costs and cash and non-cash postcombination compensation expense, have been excluded from adjusted EBITDA as such expenses are not reflective of our ongoing core operations and are not representative of the ongoing costs necessary to operate our business; instead, these are costs specifically associated with a discrete transaction.

(3) Restructuring and other one-time costs consist primarily of severance expenses and other one-time expenses related to executive transitions. For the year ended December 31, 2025, these costs were associated with the transition of our former CEO and other key executives and retention bonuses given to certain key employees. Retention bonuses are subject to service requirements and are recognized as expense ratably over the requisite service period. For the year ended December 31, 2023, these costs were incurred in connection with an approved restructuring plan. See Note 13, "Restructuring" for additional information.

(4) Non-recurring litigation expense includes a legal contingency expense related to the Securities Actions. See Note 10, "Commitments and Contingencies" for additional information.

Liquidity and Capital Resources

Overview

We have historically financed our operations primarily through the issuance of equity securities, including net proceeds of approximately \$1.3 billion from our IPO, and cash generated from operations. In recent years, we have achieved positive cash flows from operations, and a significant portion of our current cash, cash equivalents and short-term investments consists of remaining IPO proceeds supplemented by cash generated from our ongoing business activities.

As of December 31, 2025, we had \$771.9 million of cash, cash equivalents and short-term investments, a decrease of \$330.5 million from December 31, 2024. This decrease was primarily driven by cash used for share repurchases under our authorized repurchase programs, a business acquisition, and capital expenditures, partially offset by cash generated from operations.

Sources of Cash

At December 31, 2025, our principal sources of liquidity included cash, cash equivalents, and short-term investments totaling \$771.9 million, with such amounts held for working capital purposes, and cash provided by operations. Our cash and cash equivalents and short-term investments were comprised primarily of bank deposits, money market funds, U.S. treasury bills, U.S. treasury securities, U.S. agency securities, asset-backed securities, and corporate debt securities. We have generated significant operating losses as reflected in our accumulated deficit.

Uses of Cash

Our primary uses of cash include operating costs such as compensation and benefits, technology costs, professional services, lease obligations, and other expenditures necessary to support our operations. Our future capital requirements will depend on many factors, including our continued investments in product development, platform infrastructure, share repurchases, and global expansion. We intend to allocate our cash toward ongoing business investments, potential strategic acquisitions, capital expenditures, share repurchases, and investment in our infrastructure, including our non-cancellable purchase commitments with cloud-computing service providers and certain Issuing Banks.

We believe our existing cash and cash equivalents and our short-term investments will be sufficient to meet our working capital and capital expenditure needs for more than the next 12 months. As of the date of filing this Annual Report on Form 10-K, we have access to and control over all our cash, cash equivalents, and short-term investments, with the exception of restricted cash. The majority of our restricted cash amounts are held solely for safeguarding customer funds in connection with TransactPay's card and e-money wallet programs, and are not available for our general corporate purposes or operations.

On February 3, 2023, we acquired all outstanding stock of Power Finance. Upon the closure of the acquisition, we paid \$135.8 million to the shareholders of Power Finance Inc, net of cash acquired. Additionally, we paid \$53.1 million in contingent consideration upon achievement of specified performance-based milestones. We also entered into postcombination cash compensation arrangements with certain key acquired employees whereby we agreed to pay them \$85.1 million of cash over a weighted-average service period of 2.2 years following the acquisition date (subject to forfeiture upon termination). As of December 31, 2025, \$1.0 million of the postcombination cash compensation arrangements remained outstanding.

Our transaction to acquire TransactPay was completed on July 31, 2025 ("Closing") for a total purchase price of approximately \$59.9 million, as disclosed in Note 4 "Business Combinations" to the consolidated financial statements. The total consideration primarily consisted of \$54.0 million in cash paid at Closing, approximately \$3.6 million in contingent consideration payable upon achievement of specified post-closing performance conditions through December 31, 2025, and approximately \$2.3 million in holdbacks retained to secure sellers' indemnification obligations and post-closing purchase price adjustments, which will be released within one year upon satisfactory resolution of related matters. In accordance with the procedures outlined in the merger agreement, we paid the sellers approximately \$1.1 million of the \$1.2 million originally withheld for such adjustments. As of December 31, 2025, \$2.4 million of the holdbacks remain outstanding, retained solely for general indemnification purposes, and are expected to be released within one year, subject to any valid indemnification claims asserted prior to the scheduled release date.

Share Repurchase

Our Board of Directors has periodically authorized share repurchase programs for repurchases of shares of our Class A common stock, including most recently on December 4, 2025, when our Board of Directors authorized an additional share repurchase program of up to \$100 million of the Company's Class A common stock (the "December 2025 Share Repurchase Program"). Under the December 2025 Share Repurchase Program, the Company is authorized to repurchase shares through open market purchases, in privately negotiated transactions, or by other means, in accordance with applicable federal securities laws, including through trading plans under Rule 10b5-1 of the Exchange Act. The number of shares repurchased and the timing of purchases are based on general business and market conditions, and other factors, including legal requirements. The December 2025 Share Repurchase Program has no set expiration date. As of December 31, 2025, \$91.5 million remained available for future share repurchases under the December 2025 Share Repurchase Program.

Restricted Cash

At December 31, 2025, we had \$308.5 million in restricted cash of which \$306.9 million is related to the cash and cash equivalents held by TransactPay on behalf of its customers related to card and e-money wallet programs. Restricted cash also includes \$1.6 million cash held at a bank to secure our payments under a lease agreement for our office space, of which \$0.9 million is recorded in other assets in the Consolidated Balance Sheet.

Cash Flows

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

	Year Ended December 31,		
	2025	2024	2023
	(in thousands)		
Net cash provided by operating activities	\$ 162,623	\$ 58,170	\$ 21,104
Net cash provided by investing activities	271,111	70,788	38,516
Net cash used in financing activities	(347,319)	(186,914)	(261,794)
Increase (decrease) in cash, cash equivalents, and restricted cash	<u>\$ 86,415</u>	<u>\$ (57,956)</u>	<u>\$ (202,174)</u>

Operating Activities

Our primary source of cash from operating activities is net revenue. Primary cash outflows include Card Network and Issuing Bank fees, as well as employee-related compensation and technology expenses. The timing of settlements of certain operating assets and liabilities, such as revenue share payments, bonus payments, prepayments to cloud-computing service providers, settlements receivable, and network incentives receivable, may impact the amounts reported as net cash provided by or used in operating activities in the Consolidated Statements of Cash Flows.

Net cash provided by operating activities was \$162.6 million for the year ended December 31, 2025 compared to \$58.2 million in the year ended December 31, 2024. The year-over-year improvement was primarily driven by higher gross profit, reflecting stronger operational performance, as well favorable changes in working capital, which included the timing of settlements related to revenue share payable, accrued expenses and other liabilities, and network incentive receivables.

Investing Activities

Net cash flows from investing activities primarily consist of proceeds from maturities of short-term investments, offset by purchases of short-term investments, acquisitions of property and equipment, capitalized internal-use software development costs, and cash consideration for business combinations.

Net cash provided by investing activities increased to \$271.1 million for the year ended December 31, 2025, from \$70.8 million in the year ended December 31, 2024. This year-over-year improvement was primarily driven by \$229.7 million in restricted cash acquired as part of the TransactPay acquisition and \$28.9 million in additional proceeds from maturities of short-term investments. These inflows were partially offset by \$45.7 million in net cash used for the TransactPay acquisition, as well as ongoing capital expenditures for property, equipment, and internal-use software.

Financing Activities

Net cash used in financing activities consists primarily of net payments related to share-based compensation activities, repurchases under our share repurchase program, and the net impact of changes in funds payable and amounts due to customers arising from the TransactPay acquisition.

Net cash used in financing activities increased to \$347.3 million for the year ended December 31, 2025, from \$186.9 million in the year ended December 31, 2024. This year-over-year increase in outflows was primarily driven by repurchases of our Class A common stock under our share repurchase programs, partially offset by favorable changes in funds payable and amounts due to customers.

Obligations and Other Commitments

Our principal commitments consist of obligations under our operating leases for office space and other non-cancellable purchase commitments. For additional information about our operating leases and non-cancellable purchase commitments, see [Note 9](#) "Leases" and [Note 10](#) "Commitments and Contingencies" to our Consolidated Financial Statements.

Critical Accounting Policies and Estimates

Our Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these Consolidated Financial Statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs, and expenses, and related disclosures. On an ongoing basis, we evaluate our accounting estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies, including recently issued and adopted accounting pronouncements, are described in "[Note 2](#) - Summary of Significant Accounting Policies" in the accompanying notes to our Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K. We believe that of our significant accounting policies, the following policies involve accounting estimates and assumptions which we consider to be the most critical to our financial statements. An accounting estimate or assumption is considered critical if both (a) the nature of the estimate or assumption is material due to the levels of subjectivity and judgment involved, and (b) the impact within a reasonable range of outcomes of the estimate and assumption is material to our Consolidated Financial Statements.

Revenue Recognition

We interact with third party Issuing Banks and Card Networks to deliver our Platform Services to our customers. For revenue generated from customer arrangements that involve third parties, there is significant judgment in evaluating whether we are the principal, and report revenue on a gross basis, or the agent, and report revenue on a net basis. In this assessment, we consider if we obtain control of the specified goods or services before they are transferred to the customer. The assessment of whether we are considered the principal or the agent in a transaction could impact our Net revenue and Cost of revenue recognized on the Consolidated Statements of Operations and Comprehensive (Loss) Income.

Business Combinations

When we acquire a business, the purchase price is allocated to the acquired assets, including separately identifiable intangible assets, and assumed liabilities at their respective estimated fair values. Any residual purchase price is recorded as goodwill. The allocation of the purchase price requires management to make significant estimates in determining the fair values of assets acquired and liabilities assumed, especially with respect to intangible assets. These estimates can include, but are not limited to:

- future expected cash flows from acquired licenses, developed technologies and customer relationships;
- useful life assumptions, such as the period of time and intended use of acquired intangible assets in our product offerings;
- probability of achieving the expected performance of the earn-out arrangements;
- uncertain tax positions and tax-related valuation allowances;
- fair value of assumed equity awards; and

- discount rates.

These estimates are inherently uncertain and unpredictable, and unanticipated events and circumstances may occur that could affect the accuracy or validity of such assumptions, estimates, or actual results. During the measurement period, which may be up to one year from the acquisition date, adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed may be recorded, with the corresponding offset to goodwill. We continue to collect information and reevaluate these estimates and assumptions quarterly and record any adjustments to our preliminary estimates to goodwill provided that we are within the measurement period. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the Consolidated Statements of Operations and Comprehensive (Loss) Income. Earn-out provisions are initially measured at fair value as of the closing date, with subsequent changes in fair value recognized in the Consolidated Statements of Operations and Comprehensive (Loss) Income until settlement.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We have operations within the United States and globally, and we are exposed to market risks in the ordinary course of our business. Information relating to quantitative and qualitative disclosures about these market risks is described below.

Interest Rate Risk

We had cash, cash equivalents, and short-term investments totaling \$771.9 million as of December 31, 2025. The fair value of our cash, cash equivalents, and short-term investments would not be significantly affected by either an increase or decrease in interest rates due to the short-term maturities of these instruments. Because we classify our short-term investments as “available-for-sale”, no gains or losses are recognized in the Consolidated Statement of Operations and Comprehensive (Loss) Income due to changes in interest rates unless such securities are sold prior to maturity or declines in fair value are due to credit losses. We have the ability to hold all short-term investments until their maturities. A hypothetical 100 basis point increase or decrease in interest rates would not have a material effect on our financial results or financial condition.

Foreign Currency Exchange Risk

The majority of our sales and operating expenses are denominated in U.S. dollars, and therefore our results of operations are not currently subject to significant foreign currency risk. As of December 31, 2025, a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have had a material impact on our Consolidated Financial Statements.

Item 8. Financial Statements and Supplementary Data

**MARQETA, INC.
FORM 10-K**

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Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors
Marqeta, Inc.:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of Marqeta, Inc. and subsidiaries (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations and comprehensive (loss) income, stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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

The Company acquired Transact Payments Limited (collectively, with their affiliates "TransactPay") during 2025, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2025, approximately 25% of the Company's consolidated total assets and 1% of consolidated net revenues included in the consolidated financial statements of the Company as of and for the year ended December 31, 2025. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of TransactPay.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audit of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (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.

Critical Audit Matter

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

Revenue share

For the year ended December 31, 2025, the Company's net revenue was \$624.9 million. As described in Note 2 to the consolidated financial statements, the Company's contracts with customers typically include provisions under which the Company shares a portion of interchange fees as consideration payable to its customers, referred to as revenue share. Revenue share payments are incentives to customers to increase their processing volume on the Company's platform and is computed as a percentage of the interchange fees earned or processing volume and is paid to customers monthly. Revenue share is recorded as a reduction to net revenue in the consolidated statements of operations and comprehensive (loss) income.

We identified the evaluation of revenue share amounts as a critical audit matter. The computation of revenue share amounts involved complexity, specifically the identification and evaluation of multiple data elements which can vary across different customer contracts and require manual processing given the underlying contract's non-standard nature which impacted the extent of audit effort.

The following are the primary procedures we performed to address this critical audit matter.

- We evaluated the design and tested the operating effectiveness of certain internal controls related to the review of the Company's revenue share calculation, including evaluating the completeness and accuracy of data elements used in the performance of this control.
- For a sample of monthly net revenue amounts recorded by customer, we independently evaluated the computation of revenue share applied in the calculation of net revenue by agreeing relevant data elements to contractual terms within executed contracts and other internal source documents detailing processing volume and fees resulting from interchange and issuing banks. We compared the result of our independently evaluated net revenue amounts to the amounts recorded by the Company.
- For a further selection of December monthly net revenue amounts recorded by customer, we reviewed the Company's computation of revenue share and resulting net revenue and agreed relevant data elements to contractual terms within executed contracts and other relevant internal source documents.

/s/ KPMG LLP

We have served as the Company's auditor since 2024.

San Francisco, California
February 24, 2026

Report of Independent Registered Public Accounting Firm

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

Opinion on the Financial Statements

We have audited the consolidated statement of operations and comprehensive (loss) income, stockholders' equity and cash flows of Marqeta, Inc. (the Company) for the period ended December 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of its operations and its cash flows for the year ended December 31, 2023 in conformity with U.S. generally accepted accounting principles.

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 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 the financial statements are free of material misstatement, whether due to error or fraud. Our audit 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 audit 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 audit provides a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We served as the Company's auditor from 2018 to 2024.

San Mateo, California
February 28, 2024,

except for Note 17, as to which the date is

February 26, 2025

Marqeta, Inc.
Consolidated Balance Sheets
(in thousands, except per share amounts)

	As of December 31,	
	2025	2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 709,443	\$ 923,016
Restricted cash	307,593	8,500
Short-term investments	62,483	179,409
Accounts receivable, net	41,422	29,988
Settlements receivable, net	18,037	16,203
Network incentives receivable	61,059	66,776
Prepaid expenses and other current assets	35,278	25,405
Total current assets	1,235,315	1,249,297
Operating lease right-of-use assets, net	8,275	2,712
Property and equipment, net	59,910	37,523
Intangible assets, net	51,388	29,774
Goodwill	154,706	123,523
Other assets	15,439	20,375
Total assets	\$ 1,525,033	\$ 1,463,204
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 1,847	\$ 527
Revenue share payable	224,526	193,399
Funds payable and amounts due to customers	306,891	—
Accrued expenses and other current liabilities	215,793	177,059
Total current liabilities	749,057	370,985
Operating lease liabilities, net of current portion	5,535	870
Other liabilities	8,484	6,331
Total liabilities	763,076	378,186
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Preferred stock, \$0.0001 par value; 100,000 and 100,000 shares authorized, no shares issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	—	—
Common stock, \$0.0001 par value: 1,500,000 and 1,500,000 Class A shares authorized, 399,392 and 470,824 shares issued and outstanding as of December 31, 2025 and December 31, 2024, respectively. 600,000 and 600,000 Class B shares authorized, 32,864 and 33,472 shares issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	43	50
Additional paid-in capital	1,572,238	1,883,190
Accumulated other comprehensive income (loss)	1,509	(314)
Accumulated deficit	(811,833)	(797,908)
Total stockholders' equity	761,957	1,085,018
Total liabilities and stockholders' equity	\$ 1,525,033	\$ 1,463,204

See accompanying notes to Consolidated Financial Statements.

