

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

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number: 001-37415

Evolent Health, Inc.

(Exact name of registrant as specified in its charter)

Delaware	32-0454912
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1812 N. Moore Street, Suite 1705, Arlington, Virginia	22209
(Address of principal executive offices)	(Zip Code)

(571) 389-6000

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 of Evolent Health, Inc., par value \$0.01 per share	EVH	New York Stock Exchange

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

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

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

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

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

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

As of November 1, 2024, there were 116,563,910 shares of the registrant's Class A common stock outstanding.

Evolent Health, Inc.
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Explanatory Note

In this Quarterly Report on Form 10-Q, unless the context otherwise requires, "Evolent," the "Company," "we," "our" and "us" refer to Evolent Health, Inc. and its consolidated subsidiaries. Evolent Health LLC, a subsidiary of Evolent Health, Inc. through which we conduct our operations, has owned all of our operating assets and substantially all of our business since inception. Evolent Health, Inc. is a holding company and its principal asset is all of the Class A common units of Evolent Health LLC.

FORWARD-LOOKING STATEMENTS - CAUTIONARY LANGUAGE

Certain statements made in this report and in other written or oral statements made by us or on our behalf are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"). A forward-looking statement is a statement that is not a historical fact and, without limitation, includes any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like: "believe," "anticipate," "expect," "estimate," "aim," "predict," "potential," "continue," "plan," "project," "will," "should," "shall," "may," "might" and other words or phrases with similar meaning in connection with a discussion of future operating or financial performance. In particular, these include statements relating to our ability to weather current dynamics, continue to expand our footprint, future actions, trends in our businesses, prospective services, new partner additions/expansions, our guidance and business outlook and future performance or financial results, and the closing of pending transactions and the outcome of contingencies, such as legal proceedings. We claim the protection afforded by the safe harbor for forward-looking statements provided by the PSLRA.

These statements are only predictions based on our current expectations and projections about future events. Forward-looking statements involve risks and uncertainties that may cause actual results, level of activity, performance or achievements to differ materially from the results contained in the forward-looking statements. Risks and uncertainties that may cause actual results to vary materially, some of which are described within the forward-looking statements, include, among others:

- risks relating to our ability to efficiently integrate NIA and Machinify into our operations;
- the significant portion of revenue we derive from our largest partners, and the potential loss, non-renewal, termination or renegotiation of our relationship or contract with any significant partner, or multiple partners in the aggregate;
- our ability to terminate certain leases and recognize impairment charges in connection with our repositioning plan;
- evolution of the healthcare regulatory and political framework;
- uncertainty in the health care regulatory framework, including the potential impact of policy changes;
- our ability to offer new and innovative products and services and our ability to keep pace with industry standards, technology and our partners' needs;

- risks related to completed and future acquisitions, investments, alliances and joint ventures, which could divert management resources, result in unanticipated costs or dilute our stockholders;
 - the growth and success of our partners and certain revenues from our engagements, which are difficult to predict and are subject to factors outside of our control, including governmental funding reductions and other policy changes;
 - our ability to accurately predict our exposure under performance-based contracts;
 - risks relating to our ability to maintain profitability for our total cost of care and performance-based contracts and products, including capitation and risk-bearing contracts;
 - our ability to effectively manage our growth and maintain an efficient cost structure, and to successfully implement cost cutting measures;
 - changes in general economic conditions nationally and regionally in our markets, including increasing inflationary pressures and economic and business conditions and the impact thereof on the economy resulting from public health emergencies, epidemics, pandemics or contagious diseases;
 - risks related to the failure of any bank in which we deposit our funds, which could reduce the amount of cash we have available to meet our cash commitments and make additional investments;
 - our ability to recover the significant upfront costs in our partner relationships and develop our partner relationships over time;
 - our ability to attract new partners and successfully capture new opportunities;
 - the increasing number of risk-sharing arrangements we enter into with our partners could limit or negatively impact our profitability;
 - our ability to estimate the size of our target markets for our services;
 - our ability to maintain and enhance our reputation and brand recognition;
 - consolidation in the health care industry;
 - competition which could limit our ability to maintain or expand market share within our industry;
 - risks related to audits by CMS and other governmental payers and actions, including whistleblower claims under the False Claims Act;
 - our ability to partner with providers due to exclusivity provisions in our contracts in some of our partner and founder contracts;
 - risks related to managing our offshore operations and cost reduction goals;
 - our ability to contain health care costs, implement increases in premium rates on a timely basis, maintain adequate reserves for policy benefits or maintain cost effective provider agreements;
 - our dependency on our key personnel, and our ability to attract, hire, integrate and retain key personnel;
 - the impact of additional goodwill and intangible asset impairments on our results of operations;
 - our indebtedness, our ability to service our indebtedness, and our ability to obtain additional financing on favorable terms or at all;
 - our ability to achieve profitability in the future;
 - the impact of litigation proceedings, government inquiries, reviews, audits or investigations;
 - material weaknesses in the future may impact our ability to conclude that our internal control over financial reporting is not effective and we may be unable to produce timely and accurate financial statements;
 - restrictions on the manner in which we access personal data and penalties as a result of privacy and data protection laws;
 - liabilities and reputational risks related to our ability to safeguard the security and privacy of confidential data;
 - data loss or corruption due to failures or errors in our systems and service disruptions at our data centers;
 - adequate protection of our intellectual property, including trademarks;
 - risks related to legal proceedings related to any alleged infringement, misappropriation or violation of third-party intellectual property rights;
 - our use of "open source" software;
 - our ability to protect the confidentiality of our trade secrets, know-how and other proprietary information;
 - our reliance on third parties and licensed technologies;
 - restrictions on our ability to use, disclose, de-identify or license data and to integrate third-party technologies;
 - our reliance on Internet infrastructure, bandwidth providers, data center providers, other third parties and our own systems for providing services to our partners and operating our business;
 - our reliance on third-party vendors to host and maintain our technology platform;
 - our obligations to make material payments to certain of our pre-IPO investors for certain tax benefits we may claim in the future;
 - our ability to utilize benefits under the tax receivables agreement described herein;
 - our obligations to make payments under the tax receivables agreement that may be accelerated or may exceed the tax benefits we realize;
 - the terms of agreements between us and certain of our pre-IPO investors may contain different terms than comparable agreement we may enter into with unaffiliated third parties;
-

- the conditional conversion features of the 2025 Notes and the 2029 Notes (as defined below), which, if triggered, may adversely affect our financial condition and operating results;
- interest rate risk under the Credit Agreement (as defined below) and the terms of our Cumulative Series A Convertible Preferred Shares, par value \$0.01 per share ("Series A Preferred Stock");
- our debt following the NIA acquisition and our ability to meet our obligations;
- our ability to service our debt and pay dividends on our Series A Preferred Stock;
- the potential volatility of our Class A common stock price;
- the potential decline of our Class A common stock price if a substantial number of shares are sold or become available for sale, including those issuable upon conversion of our Series A Preferred Stock;
- our Series A Preferred Stock has rights, preferences and privileges that are not held by and are preferential to the rights of holders of our Class A common stock, and could in the future substantially dilute the ownership interest of holders of our Class A common stock;
- provisions in our certificate of incorporation and by-laws and provisions of Delaware law that discourage or prevent strategic transactions, including a takeover of us;
- the ability of certain of our investors to compete with us without restrictions;
- provisions in our certificate of incorporation which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees; and
- our intention not to pay cash dividends on our Class A common stock.

The risks included here are not exhaustive. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Our Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K") and other documents filed with the SEC include additional factors that could affect our businesses and financial performance. Moreover, we operate in a rapidly changing and competitive environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors.

Further, it is not possible to assess the effect of all risk factors on our businesses or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. In addition, we undertake no obligation to publicly update any forward-looking statements to reflect events or circumstances that occur after the date of this report except to the extent expressly required by law.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

EVOLENT HEALTH, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	September 30, 2024	December 31, 2023
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 96,583	\$ 192,825
Restricted cash and restricted investments	16,343	13,768
Accounts receivable, net ⁽¹⁾	407,902	446,749
Prepaid expenses and other current assets	23,183	30,331
Total current assets	544,011	683,673
Restricted cash and restricted investments	14,925	16,864
Investments and equity method investees	8,405	4,895
Property and equipment, net	73,941	78,194
Right-of-use assets - operating	9,244	11,983
Prepaid expenses and other noncurrent assets	3,914	4,028
Contract cost assets	13,203	12,120
Intangible assets, net	696,779	752,009
Goodwill	1,137,342	1,116,542
Total assets	\$ 2,501,764	\$ 2,680,308
LIABILITIES, MEZZANINE EQUITY AND SHAREHOLDERS' EQUITY		
Liabilities		
Current liabilities:		
Accounts payable ⁽¹⁾	\$ 50,087	\$ 48,246
Accrued liabilities	120,454	149,849
Operating lease liability - current	6,220	9,738
Accrued compensation and employee benefits	31,614	56,385
Deferred revenue	2,621	5,976
Reserve for claims and performance - based arrangements	312,687	404,048
Total current liabilities	523,683	674,242
Long-term debt, net	599,668	597,049
Other long-term liabilities	3,247	3,637
Tax receivables agreement liability	108,105	107,932
Operating lease liabilities - noncurrent	29,318	38,009
Deferred tax liabilities, net	11,892	13,311
Total liabilities	1,275,913	1,434,180
Commitments and Contingencies (See Note 10)		
Mezzanine Equity		
Preferred class A common stock - \$ 0.01 par value; 50,000,000 shares authorized; 175,000 issued, respectively	187,166	178,427
Shareholders' Equity		
Class A common stock - \$ 0.01 par value; 750,000,000 shares authorized; 116,550,263 and 115,424,833 shares issued, respectively	1,166	1,154
Additional paid-in-capital	1,818,024	1,808,121
Accumulated other comprehensive loss	(1,367)	(1,257)
Retained earnings (accumulated deficit)	(758,015)	(719,194)
Treasury stock, at cost; 1,537,582 shares issued, respectively	(21,123)	(21,123)

Total shareholders' equity	1,038,685	1,067,701
Total liabilities, mezzanine equity and shareholders' equity	\$ 2,501,764	\$ 2,680,308

⁽¹⁾ See Note 18 for amounts attributable to related parties included in these line items.

See accompanying Notes to Consolidated Financial Statements

EVOLENT HEALTH, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(unaudited, in thousands, except per share data)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue⁽¹⁾	\$ 621,401	\$ 511,015	\$ 1,908,199	\$ 1,407,841
Expenses				
Cost of revenue ⁽¹⁾	540,708	386,585	1,616,557	1,048,998
Selling, general and administrative expenses ⁽¹⁾	67,060	96,567	215,349	276,682
Depreciation and amortization expenses	29,701	32,404	89,074	93,813
Loss on disposal of non-strategic assets	—	2,097	—	2,097
Right-of-use assets impairment	—	—	—	24,065
Change in fair value of contingent consideration	200	11,300	9,108	12,047
Total operating expenses	637,669	528,953	1,930,088	1,457,702
Operating loss	(16,268)	(17,938)	(21,889)	(49,861)
Interest income	794	1,071	4,714	2,735
Interest expense	(6,010)	(14,614)	(18,002)	(41,967)
Gain (loss) from equity method investees	(2,229)	684	(3,623)	1,262
Change in tax receivables agreement liability	—	—	(173)	(66,184)
Other expense, net	(43)	(77)	(140)	(323)
Loss before income taxes	(23,756)	(30,874)	(39,113)	(154,338)
Benefit from income taxes	(619)	(5,550)	(292)	(74,709)
Loss before preferred dividends and accretion of Series A Preferred Stock	(23,137)	(25,324)	(38,821)	(79,629)
Dividends and accretion of Series A Preferred Stock	(8,094)	(7,872)	(24,018)	(21,236)
Net loss attributable to common shareholders of Evolent Health, Inc.	<u>\$ (31,231)</u>	<u>\$ (33,196)</u>	<u>\$ (62,839)</u>	<u>\$ (100,865)</u>
Loss per common share				
Basic and diluted	<u>\$ (0.27)</u>	<u>\$ (0.30)</u>	<u>\$ (0.55)</u>	<u>\$ (0.91)</u>
Weighted-average common shares outstanding				
Basic and diluted	<u>114,862</u>	<u>112,282</u>	<u>114,565</u>	<u>110,464</u>
Comprehensive loss				
Net loss attributable to common shareholders of Evolent Health, Inc.	\$ (31,231)	\$ (33,196)	\$ (62,839)	\$ (100,865)
Other comprehensive loss, net of taxes, related to:				
Foreign currency translation adjustment	(12)	(151)	(110)	(87)
Total comprehensive loss attributable to common shareholders of Evolent Health, Inc.	<u>\$ (31,243)</u>	<u>\$ (33,347)</u>	<u>\$ (62,949)</u>	<u>\$ (100,952)</u>

⁽¹⁾ See Note 18 for amounts attributable to unconsolidated related parties included in these line items.

See accompanying Notes to Consolidated Financial Statements.

EVOLENT HEALTH, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN MEZZANINE AND SHAREHOLDERS' EQUITY
(unaudited, in thousands)

For the Three Months Ended September 30, 2024

	Mezzanine Equity		Shareholders' Equity						
	Series A Preferred Stock		Class A Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Treasury Stock	Total Shareholders' Equity
	Shares	Amount	Shares	Amount					
Balance as of June 30, 2024	175	\$184,206	116,262	\$ 1,163	\$1,810,054	\$ (1,355)	\$ (734,878)	\$(21,123)	\$ 1,053,861
Stock-based compensation expense	—	—	—	—	14,416	—	—	—	14,416
Exercise of stock options	—	—	234	3	2,340	—	—	—	2,343
Restricted stock units vested, net of shares withheld for taxes	—	—	54	—	(692)	—	—	—	(692)
Foreign currency translation adjustment	—	—	—	—	—	(12)	—	—	(12)
Net loss attributable to common shareholders of Evolent Health, Inc.	—	2,960	—	—	(8,094)	—	(23,137)	—	(31,231)
Balance as of September 30, 2024	175	\$187,166	116,550	\$ 1,166	\$1,818,024	\$ (1,367)	\$ (758,015)	\$(21,123)	\$ 1,038,685

For the Three Months Ended September 30, 2023

	Mezzanine Equity		Shareholders' Equity						
	Series A Preferred Stock		Class A Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Treasury Stock	Total Shareholders' Equity
	Shares	Amount	Shares	Amount					
Balance as of June 30, 2023	175	\$172,829	113,083	\$ 1,131	\$1,774,784	\$ (1,114)	\$ (660,459)	\$(21,123)	\$ 1,093,219
Stock-based compensation expense	—	—	—	—	10,222	—	—	—	10,222
Exercise of stock options	—	—	330	3	4,526	—	—	—	4,529
Restricted stock units vested, net of shares withheld for taxes	—	—	83	1	(1,604)	—	—	—	(1,603)
Exchange of 2024 Notes	—	—	1,294	13	23,060	—	—	—	23,073
Foreign currency translation adjustment	—	—	—	—	—	(151)	—	—	(151)
Net income attributable to common shareholders of Evolent Health, Inc.	—	2,777	—	—	(7,872)	—	(25,324)	—	(33,196)
Balance as of September 30, 2023	175	\$175,606	114,790	\$ 1,148	\$1,803,116	\$ (1,265)	\$ (685,783)	\$(21,123)	\$ 1,096,093

See accompanying Notes to Consolidated Financial Statements

EVOLENT HEALTH, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN MEZZANINE AND SHAREHOLDERS' EQUITY
(unaudited, in thousands)

For the Nine Months Ended September 30, 2024

	Mezzanine Equity		Shareholders' Equity									
	Series A		Class A Common		Additional	Accumulated	Retained	Treasury	Total			
	Preferred Stock		Stock	Other		Earnings	Shareholders'					
	Shares	Amount	Shares	Amount		Paid-In				Comprehensive	(Accumulated	Deficit)
Balance as of December 31, 2023	175	\$178,427	115,425	\$ 1,154	\$1,808,121	\$	(1,257)	\$	(719,194)	\$(21,123)	\$	1,067,701
Stock-based compensation expense	—	—	—	—	45,861		—		—	—		45,861
Exercise of stock options	—	—	335	4	3,458		—		—	—		3,462
Restricted stock units vested, net of shares withheld for taxes	—	—	585	6	(10,832)		—		—	—		(10,826)
Performance stock units vested, net of shares withheld for taxes	—	—	205	2	(4,566)		—		—	—		(4,564)
Foreign currency translation adjustment	—	—	—	—	—		(110)		—	—		(110)
Net loss attributable to common shareholders of Evolent Health, Inc.	—	8,739	—	—	(24,018)		—		(38,821)	—		(62,839)
Balance as of September 30, 2024	175	\$187,166	116,550	\$ 1,166	\$1,818,024	\$	(1,367)	\$	(758,015)	\$(21,123)	\$	1,038,685

For the Nine Months Ended September 30, 2023

	Mezzanine Equity		Shareholders' Equity							
	Series A Preferred Stock		Class A Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Treasury Stock	Total Shareholders' Equity	
	Shares	Amount	Shares	Amount						
Balance as of December 31, 2022	—	\$ —	101,501	\$ 1,015	\$1,486,857	\$ (1,178)	\$ (606,154)	\$(21,123)	\$ 859,417	
Stock-based compensation expense	—	—	—	—	29,898	—	—	—	29,898	
Exercise of stock options	—	—	1,106	11	9,172	—	—	—	9,183	
Restricted stock units vested, net of shares withheld for taxes	—	—	575	5	(10,378)	—	—	—	(10,373)	
Performance stock units vested, net of shares withheld for taxes	—	—	202	2	(3,977)	—	—	—	(3,975)	
Leveraged stock units vested, net of shares withheld for taxes	—	—	760	8	(8)	—	—	—	—	
Exchange of 2024 Notes	—	—	1,294	13	23,060	—	—	—	23,073	
Shares issued for acquisition	—	—	8,475	85	261,186	—	—	—	261,271	
Class A common stock issued for payment of earn-outs	—	—	877	9	28,542	—	—	—	28,551	
Issuance of series A preferred stock, net of issuance costs	175	168,000	—	—	—	—	—	—	—	
Foreign currency translation adjustment	—	—	—	—	—	(87)	—	—	(87)	
Net income attributable to common shareholders of Evolent Health, Inc.	—	7,606	—	—	(21,236)	—	(79,629)	—	(100,865)	
Balance as of September 30, 2023	175	\$175,606	114,790	\$ 1,148	\$1,803,116	\$ (1,265)	\$ (685,783)	\$(21,123)	\$ 1,096,093	