Marqeta, Inc.
Consolidated Statements of Operations and Comprehensive (Loss) Income
(in thousands, except share and per share amounts)

	Year Ended December 31,		
	2025	2024	2023
Net revenue	\$ 624,884	\$ 506,995	\$ 676,171
Costs of revenue	187,612	155,146	346,657
Gross profit	437,272	351,849	329,514
Operating expenses (benefit):			
Compensation and benefits	340,419	397,595	446,381
Technology	65,005	60,059	55,612
Professional services	21,879	20,057	21,679
Occupancy	3,766	5,995	4,361
Depreciation and amortization	27,163	17,460	10,741
Marketing and advertising	5,073	2,986	2,566
Other operating expenses	20,397	16,780	17,975
Executive chairman long-term performance award	—	(144,617)	53,214
Total operating expenses	483,702	376,315	612,529
Loss from operations	(46,430)	(24,466)	(283,015)
Other income, net	33,101	52,546	52,440
(Loss) income before income tax expense (benefit)	(13,329)	28,080	(230,575)
Income tax expense (benefit)	596	793	(7,613)
Net (loss) income	\$ (13,925)	\$ 27,287	\$ (222,962)
Net (loss) income attributable to common stockholders	\$ (13,925)	\$ 27,287	\$ (222,962)
Other comprehensive income (loss), net of taxes:			
Change in foreign currency translation adjustment	\$ 2,066	\$ (468)	\$ (40)
Net change in unrealized (loss) gain on short-term investments	(243)	(608)	8,039
Net other comprehensive income (loss)	1,823	(1,076)	7,999
Comprehensive (loss) income	\$ (12,102)	\$ 26,211	\$ (214,963)
Net (loss) income per share attributable to Class A and Class B common stockholders			
Basic	\$ (0.03)	\$ 0.05	\$ (0.42)
Diluted	\$ (0.03)	\$ 0.05	\$ (0.42)
Weighted-average shares used in computing net (loss) income per share attributable to Class A and Class B common stockholders			
Basic	462,168	511,065	532,540
Diluted	462,168	518,845	532,540

See accompanying notes to Consolidated Financial Statements.

Marqeta, Inc.
Consolidated Statements of Stockholders' Equity
(in thousands)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of January 1, 2023	541,364	\$ 53	\$ 2,082,373	\$ (7,237)	\$ (602,233)	\$ 1,472,956
Issuance of common stock upon exercise of options	3,353	1	5,398	—	—	5,399
Repurchase of early exercised stock options	(3)	—	—	—	—	—
Issuance of common stock under employee stock purchase plan	792	—	3,066	—	—	3,066
Issuance of common stock upon net settlement of restricted stock units	9,347	1	(26,662)	—	—	(26,661)
Vesting of common stock warrants	—	—	8,715	—	—	8,715
Share-based compensation expense	—	—	132,017	—	—	132,017
Executive chairman long-term performance award	—	—	53,214	—	—	53,214
Repurchase and retirement of common stock, including excise tax	(34,511)	(3)	(190,345)	—	—	(190,348)
Change in accumulated other comprehensive income (loss)	—	—	—	7,999	—	7,999
Net loss	—	—	—	—	(222,962)	(222,962)
Balance as of December 31, 2023	520,343	52	2,067,776	762	(825,195)	1,243,395
Issuance of common stock upon exercise of options	185	—	203	—	—	203
Issuance of common stock under employee stock purchase plan	656	—	2,715	—	—	2,715
Issuance of common stock upon net settlement of restricted stock units	11,505	1	(35,408)	—	—	(35,407)
Vesting of common stock warrants	—	—	2,422	—	—	2,422
Share-based compensation expense	—	—	143,621	—	—	143,621
Executive chairman long-term performance award	—	—	(144,617)	—	—	(144,617)
Repurchase and retirement of common stock, including excise tax	(28,393)	(3)	(153,522)	—	—	(153,525)
Change in accumulated other comprehensive income (loss)	—	—	—	(1,076)	—	(1,076)
Net income	—	—	—	—	27,287	27,287
Balance as of December 31, 2024	504,296	\$ 50	\$ 1,883,190	\$ (314)	\$ (797,908)	\$ 1,085,018
Issuance of common stock upon exercise of options	506	\$ —	\$ 1,663	\$ —	\$ —	\$ 1,663
Issuance of common stock under employee stock purchase plan	567	—	2,101	—	—	2,101
Issuance of common stock upon net settlement of restricted stock units	11,544	1	(36,974)	—	—	(36,973)
Issuance of common stock upon exercise of common stock warrants	135	—	—	—	—	—
Vesting of common stock warrants	—	—	252	—	—	252
Share-based compensation expense	—	—	115,964	—	—	115,964
Repurchase and retirement of common stock, including excise tax	(84,793)	(8)	(393,958)	—	—	(393,966)
Change in accumulated other comprehensive income (loss)	—	—	—	\$ 1,823	—	1,823
Net loss	—	—	—	—	(13,925)	(13,925)
Balance as of December 31, 2025	432,256	\$ 43	\$ 1,572,238	\$ 1,509	\$ (811,833)	\$ 761,957

See accompanying notes to Consolidated Financial Statements.

Marqeta, Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended December 31,		
	2025	2024	2023
Cash flows from operating activities:			
Net (loss) income	\$ (13,925)	\$ 27,287	\$ (222,962)
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Share-based compensation expense	104,788	136,562	127,525
Depreciation and amortization	27,163	17,460	10,741
Non-cash operating leases expense	2,266	1,756	2,527
Amortization of premium on short-term investments	(755)	(3,232)	(4,495)
Executive chairman long-term performance award	—	(144,617)	53,214
Non-cash postcombination compensation expense	—	—	32,430
Other	558	1,669	736
Changes in operating assets and liabilities:			
Accounts receivable	(8,864)	(11,202)	(4,556)
Settlements receivable	(1,834)	13,719	(11,894)
Network incentives receivable	5,717	(12,969)	(11,146)
Prepaid expenses and other assets	(2,092)	462	7,900
Accounts payable	(81)	(350)	(1,956)
Revenue share payable	31,127	19,754	31,451
Accrued expenses and other liabilities	22,710	15,112	14,983
Operating lease liabilities	(4,155)	(3,241)	(3,394)
Net cash provided by operating activities	<u>162,623</u>	<u>58,170</u>	<u>21,104</u>
Cash flows from investing activities:			
Restricted cash acquired in business combination	229,650	—	—
Maturities of short-term investments	120,885	92,000	501,534
Cash paid for business acquisition, net of cash acquired	(45,663)	—	(135,777)
Capitalization of internal-use software	(28,425)	(18,794)	(11,889)
Purchases of short-term investments	(3,501)	—	(892,430)
Purchases of property and equipment	(1,835)	(2,418)	(762)
Sales of short-term investments	—	—	577,934
Realized loss on investments	—	—	(94)
Net cash provided by investing activities	<u>271,111</u>	<u>70,788</u>	<u>38,516</u>
Cash flows from financing activities:			
Repurchase of common stock	(391,366)	(154,425)	(190,420)
Taxes paid related to net share settlement of restricted stock units	(36,973)	(35,407)	(26,662)
Change in funds payable and amounts due to customers	77,256	—	—
Proceeds from shares issued in connection with employee stock purchase plan	2,101	2,715	3,066
Proceeds from exercise of stock options, including early exercised stock options, net of repurchase of early exercised unvested options	1,663	203	5,289
Payment of acquisition-related contingent consideration	—	—	(53,067)
Net cash used in financing activities	<u>(347,319)</u>	<u>(186,914)</u>	<u>(261,794)</u>
Increase (decrease) in cash, cash equivalents, and restricted cash	86,415	(57,956)	(202,174)
Cash, cash equivalents, and restricted cash - Beginning of period	931,516	989,472	1,191,646
Cash, cash equivalents, and restricted cash - End of period	<u>\$ 1,017,931</u>	<u>\$ 931,516</u>	<u>\$ 989,472</u>

See accompanying notes to Consolidated Financial Statements.

Marqeta, Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended December 31,		
	2025	2024	2023
Reconciliation of cash, cash equivalents, and restricted cash			
Cash and cash equivalents	\$ 709,443	\$ 923,016	\$ 980,972
Restricted cash	307,593	8,500	8,500
Restricted cash, included in Other assets	895	—	—
Total cash, cash equivalents, and restricted cash	<u>\$ 1,017,931</u>	<u>\$ 931,516</u>	<u>\$ 989,472</u>
Supplemental disclosures of cash flow information:			
Cash paid for operating lease liabilities	<u>\$ 4,995</u>	<u>\$ 4,581</u>	<u>\$ 4,239</u>
Cash paid for income taxes	<u>\$ 595</u>	<u>\$ 396</u>	<u>\$ 430</u>
Supplemental disclosures of non-cash investing and financing activities:			
Share-based compensation capitalized to internal-use software	<u>\$ 11,176</u>	<u>\$ 7,059</u>	<u>\$ 4,492</u>
Contingent and holdback considerations, not yet paid	<u>\$ 6,030</u>	<u>\$ —</u>	<u>\$ —</u>
Operating lease right-of-use assets in exchange for lease liabilities	<u>\$ 5,345</u>	<u>\$ 577</u>	<u>\$ —</u>
Repurchase of common stock, including excise tax, accrued and not yet paid	<u>\$ 3,506</u>	<u>\$ 906</u>	<u>\$ 991</u>
Purchase of property and equipment accrued and not yet paid	<u>\$ 1,192</u>	<u>\$ 2,129</u>	<u>\$ 113</u>

See accompanying notes to Consolidated Financial Statements.

Marqeta, Inc.
Notes to Consolidated Financial Statements
(Tabular Amounts in Thousands, Except Per Share Amounts, Ratios, or as Noted)

1. Business Overview and Basis of Presentation

Marqeta, Inc. (“the Company”) was incorporated in the state of Delaware in 2010 and creates digital payment technology for innovation leaders. The Company's modern card issuing platform empowers its customers to create customized and innovative payment card programs, giving them the configurability and flexibility to build better payment experiences.

The Company provides all of its customers issuer processor services and for most of its customers it also acts as a card program manager. The Company primarily earns revenue from processing card transactions for its customers.

Basis of Presentation

The accompanying Consolidated Financial Statements, which include the accounts of the Company and its wholly owned subsidiaries, have been prepared in conformity with U.S. Generally Accepted Accounting Principles (“GAAP”). All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make various estimates and assumptions relating to reported amounts of assets and liabilities, disclosure of contingent liabilities, and reported amounts of revenue and expenses. Significant estimates and assumptions include, but are not limited to, the fair value and useful lives of assets acquired and liabilities assumed through business combinations, the estimation of contingent liabilities, the fair value of equity awards and warrants, share-based compensation, the estimation of variable consideration in contracts with customers, the cumulative network incentive rate the Company expects to earn during the annual measurement period, and valuation of income taxes. Actual results could differ materially from these estimates.

Business Risks and Uncertainties

The Company has incurred net losses except for the year ended December 31, 2024, during which it reported net income of \$27.3 million, which was primarily due to the forfeiture of the Executive Chairman Long-Term Incentive Award. For the year ended December 31, 2025, the Company incurred a net loss of \$13.9 million, resulting in an accumulated deficit of \$811.8 million as of December 31, 2025. The Company believes that its cash and cash equivalents of \$709.4 million and short-term investments of \$62.5 million as of December 31, 2025 are sufficient to fund its operations through at least the next twelve months from the issuance of these financial statements.

2. Summary of Significant Accounting Policies

Business Combinations

The Company allocates the purchase consideration for acquired companies to tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date, with the excess recorded to goodwill. These estimates are inherently uncertain and subject to refinement. Based on information not available at the acquisition date but received during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the Consolidated Statements of Operations and Comprehensive (Loss) Income. Acquisition-related expenses and postcombination integration and employee compensation costs are recognized separately from the business combination and are expensed as incurred.

Cash and Cash Equivalents

Cash and cash equivalents consist primarily of cash deposits with certain financial institutions and highly liquid investments. The Company considers all highly liquid investments and investments with original maturities of three months or less from the date of purchase to be cash equivalents.

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Restricted Cash

As of December 31, 2025, restricted cash primarily consisted of (i) cash used to secure a letter of credit for the Company's office lease in Oakland, California, and (ii) funds held by TransactPay on behalf of its customers related to card and electronic money ("e-money") wallet programs. The restricted cash associated with these customer funds arose from the Company's acquisition of TransactPay on July 31, 2025 (see Note 4, "Business Combinations," for further details). These funds represent program collateral, safeguarded funds, or settlement balances required to support timely transaction settlement. In the normal course of business, TransactPay receives customer funds in exchange for e-money issued or spent funds within the transaction settlement period for payments to the card networks. TransactPay must comply with applicable safeguarding requirements for customer funds, which are generally satisfied by maintaining cash or cash equivalents in segregated bank accounts. Accordingly, cash and cash equivalents held to meet TransactPay's safeguarding, collateral, or settlement requirements are classified as restricted cash on the Company's Consolidated Balance Sheet. Corresponding obligations to the TransactPay customers are recognized as funds payable and amounts due to customers within current liabilities on the Consolidated Balance Sheet, reflecting the Company's custodial role. The restricted cash acquired in the TransactPay acquisition is reflected as an investing inflow in the Consolidated Statement of Cash Flows.

Settlement of Payment Transactions

Generally, customers deposit a certain amount of pre-funding into accounts maintained at Issuing Banks to settle their payment transactions. For Marqeta's operations, these pre-funding amounts may only be used to settle customers' payment transactions and are not considered assets of the Company. Unlike TransactPay's operations in Gibraltar and Malta, which are subject to safeguarding requirements for customer funds under the applicable jurisdictional regulations, Marqeta's operations in other geographies, including the United States, are not required to comply with such regulations as there are no equivalent safeguarding rules. Accordingly, the funds held in customers' accounts at Issuing Banks are not reflected on the Company's Consolidated Balance Sheets.

Previously, the Company maintained cash balances as collateral with certain issuing bank partners in the event customers funds were not deposited at the Issuing Banks in time to settle customer transactions with the Card Networks. These deposits are no longer subject to such collateral requirements, and as such, the Company reclassified \$7.0 million of cash held at Issuing Banks from restricted cash to cash and cash equivalents during the year ended December 31, 2025.

Funds payable and amounts due to customers

Following the acquisition of TransactPay on July 31, 2025, the Company recognizes liabilities related to the customer funds held in connection with card and e-money wallet programs that are classified as restricted cash.

Program managers and corporate customers prefund the prepaid cards issued by TransactPay. Upon receipt of the prefunding from these program managers and the issuance of e-money, TransactPay records a liability equal to the value of the prefunding and the e-money issued. This liability remains outstanding until the funds are redeemed or utilized by the end-users.

These obligations are presented as Funds payable and amounts due to customers in the Company's Consolidated Balance Sheet. Prior to the TransactPay acquisition, the Company did not hold such customer funds or recognize the related liabilities.

Changes in funds payable and amounts due to customers are presented as cash flows from financing activities in the Company's Consolidated Statement of Cash Flows. This classification aligns with the underlying nature of these balances, which represent funds received in exchange for electronic money and advances received by the Company on behalf of program managers and end-users.

Short-term Investments

The Company's short-term investments can include U.S. treasury securities, U.S. agency securities, commercial paper, asset-backed securities, certificates of deposits, and corporate debt securities. The Company's short-term investments are classified as available-for-sale securities. Although certain of these securities have stated maturities beyond one year, the Company classifies all available-for-sale

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investments within current assets in the Consolidated Balance Sheets. This classification reflects the Company's ability and intent to sell these securities as needed to support ongoing operations, even prior to their contractual maturities.

The Company carries these short-term investments at fair value and periodically evaluates them for unrealized losses. For securities in an unrealized loss position that the Company intends to hold and believes it is more likely than not that the securities will not be required to be sold before recovery, the Company further evaluates whether declines in fair value below amortized cost are due to credit or non-credit related factors. In making this assessment, the Company considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and any adverse conditions specifically related to the security, among other factors.

The Company considers credit related impairments to be changes in value that are driven by a change in the creditor's ability to meet its payment obligations, and records an allowance in the Consolidated Balance Sheets with a corresponding loss in Other income, net in the Consolidated Statements of Operations and Comprehensive (Loss) Income when the impairment is incurred.

Unrealized non-credit related losses and unrealized gains are recorded as a separate component in Accumulated other comprehensive income (loss), a component of stockholders' equity, until realized.

The Company records any realized gains or losses on the sale of short-term investments in Other income, net in the Consolidated Statements of Operations and Comprehensive (Loss) Income.

Accounts Receivable

Accounts receivable are recorded at the invoiced amount, net of an allowance for credit losses and do not earn interest. The Company estimates an allowance for accounts receivable based on its assessment of the collectability of accounts by considering its historical accounts receivable collection experience for each customer, the age of each outstanding invoice, and an evaluation of current expected risk of credit loss based on current economic conditions and reasonable and supportable forecasts of future economic conditions over the life of the receivable. The Company assesses collectability on an individual basis when it identifies specific customers with collectability issues, and on an aggregated basis by reviewing accounts receivable where similar characteristics exist. As of December 31, 2025 and 2024, the combined general and specific allowance for accounts receivable was \$2.9 million and \$2.4 million, respectively.

Settlements Receivable

Settlements receivable represent Interchange Fees earned on customers' card transactions, net of pass through Card Network fees, that are due from Issuing Banks. Interchange Fees are typically received within one or two business days of the transaction date. The Company has not experienced any historical collection issues with the Issuing Banks, and as such, no allowance has been established. The Company does not generate revenue from Issuing Banks.

Lease Obligations

The Company measures lease liabilities based on the present value of the total lease payments not yet paid discounted based on the Company's incremental borrowing rate, which is 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.

The Company measures right-of-use assets based on the corresponding lease liability adjusted for (i) payments made to the lessor at or before the commencement date, (ii) initial direct costs the Company incurs and (iii) tenant incentives under the lease. The Company begins to recognize rent expense when the lessor makes the underlying asset available to the Company.

For short-term leases, the Company records rent expense in the Consolidated Statements of Operations and Comprehensive (Loss) Income on a straight-line basis over the lease term and records variable lease payments as incurred. The Company has no finance leases.

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Property and Equipment

Property and equipment is stated at cost, less accumulated depreciation and amortization. The Company uses the straight-line method of depreciation and amortization over the estimated useful lives of the assets; generally three to five years for computer equipment, and furniture and fixtures. Leasehold improvements are amortized over the shorter of the lease term, excluding renewal periods, or the estimated useful life of the leasehold improvement.

The Company capitalizes internal and external direct costs incurred related to obtaining or developing internal-use software. Costs incurred during the application development stage are capitalized and are amortized using the straight-line method over the estimated useful lives of the software, generally three years commencing on the first day of the month following when the software is ready for its intended use. Costs related to planning and other preliminary project activities and post-implementation activities are expensed as incurred.

The depreciation and amortization of property and equipment is recorded within Depreciation and amortization expense in the Consolidated Statements of Operations and Comprehensive (Loss) Income.

Goodwill

The excess purchase price over the fair value of identifiable net assets acquired is recorded as goodwill. Goodwill amounts are not amortized.

Intangible Assets

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. Intangible assets with finite useful lives are amortized over their estimated useful lives on a straight-line basis. The amortization of these assets is recorded within Depreciation and amortization expense on the Consolidated Statements of Operations and Comprehensive (Loss) Income. Intangible assets with indefinite useful lives, consisting primarily of acquired electronic money institution ("EMI") licenses, are not amortized, but are tested for impairment annually, or more frequently if events or changes in circumstances indicate that the asset might be impaired.

Impairment

The Company reviews the valuation of long-lived assets, including property and equipment and finite and indefinite-lived intangible assets, whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. An asset is considered impaired if its carrying amount exceeds the future undiscounted cash flow the asset is expected to generate.

Impairment testing for goodwill is performed annually in the fourth quarter or more frequently whenever events or changes in circumstances indicate its carrying value may not be recoverable. Such testing is performed at the reporting unit level. Management has the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than the carrying amount, including goodwill. If it is determined that it is more likely than not that the fair value of the reporting unit is less than the carrying amount, a quantitative assessment is performed by comparing the fair value of a reporting unit with its carrying amount. An impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit. The Company also has the option to bypass the qualitative assessment and perform the quantitative assessment.

Based on management's assessment, the Company did not recognize any material impairment losses on its goodwill or finite and indefinite-lived intangible assets during the periods presented herein. See [Note 9](#) for discussion of the Company's operating lease impairment recorded during the year ended December 31, 2024.

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Revenue Recognition

Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Contracts with customers are evaluated on a contract-by-contract basis as contracts may include the transfer of multiple services. The Company's contracts with customers typically include multiple performance obligations: 1) providing access to the Company's payment processing platform, 2) providing program management or value added services, or 3) providing card fulfillment services. The Company accounts for individual services as a separate performance obligation if they are distinct because the service is separately identifiable from other items in the arrangement and a customer can benefit from the good or service on its own or with other resources that are readily available to the customer. If these criteria are not met, the promised goods or services are accounted for as a combined performance obligation. Certain customer contracts require the Company to allocate the transaction price of the contract based on the relative stand-alone selling price of the performance obligations which are based on prices at which the Company separately sells each service or estimated using an analysis of the Company's historical contract pricing and costs incurred to fulfill its services.

The Company generates revenue from providing platform services and other services as described below.

Platform Services

The Company delivers an integrated payment processing platform to its customers. The Company's primary performance obligation is to provide customers continuous access to the Company's platform used to process all customers' transactions as needed. This obligation includes authorizing, settling, clearing, and reconciling all transactions. Additionally, for certain customer arrangements, the performance obligations also include managing the interactions with Card Networks and/or the Issuing Banks on behalf of its customers, or other value added services, including dispute management, fraud scoring, and cardholder support services.

The Company's platform services revenue is derived from Interchange Fees generated by customer card transactions. The Company accounts for these Interchange Fees as revenue earned from its customers for performance obligations where the Company controls the services before delivery to the customer. The Company's platform services revenue also includes processing and other transaction fees from transactions that are based on either a percentage of processing volume or a fee per transaction basis.

The Company's platform services revenue primarily consists of stand-ready obligations which are satisfied over time and are accounted for as a series of distinct services that are substantially the same and have the same pattern of transfer to customers.

The Company recognizes revenue when the promised services are complete, and its performance obligations are satisfied. Platform services are considered complete when the Company has authorized the transaction, validated that the transaction has no errors, and accepted and posted the data to its records.

The Company allocates variable consideration to the distinct period in which the platform services are delivered. When pricing terms are not consistent throughout the entire term of the contract, the Company estimates variable consideration in its customer contracts primarily using the expected value method. The standard term of the customer contracts ranges from three to five years, with automatic renewal for successive one-year periods thereafter unless either party provides written notice of its intent not to renew. The Company develops estimates of variable consideration on the basis of both historical information and current trends and does not expect or anticipate significant reversal of revenue in the future periods.

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For net revenue generated from customer arrangements that involve third parties, the Company determines whether it has promised to provide the specified service itself (as principal) or to arrange for the specified service to be provided by another party (as an agent). This determination depends on the facts and circumstance of each arrangement, and in some instances, involves significant judgment. In order to deliver an integrated payment processing platform to its customers, the Company works with Issuing Banks and Card Networks in various capacities. The Company is considered the principal in customer arrangements where the Company controls the services performed by the Issuing Banks and Card Networks before delivery of the promised services to its customers, it is primarily responsible for the delivery of the services to customers, and it has discretion in vendor selection. As such, the Company records fees paid to the Issuing Banks and Card Networks as Costs of Revenue within the Consolidated Statements of Operations and Comprehensive (Loss) Income. In instances where the Company is considered an agent in providing services to the customer, fees for services paid to Issuing Banks and Card Networks, if any, are recorded within Net Revenue such that Net Revenue in the Consolidated Statements of Operations and Comprehensive (Loss) Income reflects the net amount of consideration that the Company retains.

Revenue Share

The Company's contracts with customers typically include provisions under which the Company shares a portion of the Interchange Fees as consideration payable to its customers, referred to as Revenue Share. Revenue Share payments are incentives paid monthly to customers to increase their processing volume on the Company's platform. These payments are computed as a percentage of the Interchange Fees earned or processing volume.

The Company records Revenue Share as a reduction to net revenue in the Consolidated Statements of Operations and Comprehensive (Loss) Income. The Company records the amount due to the customer as Revenue Share payable on the Consolidated Balance Sheets.

Other Services Revenue

The Company earns revenue from customers through card fulfillment services. Card fulfillment fees are generally billed to customers upon ordering card inventory and recognized as revenue when the ordered cards are shipped to customers. The Company offers certain customers the option to purchase physical cards at a discount. The Company has concluded that the discount does not constitute a future material right because the discount is within a range typically offered to the class of customers. Therefore, the Company accounts for the discount as a reduction to revenue when the Company delivers the ordered cards to the customers.

Contract Assets and Deferred Revenue

Contract assets are reported in Prepaid expenses and other current assets and Other assets in the Consolidated Balance Sheets. The Company records contract assets primarily due to upfront payments provided to certain customers or variable consideration from customer contracts, where pricing terms are not consistent throughout the entire term of the contract.

Deferred revenue is reported within Accrued expenses and other current liabilities and Other liabilities in the Consolidated Balance Sheets, and arises when customers pay for services in advance of the Company's revenue recognition. The Company recognizes deferred revenue primarily due to undelivered card fulfillment services, variable consideration from customer contracts where pricing terms are not consistent throughout the entire term of the contract, or non-refundable upfront setup fees are billed at contract inception.

Arrangements that include rights to additional goods or services that are exercisable at a customer's discretion are generally considered options. The Company assesses if these options provide a material right to the customer and if so, they are considered performance obligations. This material right is valued by estimating the discount that will be redeemed by the customer during the optional renewal period.

Costs of Revenue

Costs of revenue consist of Card Network fees, Issuing Bank fees, and card fulfillment costs for customer arrangements where we are the principal in providing services to the customer and excludes depreciation

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and amortization, which is reported separately within the Consolidated Statements of Operations and Comprehensive (Loss) Income. Card Network fees are equal to a specified percentage of processing volume or a fixed amount per transaction routed through the respective Card Network. Issuing Bank fees compensate our Issuing Banks for issuing cards to our customers and sponsoring our card programs with the Card Networks and are typically equal to a specified percentage of processing volume or a fixed amount per transaction. Card fulfillment costs include physical cards, packaging, and other fulfillment costs.

The Company has marketing and incentive arrangements with Card Networks that provide the Company with monetary incentives for establishing customer card programs with and routing transaction volume through the respective Card Networks. These incentives are typically calculated as a percentage of the processed transaction volume or the number of transactions routed through the Card Network. The Company accounts for these incentives as a reduction of Card Network fees within Costs of Revenue in customer arrangements where the Company acts as the principal. As processing volumes increase, the Company earns a higher cumulative incentive rate, subject to achieving specific cumulative volume thresholds within an annual measurement period. For certain incentive arrangements, the annual measurement period may not align with the Company's fiscal year.

Prior to the second quarter of fiscal year 2025, the Company recognized network incentives in the period when cumulative transaction volume thresholds were met, which was due to insufficient data to reliably estimate the incentives the Card Networks would ultimately earn over the respective annual period. This approach resulted in fluctuations in Card Network fees, particularly when thresholds were reached, as higher incentive rates were applied retroactively to the entire measurement period. Historically, the Company has earned the highest incentive rates in the first quarter of its fiscal year, when annual measurement periods are nearing completion and higher cumulative transaction volume thresholds are achieved. Conversely, the second quarter generally reflected the lowest incentive rates, as the annual measurement periods and cumulative transaction volume thresholds reset to lower levels.

Effective in the second quarter of fiscal year 2025, the Company revised its accounting policy for estimating and recognizing network incentives. The Company now estimates and recognizes network incentives based on the cumulative incentive rates it expects to earn over the annual measurement period. The Company estimates the cumulative incentive rates based on its forecasts for the annual measurement periods, which incorporate both historical experience and our expectations of future events, in addition to other qualitative considerations. The cumulative incentive rates are applied to the volume and/or number of transactions processed during the reporting period to calculate the quarterly network incentives recognized. As a result of this policy revision, the Card Network incentives recognized during the year ended December 31, 2025 were \$1.5 million higher compared to the amount that would have been recognized under the previous policy.

Uncollected incentives are included in Network incentives receivable in the Consolidated Balance Sheets. The Company's contracts with Card Networks and Issuing Banks typically have terms ranging from three to five years, which may be renewed in one-year to two-year increments as agreed by both parties.

Advertising Costs

The Company expenses advertising costs as they are incurred. Advertising expenses for the years ended December 31, 2025, 2024, and 2023, were \$4.2 million, \$2.3 million, and \$1.5 million, respectively.

Research and Development Costs

Research and development costs, which consist primarily of salaries, employee benefits, share-based compensation, third-party hosting fees, and software licenses were \$144.5 million, \$141.4 million, and \$148.0 million for the years ended December 31, 2025, 2024, and 2023, respectively. Research and development costs are expensed as incurred, and are included in Compensation and benefits and Technology expenses in the Consolidated Statements of Operations and Comprehensive (Loss) Income.

Share-based Compensation

The primary types of share-based compensation utilized by the Company are restricted share units ("RSUs"), stock options, performance-based restricted stock units ("PSUs"), and the use of the employee stock purchase plan ("ESPP"). The Company determines compensation expense associated with RSUs

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based on the estimated fair value of its common stock on the date of grant. The compensation expense associated with stock options is determined based on the estimated grant date fair value using the Black-Scholes option pricing model. The Company generally recognizes compensation expense using a straight-line amortization method over the respective vesting period. The PSUs granted vest over three years and have a one year performance period with one-third of the PSUs subject to cliff vesting following the completion of the performance period, then vesting in equal quarterly installments thereafter. Over the performance period, the number of PSUs that may be issued and the related share-based compensation expense that is recognized is adjusted upward or downward based upon the probability of achieving the approved performance targets against the performance metrics. Depending on the probability of achieving the pre-established performance targets, the number of PSUs issued could range from 0% to 200% of the target amount. The Company accounts for forfeitures as they occur.

Defined Contribution Plans

The Company maintains defined contribution plans for eligible employees, including a 401(k) plan that covers substantially all of its U.S. based employees and to which the Company provides a matching contribution of 50% of the first 6% of compensation that an employee contributes. The matching contribution vests immediately.

Restructuring

Restructuring costs arise from employee related severance charges and include both cash and non-cash compensation. The Company generally recognizes restructuring costs when it is committed to a restructuring plan and the related liabilities are probable and can be reasonably estimated, or pursuant to an established plan for ongoing benefit arrangements. For one-time termination benefits, recognition generally occurs upon communication of the plan details to the affected employees, in accordance with the plan's specific terms. Timing of recognition may vary depending on the region in which an employee works and applicable local laws. Restructuring liabilities are classified in Accrued expenses and other current liabilities in the Consolidated Balance Sheets as these liabilities are generally settled within less than one year of recognition.

Income Taxes

The Company accounts for income taxes under the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company recognizes deferred tax assets to the extent that it believes these assets are more likely than not to be realized. In making such a determination, the Company considers the available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts that are more likely than not expected to be realized. If the Company determines that it is able to realize its deferred tax assets in the future in excess of the net recorded amount, the Company decreases the deferred tax asset valuation allowance, which reduces the income tax expense.