See accompanying Notes to Consolidated Financial Statements

EVOLENT HEALTH, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

	For the Nine Months Ended September 30,	
	2024	2023
Cash Flows Provided by Operating Activities		
Net loss before preferred dividends and accretion of Series A preferred stock	\$ (38,821)	\$ (79,629)
Adjustments to reconcile net loss to net cash and restricted cash provided by (used in) operating activities:		
Change in fair value of contingent consideration	9,108	12,047
Loss on disposal of non-strategic assets	—	2,097
Loss (gain) from equity method investees	3,623	(1,262)
Depreciation and amortization expenses	89,074	93,813
Stock-based compensation expense	45,861	29,898
Deferred tax benefit	(1,916)	(78,196)
Amortization of contract cost assets	3,604	8,005
Amortization of deferred financing costs	2,650	2,912
Right-of-use asset impairment	—	24,065
Change in tax receivables agreement liability	173	66,184
Right-of-use operating assets	2,739	11,129
Other current operating cash inflows (outflows), net	180	(120)
Changes in assets and liabilities, net of acquisitions:		
Accounts receivable, net and contract assets	38,844	(112,177)
Prepaid expenses and other current and non-current assets	7,751	(16,394)
Contract cost assets	(4,687)	(3,958)
Accounts payable	1,260	(12,628)
Accrued liabilities	17,648	27,537
Operating lease liabilities	(12,209)	(10,432)
Accrued compensation and employee benefits	(24,780)	(8,807)
Deferred revenue	(3,355)	(136)
Reserve for claims and performance-based arrangements	(91,361)	100,012
Other long-term liabilities	(390)	(759)
Net cash and restricted cash provided by operating activities	44,996	53,201
Cash Flows Used In Investing Activities		
Cash paid for asset acquisitions and business combinations	(16,947)	(388,246)
Disposal of non-strategic assets and divestiture of discontinued operations, net	—	577
Return of equity method investments	7	870
Purchases of investments and contributions to equity method investees	(7,320)	—
Investments in internal-use software and purchases of property and equipment	(18,742)	(22,693)
Net cash and restricted cash used in investing activities	(43,002)	(409,492)
Cash Flows (Used In) Provided by Financing Activities		
Changes in working capital balances related to claims processing	584	7,925
Payment of contingent consideration	(70,355)	—
Proceeds from stock option exercises	3,462	9,183
Proceeds from issuance of long-term debt, net of offering costs	(529)	256,063
Repayment of long-term debt	—	(47,500)
Proceeds from issuance of preferred stock, net of offering costs	—	168,000
Payment of preferred dividends	(15,279)	(13,631)
Taxes withheld and paid for vesting of equity awards	(15,390)	(14,348)
Net cash and restricted cash (used in) provided by financing activities	(97,507)	365,692

See accompanying Notes to Consolidated Financial Statements

	For the Nine Months Ended September 30,	
	2024	2023
Effect of exchange rate on cash and cash equivalents and restricted cash	(93)	(61)
Net (decrease) increase in cash and cash equivalents and restricted cash	(95,606)	9,340
Cash and cash equivalents and restricted cash as of beginning-of-period	223,457	215,158
Cash and cash equivalents and restricted cash as of end-of-period	\$ 127,851	\$ 224,498

See accompanying Notes to Consolidated Financial Statements

EVOLENT HEALTH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Organization

Evolent Health, Inc. was incorporated in December 2014 in the state of Delaware and through its subsidiaries is a market leader in connecting care for people with complex conditions like cancer, cardiovascular disease, and musculoskeletal diagnoses. We work on behalf of health plans and other risk-bearing entities and payers (our customers) to support physicians and other healthcare providers (our users) in providing the best evidence-based care to their patients. We believe adherence to the best evidence supports better outcomes for patients, a better experience for physicians, and lower costs for the healthcare system overall.

As of September 30, 2024, the Company had unrestricted cash and cash equivalents of \$ 96.6 million. The Company believes it has sufficient liquidity to meet its working capital and capital expenditure requirements for at least the next twelve months as of the date the financial statements were issued.

We have one operating segment and one reportable segment as our chief operating decision maker, who is our Chief Executive Officer, reviews financial information on a consolidated basis for purposes of evaluating financial performance and allocating resources.

The Company's headquarters is located in Arlington, Virginia.

Evolent Health LLC Governance

Our operations are conducted through Evolent Health LLC. Evolent Health, Inc. is a holding company whose only business is to act as the sole managing member of Evolent Health LLC. As such, it controls Evolent Health LLC's business and affairs and is responsible for the management of its business.

Note 2. Basis of Presentation, Summary of Significant Accounting Policies and Change in Accounting Principles

Basis of Presentation

In our opinion, the accompanying unaudited interim consolidated financial statements include all adjustments, consisting of normal recurring adjustments, which are necessary to fairly state our financial position, results of operations and cash flows. The interim consolidated results of operations are not necessarily indicative of the results that may occur for the full fiscal year. Certain footnote disclosures normally included in financial statements prepared in accordance with United States of America generally accepted accounting principles ("GAAP") have been omitted pursuant to instructions, rules and regulations prescribed by the United States Securities and Exchange Commission ("SEC"). The disclosures provided herein should be read in conjunction with the audited financial statements and notes thereto included in our 2023 Form 10-K.

Summary of Significant Accounting Policies

Certain GAAP policies that significantly affect the determination of our financial position, results of operations and cash flows, are summarized below. See "Part II - Item 8. Financial Statements and Supplementary Data - Note 2" in our 2023 Form 10-K for a complete summary of our significant accounting policies.

Accounting Estimates and Assumptions

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions affecting the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses for the reporting period. Those estimates are inherently subject to change and actual results could differ from those estimates. In the accompanying unaudited interim consolidated financial statements, estimates are used for, but not limited to, the valuation of assets (including intangibles assets, goodwill and long-lived assets), liabilities, consideration related to business combinations and asset acquisitions, revenue recognition (including variable consideration), estimated selling prices for performance obligations in contracts with multiple performance obligations, reserves for claims and performance-based arrangements, credit losses, depreciable lives of assets, impairment of long-lived assets, stock-based compensation, deferred income taxes and valuation allowance, contingent liabilities, purchase price allocation in taxable stock transactions and useful lives of intangible assets.

Principles of Consolidation

The unaudited interim consolidated financial statements include the accounts of Evolent Health, Inc. and its subsidiaries. All intercompany accounts and transactions are eliminated in consolidation.

Cash and Cash Equivalents

We consider all highly liquid instruments with original maturities of three months or less to be cash equivalents. The Company holds materially all of our cash in bank deposits with the Federal Deposit Insurance Corporation ("FDIC") participating banks, at cost, which approximates fair value.

Restricted Cash and Restricted Investments

Restricted cash and restricted investments include cash and investments used to collateralize various contractual obligations (in thousands) as follows:

	September 30, 2024	December 31, 2023
Collateral for letters of credit for facility leases ⁽¹⁾	\$ 1,903	\$ 2,132
Collateral with financial institutions ⁽²⁾	16,518	16,237
Claims processing services ⁽³⁾	12,847	12,263
Total restricted cash and restricted investments	\$ 31,268	\$ 30,632
Current restricted cash	\$ 16,343	\$ 13,768
Total current restricted cash and restricted investments	\$ 16,343	\$ 13,768
Non-current restricted cash	\$ 14,925	\$ 16,864
Total non-current restricted cash and restricted investments	\$ 14,925	\$ 16,864

⁽¹⁾ Represents restricted cash related to collateral for letters of credit required in conjunction with lease agreements. See Note 11 for further discussion of our lease commitments.

⁽²⁾ Represents collateral held with financial institutions for risk-sharing and other arrangements which are held in a FDIC participating bank account. See Note 17 for discussion of fair value measurement.

⁽³⁾ Represents cash held by the Company related to claims processing services on behalf of partners. These are pass-through amounts and can fluctuate materially from period to period depending on the timing of when the claims are processed.

The following table provides a reconciliation of cash and cash equivalents and current and noncurrent restricted cash and restricted investments reported within the consolidated balance sheets that sum to the total of the same amounts shown in the consolidated statements of cash flows (in thousands):

	September 30,	
	2024	2023
Cash and cash equivalents	\$ 96,583	\$ 184,536
Restricted cash and restricted investments	31,268	39,962
Total cash and cash equivalents and restricted cash shown in the consolidated statements of cash flows	\$ 127,851	\$ 224,498

Business Combinations

Companies acquired during each reporting period are reflected in the results of the Company effective from their respective dates of acquisition through the end of the reporting period. The Company allocates the fair value of purchase consideration to the assets acquired and liabilities assumed based on their estimated fair values at the acquisition date. Our estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Critical estimates used to value certain identifiable assets include, but are not limited to, expected long-term revenues, future expected operating expenses, cost of capital and appropriate discount rates.

The excess of the fair value of purchase consideration over the fair value of the assets acquired and liabilities assumed in the acquired entity is recorded as goodwill. If the Company obtains new information about facts and circumstances that existed as of the acquisition date during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period

or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded on the Company's consolidated statements of operations and comprehensive income (loss).

For contingent consideration recorded as a liability, the Company initially measures the amount at fair value as of the acquisition date and adjusts the liability to fair value at each reporting period. Changes in the fair value of contingent consideration, other than measurement period adjustments, are recognized in operating expenses on the consolidated statements of operations and comprehensive income (loss). Acquisition-related expenses are recognized separately from the business combination and are expensed as incurred. See Note 4 for additional discussion regarding business combinations.

Goodwill

We recognize the excess of the purchase price, plus the fair value of any non-controlling interests in the acquiree, over the fair value of identifiable net assets acquired as goodwill. Goodwill is not amortized, but is reviewed at least annually for indications of impairment, with consideration given to financial performance and other relevant factors. We perform impairment tests of goodwill at a reporting unit level on October 31 of each year. We perform impairment tests between annual tests if an event occurs, or circumstances change, that we believe would more likely than not reduce the fair value of a reporting unit below its carrying amount.

Our goodwill impairment analysis first assesses qualitative factors to determine whether events or circumstances existed that would lead the Company to conclude it is more likely than not that the fair value of its reporting unit is below its carrying amount. If the Company determines that it is more likely than not that the fair value of its reporting unit is below the carrying amount, a quantitative goodwill assessment is required. In the quantitative evaluation, the fair value of our reporting unit is determined and compared to the carrying value. If the fair value is greater than the carrying value, then the carrying value is deemed to be recoverable and no further action is required. If the fair value estimate is less than the carrying value, goodwill is considered impaired for the amount by which the carrying amount exceeds our reporting unit's fair value and a charge is reported in goodwill impairment on our consolidated statements of operations and comprehensive income (loss). See Note 8 for additional discussion regarding the goodwill impairment test conducted during 2023 and review of qualitative factors for impairment during 2024.

Intangible Assets, Net

Identified intangible assets are recorded at their estimated fair values at the date of acquisition and are amortized over their respective estimated useful lives using a method of amortization that reflects the pattern in which the economic benefits of the intangible assets are used.

The following summarizes the estimated useful lives by asset classification:

Corporate trade name	3 months
Customer relationships	11 - 25 years
Technology	5 years
Provider network contracts	3 - 5 years

As part of the organizational changes as a result of growth in our value-based specialty care business, we will sunset several corporate trade names and replace them with Evolent signifying our adoption and launch of a unified brand. As a result, we accelerated amortization such that all corporate trade names will be fully amortized by December 2024.

Intangible assets are reviewed for impairment if circumstances indicate the Company may not be able to recover the asset's carrying value. The Company evaluates recoverability by determining whether the undiscounted cash flows expected to result from the use and eventual disposition of that asset or group exceed the carrying value at the evaluation date. If the undiscounted cash flows are not sufficient to cover the carrying value, the Company measures an impairment loss as the excess of the carrying amount of the long-lived asset or group over its fair value. See Note 8 for additional discussion regarding our intangible assets.

Research and Development Costs

Research and development costs consist primarily of personnel and related expenses (including stock-based compensation and employee taxes and benefits) for employees engaged in research and development activities as well as third-party fees. All such costs are expensed as incurred. We focus our research and development efforts on activities that support our technology infrastructure, clinical program development, data analytics and network development capabilities. Research and development costs are recorded within cost of revenue and selling, general and administrative expenses on our consolidated statements of operations and comprehensive income (loss).

Reserves for Claims and Performance-based Arrangements

Reserves for claims and performance-based arrangements reflect estimates of payments under performance-based arrangements and the ultimate cost of claims that have been incurred but not reported, including expected development on reported claims, those that have been reported but not yet paid (reported claims in process) and other medical care expenses and services payable that are primarily composed of accruals for incentives and other amounts payable to health care professionals and facilities. The Company uses actuarial principles and assumptions that are consistently applied in each reporting period and recognizes the actuarial best estimate of the ultimate liability along with a margin for adverse deviation. This approach is consistent with actuarial standards of practice that the liabilities be adequate under moderately adverse conditions.

The process of estimating reserves involves a considerable degree of judgment by the Company and, as of any given date, is inherently uncertain. The methods for making such estimates and for establishing the resulting liability are continually reviewed and adjustments are reflected in current results of operations in the period in which they are identified as experience develops or new information becomes known. See Note 20 for additional discussion regarding our reserves for claims and performance-based arrangements.

Right of Offset

Certain customer arrangements give the Company the legal right to net payment for amounts due from customers and claims payable. As of September 30, 2024 and December 31, 2023, approximately 68% and 57%, respectively, of gross accounts receivable has been netted against claims payable in lieu of cash receipt. Furthermore, as of September 30, 2024, approximately 20% of our accounts receivable, net could ultimately be settled on a net basis, once the criteria for netting have been met. Additionally, the Company offsets its accounts receivable and claims reserve under its total cost of care management solution.

Leases

The Company enters into various office space, data center and equipment lease agreements in conducting its normal business operations. At the inception of any contract, the Company evaluates the agreement to determine whether the contract contains a lease. If the contract contains a lease, the Company then evaluates the term and whether the lease is an operating or finance lease. Most leases include one or more options to renew or may have a termination option. The Company determines whether these options are reasonably certain to be exercised at the inception of the lease. The rent expense is recognized on a straight-line basis in the consolidated statements of operations and comprehensive income (loss) over the terms of the respective leases. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheets.

As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at the lease commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. Further, the Company treats all lease and non-lease components as a single combined lease component for all classes of underlying assets.

The Company also enters into sublease agreements for some of its leased office space. Rental income attributable to subleases is immaterial and is offset against rent expense over the terms of the respective leases.

The Company reviews long-lived assets, which include operating lease right-of-use asset assets, for impairment when facts or circumstances indicate the carrying amount of an asset or asset group may not be recoverable. If impairment indicators are present and the estimated future undiscounted cash flows are less than the carrying value of the assets, the carrying values are reduced to the estimated fair value. Fair values are determined based on quoted market values, discounted cash flows and external market data, as applicable.

Refer to Note 11 for additional lease disclosures.

Revenue Recognition

Our revenue contracts are typically multi-year arrangements with customers to provide solutions designed to lower the medical expenses of our partners and include our total cost of care management and specialty care management services solutions, provide comprehensive health plan operations and claims processing services, and also include transition or run-out services to customers.

We use the following 5-step model, outlined in Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers* ("ASC 606"), to determine revenue recognition from our contracts with customers:

- Identify the contract(s) with a customer
- Identify the performance obligations in the contract

- Determine the transaction price
- Allocate the transaction price to performance obligations
- Recognize revenue when (or as) the entity satisfies a performance obligation

See Note 5 for further discussion of our policies related to revenue recognition.

Series A Senior Convertible Preferred Shares

In accordance with ASC 480, Distinguishing Liabilities from Equity, the shares of Series A Senior Convertible Preferred Shares are classified within temporary equity, as events outside the Company's control triggers such shares to become redeemable. Costs associated with the issuance of redeemable preferred stock are presented as discounts to the fair value of the redeemable preferred stock and are amortized using the effective interest method, over the term of the respective series of preferred shares. Refer to Note 12 - Convertible Preferred Equity for further discussion.

Note 3. Recently Issued Accounting Standards

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU 2023-07"), which enhances the disclosures required for operating segments in the Company's annual and interim consolidated financial statements, including those companies with a single operating segment. ASU 2023-07 is effective retrospectively for fiscal years beginning after December 15, 2023 and for interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of this standard on our disclosures.

In December 2023, the FASB issued ASU 2023-09, Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 includes requirements that an entity disclose specific categories in the rate reconciliation and provide additional information for reconciling items that are greater than five percent of the amount computed by multiplying pretax income (or loss) by the applicable statutory income tax rate. The standard also requires that entities disclose income (or loss) from continuing operations before income tax expense (or benefit) and income tax expense (or benefit) each disaggregated between domestic and foreign. ASU 2023-09 is effective for annual periods beginning after December 15, 2024. The Company is currently assessing the impact of ASU 2023-09 on its disclosures.

Note 4. Transactions

Business Combinations

Machinify

On August 1, 2024, the Company completed its acquisition of certain assets of Machinify, Inc. and the exclusive, perpetual and royalty-free license of Machinify Auth, ("Machinify"), a software platform that leverages the latest advances in artificial intelligence. The acquisition consideration was \$28.5 million which included \$19.5 million of cash, \$11.0 million which was paid upon closing and \$8.5 million which was paid on November 1, 2024, as well as an earn-out consisting of additional consideration of up to \$12.5 million payable in cash or shares of the Company's Class A common stock at the election of the Company. As of August 1, 2024, the contingent consideration was fair valued at \$9.0 million. See Note 17 for additional information regarding the fair value determination of the earn-out consideration.

The purchase price was allocated to the assets acquired and liabilities assumed based on their estimated fair values as of August 1, 2024, as follows (in thousands):

Purchase consideration:		
Cash	\$	19,500
Fair value of contingent consideration		9,000
Total consideration	\$	28,500
Identifiable intangible assets acquired:		
Technology		7,700
Total identifiable intangible assets acquired		7,700
Liabilities assumed:		
Accrued compensation and employee benefits		9
Total liabilities assumed		9
Goodwill		20,809
Net assets acquired	\$	28,500

Identifiable intangible assets associated with technology will be amortized on a straight-line basis over their preliminary estimated useful lives of 5 years. The fair value of the intangible assets was determined using the replacement cost method which involves estimating an asset's value by the cost to replace the asset with a similar asset in a similar condition on the closing date of the transaction. Goodwill is calculated as the difference between the acquisition date fair value of the total consideration and the fair value of the net assets acquired and represents the future economic benefits that we expect to achieve as a result of the acquisition. The goodwill is deductible for tax purposes.

National Imaging Associates Inc.

On January 20, 2023, the Company completed its acquisition of NIA, including all of the issued and outstanding shares of capital stock of NIA as well as certain assets held by Magellan Health, Inc. ("Magellan") and certain of its subsidiaries that were used in the Magellan Specialty Health division. NIA is a specialty benefit management organization that focuses on managing cost and quality in the areas of radiology, musculoskeletal, physical medicine and genetics. The transaction is expected to accelerate our strategy to become a leading provider of value-based specialty care solutions as well as diversify our revenue streams with a larger customer portfolio.

Total acquisition consideration, net of cash on hand and certain closing adjustments, was \$ 715.7 million, based on the closing price of the Company's Class A common stock on the NYSE on January 20, 2023. The acquisition consideration consisted of approximately \$387.8 million of cash consideration (inclusive of certain post-closing adjustments), 8.5 million shares of the Company's Class A common stock, fair valued at \$ 261.3 million as of January 20, 2023, and an earn-out consisting of additional consideration of up to \$150.0 million payable in cash and, at the Company's election, up to 50% in shares of the Company's Class A common stock (the "Contingent Consideration"). As of January 20, 2023, the Contingent Consideration was fair valued at \$66.6 million. See Note 17 for additional information regarding the fair value determination of the earn-out consideration.

The purchase price was allocated to the assets acquired and liabilities assumed based on their estimated fair values as of January 20, 2023, as follows (in thousands):

Purchase consideration:		
Cash	\$	387,823
Fair value of Class A common stock issued		261,271
Fair value of contingent consideration		66,600
Total consideration	\$	715,694
Tangible assets acquired:		
Accounts receivable	\$	28,065
Prepaid expenses and other current assets		675
Total tangible assets acquired		28,740
Identifiable intangible assets acquired:		
Customer relationships		345,100
Technology		50,700
Corporate trade name		8,200
Total identifiable intangible assets acquired		404,000
Liabilities assumed:		
Accrued liabilities		5,409
Accrued compensation and employee benefits		6,173
Deferred tax liabilities, net		100,486
Deferred revenue		142
Total liabilities assumed		112,210
Goodwill ⁽¹⁾		395,164
Net assets acquired	\$	715,694

⁽¹⁾ Goodwill acquired does not include \$1.0 million of measurement period adjustments of \$2.4 million in reductions due to goodwill written off upon disposal of non-strategic assets subsequent to March 31, 2023.

The fair value of the receivables acquired, as shown in the table above, approximates the gross contractual amounts and is expected to be collectible in full. Identifiable intangible assets associated with customer relationships, technology and the corporate trade name will be amortized on a straight-line basis over their preliminary estimated useful lives of 15 years, 5 years, and 2 years, respectively. The customer relationships are primarily attributable to existing contracts with current customers. The technology consists primarily of proprietary software that supports NIA's core business applications and specialty business. The corporate trade name reflects the value that we believe the NIA brand name carries in the market, however due to organization changes we will retire the NIA trade name by December 2024. The fair value of the intangible assets was determined using the income approach and the relief from royalty approach. The income approach estimates fair value for an asset based on the present value of cash flows projected to be generated by the asset. Projected cash flows are discounted at a required rate of return that reflects the relative risk of achieving the cash flows and the time value of money. The relief from royalty approach estimates the fair value of an asset by calculating how much an entity would have to spend to lease a similar asset. Goodwill is calculated as the difference between the acquisition date fair value of the total consideration and the fair value of the net assets acquired and represents the future economic benefits that we expect to achieve as a result of the acquisition. The Company received carryover tax basis in the assets and liabilities acquired; accordingly, the Company recognized net deferred tax liabilities associated with the difference between the book basis and the tax basis for the assets and liabilities acquired. The goodwill is not deductible for tax purposes. Additionally, a tax benefit of \$56.1 million was recorded in the consolidated statements of operations and comprehensive income (loss) for the year ended December 31, 2023, to account for the valuation allowance release primarily related to the acquired intangible assets, which resulted in a deferred tax liability that provided a source of income supporting realization of other deferred tax assets.

Note 5. Revenue Recognition

Our revenue contracts are typically multi-year arrangements with customers to provide solutions designed to lower the medical expenses of our partners and include our total cost of care management and specialty care management services solutions, provide comprehensive health plan operations and claims processing services, and also include transition or run-out services to customers.

Our performance obligation in these arrangements is to provide an integrated suite of services, including access to our platform that is customized to meet the specialized needs of our partners and providers. Generally, we will apply the series guidance to the performance obligation as we have determined that each time increment is distinct. We primarily utilize a variable fee structure for these services that typically includes a monthly payment that is calculated based on a specified per member per month rate, multiplied by the number of members that our partners are managing under a value-based care arrangement or a percentage of plan premiums. Our arrangements may also include other variable fees related to service level agreements, shared medical savings arrangements and other performance measures. Variable consideration is estimated using the most likely amount based on our historical experience and best judgment at the time. Due to the nature of our arrangements, certain estimates may be constrained if it is probable that a significant reversal of revenue will occur when the uncertainty is resolved. We recognize revenue over time using the time elapsed output method. Fixed consideration is recognized ratably over the contract term. In accordance with the series guidance, we allocate variable consideration to the period to which the fees relate. Our revenue includes certain services which are billed on a per-case basis.

Contracts with Multiple Performance Obligations

Our contracts with customers may contain multiple performance obligations, primarily when the partner has requested both administrative services and other services such as our specialty care management or total cost of care management services as these services are distinct from one another. When a contract has multiple performance obligations, we allocate the transaction price to each performance obligation based on the relative standalone selling price using the expected cost margin approach. This approach requires estimates regarding both the level of effort it will take to satisfy the performance obligation as well as fees that will be received under the variable pricing model. We also take into consideration customer demographics, current market conditions, the scope of services and our overall pricing strategy and objectives when determining the standalone selling price.

Principal vs. Agent

We use third parties to assist in satisfying our performance obligations. In order to determine whether we are the principal or agent in the arrangement, we review each third-party relationship on a contract-by-contract basis. As we integrate goods and services provided by third parties into our overall service, we control the services provided to the customer prior to its delivery. As such, we are the principal and we will recognize revenue on a gross basis. In certain cases, we do not control the services from third parties before it is delivered to the customer, thereby recognizing revenue on a net basis.

Disaggregation of Revenue

The following table represents Evolent's revenue disaggregated by line of business and product type (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Medicaid	\$ 214,627	\$ 195,259	\$ 646,819	\$ 587,611
Medicare	238,527	208,166	794,160	474,535
Commercial and other	168,246	107,590	467,220	345,695
Total	<u>\$ 621,400</u>	<u>\$ 511,015</u>	<u>\$ 1,908,199</u>	<u>\$ 1,407,841</u>
Performance Suite	\$ 435,100	\$ 323,722	\$ 1,344,920	\$ 840,171
Specialty Technology and Services Suite	85,474	81,230	255,992	223,598
Administrative Services	59,396	68,713	178,735	229,534
Cases	41,430	37,350	128,552	114,538
Total	<u>\$ 621,400</u>	<u>\$ 511,015</u>	<u>\$ 1,908,199</u>	<u>\$ 1,407,841</u>

Transaction Price Allocated to the Remaining Performance Obligations

For contracts with a term greater than one year, we have allocated approximately \$ 24.4 million of transaction price to performance obligations that are unsatisfied as of September 30, 2024. We do not include variable consideration that is allocated entirely to a wholly unsatisfied performance obligation accounted for under the series guidance in the calculation. As a result, the balance

represents the value of the fixed consideration in our long-term contracts that we expect will be recognized as revenue in a future period and excludes the majority of our revenue, which is primarily derived based on variable consideration as discussed in Note 2. We expect to recognize revenue on approximately 31% and 100% of these remaining performance obligations by December 31, 2024 and 2025 respectively. However, because our existing contracts may be canceled or renegotiated including for reasons outside our control, the amount of revenue that we actually receive may be more or less than this estimate and the timing of recognition may not be as expected.

Contract Balances

Contract balances consist of accounts receivable, contract assets and deferred revenue. Contract assets are recorded when the right to consideration for services is conditional on something other than the passage of time. Contract assets relating to unbilled receivables are transferred to accounts receivable when the right to consideration becomes unconditional. We classify contract assets as current or non-current based on the timing of our rights to the unconditional payments. Our contract assets are generally classified as current and recorded within prepaid expenses and other current assets on our consolidated balance sheets. Our current accounts receivables are classified within accounts receivable, net on our consolidated balance sheets and our non-current accounts receivable are classified within prepaid expenses and other non-current assets on our consolidated balance sheets.

Deferred revenue includes advance customer payments and billings in excess of revenue recognized. We classify deferred revenue as current or non-current based on the timing of when we expect to recognize revenue. Our current deferred revenue is recorded within deferred revenue on our consolidated balance sheets and non-current deferred revenue is recorded within other long-term liabilities on our consolidated balance sheets.

The following table provides information about receivables, contract assets and deferred revenue from contracts with customers as of September 30, 2024 and December 31, 2023 (in thousands):

	September 30, 2024	December 31, 2023
Short-term receivables ⁽¹⁾	\$ 406,786	\$ 446,220
Short-term deferred revenue	2,621	5,976
Long-term deferred revenue	293	1,173

⁽¹⁾ Excludes pharmacy rebate receivable and pharmacy claims receivable.

Changes in deferred revenue for the nine months ended September 30, 2024 are as follows (in thousands):

Deferred revenue	
Balance as of beginning-of-period	\$ 7,149
Reclassification to revenue, as a result of performance obligations satisfied	(5,041)
Cash received in advance of satisfaction of performance obligations	806
Balance as of end of period	<u>\$ 2,914</u>

The amount of revenue, excluding customer discounts of \$1.2 million and \$4.3 million for the three and nine months ended September 30, 2024, respectively, recognized from performance obligations satisfied (or partially satisfied) in a previous period was \$(18.1) million and \$2.6 million for the three and nine months ended September 30, 2024, respectively, due primarily to retroactive contract amendments offset by net gain share as well as changes in other estimates.

Contract Cost Assets

Certain bonuses and commissions earned by our sales team are considered incremental costs of obtaining a contract with a customer that we expect to be recoverable. The capitalized contract acquisition costs are classified as non-current assets and recorded within contract cost assets on our consolidated balance sheets. Amortization expense is recorded within selling, general and administrative expenses on the accompanying consolidated statements of operations and comprehensive income (loss). As of September 30, 2024 and December 31, 2023, the Company had \$2.8 million and \$2.8 million, respectively, of contract acquisition cost assets, net of accumulated amortization recorded in contract cost assets on the consolidated balance sheets. In addition, the Company recorded amortization expense of \$0.3 million and \$0.9 million for the three and nine months ended September 30, 2024, respectively, and \$0.3 million and \$1.0 million for the three and nine months ended September 30, 2023, respectively.

In our revenue contracts, we incur certain costs related to the implementation of our platform before we begin to satisfy our performance obligation to the customer. The costs, which we expect to recover, are considered costs to fulfill a contract. Our contract

fulfillment costs primarily include our employee labor costs and third-party vendor costs. The capitalized contract fulfillment costs are classified as non-current and recorded within contract cost assets on our consolidated balance sheets. Amortization expense is recorded within cost of revenue on the accompanying consolidated statements of operations and comprehensive income (loss). As of September 30, 2024 and December 31, 2023, the Company had \$10.4 million and \$9.3 million, respectively, of contract fulfillment cost assets, net of accumulated amortization recorded in contract cost assets on the consolidated balance sheets. In addition, the Company recorded amortization expense including the acceleration of amortization of contract costs for certain customers of \$0.9 million and \$2.7 million for the three and nine months ended September 30, 2024, respectively, and \$ 2.0 million and \$7.0 million for the three and nine months ended September 30, 2023, respectively.

These costs are deferred and then amortized on a straight-line basis over a period of benefit that we have determined to be the shorter of the contract term or five years. The period of benefit is based on our technology, the nature of our partner arrangements and other factors.

Note 6. Credit Losses

We are exposed to credit losses primarily through our accounts receivable from revenue transactions, investments held at amortized cost and other notes receivable. We estimate expected credit losses based on past events, current conditions and reasonable and supportable forecasts. Expected credit losses are measured over the remaining contractual life of these assets. As part of our consideration of current and forward-looking economic conditions, current inflationary pressures on our customers' and other third parties' ability to pay, we did observe a modest increase in delinquencies with certain partners' mainly due to timing of payments which resulted in a higher provision for credit losses during the three months ended September 30, 2024.

Accounts Receivable from Revenue Transactions

Accounts receivable represent the amounts owed to the Company for goods or services provided to customers or third parties. Current accounts receivables are classified within accounts receivable, net on the Company's consolidated balance sheets, while non-current accounts receivables are classified within prepaid expenses and other noncurrent assets on the Company's consolidated balance sheets.

We monitor our ongoing credit exposure through active review of counterparty balances against contract terms, due dates and business strategy. Our activities include timely account reconciliation, dispute resolution and payment confirmation. In addition, the Company will establish a general reserve based on delinquency rates. Historical loss rates are determined for each delinquency bucket in 30-day past-due intervals and then applied to the composition of the reporting date balance based on delinquency. The allowance implied from application of the historical loss rates is then adjusted, as necessary, for current conditions and reasonable and supportable forecasts.

The following table compiles the percentages of outstanding accounts receivable based on our aging analysis of our trade accounts receivable, non-trade accounts receivable and contract assets (in thousands):

	September 30, 2024	December 31, 2023
Current	64 %	54 %
Past due 1-60 days	15 %	17 %
Past due 61+ days	21 %	29 %
Accounts receivable, net of allowance	\$ 410,568	\$ 472,350

The following table summarizes the changes in allowance for credit losses on our accounts receivables, certain non-trade accounts receivable and contract assets (in thousands):

	For the Nine Months Ended September 30,	
	2024	2023
Balance as of beginning of period	\$ (16,361)	\$ (10,180)
Acquisitions	—	(240)
Provision for credit losses	(1,050)	(10,814)
Charge-offs ⁽¹⁾	5,722	2,701
Balance as of end of period	\$ (11,689)	\$ (18,533)

⁽¹⁾ Charge offs for the nine months ended September 30, 2024 and 2023 are due primarily to balances written-off that were previously reserved.

Note 7. Property and Equipment, Net

The following summarizes our property and equipment (in thousands):

	September 30, 2024	December 31, 2023
Computer hardware	\$ 14,703	\$ 21,501
Furniture and equipment	1,717	1,297
Internal-use software development costs	228,960	212,913
Leasehold improvements	1,502	1,052
Total property and equipment	246,882	236,763
Accumulated depreciation expense	(172,941)	(158,569)
Total property and equipment, net	\$ 73,941	\$ 78,194

The Company capitalized \$5.7 million and \$16.0 million for the three and nine months ended September 30, 2024, respectively, and \$ 4.3 million and \$18.1 million for the three and nine months ended September 30, 2023, respectively, of internal-use software development costs. The net book value of capitalized internal-use software development costs was \$68.1 million and \$70.9 million as of September 30, 2024 and December 31, 2023, respectively.

Depreciation expense related to property and equipment was \$ 7.5 million and \$22.9 million for the three and nine months ended September 30, 2024, respectively, and \$8.5 million and \$24.8 million for the three and nine months ended September 30, 2023, respectively, of which amortization expense related to capitalized internal-use software development costs was \$6.3 million and \$19.3 million for the three and nine months ended September 30, 2024, respectively and \$6.6 million and \$20.1 million for the three and nine months ended September 30, 2023, respectively.

Note 8. Goodwill and Intangible Assets, Net

Goodwill

Goodwill has an estimated indefinite life and is not amortized; rather, it is reviewed for impairment at least annually or whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

Our annual goodwill impairment review occurs on October 31 of each fiscal year. We evaluate qualitative factors that could cause us to believe the estimated fair value of our reporting unit may be lower than the carrying value and trigger a quantitative assessment, including, but not limited to (i) macroeconomic conditions, (ii) industry and market considerations, (iii) our overall financial performance, including an analysis of our current and projected cash flows, revenues and earnings, (iv) a sustained decrease in share price and (v) other relevant entity-specific events including changes in management, strategy, partners, or litigation.

We did not identify any qualitative factors that would trigger a quantitative goodwill impairment test for the nine months ended September 30, 2024 . We perform our annual impairment test on October 31, 2024.

2023 Goodwill Impairment Test

On October 31, 2023, the Company performed its annual goodwill impairment review for fiscal year 2023. In addition, the Company underwent organizational changes which required a reassessment of reporting units. As a result, the Company determined it has one reporting unit due to the economic similarity of the services provided to our partners. Based on our qualitative assessment, we did not

identify sufficient indicators of impairment that would suggest the fair value of our reporting unit was below its respective carrying values. As a result, a quantitative goodwill impairment analysis was not required.

Change in Goodwill

The following table summarizes the changes in the carrying amount of goodwill, for the periods presented (in thousands):

	For the Nine Months Ended September 30,	
	2024	2023
Balance, beginning of period	\$ 1,116,542	\$ 722,774
Goodwill acquired ⁽¹⁾	20,809	395,164
Measurement period adjustment	—	(391)
Foreign currency translation	(9)	(4)
Balance, end of period	<u>\$ 1,137,342</u>	<u>\$ 1,117,543</u>

⁽¹⁾ Goodwill acquired from the addition of NIA in January 2023 and Machinify in August 2024 as described in Note 4.

Intangible Assets, Net

Details of our intangible assets (in thousands, except weighted-average useful lives) are presented below:

	September 30, 2024				December 31, 2023			
	Weighted-Average Remaining Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Weighted-Average Remaining Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Corporate trade name	0.3	\$ 51,965	\$ 46,959	\$ 5,006	1.0	\$ 51,965	\$ 30,288	\$ 21,677
Customer relationships	13.7	806,668	174,561	632,107	14.5	806,668	139,150	667,518
Technology	3.2	169,715	113,609	56,106	3.8	162,015	101,566	60,449
Below market lease, net	0.0	1,218	1,218	—	0.0	1,218	1,218	—
Provider network contracts	1.7	21,244	17,684	3,560	1.1	18,054	15,689	2,365
Total intangible assets, net		<u>\$1,050,810</u>	<u>\$ 354,031</u>	<u>\$696,779</u>		<u>\$1,039,920</u>	<u>\$ 287,911</u>	<u>\$752,009</u>

Amortization expense related to intangible assets was \$ 22.2 million and \$66.2 million for the three and nine months ended September 30, 2024, respectively and \$23.8 million and \$68.9 million for the three and nine months ended September 30, 2023, respectively.

Future estimated amortization of intangible assets (in thousands) as of September 30, 2024, is as follows:

2024	\$ 21,845
2025	65,159
2026	64,909
2027	62,168
2028	50,233
Thereafter	432,465
Total future amortization of intangible assets	<u>\$ 696,779</u>

As part of the organizational changes as a result of growth in our value-based specialty care business, we will sunset several corporate trade names and replace them with Evolent signifying our adoption and launch of a unified brand. As a result, we accelerated amortization such that all corporate trade

names will be fully amortized by December 2024.

Intangible assets are reviewed for impairment if circumstances indicate the Company may not be able to recover the assets' carrying value. We did not identify any circumstances during the three and nine months ended September 30, 2024 that require an impairment test for our intangible assets.

Note 9. Long-term Debt

Terms of Convertible Senior Notes

The Company issued \$117.1 million aggregate principal amount of its 3.50% Convertible Senior Notes due 2024 in August 2020 (the "2024 Notes") in privately negotiated exchange and/or subscription agreements, \$172.5 million aggregate principal amount of its 1.50% Convertible Senior Notes due 2025 in October 2018 (the "2025 Notes") in private placements to qualified institutional buyers within the meaning of Rule 144A under the Securities Act and \$402.5 million aggregate principal amount of its 3.50% Convertible Senior Notes due 2029 in December 2023 (the "2029 Notes," and together with the 2024 Notes and 2025 Notes, the "Convertible Senior Notes"), in private placements to qualified institutional buyers within the meaning of Rule 144A under the Securities Act. All 2025 Notes and 2029 Notes will mature on the date in the table below, unless earlier repurchased, redeemed or converted in accordance with their respective terms prior to such date. As of October 13, 2023, no 2024 Notes remained outstanding.

The Convertible Senior Notes are recorded on our accompanying consolidated balance sheets at their net carrying values. All of our Convertible Senior Notes also have embedded conversion options and contingent interest provisions, which have not been recorded as separate financial instruments and their fair values are Level 2 inputs. Refer to Note 17 for additional discussion on the fair value classifications of our Convertible Senior Notes.