Uncertain tax positions are recognized only when the Company believes it is more likely than not that the tax position will be upheld on examination by the taxing authorities based on the merits of the position. The Company recognizes interest and penalties, if any, related to uncertain tax positions in Income tax expense (benefit) in the Consolidated Statements of Operations and Comprehensive (Loss) Income.

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Net (Loss) Income Per Share Attributable to Common Stockholders

The Company presents basic and diluted net (loss) income per share attributable to common stockholders in conformity with the two-class method. The Company calculates basic net (loss) income per share attributable to common stockholders by dividing net (loss) income attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period. Diluted net (loss) income per share attributable to common stockholders gives effect to all potential shares of common stock, including common stock issuable upon conversion of redeemable convertible preferred stock and redeemable convertible preferred stock warrants, stock options, RSUs, PSUs and common stock warrants to the extent these are dilutive.

Loss Contingencies

The Company may be involved in various lawsuits, claims, and proceedings that arise in the ordinary course of business. The Company records a liability for these when it believes it is probable that it has incurred a loss, and the Company can reasonably estimate the loss. The Company regularly evaluates current information to determine whether it should adjust a recorded liability or record a new one. If a loss is reasonably possible and the loss or range of loss can be reasonably estimated, the Company discloses the possible loss in the accompanying notes to the Consolidated Financial Statements. Judgment is required to determine both the probability and the estimated amount.

Fair Value Measurements

Fair value is an exit price, representing the price that would be received to sell the financial asset or paid to transfer the financial liability in an orderly transaction between market participants at the measurement date.

The fair value hierarchy includes a three-level classification, which is based on whether the inputs to the valuation methodology used for measurement are observable:

- *Level 1* - Inputs are quoted prices in active markets for identical assets as of the reporting date;
- *Level 2* - Inputs other than Level 1 that are observable, either directly or indirectly; or
- *Level 3* - Unobservable pricing inputs in the market.

When developing fair value measurements, the Company maximizes the use of observable inputs and minimizes the use of unobservable inputs. In instances where the Company lacks observable inputs in the market to measure the fair value of an asset or liability, the Company may use unobservable inputs which requires greater judgment in measuring fair value. In instances where there is limited or no observable market data, fair value measurements for assets and liabilities are based primarily upon the Company's own estimates, and the measurements reflect information and assumptions that management believes a market participant would use in pricing the asset or liability.

The Company's financial instruments consist of cash equivalents, restricted cash, short-term investments, accounts receivable, settlements receivable, accounts payable, revenue share payable, contingent consideration liability, and accrued liabilities. Cash equivalents are stated at amortized cost, which approximates fair value at the balance sheet dates, due to the short period of time to maturity. Short-term investments and contingent consideration liability are carried at fair value. Accounts receivable, settlements receivable, accounts payable, revenue share payable, and accrued liabilities are stated at their carrying value, which approximates fair value due to the short period of time to the expected receipt or payment date.

Foreign Currency

The functional currency of the Company's foreign subsidiaries is its respective local currency. For these foreign entities, the Company translates the financial statements into U.S. dollars using average exchange rates for the period for income statement amounts and using end-of-period exchange rates for assets and liabilities. There translation adjustments are included in Accumulated other comprehensive income (loss) in the Consolidated Balance Sheets and the Consolidated Statements of Stockholders' Equity. Foreign currency transaction gains and losses are included in Other income, net in the Consolidated Statements of Operations and Comprehensive (Loss) Income.

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Recently Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board (“FASB”) issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures”, which modifies the rules on income tax disclosures to require entities to disclose (1) specific categories in the rate reconciliation, (2) the income or loss from continuing operations before income tax expense or benefit (separated between domestic and foreign) and (3) income tax expense or benefit from continuing operations (separated by federal, state and foreign). ASU 2023-09 also requires entities to disclose their income tax payments to international, federal, state and local jurisdictions, among other changes. The Company adopted the standard prospectively for the year ended December 31, 2025, resulting in expanded disclosures related to the effective tax rate reconciliation and income taxes paid by jurisdiction in Note 15.

Recently Issued Accounting Pronouncements

In November 2024, the FASB issued Accounting Standards Update No. 2024-03, “Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures” (“ASU 2024-03”). ASU 2024-03 is intended to improve disclosures about a public business entity’s expenses and provide more detailed information to investors about the types of expenses in commonly presented expense captions. The amendments in this ASU are effective for the Company in fiscal 2027 on a retrospective basis, with early adoption permitted. The Company is currently evaluating the operational and financial reporting implications of this standard.

In September 2025, the FASB issued Accounting Standards Update No. 2025-06, “Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software” (“ASU 2025-06”). ASU 2025-06 modernizes the accounting for internal-use software costs by increasing the operability of the recognition guidance considering different methods of software development. ASU 2025-06 can be applied prospectively, retrospectively, or with a modified transition approach, and is effective for the Company for annual reporting as well as interim period reporting beginning in fiscal year 2028 with early adoption permitted. The Company is currently evaluating the impact that the adoption of this standard will have on its consolidated financial statements and disclosures.

3. Revenue

Disaggregation of Revenue

The following table provides information about disaggregated revenue from customers:

	Year Ended December 31,		
	2025	2024	2023
Platform services revenue, net	\$ 594,137	\$ 481,665	\$ 654,553
Other services revenue	30,747	25,330	21,618
Total net revenue	<u>\$ 624,884</u>	<u>\$ 506,995</u>	<u>\$ 676,171</u>

Contract Balances

The following table provides information about contract assets and deferred revenue:

Contract balance	Balance sheet line reference	December 31, 2025	December 31, 2024
Contract assets - current	Prepaid expenses and other current assets	\$ 4,021	\$ 1,605
Contract assets - non-current	Other assets	6,688	10,981
Total contract assets		<u>\$ 10,709</u>	<u>\$ 12,586</u>
Deferred revenue - current	Accrued expenses and other current liabilities	\$ 11,762	\$ 13,593
Deferred revenue - non-current	Other liabilities	2,640	4,779
Total deferred revenue		<u>\$ 14,402</u>	<u>\$ 18,372</u>

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Net revenue recognized during the years ended December 31, 2025 and 2024 that was included in the deferred revenue balances at the beginning of the respective periods was \$13.2 million and \$9.0 million, respectively.

Remaining Performance Obligations

The Company has performance obligations associated with commitments in customer contracts for future stand-ready obligations to process transactions throughout the contractual term. As of December 31, 2025, the aggregate amount of the transaction price allocated to our remaining performance obligations was \$42.2 million. The Company expects to recognize approximately 70% within two years and the remaining 30% over the next three to five years.

4. Business Combinations

TransactPay

On July 31, 2025, the Company completed its acquisition of Transact Payments Limited (collectively, with its affiliates "TransactPay"). TransactPay provides BIN sponsorship, E-money Licensing, and virtual Account services in the UK, Gibraltar, and the EEA. The Company's acquisition of TransactPay strengthens its card program management in Europe and bolsters its digital payment capabilities in the UK, Gibraltar, and the EEA, where EMI licenses are required for issuing and managing electronic money.

The preliminary purchase price was denominated in euros and translated into U.S. dollars using the exchange rate in effect on the acquisition date. Subsequent changes to the preliminary purchase price and its components reflect cash payments and net working capital adjustments made from the acquisition date through December 31, 2025. The preliminary purchase price consisted the following:

Cash paid ⁽¹⁾	\$	54,016
Holdback consideration		2,301
Fair value of contingent consideration		3,595
Other		(12)
Total preliminary purchase price	\$	59,900

(1) Cash paid includes a \$1.1 million cash payment to the sellers during the quarter ended December 31, 2025 in accordance with the merger agreement for post-closing adjustments.

Holdback Consideration

Pursuant to the terms of the merger agreement, the Company retained \$3.5 million in holdback consideration, with \$2.3 million for indemnification purposes and \$1.2 million for post-closing adjustments, collectively, the "Holdbacks". These Holdbacks serve to secure the sellers' obligations with respect to pre-closing representations and warranties, potential indemnification claims, and post-closing purchase price adjustments.

In November 2025, upon finalization of the post-closing purchase price adjustment procedures, the Company paid the sellers approximately \$1.1 million of the \$1.2 million originally retained for post-closing adjustments. As of December 31, 2025, \$2.4 million of the original holdbacks remains outstanding, retained solely for general indemnification purposes. The Company has recorded the remaining holdback consideration within accrued expenses and other current liabilities on the Consolidated Balance Sheet. The increase in the remaining general indemnification holdback from the \$2.3 million retained at the closing date to \$2.4 million as of December 31, 2025 is due to changes in foreign currency exchange rates. This amount is expected to be settled in the third quarter of fiscal 2026, subject to any valid indemnification claims asserted prior to the scheduled release date.

Contingent Consideration

As part of the acquisition, the Company agreed to provide additional contingent consideration in the form of two earn-out arrangements (collectively "the earn-outs"), which would be payable to the sellers upon satisfaction of specified post-closing performance conditions through December 31, 2025:

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- *Regulatory Improvement Earn-out* - \$2.3 million payable on an all or nothing basis if no enforcement actions, investigations, or proceedings are pending against TransactPay by any relevant regulatory authorities in Malta, Gibraltar, and/or the United States as of December 31, 2025.
- *Digital Products Earn-out* - Up to \$3.4 million payable based on the achievement of escalating gross profit thresholds for TransactPay's digital products in the year ended December 31, 2025.

In determining the fair value of the Earn-out liabilities at Closing, the Company evaluated the probability of achieving the respective performance conditions, considering the short time frame from closing to the December 31, 2025 measurement date, along with historical and projected operational metrics. For the Regulatory Improvement Earn-Out, a high probability of success was assigned based on the lack of material regulatory issues resulting in inclusion of the full \$2.3 million in the purchase price. For the Digital Products Earn-Out, a Monte Carlo simulation model was utilized, incorporating actual digital products gross profit performance through the quarter ended September 30, 2025, and forward-looking projections for the remainder of 2025, which yielded an estimated fair value of \$1.3 million.

As the performance period concluded on December 31, 2025, the earn-out liabilities were remeasured based on actual results achieved. The aggregate fair value of the earn-outs was \$3.7 million as of December 31, 2025, reflecting insignificant changes from the initial fair value measurement that were recorded in the Consolidated Statements of Operations and Comprehensive (Loss) Income. The earn-outs are recorded in accrued expenses and other current liabilities in the Consolidated Balance Sheet. With the performance conditions now resolved, no significant further adjustments to the fair value of the earn-outs are expected.

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The following table summarizes the estimated fair values of the assets acquired and liabilities assumed as of the acquisition date. Amounts are presented in U.S. dollars, translated from euros using the exchange rate in effect on the acquisition date. This preliminary purchase price allocation reflects the measurement period adjustments recorded from the acquisition date through December 31, 2025:

Cash and cash equivalents	\$	8,353
Restricted cash		229,650
Accounts receivable		2,903
Prepaid expenses and other current assets		1,300
Operating lease right-of-use assets		2,484
Other assets		397
Total tangible assets acquired		<u>245,087</u>
Funds payable and amounts due to customers		229,635
Accounts payable		1,220
Operating lease liabilities		2,541
Accrued expenses and other current liabilities		5,900
Other liabilities		4,106
Total liabilities assumed		<u>243,402</u>
Net tangible assets acquired		<u>1,684</u>
Customer relationships		6,903
EMI licenses		21,399
Goodwill		29,914
Total intangible assets acquired		<u>58,216</u>
Total purchase price	\$	<u><u>59,900</u></u>

The purchase price allocation for the TransactPay acquisition remains preliminary as of December 31, 2025, and is subject to revision for certain acquired assets and assumed liabilities. In particular, the Company continues to evaluate facts and circumstances that existed as of the closing date, which may result in adjustments to provisional amounts for identifiable intangible assets, deferred tax assets and/or liabilities, and purchase consideration. Any measurement period adjustments will be recognized prospectively in the period in which the adjustments are determined, with the measurement period ending as soon as sufficient information is obtained or no later than one year from the closing date.

Restricted cash and Funds payable and amounts due to customers

The restricted cash acquired consists of funds held on behalf of customers in segregated accounts as part of program management activities for card and e-money wallet programs. These funds function as collateral or settlement balances to facilitate timely transaction processing, and the Company is subject to restrictions on their use to ensure compliance with regulatory safeguarding requirements. Notwithstanding these restrictions, the Company bears the associated credit risk and retains the right to earn interest on the balances. Accordingly, the Company has concluded that these funds qualify as its assets and are classified as restricted cash on the Consolidated Balance Sheet. Corresponding obligations to the customers are recognized as funds payable and amounts due to customers within current liabilities on the Consolidated Balance Sheet, reflecting the Company's custodial role.

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Customer Relationships

The customer relationships intangible asset, which represents established relationships with program managers and end-users, was determined to have an estimated useful life of two years. The fair value was estimated using the replacement cost method, which considers the hypothetical costs to recreate these relationships.

EMI Licenses

The EMI licenses, which permit the issuance of e-money in relevant jurisdictions, have no fixed expiration date and can be renewed indefinitely, provided ongoing regulatory requirements, such as periodic filings and payment of required fees, are met. Accordingly, these are classified as indefinite-lived intangible assets and are not subject to amortization but will be tested for impairment annually or more frequently if indicators exist. The fair value of the EMI licenses was determined using the income approach, specifically the “with-and-without” method, which estimates the incremental economic benefit attributable to the licenses by comparing the present value of projected cash flows with and without the licenses in place.

Goodwill

The goodwill is attributable to expected synergies. The acquisition is a non-taxable business combination and goodwill recognized in the acquisition is not deductible for tax purposes.

Acquisition Costs

The Company incurred approximately \$4.0 million acquisition related costs, of which \$1.0 million was recognized during the year ended December 31, 2024 and \$3.0 million was recognized during the year ended December 31, 2025, respectively, and are primarily included in professional services on the Consolidated Statements of Operations and Comprehensive (Loss) Income.

The results of operations of TransactPay have been included in the Company's Consolidated Statements of Operations and Comprehensive (Loss) Income from the acquisition date of July 31, 2025, through December 31, 2025. The results of operations of TransactPay for periods prior to the acquisition date were not material to the Company's consolidated statements of operations. Accordingly, supplemental pro forma financial information has not been presented.

Power Finance Inc.

On February 3, 2023, the Company acquired all outstanding stock of Power Finance Inc. (“Power Finance”) for a base cash purchase price of \$221.9 million. The purchase price does not include \$53.1 million of contingent consideration tied to performance-based goals which were expected to be achieved within 12 months from the date of acquisition. The Company determined the acquisition-date fair value of the contingent consideration liability, based on the likelihood of payment related to the contingent earn-out clauses, as part of the consideration transferred.

Power Finance's cloud-based platform offers credit card program management services for companies creating new credit card programs. The acquisition of Power Finance will accelerate the Company's credit product capabilities and allow the Company's customers to launch a wide range of credit products and constructs.

The following table summarizes the components of the purchase consideration transferred:

Base purchase price less contingent consideration	\$	221,933
Less: postcombination cash, non-cash expense and other purchase adjustments		118,447
Plus: cash acquired on acquisition date		7,089
Total purchase consideration, excluding contingent consideration		110,575
Contingent consideration		53,067
Purchase consideration	\$	163,642

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Of the \$117.6 million postcombination compensation excluded from purchase consideration, approximately \$32.4 million was recognized as non-cash postcombination compensation cost at closing as a result of the vesting provisions of the employee replacement awards on the acquisition date. The remaining \$85.1 million is subject to continuous employment and will be recognized as postcombination cash compensation cost over a weighted-average period of 2.2 years. Postcombination expense recognized was \$7.1 million, \$39.7 million and \$36.4 million for the years ended December 31, 2025, 2024 and 2023, respectively, and is included within Compensation and benefits in the Consolidated Statements of Operations and Comprehensive (Loss) Income. As of December 31, 2025, approximately \$1.0 million of this post-combination compensation remained unrecognized and is expected to be fully recognized during the year ending December 31, 2026.