The 2025 Notes and 2029 Notes are convertible into cash, shares of the Company's Class A common stock, or a combination of cash and shares of the Company's Class A common stock, at the Company's election, based on an initial conversion rate of Class A common stock per \$1,000 principal amount of the 2025 Notes and 2029 Notes, which is equivalent to an initial conversion price of the Company's Class A common stock. In the aggregate, the 2025 Notes and 2029 Notes are initially convertible into 20.3 million shares of the Company's Class A common stock. The conversion rate may be adjusted under certain circumstances. Upon conversion, the Company will pay or deliver, as the case may be, cash or shares of the Company's Class A common stock, or a combination of cash and shares of the Company's Class A common stock, at the Company's election.

The following table summarizes the terms of our Convertible Senior Notes as of September 30, 2024 (in thousands, except per share conversion rates and prices):

	2025 Notes		2029 Notes	
Aggregate principal amount at issuance	\$	172,500	\$	402,500
Interest rate per annum		1.5 %		3.5 %
Debt issuance costs	\$	5,929	\$	11,598
Net proceeds	\$	166,571	\$	390,902
Issuance date		October 22, 2018		December 8, 2023
Maturity date		October 15, 2025		December 1, 2029
Interest payment dates ⁽¹⁾		April 15 and October 15		June 1 and December 1
Conversion rate per \$1,000 of principal		29.9135		26.3125
Conversion price	\$	33.43	\$	38.00
Shares issuable upon conversion ⁽²⁾		5,160		10,592
Carrying value	\$	171,142	\$	392,435
Unamortized debt discount and issuance costs		1,358		10,065
Outstanding principal	\$	172,500	\$	402,500
Remaining amortization period (years)		1.0		5.2
Fair value ⁽³⁾	\$	180,953	\$	438,938

⁽¹⁾ Holders of the Convertible Senior Notes are entitled to cash payments, which are payable semiannually in arrears on the dates indicated above.

⁽²⁾ Measured in shares of the Company's Class A common stock and represents the number of shares of the Company's Class A common stock that the Convertible Senior Notes are convertible into as of September 30, 2024. Upon conversion, the Company will pay or deliver, as the case may be, cash or shares of the Company's Class A common stock, or a combination of cash and shares of the Company's Class A common stock, at the Company's election.

⁽³⁾ Fair values for notes are derived from available trading prices closest to the respective balance sheet date.

Holders of the 2025 Notes and 2029 Notes may require the Company to repurchase all or part of their notes upon the occurrence of a fundamental change at a price equal to 100.0% of the principal amount of the notes being repurchased, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date. The Company may redeem for cash all or any portion of the 2025

Notes, at its option if the last reported sale price of the Company's Class A common stock has been at least 130.0% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption, at a redemption price equal to 100.0% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. Prior to the close of business on the business day immediately preceding April 15, 2025, the 2025 Notes will be convertible at the option of the holders only upon the satisfaction of certain conditions. At any time on or after April 15, 2025, until the close of business on the business day immediately preceding the maturity date, holders of the 2025 Notes may convert, at their option, all or any portion of their 2025 Notes at the conversion rate.

The Company may not redeem the 2029 Notes prior to December 6, 2026. The Company may redeem for cash all or any portion of the 2029 Notes, at its option, on or after December 6, 2026, if the last reported sale price of the Company's Class A common stock has been at least 130.0% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption, at a redemption price equal to 100.0% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. Prior to the close of business on the business day immediately preceding September 1, 2029, the 2029 Notes will be convertible at the option of the holders only upon the satisfaction of certain conditions. At any time on or after September 1, 2029, until the close of business on the business day immediately preceding the maturity date, holders of the 2029 Notes may convert, at their option, all or any portion of their 2029 Notes at the conversion rate.

2024 Notes Exchange and Redemption

On August 2, 2023, the Company issued a notice of redemption to the holders of its outstanding 2024 Notes, pursuant to which it redeemed the outstanding 2024 Notes for cash at a price of 100% of the principal amount of the 2024 Notes, plus accrued and unpaid interest, if any, on October 13, 2023 (the "Redemption Date"). Prior to the Redemption Date, holders of the 2024 Notes were entitled to convert to shares of the Company's Class A Common Stock at a rate of 55.6153 shares per \$1,000 principal amount of 2024 Notes.

During the year ended December 31, 2023, holders of the 2024 Notes converted \$ 23.3 million in aggregate principal amount of such notes to 1.3 million shares of the Company's Class A common stock and the Company repaid the remaining \$1.0 million balance in cash, satisfying all of the Company's remaining payment obligations under the 2024 Notes on the Redemption Date.

2029 Notes Issuance

In December 2023, the Company issued \$ 402.5 million aggregate principal amount of its 2029 Notes in a private placement to qualified institutional buyers within the meaning of Rule 144A of the Securities Act. The 2029 Notes were issued at an issue price of 100.00% of par for net proceeds of approximately \$390.9 million, after deducting fees and estimated expenses. We incurred \$ 11.6 million of debt issuance costs in connection with the 2029 Notes.

2022 Credit Agreement

On August 1, 2022 (the "IPG Closing Date"), the Company entered into a credit agreement, by and among the Company, Evolent Health LLC, as the borrower (the "Borrower"), certain subsidiaries of the Company, as guarantors, the lenders from time to time party thereto, and Ares Capital Corporation ("Ares"), as administrative agent, collateral agent and revolver agent (the "Existing Credit Agreement" and as modified by the Amendment (defined below), the "Credit Agreement"), pursuant to which the lenders agreed to extend credit to the Borrower in the form of (i) initial term loans in an aggregate principal amount of \$175.0 million (the "Initial Term Loan Facility") and (ii) revolving credit commitments in an aggregate principal amount of \$ 50.0 million (the "Initial Revolving Facility"), the availability of which shall be determined by reference to the lesser of \$50.0 million and a borrowing base calculation. The Borrowers borrowed full amount under the Initial Term Loan Facility and the Initial Revolving Facility on the IPG Closing Date.

A closing fee of (a) 2.00% of the aggregate amount of the commitments in respect of the Initial Term Loan Facility and (b) 2.00% of the aggregate amount of the commitments in respect of the Initial Revolving Facility was paid as of the IPG Closing Date.

On January 20, 2023, ("the NIA Closing Date"), the Company entered into Amendment No. 1 to the Credit Agreement (the "Amendment"), pursuant to which the lenders agreed to extend credit to the Borrower in the form of (i) additional revolving commitments in an aggregate principal amount equal to \$25.0 million (the "Incremental Revolving Facility" and together with the Initial Revolving Facility, the Revolving Facility"), and (ii) additional term loans in an aggregate principal amount equal to \$240.0 million, (the "Incremental Term Loan Facility" and together with the Initial Term Loan Facility, the "Term Loan Facility"; the Revolving Facility and the Term Loan Facility are collectively referred to herein as the "Credit Facilities"). The Borrowers borrowed the full amount under the Incremental Term Loan Facility and the Incremental Revolving Facility on the NIA Closing Date to finance, together with the proceeds from the sale of the Series A Preferred Stock, the cash consideration payable in connection with the NIA acquisition on the NIA Closing Date and pay transaction fees and expenses. A closing fee of (a) 3.00% of the aggregate amount of the commitments in respect of the Incremental Term Loan Facility and (b) 3.00% of the aggregate amount of the commitments in respect of the Incremental Revolving Facility was paid as of the NIA Closing Date.

On December 5, 2023, the Company entered into Amendment No. 2 to the Credit Agreement pursuant to which the lenders agreed to certain mechanical changes necessary to permit issuance by the Company of additional unsecured convertible notes.

The Credit Facilities are guaranteed by the Company and the Company's domestic subsidiaries, subject to certain customary exceptions. The Credit Facilities are secured by a first priority security interest in all of the capital stock of each borrower and guarantor (other than the Company) and substantially all of the assets of each borrower and guarantor, subject to certain customary exceptions.

All loans under the Credit Facilities will mature on the date that is the earliest of (a) the sixth anniversary of the NIA Closing Date, (b) the date on which the commitments are voluntarily terminated pursuant to the terms of the Credit Agreement, (c) the date on which all amounts outstanding under the Credit Agreement have been declared or have automatically become due and payable under the terms of the Credit Agreement and (d) the date that is ninety-one (91) days prior to the maturity date of any Junior Debt (as defined in the Existing Credit Agreement) unless certain liquidity conditions are satisfied.

The interest rate for the Loans is calculated, at the option of the Borrowers, (a) in the case of the Term Loan Facility, at either the Adjusted Term SOFR Rate (as defined in the Credit Agreement) plus 6.00%, or the base rate plus 5.00% and (b) in the case of the Revolving Facility, at either the Adjusted Term SOFR Rate plus 4.00%, or the base rate plus 3.00%.

Amounts outstanding under the Credit Facilities may be prepaid at the option of the Company, subject to the following prepayment premium (the "Prepayment Premium") (subject to certain thresholds and carve outs): (1) 3.00% of the principal amount so prepaid after the NIA Closing Date but prior to the first anniversary of the NIA Closing Date; (2) 2.00% of the principal amount so prepaid after the first anniversary of the closing but prior to the second anniversary of the NIA Closing Date; (3) 1.00% of the principal amount so prepaid after the second anniversary of the NIA Closing Date but prior to the third anniversary of the NIA Closing Date; and (4) 0.00% of the principal amount so prepaid on or after the third anniversary of the NIA Closing Date. Amounts outstanding under the Credit Facility are subject to mandatory prepayment upon the occurrence of certain events and conditions, including non-ordinary course asset dispositions, receipt of certain casualty proceeds, issuances of certain debt obligations and a change of control transaction, in each case, subject to application of the Prepayment Premium. The Prepayment Premium is also applicable upon any voluntary prepayment of the Term Loan Facility and any voluntary reduction or termination in the Revolving Facility.

The Borrowers will pay an unused line fee equal to 0.50% times the result of (i) the aggregate amount of the Revolving Facility, less (ii) the average Revolving Facility usage during the immediately preceding month (or portion thereof), which fee shall be due and payable quarterly in arrears, on the first day of each calendar quarter from and after the IPG Closing Date and on the date on which (X) the Credit Facilities are paid in full in cash and (y) the Revolving Facility is otherwise terminated in accordance with the terms of the Credit Agreement.

The Credit Facilities contain customary borrowing conditions, affirmative, negative and reporting covenants, representations and warranties, and events of default, including cross-defaults to other material indebtedness. If an event of default occurs, the lenders would be entitled to take enforcement action, including foreclosure on collateral and acceleration of amounts owed under the Loans. We incurred \$14.6 million of debt issuance costs in connection with the Loans, which was included in long-term debt, net of discount on our consolidated balance sheets and amortized into interest expense over the life of the Credit Agreement.

During the year ended December 31, 2023, the Company prepaid \$37.5 million under the Revolving Facility and \$415.0 million of the Term Loan Facility that was utilized to acquire IPG and NIA. The total amount paid to Ares under the Credit Agreement in connection with the prepayment was \$434.8 million, which included \$415.0 million of principal, \$9.1 million in accrued interest and \$10.7 million in prepayment premium. As of September 30, 2024, there is \$37.5 million outstanding under the Company's Revolving Facility.

Interest Expense

Interest expense and amortization of debt issuance costs activity were as follows (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
2029 Notes				
Interest expense	\$ 3,521	\$ —	\$ 10,565	\$ —
Amortization of debt issuance costs	481	—	1,441	—
Interest expense for 2029 Notes	<u>\$ 4,002</u>	<u>\$ —</u>	<u>\$ 12,006</u>	<u>\$ —</u>
2022 Credit Agreement				
Interest expense	\$ 957	\$ 12,815	\$ 2,846	\$ 36,536
Amortization of debt issuance costs	79	630	238	1,810
Interest expense for 2022 Credit Agreement	<u>\$ 1,036</u>	<u>\$ 13,445</u>	<u>\$ 3,084</u>	<u>\$ 38,346</u>
2024 Notes				
Interest expense	\$ —	\$ 153	\$ —	\$ 577
Amortization of debt issuance costs	—	47	—	139
Interest expense for 2024 Notes	<u>\$ —</u>	<u>\$ 200</u>	<u>\$ —</u>	<u>\$ 716</u>
2025 Notes				
Interest expense	\$ 647	\$ 647	\$ 1,941	\$ 1,941
Amortization of debt issuance costs	325	322	971	964
Interest expense for 2025 Notes	<u>\$ 972</u>	<u>\$ 969</u>	<u>\$ 2,912</u>	<u>\$ 2,905</u>

Note 10. Commitments and Contingencies

Commitments

Letters of Credit

As of September 30, 2024 and December 31, 2023, the Company was party to irrevocable standby letters of credit with a bank for \$ 17.7 million and \$17.9 million, respectively, for the benefit of regulatory authorities, real estate and risk-sharing agreements. As such, we held \$ 18.4 million and \$18.4 million, respectively, in restricted cash and restricted investments as collateral as of September 30, 2024 and December 31, 2023, respectively, inclusive of accrued interest. The letters of credit have current expiration dates between November 2024 and December 2025 and will automatically extend without amendment for an additional one-year period and will continue to automatically extend after each one-year term from the expiry date unless the bank elects not to extend beyond the initial or any extended expiry date.

Indemnifications

The Company's customer agreements generally include a provision by which the Company agrees to defend its partners against third-party claims (a) for death, bodily injury, or damage to personal property caused by Company negligence or willful misconduct, (b) by former or current Company employees arising from such managed service agreements, (c) for intellectual property infringement under specified conditions and (d) for Company violation of applicable laws, and to indemnify them against any damages and costs awarded in connection with such claims. To date, the Company has not incurred any material costs as a result of such indemnities and has not accrued any liabilities related to such obligations in the accompanying consolidated financial statements.

Guarantees

On July 16, 2020, EVH Passport, Evolent Health LLC and Molina Healthcare, Inc. ("Molina") entered into an Asset Purchase Agreement (the "Molina APA"), which contemplated the sale by EVH Passport to Molina of certain assets, including certain intellectual property rights of EVH Passport and EVH Passport's rights under the UHC's Kentucky Medicaid Contract (the "Passport Medicaid Contract"). On September 1, 2020, EVH Passport and Molina consummated the transactions contemplated by the Molina APA (the "Molina Closing") and the Passport Medicaid Contract was novated to Molina. In connection with the Molina Closing, the Company continued to provide administrative support services relating to the Passport Medicaid Contract to Molina through the end of 2020. Following the Molina Closing, EVH Passport began working with regulatory authorities including the Kentucky Department of Insurance ("KY DOI") regarding the wind down of its operations throughout 2021, 2022 and a portion of 2023. The wind down process is now complete and on October 10, 2023, the KY DOI approved our application to surrender our certificate of authority. As part of that wind down process, the Company, as the parent of EVH Passport, entered into a guarantee for the benefit of the KY DOI to satisfy any EVH Passport liability or obligation in the event EVH Passport is not able to meet its wind down liabilities or obligations. As of September 30, 2024, no amounts have been funded under this guarantee.

UPMC Reseller Agreement

The Company and UPMC are parties to a reseller, services and non-competition agreement, dated August 31, 2011, which was amended and restated by the parties on June 27, 2013 (as amended through the date hereof, the "UPMC Reseller Agreement"). Under the terms of the UPMC Reseller Agreement, UPMC has appointed the Company as a non-exclusive reseller of certain services, subject to certain conditions and limitations specified in the UPMC Reseller Agreement. In consideration for the Company's obligations under the UPMC Reseller Agreement and subject to certain conditions described therein, UPMC has agreed not to sell certain products and services directly to a defined list of 20 of the Company's customers.

Tax Receivables Agreement

In connection with the Offering Reorganization, the Company entered into the Tax Receivables Agreement (the "TRA") with certain of its investors, which provides for the payment by the Company to these investors of 85% of the amount of the tax benefits, if any, that the Company is deemed to realize as a result of increases in our tax basis related to exchanges of Class B common units as well as tax benefits attributable to the future utilization of pre-IPO NOLs.

The Company recognized a TRA liability of \$ 108.1 million and \$107.9 million as of September 30, 2024 and December 31, 2023, respectively, which represents the Company's estimate of the aggregate amount that it will pay under the TRA.

We will assess the realizability of the deferred tax assets at each reporting period, and a change in our estimate of our liability associated with the tax receivables agreement may result as additional information becomes available, including results of operations in future periods. The total amount of the TRA liability may vary due to changes in federal and state income tax rates and availability of net operating losses.

Contingencies

Litigation Matters

We are engaged from time to time in certain legal disputes arising in the ordinary course of business, including employment claims. When the likelihood of a loss contingency becomes probable and the amount of the loss can be reasonably estimated, we accrue a liability for the loss contingency. We continue to review accruals and adjust them to reflect ongoing negotiations, settlements, rulings, advice of legal counsel, and other relevant information. To the extent new information is obtained, and our views on the probable outcomes of claims, suits, assessments, investigations or legal proceedings change, changes in our accrued liabilities would be recorded in the period in which such determination is made.

On June 8, 2021, a shareholder of the Company filed a derivative action in the Delaware Chancery Court against some current and former Board members and against the Company as a nominal defendant, alleging that the Company's Board was negligent in its oversight of the Company's relationship with University Healthcare, Inc d/b/a Passport Health Plan. The case is *Lincolnshire Police Pension Fund, derivatively on behalf of Evolent Health, Inc., v. Blackley, Williams, Scott, Holder, Farner, D'Amato, Duffy, Felt, Samet, Hobart, and Payson, and Evolent Health, Inc.* ("Derivative Action"). The Company and the Director-Defendants filed a motion to dismiss the complaint on August 27, 2021, and Plaintiffs responded by filing an amended complaint on October 26, 2021. Defendants filed a motion to dismiss the amended complaint on December 17, 2021. Plaintiffs filed a motion to dismiss the case without prejudice, which was granted by the Delaware Chancery Court on January 5, 2023. On April 6, 2023, a shareholder of the Company sent a letter to the Company's Board (the "Demand") requesting that the Company's Board of Directors (the "Board"), among other things, investigate alleged wrongdoing and commence litigation for breach of fiduciary duty against the individuals

named as defendants in the Derivative Action. The Board considers it appropriate to investigate, evaluate, and consider the issues and matters raised in the Demand, and are working with outside counsel to do so. On February 15, 2024, the Board, following careful deliberation, responded that it was in the best interests of the Company and its stockholders to refuse to take the actions, including commencing litigation, that were made in the Demand. The Company cannot currently estimate the loss or the range of possible losses it may experience in connection with this request.

Credit and Concentration Risk

The Company is subject to significant concentrations of credit risk related to cash and cash equivalents and accounts receivable. As of September 30, 2024, approximately 97.0% of our \$127.9 million of cash and cash equivalents, restricted cash and restricted investments were held in either bank deposits with FDIC participating banks or overnight sweep accounts invested in money-market funds and approximately 3.0% were held in international banks. While the Company maintains its cash and cash equivalents with financial institutions with high credit ratings, it often maintains these deposits in federally insured financial institutions in excess of federally insured limits. The Company is closely monitoring ongoing events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions or other companies in the financial services industry or the financial services industry generally. The Company has not experienced any realized losses on cash and cash equivalents to date; however, no assurances can be provided.

The Company is also subject to significant concentration of accounts receivable risk as a substantial portion of our trade accounts receivable is derived from a small number of our partners. The following table summarizes the partners who represented at least 10.0% of our consolidated short-term trade accounts receivable, excluding pharmacy claims receivable and premiums receivable:

	September 30, 2024	December 31, 2023
Cook County Health and Hospitals System	32.4%	46.9%
Center for Medicare & Medicaid Services	17.0%	*

* Represents less than 10.0% of the respective balance.