The assets acquired and liabilities assumed were recorded at fair value as of the acquisition date. The final \$163.6 million purchase consideration was attributed to \$41.0 million of developed technology intangible assets (to be amortized over an estimated useful life of 7 years), \$8.0 million of deferred tax liabilities, and \$7.1 million of net assets acquired, with the \$123.5 million excess of purchase consideration over the fair value of assets acquired and liabilities assumed recorded as goodwill. The fair value of the developed technology intangible assets was estimated using the multi-period excess earnings method ("MPEEM"), a form of the income approach. The principle behind this method is that the value of the intangible asset is equal to the present value of the after-tax cash flows attributable to the intangible asset. The Company applied judgment which involved the use of certain assumptions with respect of the revenue and EBITDA forecasts, obsolescence rate, and discount rate. The goodwill recognized was primarily attributable to the expected synergies from integrating Power Finance's technology into the Company's platform. Goodwill was not considered deductible for tax purposes.

The financial results of Power Finance are included in the Company's Consolidated Financial Statements from the date of acquisition. Separate operating results and pro forma results of operations for Power Finance have not been presented as the effect of this acquisition was not material to the Company's financial results. Acquisition-related third-party transaction costs were \$3.3 million for the year ended December 31, 2023 and were included in Professional services in the Consolidated Statement of Operations and Comprehensive (Loss) Income. Transaction costs for the Power Finance acquisition were immaterial for the year ended December 31, 2024.

During the third quarter of 2023, the Company paid \$53.1 million in contingent consideration upon achievement of the related performance-based milestones during the second quarter of 2023.

5. Goodwill and Intangible Assets

Goodwill

Goodwill consisted of the following:

Balance as of December 31, 2023 and 2024	\$ 123,523
Goodwill from acquisition of TransactPay	29,914
Foreign currency adjustment	1,269
Balance as of December 31, 2025	<u>\$ 154,706</u>

There were no changes to goodwill during the year ended December 31, 2024.

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Intangibles Assets, net

Intangible assets consisted of the following as of the dates presented:

	December 31, 2025	December 31, 2024
Finite-lived Intangible assets:		
Developed technology	\$ 41,000	\$ 41,000
Customer relationships ⁽¹⁾	7,059	—
Total finite-lives Intangible assets gross	48,059	41,000
Accumulated amortization	(18,554)	(11,226)
Total finite-lived Intangible assets, net	29,505	29,774
Indefinite-lived Intangible assets:		
EMI licenses ⁽¹⁾	21,883	—
Total Intangibles assets, net	51,388	29,774

(1) The customer relationships and EMI licenses acquired in the TransactPay acquisition are denominated in euros. The difference between the U.S. dollar amounts initially recorded at the acquisition date as disclosed in Note 4, Business Combinations, and the balances reported as of December 31, 2025 is attributable to changes in the foreign currency exchange rate.

The amortization period for developed technology intangible assets is 7 years. Amortization expense for developed technology was \$5.9 million for the years ended December 31, 2025 and 2024 and \$5.4 million for the year ended December 31, 2023. The amortization period for customer relationships is 2 years. Amortization expense for customer relationships was \$1.5 million for the year ended December 31, 2025.

Expected future amortization expense for intangible assets was as follows as of December 31, 2025:

2026	\$ 9,394
2027	7,909
2028	5,857
2029	5,857
2030	488
Total expected future amortization expense for intangible assets	\$ 29,505

6. Short-term Investments

The amortized cost, unrealized gain, and estimated fair value of the Company's short-term investments consisted of the following:

	December 31, 2025		
	Amortized Cost	Unrealized Gain	Estimated Fair Value
Short-term Investments			
U.S. treasury securities	\$ 55,955	\$ 132	\$ 56,087
Asset-backed securities	6,364	32	6,396
Total short-term investments	\$ 62,319	\$ 164	\$ 62,483

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	December 31, 2024		
	Amortized Cost	Unrealized Gain	Estimated Fair Value
Short-term Investments			
U.S. treasury securities	\$ 168,504	\$ 396	\$ 168,900
Asset-backed securities	10,444	65	10,509
Total short-term investments	<u>\$ 178,948</u>	<u>\$ 461</u>	<u>\$ 179,409</u>

The Company did not have any short-term investments in unrealized loss positions as of December 31, 2025 and 2024. Generally, the Company does not intend to sell any short-term investments that have unrealized losses, and it is not more likely than not that the Company will be required to sell such securities before any anticipated recovery of the entire amortized cost basis.

There were no material realized gains or losses from short-term investments that were reclassified out of accumulated other comprehensive income (loss) for the years ended December 31, 2025 and 2024. The Company determined that for its short-term investments, there were no material credit or non-credit related impairments as of December 31, 2025 and 2024.

The following table summarizes the stated maturities of the Company's short-term investments:

	December 31, 2025		December 31, 2024	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due within one year	\$ 55,955	\$ 56,087	\$ 112,750	\$ 113,015
Due after one year through five years	6,364	6,396	66,198	66,394
Total	<u>\$ 62,319</u>	<u>\$ 62,483</u>	<u>\$ 178,948</u>	<u>\$ 179,409</u>

7. Fair Value Measurements

The following tables present the fair value hierarchy for assets and liabilities measured at fair value on a recurring basis:

	December 31, 2025			
	Level 1	Level 2	Level 3	Total Fair Value
Cash equivalents				
U.S. treasury bills	\$ 292,381	\$ —	\$ —	\$ 292,381
Money market funds	96,042	—	—	96,042
Commercial paper	—	41,450	—	41,450
Certificates of deposit	—	35,213	—	35,213
Corporate debt securities	—	16,059	—	16,059
Short-term investments				
U.S. treasury securities	56,087	—	—	56,087
Asset-backed securities	—	6,396	—	6,396
Restricted cash				
Money market funds	45,786	—	—	45,786
Total assets measured at fair value	<u>\$ 490,296</u>	<u>\$ 99,118</u>	<u>\$ —</u>	<u>\$ 589,414</u>

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	December 31, 2024			Total Fair Value
	Level 1	Level 2	Level 3	
Cash equivalents				
Money market funds	\$ 458,195	\$ —	\$ —	\$ 458,195
U.S. treasury bills	214,189	—	—	214,189
Corporate debt securities	—	53,238	—	53,238
Certificates of deposit	—	25,779	—	25,779
Commercial paper	—	8,028	—	8,028
Short-term investments				
U.S. treasury securities	168,900	—	—	168,900
Asset-backed securities	—	10,509	—	10,509
Total assets measured at fair value	<u>\$ 841,284</u>	<u>\$ 97,554</u>	<u>\$ —</u>	<u>\$ 938,838</u>

The Company classifies money market funds, U.S. treasury bills, U.S. treasury securities, U.S. agency securities, asset-backed securities, certificates of deposit, commercial paper and corporate debt securities within Level 1 or Level 2 of the fair value hierarchy because the Company values these investments using quoted market prices or alternative pricing sources and models utilizing market observable inputs.

There were no transfers of financial instruments between the fair value hierarchy levels during the years ended December 31, 2025 and 2024.

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8. Certain Balance Sheet Components

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

	December 31, 2025	December 31, 2024
Prepaid expenses	\$ 8,619	\$ 7,193
Contract assets	4,021	1,605
Prepaid hosting and data costs	3,850	4,247
Inventory	1,949	3,676
Prepaid insurance	1,739	1,786
Accrued interest receivable	1,387	4,018
Other current assets	13,713	2,880
Prepaid expenses and other current assets	<u>\$ 35,278</u>	<u>\$ 25,405</u>

Property and Equipment, net

Property and equipment consisted of the following:

	December 31, 2025	December 31, 2024
Internally developed and purchased software	\$ 86,435	\$ 47,300
Computer equipment	9,678	9,415
Leasehold improvements	9,666	8,110
Furniture and fixtures	2,442	2,525
Total property and equipment, gross	108,221	67,350
Accumulated depreciation and amortization	(48,311)	(29,827)
Property and equipment, net	<u>\$ 59,910</u>	<u>\$ 37,523</u>

Depreciation and amortization expense related to property and equipment was \$19.8 million, \$11.6 million, and \$5.4 million for the years ended December 31, 2025, 2024, and 2023, respectively.

The Company capitalized \$39.8 million and \$25.9 million as internal-use software development costs during the years ended December 31, 2025 and 2024, respectively.

Other Assets

Other assets consisted of the following:

	December 31, 2025	December 31, 2024
Contract assets, noncurrent	\$ 6,688	\$ 10,981
Deferred tax assets	542	396
Other noncurrent assets	8,209	8,998
Other assets	<u>\$ 15,439</u>	<u>\$ 20,375</u>

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Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

	December 31, 2025	December 31, 2024
Accrued costs of revenue	\$ 103,882	\$ 85,745
Accrued compensation and benefits	47,702	45,754
Deferred revenue	11,762	13,593
Accrued tax liabilities	8,966	5,434
Due to Issuing Banks	7,721	7,721
Contingent consideration liability (see Note 4)	3,677	—
Operating lease liabilities, current portion	3,022	4,627
Holdback consideration liability (see Note 4)	2,353	—
Accrued professional services	2,308	3,567
Reserve for contract contingencies and processing errors	—	1,862
Other accrued liabilities	24,400	8,756
Accrued expenses and other current liabilities	<u>\$ 215,793</u>	<u>\$ 177,059</u>

Other Liabilities

Other liabilities consisted of the following:

	December 31, 2025	December 31, 2024
Deferred revenue, net of current portion	\$ 2,640	\$ 4,779
Other long-term liabilities	5,844	1,552
Other liabilities	<u>\$ 8,484</u>	<u>\$ 6,331</u>

9. Leases

The Company leases office space under non-cancelable operating lease agreements, which are classified as operating leases. The most significant lease relates to the Company's headquarters in Oakland, California (the "Oakland Lease"). Lease payments consist primarily of fixed rental payments for the right to use the underlying leased assets over the lease terms. The Company is responsible for operating expenses that exceed the amount of base operating expenses as defined in the original lease agreement.

Oakland Headquarters Lease

In the fourth quarter of 2024, the Company decided to permanently cease using two leased floors of its Oakland headquarters. This decision represented a triggering event that required the Company to test the related asset group, consisting primarily of the right-of-use asset and leasehold improvements, for impairment. As a result of this assessment, the Company recognized an impairment charge of \$1.4 million, which was included within Occupancy expense in the Consolidated Statement of Operations and Comprehensive (Loss) Income for the year ended December 31, 2024. The estimated fair value of the right-of-use asset was measured on a nonrecurring basis determined using Level 3 inputs under the income approach, incorporating probability-weighted discounted cash flow projections over the remaining lease term.

In the second quarter of 2025, the Company amended its Oakland Lease, extending the term for certain retained floors by 24 months. The lease modification was not accounted for as a separate contract, and the extension has been accounted for as an operating lease. Accordingly, the Company recorded an increase to the Operating lease right-of-use assets, net and Operating lease liabilities, net of current portion in the Consolidated Balance Sheet of approximately \$3.5 million, representing the present value of the additional lease payments associated with the 24-month extension.

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TransactPay Assumed Leases

In connection with the acquisition of TransactPay (see Note 4, "Business Combinations," for further details), the Company assumed two operating leases for office space in Malta and Gibraltar expiring in October 2029 and October 2035, respectively. These lease arrangements consist primarily of fixed rental payments in exchange for the right to use the underlying leased assets over the respective lease terms, with no significant variable lease payments or purchase options. As of the acquisition date, the Company recognized right-of-use assets and corresponding operating lease liabilities of \$2.5 million based on the present value of the remaining lease payments.

The Company's operating lease costs are as follows:

	Year Ended December 31,		
	2025	2024	2023
Operating lease cost	\$ 2,596	\$ 3,372	\$ 3,372
Variable lease cost	633	643	490
Short-term lease cost	836	483	247
Operating lease impairment	—	1,443	—
Total lease cost	\$ 4,065	\$ 5,941	\$ 4,109

The Company does not have any sublease income and the Company's lease agreements do not contain any residual value guarantees or material restrictive covenants.

The weighted average remaining operating lease term and the weighted average discount rate used in the calculation of the Company's lease assets and lease liabilities were as follows:

	December 31, 2025	December 31, 2024
Weighted average remaining operating lease term (in years)	4.1	1.1
Weighted average discount rate	4.5%	7.6%

Maturities of operating lease liabilities by year are as follows as of December 31, 2025:

2026	\$ 3,391
2027	2,898
2028	1,195
2029	348
2030 and thereafter	1,626
Total lease payments	\$ 9,458
Less imputed interest	(901)
Total operating lease liabilities	\$ 8,557

10. Commitments and Contingencies

Letters of Credit and Restricted Cash

In connection with the Oakland lease, the Company is required to provide the landlord a letter of credit in the amount of \$1.5 million. The Company has secured this letter of credit by depositing \$1.5 million with the issuing financial institution. In April 2025, the lease was amended, which extended the lease for a reduced amount of office space by two years. As part of the extension, the letter of credit will be reduced to \$0.9 million effective on March 1, 2026, with an expiration date of February 2028. As of December 31, 2025, \$0.9 million of restricted cash is recorded in other assets on the Consolidated Balance Sheet to reflect the extended obligation, while the remaining \$0.6 million, not required after February 2026, is recorded in current assets as restricted cash.

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As previously disclosed in Note 2, "Summary of Significant Accounting Policies" and Note 4, "Business Combinations", restricted cash also includes customer funds held by TransactPay in segregated accounts held to meet its safeguarding, collateral, or settlement requirements. As of December 31, 2025, the balance of restricted cash associated with these customer funds was \$306.9 million, of which \$45.8 million is invested in money market funds.

Purchase Obligations

As of December 31, 2025, the Company had non-cancellable purchase commitments with certain service providers and Issuing Banks of \$107.1 million, payable over the next 3 years. These purchase obligations include \$92.4 million related to minimum commitments as part of a cloud-computing service agreement. The remaining obligations are related to various service providers and Issuing Banks processing fees over the fixed, non-cancellable respective contract terms.

Defined Contribution Plans

During the years ended December 31, 2025, 2024, and 2023, the Company contributed a total of \$5.5 million, \$5.0 million, and \$5.5 million to its defined contribution plans, respectively.

Legal Contingencies

From time to time in the normal course of business, the Company may be subject to various legal matters such as threatened or pending claims or proceedings. Given the unpredictable nature of legal proceedings, the Company bases its assessment on the information available at the time the financials are available to be issued. As additional information becomes available, the Company reassesses the probability of the loss contingency and the potential liability, and may revise the estimate. The Company is currently involved in the following matters:

On December 9, 2024, a putative securities class action lawsuit, captioned *Wai v. Marqeta, Inc., et al.*, Case No. 24-cv-08874 (N.D. Cal.), was filed in federal court in the Northern District of California ("Court") against the Company and certain of its current and former officers ("Defendants") alleging violations of federal securities laws. The lawsuit asserts that during the putative class period of between August 7, 2024 and November 4, 2024, Defendants made false or misleading statements relating to the Company's performance or revenue and gross profit expectations in violation of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder.

On December 10, 2024, a second putative securities class action lawsuit, captioned *Ford v. Marqeta, Inc., et al.*, Case No. 24-cv-08892 (N.D. Cal.), was filed in the same Court against the same Defendants alleging violations of the same federal securities laws. The second lawsuit asserts similar theories of liability as the first lawsuit but alleges a broader putative class period of between May 7, 2024 and November 4, 2024 and some additional and/or different allegations on which the claims are based. Both lawsuits (collectively, the "Securities Actions") seek to recover damages on behalf of shareholders who acquired shares of the Company's common stock during their respective putative class periods. The Securities Actions have been consolidated into one consolidated securities litigation captioned *In re Marqeta, Inc. Securities Litigation*, Case No. 24-08874-YGR (N.D. Cal) and the Court has appointed a lead plaintiff and lead plaintiff's counsel in the matter. On April 10, 2025, the lead plaintiff filed a consolidated amended complaint, which alleges a putative class period of between February 28, 2024 and November 4, 2024. We and the other Defendants filed a motion to dismiss the consolidated amended complaint on May 15, 2025.

On November 3, 2025, a settlement was reached, in principle, with the lead plaintiff's counsel to resolve the Securities Actions for payments totaling \$13.0 million, subject to further documentation and judicial approvals. The Company's Directors and Officers insurance policy includes a \$5.0 million self-insured retention that applies to covered losses related to the Securities Actions, including legal defense fees and settlement payments. If finalized, the settlement will be funded by insurance less the self-insured retention.

For the year ended December 31, 2025, the Company recognized \$5.0 million of legal and litigation expenses related to this matter, which are included in other operating expenses within the Consolidated Statement of Operations and Comprehensive (Loss) Income. This amount represents the Company's probable loss corresponding to its \$5.0 million self-insured retention.

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As of December 31, 2025, the Company recorded a \$13.0 million settlement liability within accrued expenses and other current liabilities and a corresponding \$9.3 million insurance recovery receivable within prepaid expenses and other current assets on the Consolidated Balance Sheet. The receivable represents the portion of settlement expected to be covered by insurance, determined by applying legal fees incurred through December 31, 2025, toward the self-insured retention. As additional legal fees are incurred beyond this date, they will further reduce the remaining self-insured retention, resulting in a corresponding increase to the receivable balance.

On February 4, 2025, a putative shareholder derivative lawsuit, captioned *Smith v. Khalaf, et al.*, Case No. 25-cv-01174 (N.D. Cal.), was filed in the same Court against certain of the Company's current and former officers and its Board of Directors (as then constituted), and named the Company as a nominal defendant. This lawsuit asserts claims for breach of fiduciary duties and violations of federal securities laws, among other claims, between the time period of May 7, 2024 and November 4, 2024 under similar theories as the Securities Actions. Two other substantially similar putative shareholder derivative lawsuit, captioned *Ojserkis v. Khalaf, et al.*, Case No. 25-cv-01883 (N.D. Cal.) and *Preciado v. Khalaf, et al.*, Case No. 3:25-cv-02100 (N.D. Cal.) were filed on February 21, 2025 and February 27, 2025, respectively. All three putative shareholder derivative suits have been consolidated into one lawsuit captioned *In re Marqeta, Inc. Derivative Litigation*, Case No. 4:25-cv-01174-YGR (N.D. Cal). The consolidated derivative action is currently stayed pending developments in the consolidated Securities Actions.

Settlement of Payment Transactions

As described in Note 2, "Summary of Significant Accounting Policies," pre-funding amounts deposited by program management customers into accounts maintained at Issuing Banks may only be used to settle customers' payment transactions, and are not subject to the same safeguarding regulations as TransactPay's customer funds, and as such, are not considered assets of the Company. Accordingly, the funds held in customers' accounts at Issuing Banks are not reflected on the Company's Consolidated Balance Sheets. If a customer does not have sufficient funds to settle a transaction, the Company is liable to the Issuing Bank to settle the transaction and would therefore incur losses if such amounts cannot be subsequently recovered from the customer. The Company did not incur losses of this nature during the years ended December 31, 2025, 2024 and 2023.

Indemnifications

In the ordinary course of business, the Company enters into agreements of varying scope and terms pursuant to which it agrees to indemnify customers, Card Networks, Issuing Banks, vendors, lessors, 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 the Company or from intellectual property infringement claims made by third parties. With respect to Issuing Banks, the Company has received requests for indemnification from time to time and may indemnify the Issuing Bank for losses such Issuing Bank may incur for non-compliance with applicable law and regulations, if those losses resulted from the Company's failure to perform under its program agreement. No significant claims have been incurred during the years ended December 31, 2025, 2024 and 2023.

In addition, the Company has entered into indemnification agreements with its directors and certain officers and employees that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors, officers, or employees. As of December 31, 2025 and 2024, no demands have been made upon the Company to provide indemnification under such agreements, and the Company is not aware of any claims that could have a material effect on its Consolidated Balance Sheets, Consolidated Statements of Operations and Comprehensive (Loss) Income, or Consolidated Statements of Cash Flows.

The Company also includes service level commitments to its customers, warranting certain levels of performance and permitting those customers to receive credits in the event the Company fails to meet those levels outlined in their respective agreements. No material credits were issued during the years ended December 31, 2025, 2024 and 2023.

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11. Stock Incentive Plans

The Company grants share-based awards to employees, non-employee directors, and other service providers of the Company under the 2021 Stock Option and Incentive Plan ("2021 Plan"). The Amended and Restated 2011 Equity Incentive Plan ("2011 Plan") had been terminated, and no new awards are granted under it. However, previously granted awards that remain outstanding continue to be governed by the terms of the 2011 Plan. Additionally, the Company offers an ESPP, which allows employees to purchase shares of common stock at 85% of the fair value of the Company's Class A common stock on the first or last day of the offering period, whichever is lower. The offering periods are six months long and start in May and November of each year.

The following table presents the share-based compensation expense recognized within the following line items in the Consolidated Statements of Operations and Comprehensive (Loss) Income and Consolidated Balance Sheet in the periods presented:

	Year Ended December 31,		
	2025	2024	2023
Restricted stock units	\$ 94,428	\$ 107,699	\$ 99,648
Stock options	6,001	23,732	26,323
Performance restricted stock units	3,562	4,041	—
Employee Stock Purchase Plan	797	1,090	1,554
Share-based compensation recorded within Compensation and benefits	104,788	136,562	127,525
Executive chairman long-term performance award	—	(144,617)	53,214
Property and equipment (capitalized internal-use software)	11,176	7,059	4,492
Total share-based compensation expense (benefit)	<u>\$ 115,964</u>	<u>\$ (996)</u>	<u>\$ 185,231</u>

Restricted Stock Units

Restricted Stock Units

The Company grants RSUs to employees, directors, and certain consultants. RSUs vest solely upon the satisfaction of service-based conditions and are generally subject to a vesting schedule of three or four years.

All RSUs granted on or after the Company's IPO in 2021, as well as any remaining pre-IPO RSU grants, contain only service-based vesting condition. The liquidity-based vesting condition that previously applied to RSUs granted before April 1, 2021 was fully satisfied upon the Company's IPO in 2021.

The fair value of RSUs is based on the closing price of the Company's Class A common stock on the grant date and is recognized as share-based compensation over the requisite service period on straight-line basis for awards with only a service vesting condition.

Performance Restricted Stock Units

The Company grants PSUs under the 2021 Plan to certain employees of the Company based on an initial target number. The final number of PSUs that may vest and settle depend upon the Company's performance against pre-established performance metrics over a predefined performance period, contingent on the compensation committee's approval of the level of achievement against the pre-established performance targets at the end of the fiscal year. The PSUs granted vest over three years and have a one year performance period with one-third of the PSUs subject to cliff vesting following the completion of the performance period then vesting in equal quarterly installments thereafter. Over the performance period, the number of PSUs that may be issued and the related share-based compensation expense that is recognized is adjusted upward or downward based upon the probability of achieving the approved performance targets against the performance metrics. Depending on the probability of achieving the pre-established performance targets, the number of PSUs issued could range from 0% to 200% of the target amount.

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A summary of the Company's RSUs and PSUs activity under the Plans was as follows:

	Number of Units	Weighted- average grant date fair value per share
Balance as of December 31, 2023	38,178	\$ 6.64
Granted	22,442	5.63
Vested	(18,274)	6.66
Canceled and forfeited	(8,540)	6.63
Balance as of December 31, 2024	33,806	\$ 5.96
Granted	24,589	4.41
Vested	(18,805)	5.78
Canceled and forfeited	(10,504)	5.60
Balance as of December 31, 2025	<u>29,086</u>	\$ 4.88

As of December 31, 2025, unrecognized compensation costs related to unvested RSUs and PSUs was \$124.1 million. These costs are expected to be recognized over a weighted-average period of 1.7 years.

Stock Options

Under the Plans, the exercise price of a stock option shall not be less than the fair market value per share of the Company's common stock on the date of grant (and not less than 110% of the fair market value per share of common stock for grants to stockholders owning more than 10% of the total combined voting power of all classes of stock of the Company, or a 10% stockholder). Options are exercisable over periods not to exceed ten years from the date of grant (five years for incentive stock options granted to 10% stockholders).

A summary of the Company's stock option activity under the Plans is as follows:

	Number of Options	Weighted- Average Exercise Price per Share	Weighted- Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value ⁽¹⁾
Balance as of December 31, 2023	36,670	\$ 16.09	7.45	\$ 24,481
Granted	—	—		
Exercised	(185)	1.10		
Canceled and forfeited	(21,523)	21.01		
Balance as of December 31, 2024	14,962	\$ 9.19	5.82	\$ 5,819
Granted	—	—		
Exercised	(506)	3.30		
Canceled and forfeited	(6,259)	12.72		
Balance as of December 31, 2025	8,197	\$ 6.86	5.73	\$ 7,321
Exercisable as of December 31, 2025 ⁽²⁾	7,567	\$ 6.96	5.61	\$ 7,321
Vested as of December 31, 2025	7,533	\$ 6.96	5.61	\$ 7,120

⁽¹⁾ Intrinsic value is calculated based on the difference between the exercise price of in-the-money-stock options and the fair value of the common stock as of the respective balance sheet dates.

⁽²⁾ The 2011 Plan allows for early exercise of stock options. Accordingly, options granted under this plan are included as exercisable stock options regardless of vesting status.

The total intrinsic value of options exercised during the years ended December 31, 2025, 2024, and 2023, was \$0.7 million, \$0.8 million, and \$12.2 million, respectively.

The total grant-date fair value of options vested during the years ended December 31, 2025, 2024, and 2023, was \$25.2 million, \$42.4 million, and \$61.8 million, respectively.

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As of December 31, 2025, aggregate unrecognized compensation costs related to unvested outstanding stock options was \$2.3 million. These costs are expected to be recognized over a weighted-average period of 0.9 years.

The Company did not grant any stock options during the years ended December 31, 2025 and 2024.

Executive Chairman Long-Term Performance Award

In April and May 2021, the Company's board of directors granted the Company's Executive Chairman and then-Chief Executive Officer ("CEO") performance-based stock options to purchase an aggregate of 19,740,923 and 47,267 shares of the Company's Class B common stock with an exercise price of \$21.49 and \$23.40 per share, respectively, (collectively, the "Executive Chairman Long-Term Performance Award"). The Executive Chairman Long-Term Performance Award would vest only upon the satisfaction of both a service condition and the achievement of certain stock price hurdles over a seven-year performance period following the expiration of the lock-up period associated with the Company's IPO in 2021.

In the second quarter of 2024, the Executive Chairman stepped down from his executive officer role and transitioned to a non-employee director role on the board of directors causing the Executive Chairman Long-Term Performance Award to be forfeited per its terms. As a result of the forfeiture, the Company reversed all previously recognized share-based compensation expense associated with the award, resulting in a one-time credit of \$167.3 million, of which \$144.6 million related to expense recognized in prior years. The Company accounts for forfeitures as they occur.

12. Stockholders' Equity Transactions

Warrants to Purchase Common Stock

In 2021 and 2020, the Company issued warrants to certain customers to purchase up to 1.2 million and 0.8 million shares of the Company's common stock, respectively. These warrants vest based on certain performance conditions that include issuing a specific percentage of new cards on the Company's platform over a defined measurement period and reaching certain annual transaction count thresholds over the contract term, respectively. All warrants have an exercise price of \$0.01 per share. These warrants are classified as equity instruments and are treated as consideration payable to a customer. The grant date fair values of these warrants were determined using Black-Scholes option-pricing model with key assumptions including the fair value of the underlying common stock on the grant date, expected term, expected volatility and risk-free rate. The grant date fair values are being recorded as a reduction to net revenue over the term of the respective customer contract based on the expected pattern of processing volume generated by the customer and the probability of vesting conditions being met.

As of December 31, 2025 and 2024, 1.3 million and 1.2 million warrants were vested, respectively. The Company recorded \$2.1 million and \$1.7 million as a reduction of net revenue related to these warrants during the years ended December 31, 2025 and 2024, respectively. Upon vesting, the fair value of the vested warrants was recorded into the Company's additional paid-in capital. Timing differences caused by the pattern of processing volume generated by the customer over the original terms of the contract and the vesting schedules of the warrants can cause differences in the amount of grant date fair value that is credited to additional paid in capital upon vesting and the amount recorded as a reduction in net revenue during any particular reporting period.

As of December 31, 2025, there were no warrants outstanding, as all previously issued warrants which fully vested had expired unexercised.

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Share Repurchase Programs

On September 14, 2022, the Company's Board of Directors authorized a share repurchase program of up to \$100 million of the Company's Class A common stock beginning September 15, 2022 ("2022 Share Repurchase Program"). Under the repurchase program, the Company was authorized to repurchase shares through open market purchases, in privately negotiated transactions or by other means, in accordance with applicable federal securities laws, including through trading plans under Rule 10b5-1 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). The number of shares repurchased and the timing of purchases were based on general business and market conditions, and other factors, including legal requirements. Repurchases under the program were completed as of March 31, 2023.

During the year ended December 31, 2023, the Company repurchased and subsequently retired 3.2 million shares for \$21.0 million under the 2022 Share Repurchase Program, for an average price of \$6.46.

On May 8, 2023, the Company's board of directors authorized a share repurchase program of up to \$200 million of the Company's Class A common stock ("2023 Share Repurchase Program"). Under the 2023 Share Repurchase Program, the Company was authorized to repurchase shares through open market purchases, in privately negotiated transactions or by other means, in accordance with applicable federal securities laws, including through trading plans under Rule 10b5-1 of the Exchange Act. The number of shares repurchased and the timing of purchases were based on general business and market conditions, and other factors, including legal requirements.

During the year ended December 31, 2023, the Company repurchased 31.3 million shares in the open market for \$169.4 million under the 2023 Share Repurchase Program, for an average price of \$5.41. During the year ended December 31, 2024 the Company repurchased 5.2 million shares in the open market for \$32.8 million, including transaction costs and excise taxes, at an average price of \$6.27 under the 2023 Share Repurchase Program. Repurchases under the 2023 Share Repurchase Program were completed as of March 31, 2024.

On May 6, 2024, the Company's board of directors authorized a share repurchase program of up to \$200 million of the Company's Class A common stock (the "2024 Share Repurchase Program"). Under the 2024 Share Repurchase Program, the Company was authorized to repurchase shares through open market purchases, in privately negotiated transactions or by other means, in accordance with applicable federal securities laws, including through trading plans under Rule 10b5-1 of the Exchange Act. The number of shares repurchased and the timing of purchases were based on general business and market conditions, and other factors, including legal requirements.

During the year ended December 31, 2024, the Company repurchased approximately 23.2 million shares in the open market and in privately negotiated transactions for \$119.5 million under the 2024 Share Repurchase Program, for an average price of \$5.16, respectively. The total price of the shares repurchased and the related transaction costs and excise taxes of \$1.2 million during the year ended December 31, 2024 are reflected as a reduction to Common stock and Additional paid-in capital on the Company's Consolidated Balance Sheets. During the year ended December 31, 2025, the Company repurchased approximately 19.2 million shares in the open market and in privately negotiated transactions for \$80.5 million under the 2024 Share Repurchase Program, for an average price of \$4.20, respectively. The total price of the shares repurchased and the related transaction costs and excise taxes of \$1.1 million during the year ended December 31, 2025 are reflected as a reduction to Common stock and Additional paid-in capital on the Company's Consolidated Balance Sheets. Repurchases under the 2024 Share Repurchase Program were completed as of March 31, 2025.

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On February 25, 2025, the Company's Board of Directors authorized an additional share repurchase program of up to \$300 million of the Company's Class A common stock (the "February 2025 Share Repurchase Program"). Under the February 2025 Share Repurchase Program, the Company was authorized to repurchase shares through open market purchases, in privately negotiated transactions, or by other means, in accordance with applicable federal securities laws, including through trading plans under Rule 10b5-1 of the Exchange Act. The number of shares repurchased and the timing of purchases were based on general business and market conditions, and other factors, including legal requirements. The February 2025 Share Repurchase Program had no set expiration date.

During the year ended December 31, 2025, the Company repurchased approximately 63.9 million shares under the February 2025 Share Repurchase Program for \$300.0 million, at an average price of \$4.69 per share. The aggregate cost of the shares repurchased and the related transaction costs and excise taxes of \$3.8 million during the year ended December 31, 2025, respectively, are reflected as a reduction to Common stock and Additional paid-in capital on the Company's Consolidated Balance Sheet. Repurchases under the February 2025 Share Repurchase Program were completed during the fourth quarter of 2025.