In addition, the Company is subject to significant concentration of revenue risk as a substantial portion of our revenue is derived from a small number of contractual relationships with our partners.

The following table summarizes those partners who represented at least 10.0% of our consolidated revenue:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Cook County Health and Hospitals System	11.6%	15.7%	11.3%	16.8%
Florida Blue Medicare, Inc.	13.2%	*	12.8%	10.9%
Humana Insurance Company	14.2%	13.7%	19.3%	*
Molina Healthcare, Inc.	14.9%	12.9%	13.0%	14.2%
Blue Cross and Blue Shield of North Carolina	10.8%	*	*	*

* Represents less than 10.0% of the respective balance.

We derive a significant portion of our revenues from our largest partners. The loss, termination or renegotiation of our relationship or contract with any significant partner or multiple partners in the aggregate could have a material adverse effect on the Company's financial condition and results of operations.

Note 11. Leases

The Company enters into various office space, data center, and equipment lease agreements in conducting its normal business operations. At the inception of any contract, the Company evaluates the agreement to determine whether the contract contains a lease. If the contract contains a lease, the Company then evaluates the term and whether the lease is an operating or finance lease. Most leases include one or more options to renew or may have a termination option. The Company determines whether these options are reasonably certain to be exercised or not at the inception of the lease. In addition, some leases contain escalation clauses. The rent expense is recognized on a straight-line basis in the consolidated statements of operations and comprehensive income (loss) over the term of the lease. Leases with an initial term of 12 months or less are not recorded on our consolidated balance sheets.

As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at the lease commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. Further, the Company treats all lease and non-lease components as a single combined lease component for all classes of underlying assets. The Company also enters into sublease agreements for some of its leased office space. Immaterial rental income attributable to subleases is offset against rent expense over the terms of the respective leases.

The Company leases office space and computer and other equipment under operating lease agreements expiring at various dates. Under the lease agreements, in addition to base rent, the Company is generally responsible for operating and maintenance costs and related fees. Several of these agreements include tenant improvement allowances, rent holidays or rent escalation clauses. When such items are included in a lease agreement, we record such items in right-of-use assets and operating lease liabilities on our consolidated balance sheets equal to the difference between rent expense and future minimum lease payments due. The rent expense related to these items is recognized on a straight-line basis over the terms of the leases. Effective January 1, 2024, the Company's primary office location is in Arlington, Virginia with a lease that expires in January 2031.

In connection with various lease agreements, the Company is required to maintain \$ 1.9 million and \$2.1 million in letters of credit as of September 30, 2024 and December 31, 2023, respectively. As of September 30, 2024 and December 31, 2023, the Company held \$1.9 million and \$2.1 million in restricted cash and restricted investments on the consolidated balance sheet as collateral for the letters of credit, respectively.

The Company terminated a portion of its previous headquarters lease in Arlington, VA effective December 31, 2023 and recognized the impact of a \$6.5 million termination penalty in its operating lease liability - current on its consolidated balance sheet. The termination payment consisted of two payments of \$3.25 million that were paid on October 1, 2023 and April 1, 2024. In addition, the Company terminated the remainder of its previous headquarters lease in Arlington, VA effective March 27, 2024 and paid a \$3.5 million termination penalty on April 1, 2024.

The following table summarizes our primary office leases as of September 30, 2024 (in thousands, other than term):

Location	Lease Termination Term (in years)	Future Minimum Lease Commitments	Letter of Credit Amount Required
Arlington, VA ⁽¹⁾	6.3	\$ 3,258	\$ 1,579
Edison, NJ	1.6	854	222
Makati City, Philippines	3.7	2,532	—
Alpharetta, GA	1.0	481	—
Pune, India	3.5	2,053	—
Brea, CA	2.6	2,611	—

⁽¹⁾ Amounts required under the letter of credit for our previous headquarters' lease in Arlington, VA until March 2025.

The following table summarizes the components of our lease expense (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Operating lease cost	\$ 1,131	\$ 5,026	\$ 2,590	\$ 5,239
Variable lease cost	1,314	1,407	4,387	4,528
Total lease cost	\$ 2,445	\$ 6,433	\$ 6,977	\$ 9,767

Maturity of lease liabilities (in thousands) is as follows:

	Operating lease expense
2024	\$ 2,106
2025	8,340
2026	7,568
2027	6,957
2028	5,810
Thereafter	12,428
Total lease payments	43,209
Less:	
Interest	7,671
Present value of lease liabilities	\$ 35,538

Our weighted-average discount rate and our weighted remaining lease terms (in years) are as follows:

	September 30, 2024
Weighted average discount rate	7.24 %
Weighted average remaining lease term	5.6

Note 12. Convertible Preferred Equity

In connection with the NIA closing, on January 20, 2023, the Company entered into a Securities Purchase Agreement (Series A Convertible Preferred Shares) with the Purchasers listed on Schedule I thereto (the "Securities Purchase Agreement") pursuant to which the Company offered and sold to the Purchasers an aggregate 175,000 shares of the Series A Preferred Stock, par value \$ 0.01 (the "Series A Preferred Stock"), at a purchase price of \$960.00 per share, resulting in total gross proceeds to the Company of \$ 168.0 million. The proceeds from the offer and sale of the Series A Preferred Stock were used, together with the proceeds from the Incremental Revolving Facility and Incremental Term Loan Facility, to finance the cash consideration payable at Closing and pay transaction fees and expenses.

The Series A Preferred Stock ranks senior with respect to dividend and liquidation rights to the Company's Class A common stock, par value \$ 0.01 per share and all future series of the Company's preferred stock. Each share of Series A Preferred Stock has an initial liquidation preference of \$1,000.00 per share.

Regular dividends on the Series A Preferred Stock will be paid quarterly in cash in arrears at a rate per annum equal to Adjusted Term SOFR (as defined in the Certificate of Designation of the of the Series A Preferred Stock filed by the Company with the Delaware Secretary of State on January 19, 2023 (the "Certificate of Designation")) plus 6.00%. The liquidation preference of the Series A Preferred Stock will increase on the last day of each calendar quarter by the amount of any accrued and unpaid regular dividends that have not been paid in cash on the relevant dividend payment date. The regular dividend rate will also increase by 2.0% per annum upon the occurrence and during the continuance of certain triggering events, including a breach of the protective covenants contained in the Investor Rights Agreement or the Company's failure to pay any regular dividends in cash. Holders of Series A Preferred Stock are also entitled to participate in and receive any dividends declared or paid on the Class A Common Stock on an as-converted basis.

Each holder of Series A Preferred Stock has the right, at its option, to convert its shares of Series A Preferred Stock into shares of Class A Common Stock at an initial conversion price per share of \$40.00 of the then-current liquidation preference per share, subject to customary anti-dilution adjustments.

Holders of Series A Preferred Stock are not entitled to vote on any matters, except as required by law and for certain consent rights set forth in the Certificate of Designation.

The Company may not redeem the Series A Preferred Stock at its option prior to January 20, 2025. At any time on or after January 20, 2025, the Company may redeem any or all of the Series A Preferred Stock then outstanding for cash at a redemption price per share equal to 165.00% of the then-current liquidation preference of the Series A Preferred Stock, plus all accrued and unpaid dividends on the Series A Preferred Stock being redeemed.

If not earlier redeemed, at any time on or after January 20, 2030, at the request of the holders of a majority of the convertible preferred stock, the Company will redeem all shares of Series A Preferred Stock then outstanding for cash at a redemption price per share equal to 150.00% of the then-current liquidation preference per share of the Series A Preferred Stock, plus all accrued and unpaid dividends on the Series A Preferred Stock being redeemed.

Upon the occurrence of a refinancing or replacement of the entirety of the indebtedness under the Credit Agreement prior to its maturity that is provided solely by lenders who are not affiliates or approved funds of Ares, the Company will be required to redeem all shares of Series A Preferred Stock then outstanding for cash at a redemption price per share equal to 165.00% of the then-current liquidation preference of the Series A Preferred Stock, plus all accrued and unpaid dividends on the Series A Preferred Stock being redeemed, plus, solely in the event such refinancing or replacement is consummated prior to January 20, 2025, the aggregate amount of dividends per share which would have otherwise been payable on the Series A Preferred Stock from the date of redemption until January 20, 2025.

If the Company undergoes a Change of Control (as defined in the Credit Agreement), the Company will be required to redeem all shares of Series A Preferred Stock then outstanding for cash at a price per share equal to the greater of (x) 150.00% of the then-current liquidation preference per share of the Series A Preferred Stock, if such redemption occurs prior to January 20, 2025, and 135.00% of the then-current liquidation preference per share of the Series A Preferred Stock, if such redemption occurs on or after January 20, 2025, and (y) the value of the Class A Common Stock issuable upon conversion of a share of Series A Preferred Stock, which value shall be determined based on the value attributed to the Class A Common Stock in connection with such Change of Control.

In connection with the NIA closing, the Company entered into an Investors Rights Agreement with the Purchasers named in Schedule I thereto (the "Investors Rights Agreement"). The Investors Rights Agreement contains certain restrictions on the transfer of the Series A Preferred Stock and certain protective covenants in favor of the Purchasers. These covenants include, among other things, covenants limiting the incurrence of Funded Debt (as defined in the Investors Rights Agreement), the ability to make restricted payments and the ability to issue additional indebtedness senior to the Series A Preferred Stock. Each of these covenants is subject to certain exceptions set forth in the Investors Rights Agreement.

In connection with the NIA closing, on January 20, 2023, the Company entered into a Registration Rights Agreement with the Stockholders named in Schedule I thereto, which granted certain registration rights to Ares in respect of the shares of the Company's Class A Common Stock issuable upon conversion of the Series A Preferred Stock.

The Company paid dividends and recorded accretion of deferred issuance costs and redemption value related to the Series A Preferred Stock as presented below (in thousands, except per share data):

For the Three Month Period Ended	Payment Date	Dividends Per	
		Share	Total Amount Paid
September 30, 2024	9/25/2024	\$ 29.34	5,134
June 30, 2024	6/28/2024	28.95	5,066
March 31, 2024	3/28/2024	29.02	5,079
September 30, 2023	9/28/2023	29.12	5,096
June 30, 2023	6/27/2023	27.91	4,884
March 31, 2023	3/28/2023	20.86	3,651

Note 13. Loss Per Common Share

The following table sets forth the computation of basic and diluted earnings per share available for common stockholders (in thousands, except per share data):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Loss before preferred dividends and accretion of Series A Preferred Stock	\$ (23,137)	\$ (25,324)	\$ (38,821)	\$ (79,629)
Dividends and accretion of Series A Preferred Stock	(8,094)	(7,872)	(24,018)	(21,236)
Net loss attributable to common shareholders of Evolent Health, Inc.	<u>\$ (31,231)</u>	<u>\$ (33,196)</u>	<u>\$ (62,839)</u>	<u>\$ (100,865)</u>
Weighted-average common shares outstanding - basic and diluted	<u>114,862</u>	<u>112,282</u>	<u>114,565</u>	<u>110,464</u>
Loss per common share				
Basic and diluted	<u>\$ (0.27)</u>	<u>\$ (0.30)</u>	<u>\$ (0.55)</u>	<u>\$ (0.91)</u>

Basic net loss per common share is calculated using the weighted average number of common shares outstanding during the period. Diluted net earnings per common share, if any, gives effect to diluted stock options (calculated based on the treasury stock method), shares issuable upon debt conversion (calculated using an as-if converted method).

Anti-dilutive shares excluded from the calculation of weighted-average common shares presented above are presented below (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Restricted stock units ("RSUs"), performance-based RSUs ("PSUs") and leveraged stock units ("LSUs")	804	1,045	782	1,311
Stock options	230	603	309	933
Series A Preferred Stock	4,375	4,375	4,375	4,375
Convertible senior notes	20,252	5,997	20,252	6,301
Total	<u>25,661</u>	<u>12,020</u>	<u>25,718</u>	<u>12,920</u>

Note 14. Stock-based Compensation

Total compensation expense by award type and line item in our consolidated financial statements was as follows (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Award Type				
Stock options	\$ —	\$ —	\$ —	\$ 74
RSUs	7,643	6,312	22,059	20,704
LSUs	—	78	—	439
PSUs	6,773	3,832	23,802	8,681
Total compensation expense by award type	<u>\$ 14,416</u>	<u>\$ 10,222</u>	<u>\$ 45,861</u>	<u>\$ 29,898</u>
Line Item				
Cost of revenue	\$ 1,117	\$ 51	\$ 3,329	\$ 1,633
Selling, general and administrative expenses	13,299	10,171	42,532	28,265
Total compensation expense by financial statement line item	<u>\$ 14,416</u>	<u>\$ 10,222</u>	<u>\$ 45,861</u>	<u>\$ 29,898</u>

No stock-based compensation was capitalized as software development costs for the three and nine months ended September 30, 2024, respectively.

Stock-based awards were granted as follows (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
RSUs	275	183	1,310	1,236
PSUs	—	110	808	542

Note 15. Income Taxes

For interim periods, we recognize an income tax provision or benefit based on our estimated annual effective tax rate expected for the full year, adjusted for discrete items recognized during the interim period. Discrete items (e.g., significant or unusual items) are separately recognized in the quarter during which they occur and can cause the effective tax rate to vary from quarter to quarter.

An income tax benefit of \$0.6 million and \$0.3 million was recognized for the three and nine months ended September 30, 2024, respectively, which resulted in effective tax rates of 2.6% and 0.7%, respectively. An income tax benefit of \$ 5.6 million and \$74.7 million was recognized for the three and nine months ended September 30, 2023, respectively, which resulted in effective tax rates of 18.0% and 48.4%, respectively. The income tax benefit recorded during the nine months ended September 30, 2024, primarily relates to the expected tax effect of net losses, partially offset by state and foreign taxes. The income tax benefit recorded during the nine months ended September 30, 2023, primarily relates to the reduction in the valuation allowance resulting from deferred tax liabilities established as part of the NIA acquisition accounting, partially offset by state and foreign taxes.

As of September 30, 2024, the Company had unrecognized tax benefits of \$ 2.8 million that, if recognized, would affect the overall effective tax rate. The Company is not currently subject to any material income tax audits in any U.S., state, or foreign jurisdictions for any tax year.

Tax Receivables Agreement

In connection with the Offering Reorganization, the Company entered into the TRA with certain of its investors, which provides for the payment by the Company to these investors of 85% of the amount of the tax benefits that the Company is deemed to realize as a result of increases in our tax basis related to exchanges of Class B common units as well as tax benefits attributable to the future utilization of pre-IPO NOLs. See Note 10 above for discussion of our TRA.

Note 16. Investments and Equity Method Investees

The Company holds ownership interests in joint ventures and other entities which are accounted for under the equity method. Our joint ventures and other investments from time to time may, and some do, include put or call features under which we could be contractually required to purchase interests from our joint venture partner at an exercise price determined in reference to a multiple of the dollar amount of our joint venture partner's total capital contributions, the performance of the joint venture, and other factors. One of our investments includes a put option that can be exercised by our joint venture partner in the first half of 2025 which, if exercised, would require us to acquire the interests in the joint venture that we do not own for a price that may be up to \$50.0 million. The Company evaluates its interests in these entities to determine whether they meet the definition of a VIE and whether the Company is required to consolidate these entities. A VIE is consolidated by its primary beneficiary, which is the party that has both (i) the power to direct the activities that most significantly impact the economic performance of the VIE and (ii) a variable interest that could potentially be significant to the VIE. To determine whether or not a variable interest the Company holds could potentially be significant to the VIE, the Company considers both qualitative and quantitative factors regarding the nature, size and form of the Company's involvement with the VIE. The Company has determined that its interests in these entities meet the definition of a variable interest, however, the Company is not the primary beneficiary since it does not have the power to direct activities, therefore, the Company did not consolidate the VIEs.

As of September 30, 2024 and December 31, 2023, the Company's economic interests in its equity method investments ranged between 4% and 34%, and voting interests in its equity method investments ranged between 25% and 34%. The Company determined that it has significant influence over these entities but that it does not have control over any of the entities. Accordingly, the investments are accounted for under the equity method of accounting and the Company is allocated its proportional share of the entities' earnings and losses for each reporting period. The Company's proportional share of the gain (loss) from these investments was approximately \$(2.2) million and \$(3.6) million for the three and nine months ended September 30, 2024, respectively, and \$0.7 million and \$1.3 million for the three and nine months ended September 30, 2023, respectively.

The Company signed services agreements with certain of the aforementioned entities to provide certain management, operational and support services to help manage elements of their service offerings. Revenue related to these services agreements were \$3.0 million and \$9.8 million for the three and nine months ended September 30, 2024, respectively and \$5.0 million and \$14.4 million for the three and nine months ended September 30, 2023, respectively.

Investments

During the quarter ended March 31, 2024, the Company entered into an agreement to invest \$ 3.0 million in future equity notes. Investment in future equity notes without readily determinable fair values are accounted for as cost method investments. The Company has elected to apply the measurement alternative to measure the investment at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions for identical or similar investments of the same issuer.

For the three and nine months ended September 30, 2024, the Company did not record any unrealized gains or losses resulting from observable price changes of future equity notes without readily determinable fair values. As of September 30, 2024, the carrying amount of the investment was \$3.0 million.

Note 17. Fair Value Measurement

GAAP defines fair value as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) assuming an orderly transaction in the most advantageous market at the measurement date. GAAP also establishes a hierarchical disclosure framework which prioritizes and ranks the level of observability of inputs used in measuring fair value. These tiers include:

- Level 1 - inputs to the valuation methodology are quoted prices available in active markets for identical instruments as of the reporting date;
- Level 2 - inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date and the fair value can be determined through the use of models or other valuation methodologies; and
- Level 3 - inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the particular asset or liability being measured. These items are recorded in accrued liabilities on our consolidated balance sheets.

Recurring Fair Value Measurements

In accordance with GAAP, certain assets and liabilities are required to be recorded at fair value on a recurring basis. The following table summarizes the Company's assets and liabilities measured at fair value on a recurring basis (in thousands):

	September 30, 2024			
	Level 1	Level 2	Level 3	Total
Liabilities				
Contingent consideration ⁽¹⁾	\$ —	\$ —	\$ 9,200	\$ 9,200
Total fair value of liabilities measured on a recurring basis	\$ —	\$ —	\$ 9,200	\$ 9,200

	December 31, 2023			
	Level 1	Level 2	Level 3	Total
Liabilities				
Contingent consideration ⁽²⁾	\$ —	\$ —	\$ 83,600	\$ 83,600
Total fair value of liabilities measured on a recurring basis	\$ —	\$ —	\$ 83,600	\$ 83,600

⁽¹⁾ Represents the earn-out consideration related to the Machinify transaction as described in Note 4.

⁽²⁾ Represents the earn-out consideration related to the NIA transaction as described in Note 4 and was paid in cash in April 2024.

The Company recognizes any transfers between levels within the hierarchy as of the beginning of the reporting period. There were no transfers between fair value levels for the three and nine months ended September 30, 2024, respectively.

In the absence of observable market prices, the fair value is based on the best information available and involves a significant degree of judgment, taking into consideration a combination of internal and external factors, including the appropriate risk adjustments for non-performance and liquidity risks.

The acquisition of NIA includes a provision for additional equity consideration, at the Company's option, contingent upon the Company obtaining certain performance metrics. The earnout period for the NIA contingent consideration is the year ending December 31, 2023 and contingent consideration of \$88.8 million was paid in cash during the second quarter of 2024. The acquisition of Machinify also includes an earn-out based on the achievement of certain measures including specific contract renewals prior to December 31, 2024, Machinify Auth volume and performance results through March 31, 2025 and revenue results through July 30, 2025. Consideration of up to \$12.5 million is payable in cash or shares at Evolent's discretion.

The changes in our liabilities measured at fair value for which the Company uses Level 3 inputs to determine fair value are as follows (in thousands):

	For the Nine Months Ended September 30,	
	2024	2023
Balance as of beginning of period	\$ 83,600	\$ 78,000
Additions	9,000	66,600
Settlements	(92,508)	(32,047)
Change in fair value of contingent consideration	9,108	12,047
Balance as of end of period	<u>\$ 9,200</u>	<u>\$ 124,600</u>

The following table summarizes the fair value (in thousands), valuation techniques and significant unobservable inputs of our Level 3 fair value measurements as of the periods presented:

	September 30, 2024			
	Fair Value	Valuation Technique	Significant Unobservable Inputs	Assumption or Input Ranges
Contingent consideration	\$ 9,200	Real options approach	Risk-neutral expected earnout consideration Discount rate	\$ 9,200 5.72 %

	December 31, 2023			
	Fair Value	Valuation Technique	Significant Unobservable Inputs	Assumption or Input Ranges
Contingent consideration	\$ 83,600	N/A	Contractual terms	\$ 83,600

Nonrecurring Fair Value Measurements

In addition to the assets and liabilities that are recorded at fair value on a recurring basis, the Company records certain assets and liabilities at fair value on a nonrecurring basis as required by GAAP. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges. This includes assets and liabilities recorded in business combinations or asset acquisitions, goodwill, intangible assets, property, plant and equipment and equity method investments. While not carried at fair value on a recurring basis, these items are continually monitored for indicators of impairment that would indicate current carrying value is greater than fair value. In those situations, the assets are considered impaired and written down to current fair value.

Other Fair Value Disclosures

The carrying amounts of cash and cash equivalents (those not held in a money market fund), restricted cash, receivables, prepaid expenses, accounts payable, accrued liabilities and accrued compensation approximate their fair values because of the relatively short-term maturities of these items and financial instruments.

See Note 9 for information regarding the fair value of the 2025 and 2029 Notes.

Note 18. Related Parties

The entities described below are considered related parties and the balances and/or transactions with them are reported in our consolidated financial statements.

The Company had an economic relationship through the ordinary course of business with an entity whose President and Chief Executive Officer was a member of our Board until his retirement from the Board in February 2024. This relationship accounted for the majority of our related party revenue and cost of revenue for the three and nine months ended September 30, 2024 and September 30, 2023, respectively.

As discussed in Note 16, the Company had economic interests in several entities that are accounted for under the equity method of accounting. The Company has allocated its proportional share of the investees' earnings and losses each reporting period. In addition, Evolent has entered into services agreements with certain of the entities to provide certain management, operational and support services to help the entities manage elements of their service offerings.

The following table presents assets and liabilities attributable to our related parties (in thousands):

	September 30, 2024	December 31, 2023
Assets		
Accounts receivable, net	\$ 3,909	\$ 8,045
Liabilities		
Accounts payable	\$ 556	\$ 390

The following table presents revenues and expenses attributable to our related parties (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	\$ 3,053	\$ 49,695	\$ 36,858	\$ 143,902
Expenses				
Cost of revenue	2,143	42,300	30,907	121,882
Selling, general and administrative expenses	—	699	—	1,938

Note 19. Repositioning and Other Changes

We continually assess opportunities to improve operational effectiveness and efficiency to better align our expenses with revenues, while continuing to make investments in our solutions, systems and people that we believe are important to our long-term goals.

During the second quarter of 2023, the Company implemented a broad set of repositioning initiatives designed to further align the Company's assets and talent towards the value-based specialty care opportunity, with the intent of streamlining its operations and supporting the goal of realizing long-term sustainable earnings growth (the "2023 Repositioning Plan"). These initiatives include making organizational changes across the business that resulted in severance, terminated benefits and related payroll taxes and dedicated employee costs associated with recent acquisitions as well as third-party professional fees. Dedicated employee costs primarily include project management and technology staff costs needed to migrate acquired businesses to Evolent's integrated technology platform and costs related to the consolidation of brands, internal operations, strategies, processes and platforms. Dedicated employee costs are limited to employees that will have no role in ongoing operations and have no planned role at Evolent once the repositioning activities are completed. Professional services costs primarily relate to services provided by a third-party vendor to review our operating model and organizational design in order to improve our profitability, create value through our solutions and invest in strategic opportunities in future periods. Office space consolidation includes early termination penalties and associated expenses. Costs associated with the 2023 Repositioning Plan were recorded in selling, general and administrative expenses on the consolidated statements of operations and comprehensive income (loss). The 2023 Repositioning Plan was completed during the second quarter of 2024.

The following table provides a summary of our total costs associated with our repositioning plans for the nine months ended September 30, 2024, respectively, by major type of cost (in thousands):

	For the Nine Months Ended September 30, 2024	Cumulative Amount Incurred Through September 30, 2024
Severance and termination benefits	\$ 1,835	\$ 10,399
Dedicated employee costs	1,185	8,085
Professional services	4,127	17,038
Office space consolidation	3,452	10,314
Total	<u>\$ 10,599</u>	<u>\$ 45,836</u>

Note 20. Reserve for Claims and Performance-Based Arrangements

The Company maintains reserves for its liabilities related to payments to providers and pharmacies under performance-based arrangements related to its specialty care management services solutions.

Reserves for claims and performance-based arrangements reflect actual payments under performance-based arrangements and the ultimate cost of claims that have been incurred but not reported, including expected development on reported claims, those that have been reported but not yet paid (reported claims in process), and other medical care expenses and services payable that are primarily composed of accruals for incentives and other amounts payable to health care professionals and facilities.

The Company uses actuarial principles and assumptions that are consistently applied each reporting period and recognizes the actuarial best estimate of the ultimate liability along with a margin for adverse deviation. This approach is consistent with actuarial standards of practice that the liabilities be adequate under moderately adverse conditions.

This liability predominately consists of incurred but not reported amounts and reported claims in process including expected development on reported claims. The liability for reserves related to its specialty care management services is calculated using "completion factors" developed by comparing the claim incurred date to the date claims were paid. Completion factors are impacted by several key items including changes in: 1) electronic (auto-adjudication) versus manual claim processing, 2) provider claims submission rates, 3) membership and 4) the mix of products.

The Company's policy for reserves related to its specialty care management services solutions is to use historical completion factors combined with an analysis of current trends and operational factors to develop current estimates of completion factors. The Company estimates the liability for claims incurred in each month by applying the current estimates of completion factors to the current paid claims data. This approach implicitly assumes that historical completion rates will be a useful indicator for the current period.

For more recent months, and for newer lines of business where there is not sufficient paid claims history to develop completion factors, the Company expects to rely more heavily on medical cost trend and expected loss ratio analysis that reflects expected claim payment patterns and other relevant operational considerations, or authorization analysis. Medical cost trend is primarily impacted by medical service utilization and unit costs that are affected by changes in the level and mix of medical benefits offered, including inpatient, outpatient and pharmacy, the impact of copays and deductibles, changes in provider practices and changes in consumer demographics and consumption behavior. Authorization analysis projects costs based on authorizations per thousand members basis and assigning an average cost per authorization. This is also adjusted for the impact of copays, deductibles, unit cost and historic discontinuation rates for treatment are considered.

For each reporting period, the Company compares key assumptions used to establish the reserves for claims and performance-based arrangements to actual experience. When actual experience differs from these assumptions, reserves for claims and performance-based arrangements are adjusted through current period net income. Additionally, the Company evaluates expected future developments and emerging trends that may impact key assumptions. The process used to determine this liability requires the Company to make critical accounting estimates that involve considerable judgment, reflecting the variability inherent in forecasting future claim payments. These estimates are highly sensitive to changes in the Company's key assumptions, specifically completion factors and medical cost trends.

Activity in reserves for claims and performance-based arrangements related to specialty care management services solution was as follows (in thousands):

	For the Nine Months Ended September 30,	
	2024	2023
Balance, beginning of period	\$ 404,048	\$ 199,730
Incurred health care costs:		
Current year to date period ⁽¹⁾	1,117,071	628,251
Prior year to date period	(25,897)	(36,248)
Total claims incurred	1,091,174	592,003
Claims paid related to:		
Current year to date period	(829,864)	(364,709)
Prior year to date period	(352,671)	(127,282)
Total claims paid	(1,182,535)	(491,991)
Balance, end of period	\$ 312,687	\$ 299,742

⁽¹⁾ Incurred health care costs related to the current year include a true-down in claims expense of \$41.7 million for one of our Performance Suite customers related to a narrowed scope of services in select markets retroactive to the beginning of the year.

Note 21. Supplemental Cash Flow Information

The following represents supplemental cash flow information (in thousands):

	For the Nine Months Ended September 30,	
	2024	2023
Supplemental disclosure of non-cash investing and financing activities		
Accrued property and equipment purchases	\$ 86	\$ 322
Accrued expenses from acquisition of Machinify	8,500	—
Increase/decrease to goodwill from measurement period adjustments/business combinations	—	(391)
Class A common stock issued in connection with business combinations	—	261,271
Class A common stock issued in connection with debt repayment	—	23,073
Effects of leases		
Operating cash flows from operating leases	10,704	9,587
Leased assets disposed of (obtained in) exchange for operating lease liabilities	(185)	6,956

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to help the reader understand the Company's financial condition and results of operations. The MD&A is provided as a supplement to, and should be read in conjunction with our interim consolidated financial statements and the accompanying notes to our interim consolidated financial statements presented in "Part I – Item 1. Financial Statements" of this Form 10-Q; our 2023 Form 10-K, including the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations"; and our current reports on Form 8-K filed in 2024.

INTRODUCTION

Business Overview

We are a market leader in connecting care for people with complex conditions like cancer, cardiovascular disease, and musculoskeletal diagnoses. We work on behalf of health plans and other risk-bearing entities and payers (our customers) to support physicians and other healthcare providers (our users) in providing high quality evidence-based care to their patients. We believe adherence to

evidence-based clinical pathways supports better outcomes for patients, a better experience for physicians, and lower costs for the healthcare system overall.

Specialty care represents a significant and fast-growing portion of healthcare costs in the U.S., driven in part by the pace of development of new therapies and treatments. To manage these increasing costs, some health plans and other risk-bearing entities historically deployed cost containment strategies that can limit access to care and operate in narrow silos (for example, prior authorization for radiological studies being considered independently from a comprehensive chemotherapy regimen). We believe Evolent can bring an integrated approach to a patient's condition across multiple specialties, using technology to recommend our evidence-based clinical pathways in a way that provides rapid feedback to the provider, seeks to remove barriers to care, and aligns financial incentives with the best evidence.

We were an early innovator in value-based care, founded in 2011 by members of our management team, UPMC, an integrated delivery system based in Pittsburgh, Pennsylvania, and The Advisory Board Company.

All of our revenue is recognized in the United States and substantially all of our long-lived assets are located in the United States.

Recent Events

Business Combination

On August 1, 2024, the Company completed its acquisition of certain assets of Machinify, Inc. and the exclusive, perpetual and royalty-free license of Machinify Auth, ("Machinify"), a software platform that leverages the latest advances in artificial intelligence. The acquisition consideration was \$28.5 million which included \$19.5 million of cash, \$11.0 million which was paid upon closing and \$8.5 million which was paid on November 1, 2024, as well as an earn-out consisting of additional consideration of up to \$12.5 million payable in cash or shares of the Company's Class A common stock at the election of the Company. See "Part I - Item 1. Financial Statements - Note 4" in this Form 10-Q for more information related to the acquisition of Machinify.

Industry Climate

Our results for the three months ended September 30, 2024 were impacted by higher-than-expected medical costs in our specialty Performance Suite business versus our previous expectations. This included two components:

- Some of our partners submitted new claims data to us that we received and processed from September through early November. These data files included higher expenses for claims paid in quarters than what these partners had previously submitted to us.
- The third quarter saw an acceleration in specialty pharmacy costs industry-wide, particularly in oncology, as referenced by many of the largest health insurers in the country.

We believe the high medical cost inflation in the third quarter in our specialty Performance Suite was driven by a confluence of factors, including significant increases in disease prevalence, Medicaid redetermination-based adverse selection, rapid increases in unit costs, post-COVID acuity increases and provider coding intensity. We are unable to predict how these broader dynamics will impact our business and results of operations in the future.

Impact of Inflation

We experience pricing pressures in the form of competitive prices in addition to rising costs for certain inflation-sensitive operating expenses such as labor, employee benefits and facility leases. We do not believe these impacts were material to our revenues or net income during the nine months ended September 30, 2024. However, significant sustained inflation driven by the macroeconomic environment or other factors could negatively impact our margins, profitability and results of operations in future periods.

Customers

The following table summarizes those partners who represented at least 10.0% of our consolidated revenue:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Cook County Health and Hospitals System	11.6%	15.7%	11.3%	16.8%
Florida Blue Medicare, Inc.	13.2%	*	12.8%	10.9%
Humana Insurance Company	14.2%	13.7%	19.3%	*
Molina Healthcare, Inc.	14.9%	12.9%	13.0%	14.2%
Blue Cross and Blue Shield of North Carolina	10.8%	*	*	*

* Represents less than 10.0% of the respective balance.

Repositioning Costs

During the second quarter of 2023, the Company implemented a broad set of repositioning initiatives designed to further align the Company's assets and talent towards the value-based specialty care opportunity, with the intent of streamlining its operations and supporting the goal of realizing long-term sustainable earnings growth (the "2023 Repositioning Plan"). These initiatives include making organizational changes across the business that resulted in severance, terminated benefits and related payroll taxes and dedicated employee costs associated with recent acquisitions as well as third-party professional fees. Dedicated employee costs primarily include project management and technology staff costs needed to migrate acquired businesses to Evolent's integrated technology platform and costs related to the consolidation of brands, internal operations, strategies, processes and platforms. Dedicated employee costs are limited to employees that will have no role in ongoing operations and have no planned role at Evolent once the repositioning activities are completed. Professional services costs primarily relate to services provided by a third-party vendor to review our operating model and organizational design in order to improve our profitability, create value through our solutions and invest in strategic opportunities in future periods. Office space consolidation includes early termination penalties and associated expenses. Costs associated with the 2023 Repositioning Plan were recorded in selling, general and administrative expenses on the consolidated statements of operations and comprehensive income (loss). The 2023 Repositioning Plan was completed during the second quarter of 2024.

The following table provides a summary of our total costs associated with our repositioning plans for the nine months ended September 30, 2024, by major type of cost (in thousands):

	For the Nine Months Ended September 30, 2024	Cumulative Amount Incurred Through September 30, 2024
Severance and termination benefits	\$ 1,835	\$ 10,399
Dedicated employee costs	1,185	8,085
Professional services	4,127	17,038
Office space consolidation	3,452	10,314
Total	\$ 10,599	\$ 45,836

Critical Accounting Policies and Estimates

Certain GAAP policies that significantly affect the determination of our financial position, results of operations and cash flows, are summarized below. See "Part II - Item 8. Financial Statements and Supplementary Data - Note 2" in our 2023 Form 10-K for a complete summary of our significant accounting policies.

Goodwill

We recognize the excess of the purchase price plus the fair value of any non-controlling interests in the acquiree over the fair value of identifiable net assets acquired as goodwill. Goodwill is not amortized, but is reviewed at least annually for indications of impairment, with consideration given to financial performance and other relevant factors. We perform impairment tests of goodwill at a reporting

unit level. We perform impairment tests between annual tests if an event occurs, or circumstances change, that we believe would more likely than not reduce the fair value of a reporting unit below its carrying amount.

Our goodwill impairment analysis first assesses qualitative factors to determine whether events or circumstances existed that would lead the Company to conclude it is more likely than not that the fair value of our reporting unit is below its carrying amount. Qualitative factors include macroeconomic, industry and market considerations, overall financial performance, industry, legal and other relevant events and factors affecting the reporting unit. Additionally, as part of this assessment, we may perform a quantitative analysis to support the qualitative factors above by applying sensitivities to assumptions and inputs used in measuring our reporting unit's fair value.

If the Company determines that it is more likely than not that the fair value of our reporting unit is below the carrying amount, a quantitative goodwill assessment is required. In the quantitative evaluation, the fair value is determined and compared to the carrying value. If the fair value is greater than the carrying value, then the carrying value is deemed to be recoverable and no further action is required. If the fair value estimate is less than the carrying value, goodwill is considered impaired for the amount by which the carrying amount exceeds the reporting unit's fair value and a charge is reported in goodwill impairment on our consolidated statements of operations and comprehensive income (loss). We use both a discounted cash flow analysis and market multiple analysis in order to estimate the fair value of our reporting unit. The discounted cash flow analysis relies on significant judgement and assumptions about expected future cash flows, weighted-average cost of capital, discount rates, expected long-term growth rates and operating margins. These assumptions are based on estimates of future revenue and earnings after considering such factors as general economic and market conditions which drive key assumptions of revenue growth rates, operating margins, capital expenditures and working capital requirements. The weighted average cost of capital is based on market-based factors/inputs but also considers the specific risk characteristics of the reporting unit's cash flow forecast. A significant change to these estimates and assumptions could cause the estimated fair values of our reporting unit and intangible assets to decline and increase the risk of an impairment charge to earnings. Intangible assets with finite lives are assessed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

On October 31, 2023, the Company performed its annual goodwill impairment review for fiscal year 2023. In addition, the Company underwent organizational changes which required a reassessment of reporting units. As a result, the Company determined it has one reporting unit due to the economic similarity of the services provided to our partners. Based on our qualitative assessment, we did not identify sufficient indicators of impairment that would suggest the fair value of our reporting unit was below its respective carrying values. As a result, a quantitative goodwill impairment analysis was not required. We did not identify any qualitative factors that would trigger a quantitative goodwill impairment test during the three and nine months ended September 30, 2024. We will perform our annual impairment test of October 31, 2024.

RESULTS OF OPERATIONS

Evolent Health, Inc. is a holding company and its principal asset is all of the Class A common units in Evolent Health LLC, which has owned all of our operating assets and substantially all of our business since inception. The financial results of Evolent Health LLC are consolidated in the financial statements of Evolent Health, Inc.

Key Components of our Results of Operations

Revenue

Our revenue contracts are typically multi-year arrangements with customers to provide solutions designed to lower the medical expenses of our partners and include our total cost of care management and specialty care management services solutions, provide comprehensive health plan operations and claims processing services, and also include transition or run-out services to customers.

Our performance obligation in these arrangements is to provide an integrated suite of services, including access to our platform that is customized to meet the specialized needs of our partners and providers. Generally, we will apply the series guidance to the performance obligation as we have determined that each time increment is distinct. We primarily utilize a variable fee structure for these services that typically includes a monthly payment that is calculated based on a specified per member per month rate, multiplied by the number of members that our partners are managing under a value-based care arrangement or a percentage of plan premiums. Our arrangements may also include other variable fees related to service level agreements, shared medical savings arrangements and other performance measures. Variable consideration is estimated using the most likely amount based on our historical experience and best judgment at the time.