On December 4, 2025, the Company's Board of Directors authorized an additional share repurchase program of up to \$100 million of the Company's Class A common stock (the "December 2025 Share Repurchase Program"). Under the December 2025 Share Repurchase Program, the Company is authorized to repurchase shares through open market purchases, in privately negotiated transactions, or by other means, in accordance with applicable federal securities laws, including through trading plans under Rule 10b5-1 of the Exchange Act. The number of shares repurchased and the timing of purchases are based on general business and market conditions, and other factors, including legal requirements. The December 2025 Share Repurchase Program has no set expiration date.

During the year ended December 31, 2025, the Company repurchased approximately 1.7 million shares under the December 2025 Share Repurchase Program for \$8.5 million, at an average price of \$4.89 per share. The aggregate cost of the shares repurchased and the related transaction costs and excise taxes of \$0.1 million during the year ended December 31, 2025, respectively, are reflected as a reduction to Common stock and Additional paid-in capital on the Company's Consolidated Balance Sheet. As of December 31, 2025, \$91.5 million remained available for future share repurchases under the December 2025 Share Repurchase Program.

13. Restructuring

During the second quarter of 2023, the Company approved a restructuring plan (the "Restructuring Plan") intended to reduce operating expenses and improve profitability by reducing the Company's workforce. The net restructuring charges incurred in connection with the Restructuring Plan was approximately \$8.7 million, which was completed as of December 31, 2023.

The Company recorded \$8.7 million in restructuring charges during the year ended December 31, 2023, which consisted of \$14.6 million primarily related to one-time severance and benefit payments, as well as a net reduction of stock-based compensation of \$2.9 million related to the vesting of certain equity awards and the forfeiture of certain equity awards which were accounted for as it occurred. Additionally, the Company reduced previously accrued bonuses for impacted employees of \$2.9 million due to the terms of the Restructuring Plan. These costs were included in Compensation and benefits in the Consolidated Statement of Operations and Comprehensive (Loss) Income.

As the Restructuring Plan was completed in 2023 and no further costs are expected, there were no material restructuring charges or related liabilities remaining as of December 31, 2025 or 2024.

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14. Net (Loss) Income Per Share Attributable to Common Stockholders

Basic net (loss) income per share is computed by dividing the net (loss) income by the weighted-average number of shares of common stock outstanding during the period. Diluted net (loss) income per share is computed by dividing net (loss) income by the weighted-average number of shares of common stock outstanding adjusted for the dilutive effect of all potential shares of common stock. In periods when the Company reported a net loss, diluted net loss per share is the same as basic net loss per share because the effects of potentially dilutive items were anti-dilutive.

The Company calculated basic and diluted net (loss) income per share attributable to common stockholders as follows:

	Year Ended December 31,					
	2025		2024		2023	
	Class A	Class B	Class A	Class B	Class A	Class B
Numerator						
Net (loss) income attributable to common stockholders, basic	\$ (12,925)	\$ (1,000)	\$ 24,938	\$ 2,349	\$ (199,108)	\$ (23,854)
Net (loss) income attributable to common stockholders, diluted	\$ (12,925)	\$ (1,000)	\$ 24,808	\$ 2,479	\$ (199,108)	\$ (23,854)
Denominator						
Weighted-average shares used in computing basic Net (loss) income per share attributable to common stockholders	428,988	33,180	467,071	43,993	475,564	56,976
Effect of dilutive potential shares of common stock	—	—	4,646	3,135	—	—
Weighted-average shares used in computing diluted Net (loss) income per share attributable to common stockholders	<u>428,988</u>	<u>33,180</u>	<u>471,717</u>	<u>47,128</u>	<u>475,564</u>	<u>56,976</u>
Net (loss) income per share attributable to common stockholders, basic	\$ (0.03)	\$ (0.03)	\$ 0.05	\$ 0.05	\$ (0.42)	\$ (0.42)
Net (loss) income per share attributable to common stockholders, diluted	\$ (0.03)	\$ (0.03)	\$ 0.05	\$ 0.05	\$ (0.42)	\$ (0.42)

As liquidation and dividend rights are identical for Class A common stock and Class B common stock, the undistributed earnings are allocated on a proportionate basis and the resulting income (loss) per share will, therefore, be the same for both Class A common stock and Class B common stock on an individual or combined basis.

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The following potentially dilutive securities were excluded from the computation of diluted net loss per share during the years ended December 31, 2025 and 2023 because including them would have had an anti-dilutive effect as the Company was in a loss position during those periods:

	Year Ended December 31,			
	2025		2023	
	Class A	Class B	Class A	Class B
Warrants to purchase Class B common stock	—	—	—	1,900
Stock options, restricted stock, and employee stock purchase plan	33,437	3,846	46,236	28,864
Total	33,437	3,846	46,236	30,764

Potentially dilutive securities that were excluded from the computation of diluted net income per share during the year ended December 31, 2024 because including them would have had an anti-dilutive effect were as follows:

	Year Ended December 31, 2024	
	Class A	Class B
Stock options outstanding, including early exercise of options	8,136	13,880
Unvested RSUs outstanding	21,111	259
Total	29,247	14,139

15. Income Taxes

The components of (loss) income before income taxes by tax jurisdiction were as follows:

	Year Ended December 31,		
	2025	2024	2023
United States	\$ (13,386)	\$ 28,872	\$ (231,790)
Foreign	57	(792)	1,215
(Loss) income before income tax expense (benefit)	\$ (13,329)	\$ 28,080	\$ (230,575)

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The components of income tax expense (benefit) were as follows:

	Year Ended December 31,		
	2025	2024	2023
Current tax expense (benefit):			
US federal	\$ —	\$ —	\$ —
US state and local	15	126	83
Foreign	853	569	(139)
Total current tax expense (benefit)	<u>868</u>	<u>695</u>	<u>(56)</u>
Deferred tax (benefit) expense:			
US federal	—	—	(6,347)
US state and local	—	—	(2,025)
Foreign	(272)	98	815
Total deferred tax (benefit) expense	<u>(272)</u>	<u>98</u>	<u>(7,557)</u>
Total Income tax expense (benefit)			
US federal	—	—	(6,347)
US state and local	15	126	(1,942)
Foreign	581	667	676
Total Income tax expense (benefit)	<u>\$ 596</u>	<u>\$ 793</u>	<u>\$ (7,613)</u>

The Company adopted ASU 2023-09, "Improvements to Income Tax Disclosures" as of December 31, 2025 and the Company applied this guidance prospectively. Accordingly, the effective tax rate reconciliation for the year ended December 31, 2025 is presented in accordance with the new standard, while those for the years ended December 31, 2024 and 2023 are presented under the previous guidance and have not been retrospectively adjusted.

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The reconciliation of the U.S. federal statutory rate to the Company's effective income tax rate for the year ended December 31, 2025 under ASU 2023-09 is as follows:

	<u>Year Ended December 31, 2025</u>	
	<u>Amount</u>	<u>Percent</u>
US Federal Statutory Tax Rate	\$ (2,800)	21.0 %
Domestic Federal:		
Tax Credits		
Research and development tax credits ⁽¹⁾	(2,410)	18.1 %
Nontaxable or deductible Items		
Executive compensation	6,968	(52.3)%
Share-based payment awards	3,309	(24.8)%
Non-deductible compensation	619	(4.6)%
Non-deductible M&A	355	(2.7)%
Other	129	(1.0)%
Change in Valuation Allowance	(6,158)	46.2 %
Domestic State and Local Income Taxes, Net of Federal Income Tax Effect ⁽²⁾	15	(0.1)%
Foreign Tax Effects:		
United Kingdom		
Shared-based payment awards	230	(1.7)%
Other	64	(0.5)%
Canada		
Non-deductible compensation	508	(3.8)%
Research and development tax credits ⁽¹⁾	(494)	3.7 %
Other	132	(1.0)%
Other Jurisdictions		
Other	129	(1.0)%
Effective Tax Rate	<u>\$ 596</u>	<u>(4.5)%</u>

(1) Presented net of related unrecognized tax benefits in the current year. Also includes immaterial changes in unrecognized tax benefits related to prior year tax positions.

(2) The tax effects attributable to state taxes in Oregon and Texas for the year ended December 31, 2025 represent the majority (greater than 50%) of the total in this category.

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The reconciliation of the Company's effective tax rate to the statutory federal rate for the years ended December 31, 2024 and 2023 under the previous guidance is as follows:

	Year Ended December 31,	
	2024	2023
Taxes at federal statutory rate	21.0 %	21.0 %
State taxes, net of federal effect	5.9 %	6.5 %
Share-based compensation	14.0 %	(3.1)%
Executive compensation	(77.2)%	(11.0)%
Research and development credits	(32.5)%	17.0 %
Change in uncertain tax positions	8.1 %	(4.2)%
Mergers and acquisitions	1.7 %	3.5 %
Nondeductible compensation	33.3 %	(7.4)%
Other	1.6 %	(1.6)%
Change in valuation allowance	26.9 %	(17.4)%
Effective tax rate	<u>2.8 %</u>	<u>3.3 %</u>

Income taxes paid by jurisdiction for the year ended December 31, 2025 are summarized as follows:

	December 31, 2025
US Federal	\$ —
US State and Local	78
Foreign	
United Kingdom	405
Canada	54
Poland	31
Other	27
Total Foreign	<u>517</u>
Total	<u>\$ 595</u>

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Deferred tax assets and liabilities consist of the following:

	December 31, 2025	December 31, 2024
Deferred tax assets:		
Federal and state net operating losses	\$ 53,398	\$ 46,108
Research and development credits	40,008	34,556
Research and development capitalization expenditures	23,643	40,453
Accruals and other	11,721	10,675
Share-based compensation	5,137	8,087
Lease liability	1,478	1,277
Property and equipment	1,092	940
Deferred revenue	635	1,174
Reserve for contract contingencies and processing errors	—	465
Total deferred tax assets	137,112	143,735
Less valuation allowance	(129,569)	(135,697)
Total deferred tax assets, net of valuation allowance	7,543	8,038
Deferred tax liabilities:		
Intangibles	(8,845)	(7,061)
Right-of-use asset	(1,159)	(581)
Total deferred tax liabilities	(10,004)	(7,642)
Net deferred tax (liabilities) assets	\$ (2,461)	\$ 396

In accordance with ASC 740 and based on all available evidence on a jurisdictional basis, the Company believes that it is more likely than not that its U.S. deferred tax assets will not be utilized and has recorded a full valuation allowance against its net deferred tax assets in the U.S. jurisdiction. The Company assesses on a periodic basis the likelihood that it will be able to recover its deferred tax assets. The Company considers all available evidence, both positive and negative, including historical levels of income or losses and expectations and risks associated with estimates of future taxable income in assessing the need for the valuation allowance. If it is not more likely than not that the Company expects to recover its deferred tax assets, the Company will increase its provision for taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. The available negative evidence at December 31, 2025 and 2024 included historical and projected future operating losses. As a result, the Company concluded that a decrease of \$6.1 million and an increase of \$7.5 million was required to reflect the change in its deferred tax assets prior to valuation allowance during 2025 and 2024, respectively. As of December 31, 2025 and 2024, the Company considered it more likely than not that substantially all of its deferred tax assets would not be realized.

As of December 31, 2025, the Company had net operating loss carryforwards of approximately \$205.2 million and \$172.9 million for federal and state tax purposes, respectively. Of the Company's federal net operating loss carryforwards as of December 31, 2025, \$180.3 million can be carried forward indefinitely but are limited to 80% of taxable income. If not utilized, the federal and state net operating carryforwards will begin to expire in 2035 and 2025, respectively.

In addition, the Company had research and development tax credit carryforwards of approximately \$39.7 million for federal income tax purposes and \$16.9 million for California state tax purposes. If not utilized, the federal research and development tax credit carryforwards will begin to expire in 2031. The California state research credit can be carried forward indefinitely.

Marqeta, Inc.
Notes to Consolidated Financial Statements
 (Tabular Amounts in Thousands, Except Per Share Amounts, Ratios, or as Noted)

Under Section 382 of the Internal Revenue Code of 1986, as amended, the Company's ability to utilize net operating loss carryforwards or other tax attributes in any taxable year may be limited if the Company has experienced an ownership change. As of December 31, 2025, the Company has concluded that it has experienced ownership changes since inception and that its utilization of net operating loss carryforwards and other tax attributes will be subject to annual limitations.

The Company files federal, state, and foreign income tax returns in jurisdictions with varying statutes of limitations. To the extent the Company has tax attributes carryforwards, the tax years in which the attribute was generated may still be adjusted upon examination by the federal, state, or foreign tax authorities to the extent utilized in a future period.

The Company made an accounting policy election to provide for the Global Intangible Low-Taxed Income (GILTI) tax expense in the year the tax is incurred as a period cost. The Company elected and applied the tax law ordering approach when considering GILTI as part of its valuation allowance.

In July 2025, Congress passed and the President signed into law H.R. 1, the One Big Beautiful Bill Act (the "Tax Act"), which addresses certain business tax provisions enacted as a part of the 2017 Tax Cuts and Jobs Act including restoration of 100% bonus depreciation under Section 168(k) and Section 174 expensing for US-based research. Accounting Standards Codification Topic 740, Income Taxes, ("Topic 740") requires the tax impacts to be included in the reporting period that includes the date the Tax Act was signed into law. As the Tax Act was enacted in the third quarter of fiscal year 2025, the Company reflected the impacts of the Tax Act in its income tax expense beginning in the third quarter of fiscal year 2025. Due to the Company's full valuation allowance on its deferred tax assets, these tax law changes did not have a significant effect on the Company's financial position or results of operations.

The Company recognizes tax benefits from uncertain tax positions only if the Company believes that it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The Company makes adjustments to the reserves in accordance with the income tax accounting guidance when facts and circumstances change, such as the closing of a tax audit or the refinement of an estimate.

A reconciliation of the total amounts of unrecognized tax benefits was as follows:

	Year Ended December 31,		
	2025	2024	2023
Beginning balance	\$ 12,199	\$ 9,800	\$ —
Additions based on uncertain tax positions related to the current period	6,515	2,399	3,238
Additions based on uncertain tax positions related to the prior periods	106	—	6,562
Ending balance	<u>\$ 18,820</u>	<u>\$ 12,199</u>	<u>\$ 9,800</u>

The Company's policy is to include interest and penalties related to unrecognized tax benefits within the Company's tax provision for income tax expenses. During the year ended December 31, 2025, the Company accrued \$0.3 million of interest and penalties related to unrecognized tax benefits.

As of December 31, 2025, the Company had gross unrecognized tax benefits of \$18.8 million. If recognized, \$4.6 million of unrecognized tax benefits would affect the Company's effective tax rate. The remaining \$14.2 million would not impact the effective tax rate due to the offsetting effect of the Company's valuation allowance.

16. Concentration Risks and Significant Customers

Financial instruments that potentially expose the Company to concentration of credit risk consist of cash and cash equivalents, short-term investments, and accounts receivable. Cash and cash equivalents held with financial institutions may exceed federally insured limits, posing potential credit risk.

Marqeta, Inc.
Notes to Consolidated Financial Statements
(Tabular Amounts in Thousands, Except Per Share Amounts, Ratios, or as Noted)

As of December 31, 2025, short-term investments were \$62.5 million, and there was no concentration of securities of the same issuer with an aggregate fair value greater than 5% of this total balance, except for U.S. Treasury securities, which amounted to \$56.1 million, or 90%, of the short-term investments. As of December 31, 2025, all debt securities within the Company's portfolio were investment grade.

As of December 31, 2024, short-term investments were \$179.4 million, and there was no concentration of securities of the same issuer with an aggregate fair value greater than 5% of the total balance, except for U.S. Treasuries, which amounted to \$168.9 million, or 94% of the short-term investments. As of December 31, 2024, all debt securities within the Company's portfolio were investment grade.