We also deploy our services in capitation arrangements under our specialty care management solution and total cost of care solution, which we call the "Performance Suite." Capitation arrangements under the Performance Suite may include performance-based arrangements and/or gainshare features. We occasionally use third parties to assist in satisfying our performance obligations. In order

to determine whether we are the principal or agent in the arrangement, we review each third-party relationship on a contract-by- contract basis. As we integrate goods and services provided by third parties into our overall service, we control the services provided to the customer prior to its delivery. As such, we are the principal and we will recognize revenue on a gross basis. In certain cases, we act as an agent and do not control the services from third parties before it is delivered to the customer, thereby recognizing revenue on a net basis.

Due to the nature of our arrangements, certain estimates may be constrained if it is probable that a significant reversal of revenue will occur when the uncertainty is resolved. We recognize revenue from services over time using the time elapsed output method. Fixed consideration is recognized ratably over the contract term. In accordance with the series guidance, we allocate variable consideration to the period to which the fees relate.

Contracts with Multiple Performance Obligations

Our contracts with customers may contain multiple performance obligations, primarily when the partner has requested both administrative services and other services such as our specialty care management or total cost of care management services as these services are distinct from one another. When a contract has multiple performance obligations, we allocate the transaction price to each performance obligation based on the relative standalone selling price using the expected cost margin approach. This approach requires estimates regarding both the level of effort it will take to satisfy the performance obligation as well as fees that will be received under the variable pricing model. We also take into consideration customer demographics, current market conditions, the scope of services and our overall pricing strategy and objectives when determining the standalone selling price.

Cost of Revenue (exclusive of depreciation and amortization)

Our cost of revenue includes direct expenses and shared resources that perform services in direct support of our partners. Costs consist primarily of claims expense, employee-related expenses (including compensation, benefits and stock-based compensation), expenses recorded as part of a Medicare shared savings program and other services, as well as other professional fees. In certain cases, our cost of revenue also includes claims and capitation payments to providers and payments for pharmaceutical treatments and other health care expenditures through performance-based arrangements.

Selling, General and Administrative Expenses

Our selling, general and administrative expenses consist of employee-related expenses (including compensation, benefits and stock-based compensation) for selling and marketing, corporate development, finance, legal, human resources, corporate information technology, professional fees and other corporate expenses associated with these functional areas. Selling, general and administrative expenses also include transition services agreements ("TSA") fees associated with our acquisitions, costs associated with our centralized infrastructure and research and development activities to support our network development capabilities, technology infrastructure, clinical program development and data analytics.

Depreciation and Amortization Expense

Depreciation and amortization expenses consist of the amortization of intangible assets associated with the step up in fair value of Evolent Health LLC's assets and liabilities for the Offering Reorganization, amortization of intangible assets recorded as part of our various business combinations and asset acquisitions and depreciation of property and equipment, including internal-use software development costs.

Lives on Platform and PMPM Fees

Performance Suite Lives on Platform are calculated by summing monthly members covered for specialty care services for contracts not under ASO arrangements, plus members managed by Complex Care in capitation arrangements and divided by the number of months in the period. Specialty Technology and Services Suite Lives on Platform are calculated by summing monthly members covered for oncology, cardiology, musculoskeletal, advanced imaging and other diagnostics specialty care services for contracts under ASO arrangements divided by the number of months in the period. Administrative Services Lives on Platform are calculated by summing monthly members covered for administrative services implementation and core performance services divided by the number of months in the period. Cases are calculated by summing the number of individuals receiving services through our surgery management and advanced care planning programs in a given period. Members covered for more than one category are counted in each category.

Performance Suite Average PMPM fee is defined as revenue pertaining to our Performance Suite during the period reported divided by Performance Suite Lives on Platform for the period divided by the number of months in the period. Specialty Technology and Services Suite Average PMPM fee is defined as revenue pertaining to the Specialty Technology and Services Suite during the period

reported divided by Specialty Technology and Services Suite Lives on Platform for the period divided by the number of months in the period. Administrative Services Average PMPM fee is defined as revenue pertaining to the Administrative Services during the period reported divided by the Administrative Services Lives on Platform for the period divided by the number of months in the period. Revenue per Case is calculated by the revenue pertaining to surgery management and advanced care planning programs divided by the number of cases for a given period.

Average Unique Members are calculated by summing members covered by our Performance Suite, Specialty Technology and Services Suite and Administrative Services. In cases where partners cross between multiple solutions, we only capture members from the solution with the maximum number of members.

Management uses Lives on Platform, PMPM fees, Cases, Revenue per Case and Average Unique Members because we believe that they provide insight into the unit economics of our services. We believe that these measures are also useful to investors because they allow further insight into the period over period operational performance.

Consolidated Results

(in thousands, except percentages)	For the Three Months Ended September 30,		Change Over Prior Period		For the Nine Months Ended September 30,		Change Over Prior Period	
	2024	2023	\$	%	2024	2023	\$	%
Revenue	\$621,401	\$511,015	\$110,386	21.6 %	\$1,908,199	\$1,407,841	\$500,358	35.5 %
Expenses								
Cost of revenue	540,708	386,585	154,123	39.9 %	1,616,557	1,048,998	567,559	54.1 %
Selling, general and administrative expenses	67,060	96,567	(29,507)	(30.6)%	215,349	276,682	(61,333)	(22.2)%
Depreciation and amortization expenses	29,701	32,404	(2,703)	(8.3)%	89,074	93,813	(4,739)	(5.1)%
Loss on disposal of non-strategic assets	—	2,097	(2,097)	(100.0)%	—	2,097	(2,097)	(100.0)%
Right-of-use assets impairment	—	—	—	— %	—	24,065	(24,065)	(100.0)%
Change in fair value of contingent consideration	200	11,300	(11,100)	(98.2)%	9,108	12,047	(2,939)	(24.4)%
Total operating expenses	637,669	528,953	108,716	20.6 %	1,930,088	1,457,702	472,386	32.4%
Operating loss	<u>\$ (16,268)</u>	<u>\$ (17,938)</u>	<u>\$ 1,670</u>	9.3 %	<u>\$ (21,889)</u>	<u>\$ (49,861)</u>	<u>\$ 27,972</u>	56.1%
Cost of revenue as a % of revenue	87.0 %	75.7 %			84.7 %	74.5 %		
Selling, general and administrative expenses as a % of revenue	10.8 %	18.9 %			11.3 %	19.7 %		

Comparison of the Results for Three Months Ended September 30, 2024 to 2023

Revenue

Total revenue increased by \$110.4 million, or 21.6%, to \$621.4 million for the three months ended September 30, 2024, as compared to 2023. This

increase is primarily due to growth in our Performance Suite of \$60.8 million, net of a \$41.8 million true-down of revenue related to a narrowed scope of services in select markets retroactive to the beginning of the year, higher revenue from one of our customers of \$22.4 million and higher revenue from transitioning certain Specialty Technology and Services Suite customers to

Performance Suite of \$28.2 million offset by lower run out services from our contract within our Administrative Services solution of \$6.9 million.

The following table represents Evolent's revenue disaggregated by line of business (in thousands):

	For the Three Months Ended September 30,	
	2024	2023
Medicaid	\$ 214,627	\$ 195,259
Medicare	238,527	208,166
Commercial and other	168,246	107,590
Total	<u>\$ 621,400</u>	<u>\$ 511,015</u>

The following table represents the Company's Lives on Platform, Cases, PMPM fees and revenue per case for the three months ended September 30, 2024 and 2023 (Average Lives on Platform/Cases in thousands):

	Average Lives on Platform/ Cases		Average PMPM Fees / Revenue per Case	
	For the Three Months Ended September 30,		For the Three Months Ended September 30,	
	2024	2023	2024	2023
Performance Suite ⁽¹⁾	6,916	3,906	\$ 20.97	\$ 27.63
Specialty Technology and Services Suite	74,192	72,381	0.38	0.37
Administrative Services	1,258	1,832	15.74	12.50
Cases	13	15	3,113	2,490
Average Unique Members	41,444	41,721		

⁽¹⁾ The decrease in Performance Suite PMPM for the three months ended September 30, 2024 compared to 2023 is driven primarily by \$41.8M truedown of revenue related to a narrowed scope of services in select markets retroactive to the beginning of the year.

Cost of Revenue

Cost of revenue increased by \$154.1 million, or 39.9%, to \$540.7 million for the three months ended September 30, 2024, as compared to 2023, due to growth in our revenue and a shift in mix towards our Performance Suite, which has a lower gross margin than our Specialty Technology and Services solutions. The increase in cost of revenue this quarter is driven primarily by \$196.1 million of higher claims cost compared to the prior year period, which is attributable to acceleration in medical expenses in certain Performance Suite markets relating to higher disease prevalence and acuity of certain populations, higher specialty pharmaceutical costs and inclusive of \$24.6 million related to transitioning certain Specialty and Technology Service Suite customers to Performance Suite. This increase in cost was offset by a \$41.7 million true-down in claims expense for one of our Performance Suite customers related to a narrowed scope of services in select markets retroactive to the beginning of the year, a decrease that was offset by a corresponding decrease in revenue.

Approximately \$1.1 million and \$51.0 thousand of total cost of revenue was attributable to stock-based compensation expense for the three months ended September 30, 2024, and 2023 respectively. Cost of revenue represented 87.0% and 75.7% of total revenue for the three months ended September 30, 2024, and 2023 respectively. The majority of the increase in cost of revenue as a percentage of revenue was due to the rapid growth of our Performance Suite solution, which has a lower gross margin and longer maturation profile than our other product types and acceleration in specialty oncology pharmacy costs. We expect the claims expense portion of our cost of revenue to grow at the pace of overall growth in specialty spend for cancer and cardiovascular conditions, offset by the impact of our clinical interventions.

Selling, General and Administrative Expenses

Selling, general, and administrative expenses decreased by \$29.5 million, or 30.6%, to \$67.1 million for the three months ended September 30, 2024, as compared to 2023, principally as a result of lower TSA fees related to our acquisition of NIA of \$2.6 million,

professional fees in the prior period of \$9.8 million as a result of the 2023 Repositioning Plan and a \$14.5 million decrease in personnel costs as a result of lower headcount and bonus accruals.

Approximately \$13.3 million and \$10.2 million of total selling, general and administrative costs were attributable to stock-based compensation expense for the three months ended September 30, 2024, and 2023, respectively. Selling, general and administrative expenses represented 10.8% and 18.9% of total revenue for the three months ended September 30, 2024, as compared to 2023, respectively, driven in part by the Company's 2023 Repositioning Plan which concluded in the second quarter of 2024.

Depreciation and Amortization Expenses

Depreciation and amortization expenses decreased \$2.7 million, or 8.3%, to \$29.7 million for the three months ended September 30, 2024, as compared to 2023 due primarily to fully amortizing our NCH technology intangible and provider network contracts in 2023 resulting in lower amortization of \$1.4 million and \$0.5 million, respectively, offset, in part by \$0.3 million of amortization of technology intangible assets acquired through our acquisition of Machinify.

Change in Fair Value of Contingent Consideration

We recorded a loss on change in fair value of contingent consideration of \$0.2 million for the three months ended September 30, 2024 primarily related to the liabilities acquired as a result of the acquisitions of Machinify in August 2024 and \$11.3 million for the three months ended September 30, 2023, related to the liabilities acquired as a result of the acquisitions of Machinify in August 2024, NIA in January 2023 and IPG in August 2022. See "Part I - Item 1. Financial Statements and Supplementary Data - Note 17" in this Form 10-Q for more information related to changes in the fair value of contingent consideration.

Comparison of the Results for The Nine Months Ended September 30, 2024 to 2023

Revenue

Total revenue increased by \$500.4 million, or 35.5%, to \$1,908.2 million for the nine months ended September 30, 2024, as compared to 2023. The increase in revenue is primarily from \$343.3 million from new Performance Suite contracts, \$90.6 million from transitioning a customer from Specialty Technology and Services Suite to the Performance Suite, \$36.8 million from new Specialty Technology and Services Suite contracts and \$44.8 million from new oncology and cardiology contracts. Growth was also offset in part by a \$34.8 million reduction in revenue from the run out of an Administrative Services contract.

The following table represents Evolent's revenue disaggregated by line of business (in thousands):

	For the Nine Months Ended September 30,	
	2024	2023
Medicaid	\$ 646,819	\$ 587,611
Medicare	794,160	474,535
Commercial and other	467,220	345,695
Total	<u>\$ 1,908,199</u>	<u>\$ 1,407,841</u>

The following table represents the Company's Lives on Platform, Cases, Average PMPM fees, Revenue per Case and Average Unique Members for the three and nine months ended September 30, 2024 and 2023 (Average Lives on Platform/Cases in thousands):

	Average Lives on Platform/ Cases		Average PMPM Fees / Revenue per Case	
	For the Nine Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Performance Suite ⁽¹⁾	6,956	3,653	\$ 21.48	\$ 25.56
Specialty Technology and Services Suite	72,732	68,613	0.39	0.36
Administrative Services	1,260	1,837	15.76	13.88
Cases	44	46	2,929	2,517
Average Unique Members	40,396	41,594		

⁽¹⁾ The decrease in Performance Suite PMPM for the nine months ended September 30, 20254 compared to 2023 is driven primarily by \$41.8M truedown of revenue related to a narrowed scope of services in select markets retroactive to the beginning of the year.

Cost of Revenue

Cost of revenue increased by \$567.6 million, or 54.1%, to \$1,616.6 million for the nine months ended September 30, 2024, as compared to 2023, principally as a result of the 35.5% growth in our revenue compared to the nine months ended September 30, 2023. The increase included approximately \$569.0 million of higher claims cost compared to the prior year period, which is attributable to higher medical expenses in certain Performance Suite markets relating to higher disease prevalence and acuity of certain populations inclusive of \$77.1 million related to transitioning certain Specialty and Technology Service Suite customers to Performance Suite. This increase in cost was offset by a \$41.7 million true-down in claims expense for one of our Performance Suite customers, a decrease that was offset by a corresponding decrease in revenue as well as \$9.6 million in professional fees due primarily to consulting services. Overall, the company faced higher medical costs but managed to reduce some expenses through strategic measures. These increases were offset in part by a decrease of \$11.3 million from lower personnel costs.

Approximately \$3.3 million and \$1.6 million of total cost of revenue was attributable to stock-based compensation expense for the nine months ended September 30, 2024, and 2023, respectively. Cost of revenue represented 84.7% and 74.5% of total revenue for the nine months ended September 30, 2024, and 2023 respectively. Our cost of revenue increased as a percentage of our total revenue due to higher medical costs with the rapid growth of our Performance Suite solution, which has a lower gross margin and longer maturation profile than our other product types and acceleration in specialty oncology pharmacy costs. We expect the claims expense portion of our cost of revenue to grow at the pace of overall growth in specialty spend for cancer and cardiovascular conditions, offset by the impact of our clinical interventions.

Selling, General and Administrative Expenses

Selling, general, and administrative expenses decreased by \$61.3 million, or 22.2%, to \$215.3 million for the nine months ended September 30, 2024, as compared to 2023. The decrease was primarily driven by lower TSA fees related to our NIA acquisition of \$13.5 million recorded in 2023, \$31.6 million of lower professional fees as a result of the 2023 Repositioning Plan, a \$17.2 million decrease in personnel costs as a result of lower headcount and bonus accruals and lower bad debt expense of \$9.5 million due to collection timing from our customers, offset by higher stock compensation of \$14.3 million due to the achievement and change in projected achievement of certain performance measurements.

Approximately \$42.5 million and \$28.3 million of total selling, general and administrative expenses were attributable to stock-based compensation expense for the nine months ended September 30, 2024 and 2023, respectively. Acquisition and severance costs accounted for approximately \$5.1 million and \$15.2 million of total selling, general and administrative expenses for the nine months ended September 30, 2024 and 2023, respectively. Selling, general and administrative expenses represented 11.3% and 19.7% of total revenue for the nine months ended September 30, 2024, as compared to 2023, respectively, driven in part by the Company's 2023 Repositioning Plan which concluded in the second quarter of 2024.

Depreciation and Amortization Expenses

Depreciation and amortization expenses decreased \$4.7 million, or 5.1%, to \$89.1 million for the for the nine months ended September 30, 2024, as compared to 2023 primarily to fully amortizing our NCH technology intangible and provider network contracts in 2023 resulting in lower amortization of \$4.1 million and \$1.4 million, respectively, offset, in part by \$1.6 million higher amortization on intangibles from our acquisition of NIA and Machinify.

Right-of-Use Asset Impairment

During the nine months ended September 30, 2023, the Company decommissioned its Chicago, IL lease and wrote off the associated right-of-use asset, recognizing an impairment charge of \$24.1 million in right-of-use assets impairment on the consolidated statements of operations and comprehensive income (loss). There were no such impairments in 2024.

Change in Fair Value of Contingent Consideration

We recorded a loss on change in fair value of contingent consideration of \$9.1 million for the nine months ended September 30, 2024 primarily related to the liabilities acquired as a result of the acquisitions of Machinify in August 2024 and NIA in January 2023 and \$12.0 million for the nine months ended September 30, 2023, related to the liabilities acquired as a result of the acquisitions of NIA and IPG in August 2022. See "Part I - Item 1. Financial Statements - Note 17" in this Form 10-Q for more information related to changes in the fair value of contingent consideration.

Discussion of Non-Operating Results

Interest Expense

Our interest expense is attributable to borrowings under convertible senior notes and 2022 Credit Agreement with Ares. Interest expense and amortization of debt issuance costs activity were as follows (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
2029 Notes				
Interest expense	\$ 3,521	\$ —	\$ 10,565	\$ —
Amortization of debt issuance costs	481	—	1,441	—
Interest expense for 2029 Notes	<u>\$ 4,002</u>	<u>\$ —</u>	<u>\$ 12,006</u>	<u>\$ —</u>
2022 Credit Agreement				
Interest expense	\$ 957	\$ 12,815	\$ 2,846	\$ 36,536
Amortization of debt issuance costs	79	630	238	1,810
Interest expense for 2022 Credit Agreement	<u>\$ 1,036</u>	<u>\$ 13,445</u>	<u>\$ 3,084</u>	<u>\$ 38,346</u>
2024 Notes				
Interest expense	\$ —	\$ 153	\$ —	\$ 577
Amortization of debt issuance costs	—	47	—	139
Interest expense for 2024 Notes	<u>\$ —</u>	<u>\$ 200</u>	<u>\$ —</u>	<u>\$ 716</u>
2025 Notes				
Interest expense	\$ 647	\$ 647	\$ 1,941	\$ 1,941
Amortization of debt issuance costs	325	322	971	964
Interest expense for 2025 Notes	<u>\$ 972</u>	<u>\$ 969</u>	<u>\$ 2,912</u>	<u>\$ 2,905</u>

The decrease in interest expense for the three and nine months ended September 30, 2024 compared to the same periods in 2023 is primarily due to repayment of the Term Loan Facility of the Credit Agreement in 2023, offset by interest expense incurred on our 2029 Notes. See "Part I - Item 1. Financial Statements - Note 9" in this Form 10-Q for more information related to interest expense by debt issuance.