A significant portion of the Company's payment transactions is settled through one Issuing Bank, Sutton Bank. For the years ended December 31, 2025, 2024 and 2023, 64%, 70% and 76% of Total Processing Volume was settled through Sutton Bank, respectively.

A significant portion of the Company's revenue and accounts receivable is derived from a single customer. The following provides net revenue as a percentage of total net revenue and customers' receivables as a percentage of total customers receivables for our significant customers:

	Percent of Net Revenue for the Year Ended December 31,		
	2025	2024	2023
Customer A	45%	47%	68%

	Percent of Customers' Receivables as of December 31,	
	2025	2024
Customer A	*	10%
Customer B	12%	*
Customer C	*	13%
Customer D	12%	*

* - Did not exceed 10% in the reporting period presented

17. Segment Information

The Company's chief operating decision maker ("CODM") is its Chief Executive Officer, who regularly reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company provides a single, global, cloud-based, open API platform for modern card issuing and transaction processing, and primarily earns revenue from processing card transactions for its customers. As such, the Company operates as a single operating segment and reporting unit.

The CODM assesses performance and decides how to allocate resources based on consolidated net (loss) income as the measure of profit and loss and consolidated total assets. The measure of segment assets is reported on the balance sheet as total assets. The CODM uses net (loss) income in the annual budgeting process and subsequent monitoring of budget versus actual results, as well as in assessing the return on consolidated total assets.

Marqeta, Inc.
Notes to Consolidated Financial Statements
(Tabular Amounts in Thousands, Except Per Share Amounts, Ratios, or as Noted)

The following is the information used by the CODM in assessing segment performance:

	Year Ended December 31,		
	2025	2024	2023
Net revenue	\$ 624,884	\$ 506,995	\$ 676,171
Cost of revenue	187,612	155,146	346,657
Gross profit	437,272	351,849	329,514
Significant expenses:			
Employee compensation and benefits	235,631	261,033	318,856
Share based compensation	104,788	136,562	127,525
Professional services	21,879	20,057	21,679
Technology	65,005	60,059	55,612
Occupancy and equipment	3,766	5,995	4,361
Depreciation and amortization	27,163	17,460	10,741
Marketing and advertising	5,073	2,986	2,566
Other operating expenses	20,397	16,780	17,975
Executive Chairman Long-Term Performance Award	—	(144,617)	53,214
Interest income	33,216	53,411	52,613
Other expense	(115)	(865)	(173)
Income tax expense (benefit)	596	793	(7,613)
Segment and consolidated net (loss) income ⁽¹⁾	<u>\$ (13,925)</u>	<u>\$ 27,287</u>	<u>\$ (222,962)</u>

(1) The Company operates as a single reportable segment that is managed on a consolidated basis, therefore the Company's segment net (loss) income is the same as the Company's consolidated net (loss) income.

For the years ended December 31, 2025, 2024, and 2023, net revenue outside of the United States, based on the billing address of the customer, was 14%, 10%, and 5%, respectively.

As of December 31, 2025 and 2024, tangible long-lived assets located outside of the United States were not material and not used by the CODM in assessing and evaluating financial performance and allocating resources.

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of the end of the period covered by this Annual Report on Form 10-K. Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on such evaluation, our management has concluded our disclosure controls and procedures were effective at a reasonable assurance level as of December 31, 2025.

Management's Report on Internal Control Over Financial Reporting

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

As disclosed in Note 4 "Business Combinations", to the consolidated financial statements, we acquired TransactPay during the year ended December 31, 2025. Pursuant to SEC rules, companies are permitted to exclude acquisitions from their assessment of the effectiveness of internal control over financial reporting for the fiscal year in which the acquisition occurs. Accordingly, management excluded TransactPay from its assessment of the effectiveness of internal control over financial reporting as of December 31, 2025. TransactPay's total assets, principally consisted of restricted cash associated with card and electronic money wallet programs (fully offset by corresponding liabilities to customers), represented approximately 21% of our consolidated total assets as of December 31, 2025. TransactPay's revenue represented approximately 1% of our consolidated net revenues for the year ended December 31, 2025.

The effectiveness of our internal control over financial reporting as of December 31, 2025 has been audited by KPMG, LLP, an independent registered public accounting firm, as stated in their report which is included in Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

In connection with our acquisition of TransactPay, we are reviewing its internal controls and are implementing changes as deemed necessary. Except for the changes in internal controls related to TransactPay, there were no changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(d) and 15d-15(d) under the Exchange Act) during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

The effectiveness of any internal control over financial reporting is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating, and evaluating the controls and procedures, and the inability to eliminate misconduct completely. Accordingly, any system of internal control over financial reporting, no matter how well designed and operated, can only provide reasonable, not absolute assurance that its objectives will be met. In addition, 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. We intend to continue to monitor and upgrade our internal controls as necessary or appropriate for our business, but cannot assure you that such improvements will be sufficient to provide us with effective internal control over financial reporting.

Item 9B. Other Information

(b) On November 20, 2025, Elaine Paul, a member of our board of directors, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 37,330 shares of our Class A common stock. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c). The duration of the trading arrangement is until November 30, 2026, or earlier if all transactions under the trading arrangement are completed, but in no case earlier than one year, or later than two years, from November 20, 2025.

No other officers, as defined in Rule 16a-1(f), or directors adopted or terminated a Rule 10b5-1 trading arrangement or a “non-Rule 10b5-1 trading arrangement,” as defined in Item 408 of Regulation S-K, during our last fiscal quarter.

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 is incorporated by reference to the definitive Proxy Statement for the 2026 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days of our fiscal year ended December 31, 2025.

Item 11. Executive Compensation

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

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 definitive Proxy Statement for the 2026 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days of our fiscal year ended December 31, 2025.

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

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

Item 14. Principal Accountant Fees and Services

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

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. Consolidated Financial Statements

See Index to Consolidated Financial Statements at Part II, Item 8 herein.

2. Financial Statement Schedules

All schedules have been omitted because they are not required, not applicable, or not present in amounts sufficient to require submission of the schedule.

3. Exhibits

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit Number	Filing Date
3.1	Amended and Restated Certificate of Incorporation of the Registrant.	S-1/A	333-256154	3.2	May 24, 2021
3.2	Amended and Restated Bylaws of the Registrant.	S-1/A	333-256154	3.4	May 24, 2021
4.1	Form of Class A common stock certificate of the Registrant.	S-1	333-256154	4.1	May 14, 2021
4.2	Amended and Restated Investors Rights Agreement, dated May 27, 2020, by and among the Registrant and certain of its stockholders.	S-1	333-256154	4.2	May 14, 2021
4.3	Description of the Registrant's Securities.	10-K	001-40465	4.8	March 11, 2022
10.1 [#]	Form of Amended and Restated Indemnification Agreement between the Registrant and each of its directors and executive officers.	10-K	001-40465	10.1	February 28, 2023
10.2 [#]	Amended and Restated 2011 Equity Incentive Plan, as amended, and forms of agreements thereunder.	S-1/A	333-256154	10.2	May 14, 2021
10.3 [#]	2021 Stock Option and Incentive Plan, and forms of agreements thereunder.	S-1/A	333-256154	10.3	June 1, 2021
10.4 [#]	2021 Employee Stock Purchase Plan.	S-1/A	333-256154	10.4	June 1, 2021
10.5 [#]	Senior Executive Cash Incentive Bonus Plan.	S-1/A	333-256154	10.5	May 24, 2021
10.6 [#]	Executive Severance Plan.	S-1/A	333-256154	10.6	May 24, 2021
10.7 [#]	Amended Non-Employee Director Compensation Policy.	8-K	001-40465	10.1	July 19, 2024
10.8 [#]	Form of Director Offer Letter.	S-1	333-256154	10.12	May 14, 2021
10.9 [#]	Form of Employee Retention Letter.	10-Q	001-40465	10.4	May 7, 2025
10.10 [#]	Offer Letters between the Registrant and Simon Khalaf dated May 25, 2022 and January 26, 2023.	10-K	001-40465	10.9	February 28, 2023
10.11 [#]	Separation Agreement by and between Marqeta, Inc. and Simon Khalaf, dated March 1, 2025.	10-Q	001-40465	10.3	May 7, 2025
10.12 [#]	Offer Letter between the Registrant and Michael (Mike) Milotich dated February 3, 2022.	10-K	001-40465	10.16	March 11, 2022
10.13 [#]	Offer Letter between the Registrant and Michael (Mike) Milotich dated September 8, 2025.	10-Q	001-40465	10.2	November 5, 2025
10.14 [#]	Offer Letters between the Registrant and Todd Pollak, dated November 4, 2022 and January 26, 2023.	10-Q	001-40465	10.3	May 7, 2024
10.15 [#]	Offer Letter between the Registrant and Crystal Sumner, dated January 6, 2023.	10-Q	001-40465	10.4	May 7, 2024
10.16 ^{*#}	Offer Letter between the Registrant and Patti Kangwankij, dated January 6, 2026.				

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10.17	Lease Agreement by and between the Registrant and MACH II 180 LLC, dated on or about March 1, 2016, as amended on November 8, 2017, March 14, 2019, and November 7, 2019.	10-K	001-40465	10.13	February 28, 2024
10.18	Fourth Amendment to Lease, by and between Marqeta, Inc. and 180 Grand, LLC, dated as of April 10, 2025.	10-Q	001-40465	10.1	August 6, 2025
10.19†	Master Services Agreement by and between the Registrant and Square, Inc., dated April 19, 2016, as amended on September 1, 2016, October 18, 2016, December 24, 2016, June 30, 2017, August 2, 2017, October 1, 2017, April 1, 2018, June 6, 2019, September 20, 2019, February 7, 2020, November 18, 2020, November 18, 2020, March 13, 2021, May 21, 2021, January 27, 2022, and March 1, 2023.	10-Q	001-40465	10.4	May 9, 2023
10.20*†	Amendment No. 27 to the Master Services Agreement by and between the Registrant and Block, Inc. dated January 22, 2026.				
10.21†	Amendment No. 26 to the Master Services Agreement by and between the Registrant and Block, Inc. dated August 11, 2025 and effective as of June 30, 2025.	10-Q	001-40465	10.1	November 5, 2025
10.22†	Amendment No. 25 to the Master Services Agreement by and between the Registrant and Block, Inc. dated March 26, 2025.	10-Q	001-40465	10.1	May 7, 2025
10.23†	Amendment No. 24 to the Master Services Agreement by and between the Registrant and Block, Inc. dated February 28, 2025.	10-Q	001-40465	10.2	May 7, 2025
10.24†	Amendment No. 23 to the Master Services Agreement by and between the Registrant and Square, Inc. dated December 18, 2024.	10-K	001-40465	10.17	February 26, 2025
10.25†	Amendment No. 22 to the Master Services Agreement by and between the Registrant and Square, Inc. dated October 28, 2024.	10-K	001-40465	10.18	February 26, 2025
10.26†	Amendment No. 21 to the Master Services Agreement by and between the Registrant and Square, Inc. dated October 4, 2024.	10-K	001-40465	10.19	February 26, 2025
10.27†	Amendment to Amendment No. 19 to the Master Services Agreement by and between the Registrant and Square, Inc. dated May 10, 2024.	10-Q	001-40465	10.1	August 7, 2024
10.28†	Amendment No. 19 to the Master Services Agreement by and between the Registrant and Square, Inc. dated November 3, 2023.	10-K	001-40465	10.15	February 28, 2024
10.29	Amendment No. 18 to the Master Services Agreement by and between the Registrant and Square, Inc. dated September 26, 2023.	10-Q	001-40465	10.1	November 8, 2023
10.30†	Amendment No. 17 to the Master Services Agreement by and between the Registrant and Square Inc. dated August 4, 2023.	8-K/A	001-40465	10.1	August 11, 2023
10.31†	Amended and Restated Card Program Manager Agreement by and between the Registrant and Sutton Bank, dated April 1, 2016, as amended on December 31, 2017, September 1, 2018, August 1, 2020, July 1, 2021, and January 23, 2023.	10-Q	001-40465	10.1	August 8, 2023
10.32*†	Tenth Amendment to the Amended and Restated Card Program Manager Agreement by and between the Registrant and Sutton Bank, effective as of January 15, 2026.				
10.33*†	Ninth Amendment to the Amended and Restated Card Program Manager Agreement by and between the Registrant and Sutton Bank, effective as of January 15, 2026.				
10.34	Eighth Amendment to the Amended and Restated Card Program Manager Agreement by and between the Registrant and Sutton Bank, dated November 15, 2024.	10-K	001-40465	10.25	February 26, 2025
10.35	Seventh Amendment to the Amended and Restated Card Program Manager Agreement by and between the Registrant and Sutton Bank, dated April 4, 2024.	10-Q	001-40465	10.1	May 7, 2024
10.36†	Addendum to the Amended and Restated Card Program Manager Agreement by and between the Registrant and Sutton Bank, dated January 19, 2024.	10-Q	001-40465	10.2	May 7, 2024
16.1	Letter from Ernst & Young LLP dated March 7, 2024.	8-K	001-40465	16.1	March 1, 2024
19.1	Insider Trading Policy.	10-K	001-40465	19.1	February 26, 2025
21.1*	Subsidiaries of the Registrant.				
23.1*	Consent of KPMG LLP, independent registered public accounting firm.				
23.2*	Consent of Ernst & Young LLP, independent registered public accounting firm.				

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24.1*	Power of Attorney (incorporated by reference to the signature page to this Annual Report on Form 10-K)				
31.1*	Certification of the Principal Executive Officer, pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2*	Certification of the Principal Financial Officer, pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1**	Certification of the Principal Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
32.2**	Certification of the Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
97.1	Compensation Recovery Policy.	10-K	001-40465	97.1	February 28, 2024
101.INS*	Inline XBRL Instance Document.				
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.				
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.				
101.LAB*	Inline XBRL Taxonomy Extension Labels Linkbase Document.				
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.				
104*	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).				
†	Certain confidential information contained in this exhibit has been omitted because it is both (i) not material and (ii) is the type that the Registrant treats as private or confidential.				
#	Indicates management contract or compensatory plan, contract or agreement.				
*	Filed herewith.				
**	Furnished herewith. The certifications attached as Exhibits 32.1 and 32.2 that accompany this Annual Report on Form 10-K are deemed furnished and not filed with the SEC and are not to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.				

Item 16. Form 10-K Summary

Not applicable.

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.

MARQETA, INC.**Date:** February 24, 2026

By: /s/ Michael (Mike) Milotich
Name: Michael (Mike) Milotich
Title: Chief Executive Officer (Principal Executive

Date: February 24, 2026

By: /s/ Patti Kangwankij
Name: Patti Kangwankij
Title: Chief Financial Officer (Principal Financial

Date: February 24, 2026

By: /s/ Sarah Barkema
Name: Sarah Barkema
Title: Chief Accounting Officer (Principal Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Milotich and Crystal Sumner, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any amendments to this Annual 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, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael (Mike) Milotich</u> Michael (Mike) Milotich	Chief Executive Officer (Principal Executive Officer)	February 24, 2026
<u>/s/ Patti Kangwankij</u> Patti Kangwankij	Chief Financial Officer (Principal Financial Officer)	February 24, 2026
<u>/s/ Sarah Barkema</u> Sarah Barkema	Chief Accounting Officer (Principal Accounting Officer)	February 24, 2026
<u>/s/ Najuma Atkinson</u> Najuma Atkinson	Director	February 24, 2026
<u>/s/ Alpesh Chokshi</u> Alpesh Chokshi	Director	February 24, 2026
<u>/s/ Martha Cummings</u> Martha Cummings	Director	February 24, 2026
<u>/s/ Jason Gardner</u> Jason Gardner	Director	February 24, 2026
<u>/s/ R. Mark Graf</u> R. Mark Graf	Director	February 24, 2026
<u>/s/ Judson Linville</u> Judson Linville	Director	February 24, 2026
<u>/s/ Elaine Paul</u> Elaine Paul	Director	February 24, 2026

/s/ Kiran Prasad
Kiran Prasad

 /s/ Wendy Thomas
Wendy Thomas

Director

February 24, 2026

Director

February 24, 2026