Change in Tax Receivable Agreement Liability

Due to the reduction in the Company's valuation allowance primarily resulting from deferred tax liabilities established as part of the NIA acquisition, the Company has recorded the remaining TRA liability of \$66.2 million for the nine months ended September 30, 2023.

Provision for (Benefit from) Income Taxes

An income tax benefit of \$0.6 million and \$0.3 million was recognized for the three and nine months ended September 30, 2024, respectively, which resulted in effective tax rates of 2.6% and 0.7%, respectively. An income tax benefit of \$5.6 million and \$74.7 million was recognized for the three and nine months ended September 30, 2023, respectively, which resulted in effective tax rates of 18.0% and 48.4%, respectively. The income tax benefit recorded during the nine months ended September 30, 2024 primarily relates to the expected tax effect of net losses, partially offset by state and foreign taxes. The income tax benefit recorded during the nine months ended September 30, 2023, primarily relates to the reduction in the valuation allowance resulting from deferred tax liabilities established as part of the NIA acquisition accounting, partially offset by state and foreign taxes.

Dividends and Accretion of Series A Preferred Stock

We pay quarterly regular cash dividends on the Series A Preferred Stock at a rate per annum equal to Adjusted Term SOFR (as defined in the Certificate of Designation) plus 6.00%. In addition, we accrete deferred financing costs and the redemption value in excess of par value in additional paid-in-capital on the consolidated balance sheets. The Company paid \$5.1 million and \$15.3 million

of dividends and accreted \$3.0 million and \$8.7 million of deferred issuance costs and redemption value for the three and nine months ended September 30, 2024, respectively.

REVIEW OF CONSOLIDATED FINANCIAL CONDITION

Liquidity and Capital Resources

The Company reported net loss attributable to common shareholders of Evolent Health, Inc. of \$62.8 million and \$100.9 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, the Company had \$96.6 million of cash and cash equivalents and \$31.3 million in restricted cash and restricted investments.

We believe our current cash and cash equivalents will be sufficient to meet our working capital and capital expenditure requirements for at least the next twelve months as of the date the financial statements were issued. Our future capital requirements will depend on many factors, including our rate of revenue growth, the expansion of our sales and marketing activities and the timing and extent of our spending to support our investment efforts and expansion into other markets. We may also seek to invest in, or acquire complementary businesses, applications or technologies, which may require us to seek sources of financing.

Cash Flows

The following summary of cash flows (in thousands) has been derived from our financial statements included in "Part I - Item 1. Financial Statements - Consolidated Statements of Cash Flows:"

	For the Nine Months Ended September 30,	
	2024	2023
Net cash and restricted cash provided by operating activities	\$ 44,996	\$ 53,201
Net cash and restricted cash used in investing activities	(43,002)	(409,492)
Net cash and restricted cash (used in) provided by financing activities	(97,507)	365,692

Operating Activities

Cash flows from operating activities primarily represent inflows and outflows associated with our operations. Primary activities include net loss from operations adjusted for non-cash transactions, working capital changes and changes in other assets and liabilities.

Cash flows provided by operating activities of \$45.0 million for the nine months ended September 30, 2024 were affected by decreases in accounts receivable of \$38.8 million from timing of our partner and vendor payments including higher cash receipts from certain performance-based customers, offset by higher payment for claims and performance-based arrangements of \$91.4 million, a reduction in accrued compensation and benefits of \$24.8 million due to year end bonus payments and severance of \$2.9 million and payments for office lease consolidation of \$6.7 million. Of the total \$88.8 million in NIA contingent consideration paid in the period, \$22.2 million represented a change in fair value of NIA contingent consideration in excess of the initial fair value at the acquisition date through payment date, and is therefore presented in cash flows provided by operating activities under changes in accrued expenses.

Cash flows provided by operating activities of \$53.2 million for the nine months ended September 30, 2023 were primarily due to our net loss of \$79.6 million, non-cash items including depreciation and amortization expenses of \$93.8 million, stock-based compensation expense of \$29.9 million, deferred tax benefit of \$(78.2) million, impairment of the right-of-use asset connected to our Chicago, IL office lease of \$24.1 million and change in our tax receivables liability of \$66.2 million. Our operating cash inflows were affected by the timing of our customer and vendor payments primarily driven by lower cash receipts from certain customers of approximately \$98.4 million and additional increases in accounts receivable from our acquisition of NIA of \$38.5 million combined with a reduction of our accrued compensation and employee benefits due to end of year bonus payments and severance of \$(8.8) million, offset in part by higher reserve for claims and performance-based arrangements of \$100.0 million and restricted cash held for claims processing services of \$7.9 million.

Investing Activities

Cash flows used in investing activities of \$43.0 million for the nine months ended September 30, 2024 were primarily attributable to cash paid for asset acquisitions and business combinations of \$16.9 million which is inclusive of \$11.0 million for the purchase of Machinify and \$3.0 million for investment in future equity notes, and \$18.7 million of investments in internal-use software and purchases of property and equipment.

Cash flows used in investing activities of \$409.5 million in the nine months ended September 30, 2023 were primarily attributable to \$388.2 million paid for the acquisition of NIA and \$22.7 million of investments in internal-use software and purchases of property and equipment.

Financing Activities

Cash flows used in financing activities of \$97.5 million for the nine months ended September 30, 2024 were primarily related to \$15.3 million of preferred dividends paid on our Series A Preferred Stock and \$15.4 million from withholding taxes paid on vested restricted stock units that were net settled. Additional cash used in financing activities include the portion of the NIA contingent consideration representing the fair value at the acquisition date of \$66.6 million.

Cash flows provided by financing activities of \$365.7 million in the nine months ended September 30, 2023, were primarily related to \$256.1 million received from our Acquisition Facilities in connection with our Credit Agreement and \$168.0 million from the issuance of preferred equity, offset in part, by \$47.5 million of cash outflows related to repayment on our Acquisition Facilities, \$13.6 million of preferred dividends paid on our Series A Preferred Stock and \$14.3 million from withholding taxes paid in respect of vested restricted stock units that were net settled.

Contractual and Other Obligations

We believe that the amount of cash and cash equivalents on hand and cash flows from operations, plus borrowings under our credit facilities and if necessary, additional funding through other forms of financing, will be adequate for us to execute our business strategy and meet anticipated requirements for lease obligations, capital expenditures working capital and debt service for the next twelve months. Our estimated known contractual and other obligations (in thousands) as of September 30, 2024, were as follows (including as discussed in the narrative below):

	2024	2025-2026	2027-2028	2029+	Total
Operating leases for facilities	\$ 2,106	\$ 15,908	\$ 12,767	\$ 12,428	\$ 43,209
Purchase obligations related to vendor contracts	3,893	23,429	1,481	—	28,803
Convertible notes interest payments ⁽¹⁾	8,338	30,763	28,175	14,088	81,364
Convertible notes principal repayment	—	172,500	—	402,500	575,000
Contingent consideration ⁽²⁾	—	9,200	—	—	9,200
Total known contractual obligations	<u>\$ 14,337</u>	<u>\$ 251,800</u>	<u>\$ 42,423</u>	<u>\$ 429,016</u>	<u>\$ 737,576</u>

⁽¹⁾ Refer to the discussion in "Part I - Item 1. Financial Statements - Note 9" for additional information on payment dates for our convertible notes interest.

⁽²⁾ Represents the fair value of earn-out consideration related to the Machinify transaction. See "Part I - Item 1. Financial Statements - Note 17" for further details of the Company's contingent consideration obligation.

As of September 30, 2024, we had \$37.5 million of aggregate principal amount in a secured revolving credit facility which will mature in 2029. Subsequent to September 30, 2024, we drew the remaining \$37.5 million of aggregate principal amount under our secured revolving credit facility as a result of a slow-down in collections from certain health plan partners in September 2024 and October 2024. The interest rate for the secured revolving credit facility will be calculated, at the option of the borrowers at either the Adjusted Term SOFR Rate (as defined in the Credit Agreement) plus 4.00%, or the base rate plus 3.00%.

In addition, as of September 30, 2024, we had 175,000 shares of the Series A Preferred Stock outstanding. Regular dividends on the Series A Preferred Stock are paid quarterly in cash in arrears at a rate per annum equal to Adjusted Term SOFR (as defined in the Certificate of Designation) plus 6.00%. The regular dividend rate will also increase by 2.0% per annum upon the occurrence and during the continuance of certain triggering events.

The Company holds ownership interests in joint ventures and other entities which are accounted for under the equity method. Our joint ventures and other investments from time to time may, and some do, include put or call features under which we could be contractually required to purchase interests from our joint venture partner at an exercise price determined in reference to a multiple of the dollar amount of our joint venture partner's total capital contributions, the performance of the joint venture, and other factors. One

of our investments includes a put option that can be exercised by our joint venture partner in the first half of 2025 which, if exercised, would require us to acquire the interests in the joint venture that we do not own for a price that may be up to \$50.0 million.

Financing Commitments

Subsequent to September 30, 2024, Evolent entered into a debt financing commitment letter with Ares and Ares Capital Management, LLC pursuant to which Ares Capital LLC has committed to provide, subject to certain conditions, with secured debt financing to be available to the Company to fund acquisitions, ongoing working capital needs and other growth capital expenditure investments. See "Part II - Item 5. Other Information" for further details of the Company's financing commitments.

Accounts Receivable, net

Accounts receivable are recorded and carried at the original invoiced amount less an allowance for any potential uncollectible amounts. During the nine months ended September 30, 2024, accounts receivable, net, decreased primarily due to the timing of cash receipts from certain customers.

Restricted Cash and Restricted Investments

Restricted cash and restricted investments of \$31.3 million is carried at cost and includes cash held on behalf of other entities for pharmacy and claims management services of \$12.8 million, collateral for letters of credit required as security deposits for facility leases of \$1.9 million, amounts held with financial institutions for risk-sharing arrangements of \$16.5 million as of September 30, 2024. See "Part I - Item 1. Financial Statements - Note 2" for further details of the Company's restricted cash balances.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets are carried at cost and includes prepaid expenses and non-trade accounts receivable. During the nine months ended September 30, 2024, prepaid and other current assets decreased due to lower non-trade accounts receivable of \$1.9 million, offset by trade receivables related to certain customers that have the legal right to net payment for amounts due from customers and claims payable of \$5.4 million

Uses of Capital

Our principal uses of cash are in the operation and expansion of our business, payment of interest and other amounts payable on our convertible debt and secured borrowings and payment of preferred dividends. The Company does not anticipate paying a cash dividend on our Class A common stock in the foreseeable future.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates.

Interest Rate Risk

As of September 30, 2024, the Company had cash and cash equivalents and restricted cash and restricted investments of \$127.9 million, which consisted of bank deposits with FDIC participating banks of \$124.0 million and bank deposits in international banks of \$3.9 million.

Changes in interest rates affect the interest earned on our cash and cash equivalents (including restricted cash). We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure.

As of September 30, 2024, we had \$575.0 million of aggregate principal amount of convertible notes outstanding, which are fixed rate instruments and not subject to fluctuations in interest rates. In addition, as of September 30, 2024, we have \$37.5 million of aggregate principal amount in a secured revolving credit facility and \$175.0 million of Series A Preferred Stock outstanding, all of which are floating rate instruments based on the SOFR and subject to fluctuations in interest rates. In the case of (a) the revolving loan, interest is calculated at either the Adjusted Term SOFR Rate (as defined in the Certificate of Designation) plus 4.00%, or the base rate plus 3.00% and (b) the Series A Preferred Stock, dividends are to be paid quarterly in cash in arrears at a rate per annum equal to Adjusted Term SOFR (as defined in the Certificate of Designation) plus 6.00%. For every 1% increase in SOFR, the Company would record additional interest expense of \$0.4 million per annum and preferred dividends of \$1.8 million per annum.

Refer to the discussion in "Part I - Item 1. Financial Statements - Note 9" for additional information on our long-term debt.

Foreign Currency Exchange Risk

We have de minimis foreign currency risks related to our operating expenses denominated in currencies other than the U.S. dollar, primarily the Indian Rupee and the Philippine Peso. In general, we are a net payer of currencies other than the U.S. dollar. Accordingly, changes in exchange rates, and in particular a strengthening of the U.S. dollar, may, in the future, negatively affect our operating results as expressed in U.S. dollars. At this time, we have not entered into, but in the future, we may enter into, derivatives or other financial instruments in an attempt to hedge our foreign currency exchange risk. It is difficult to predict the effect hedging activities would have on our results of operations.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal 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 Quarterly Report on Form 10-Q. The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), with assistance from other members of management, have reviewed the effectiveness of our disclosure controls and procedures as of September 30, 2024, based on their evaluation, have concluded that the disclosure controls and procedures were effective as of such date.

Changes in Internal Control over Financial Reporting

Management has designed its internal controls over financial reporting under the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control—Integrated Framework (2013). There were no changes in our internal control over financial reporting during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations of Internal Controls

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II

Item 1. Legal Proceedings

The discussion of legal proceedings included within "Part I – Item 1. Financial Statements - Note 10 - Commitments and Contingencies - Litigation Matters" is incorporated by reference into this Item 1.

Item 1A. Risk Factors

Our significant business risks are described in Part I, Item 1A. "Risk Factors" to our 2023 Form 10-K. These risk factors are supplemented for the item described below. The risks and uncertainties we describe are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business or operations. Any adverse effect on our business, financial condition or operating results could result in a decline in the value of our securities and the loss of all or part of your investment.

We rely on Internet infrastructure, bandwidth providers, data center providers, other third parties and our own systems for providing services to our partners and operating our business, and any failure or interruption in the services provided by these third parties or our own systems could expose us to litigation, negatively impact our relationships with partners, adversely affect our brand and our business.

Our ability to deliver our solutions, particularly our cloud-based solutions, is dependent on the development and maintenance of the infrastructure of the Internet and other telecommunications services by third parties. This includes maintenance of a reliable network connection with the necessary speed, data capacity and security for providing reliable Internet access and services and reliable telephone and facsimile services. As a result, our information systems require an ongoing commitment of significant resources to maintain and enhance existing systems and develop new systems in order to keep pace with continuing changes in information technology, emerging cybersecurity risks and threats, evolving industry and regulatory standards and changing preferences of our partners.

Our services are designed to operate without interruption in accordance with our service level commitments. However, we have experienced limited interruptions in these systems in the past, including server failures that temporarily slow down the performance of our services, and we may experience more significant interruptions in the future. We rely on internal systems as well as third-parties, including bandwidth and telecommunications equipment providers, to provide our services and operate our business. We do not maintain redundant systems or facilities for some of these services. Interruptions in these systems, whether due to system failures, computer viruses, physical or electronic break-ins or other catastrophic events, could affect the security or availability of our services and prevent or inhibit the ability of our partners to access our services. These systems may be at greater risk of interruption as a result of increased use of mobile and cloud technologies, including as a result of the shift to work from home arrangements as a result of the COVID-19 pandemic.

In the event of a catastrophic event with respect to one or more of these systems or facilities, we may experience an extended period of system unavailability, which could result in substantial costs to remedy those problems or negatively impact our relationship with our partners, our business, results of operations and financial condition. To operate without interruption, both we and our service providers must guard against:

- damage from fire, power loss and other natural disasters;
- telecommunications failures;
- software and hardware errors, failures and crashes;
- security breaches, computer viruses and similar disruptive problems; and
- other potential interruptions.

Any disruption in the network access, telecommunications or co-location services provided by third-party vendors or any failure of or by third-party vendors' systems or our own systems to handle current or higher volume of use could significantly harm our business. Similarly, disruptions of service to other third parties or to our customers can negatively impact our ability to serve our clients and run our business. For example, in February 2024, Change Healthcare, a subsidiary of UnitedHealth Group and the largest clearinghouse for medical claims in the U.S., was the subject of a cyberattack that required it to take offline its computer systems that handled electronic payments and insurance claims. As a result of the outage, we had reduced visibility into setting our claims reserve for the nine months ended September 30, 2024. Similar events could occur in the future, and the impact to our business could be material.

We exercise limited control over third-parties, which increases our vulnerability to problems with services they provide. Any errors, failures, interruptions or delays experienced in connection with these third-party technologies and information services or our own

systems could negatively impact our relationships with partners and adversely affect our business and could expose us to third-party liabilities. Although we maintain insurance for our business, the coverage under our policies may not be adequate to compensate us for all losses that may occur. In addition, we cannot provide assurance that we will continue to be able to obtain adequate insurance coverage at an acceptable cost.

The reliability and performance of our Internet connection may be harmed by increased usage or by denial-of-service attacks. The Internet has experienced a variety of outages and other delays as a result of damages to portions of its infrastructure, and it could face outages and delays in the future. These outages and delays could reduce the level of Internet usage as well as the availability of the Internet to us for delivery of our Internet-based services.

Failure to accurately predict our exposure under performance-based contracts could result in a reduction in profitability for our specialty care management services solution.

We deploy our specialty care management services solution in capitation arrangements, which we call the Performance Suite, where we are paid a fixed fee per member per month and assume responsibility for the cost of medical claims under our scope. If the Company is unable to accurately predict our exposure under the health care cost risk and control associated costs, for example due to changes in the delivery system; changes in utilization patterns, including post-pandemic as we may experience increased utilization due to higher demand for elective procedures that were not performed during the pandemic and for example, as we experienced in the third quarter of 2024 with the rapid increase in oncology costs; changes in the number of members seeking treatment; unforeseen fluctuations in claims backlogs; unforeseen increases in the costs of the services; the occurrence of catastrophes; regulatory changes; and changes in benefit plan design, the Company's profitability, margins and prospects have and could decline. In addition, when we enter new or less mature specialty markets, and as our products evolve, it may be difficult for us to predict our exposure under performance-based contracts and our contracts may be less profitable than we expect. We are also dependent on our customers to provide us with accurate and timely information which we cannot control; for example, in the third quarter of 2024, we received revised claims paid data related to previously submitted quarters from customers which had a material adverse impact on our financial results and prospects. Similar occurrences in the future could negatively impact our profitability, operating margins and prospects. Moreover, costs of providing oncology, cardiology, radiology (including advanced imaging), musculoskeletal, physical medicine, genetics and other specialties are very hard to predict, in part as a result of rapidly changing utilization of new and existing drugs and changing diagnostic and therapeutic protocols. While we have provisions in certain of our contracts that provide for automatic rate increases, some of our contracts require consent of our partners to certain revised rate increases. If we are unable to reach agreement on revised rates when appropriate, our profitability, margins and prospects will be negatively impacted. When generic drugs are not available or there are shortages, this has increased and in the future may increase our costs, and has impacted and in the future may impact our profitability. Further, the competitive environment for our performance-based products, and customer demands or expectations as to margin levels could result in pricing pressures which could cause us to reduce our rates. A reduction in performance-based contract rates which are not accompanied by a reduction in covered services or expected underlying care trends could result in a decrease of our profitability and operating margins.

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

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Debt Commitment Letter

On November 6, 2024, Evolent Health LLC entered into a debt financing commitment letter (the "Debt Commitment Letter") with Ares and Ares Capital Management, LLC ("Ares Capital"), pursuant to which Ares Capital has committed to (a) provide the Borrower with secured debt financing in the form of (i) additional commitments under the Borrower's existing Revolving Facility in an aggregate principal amount equal to \$50.0 million (the "Priority ABL Incremental Facility"), (ii) a new delayed draw term loan facility in an aggregate principal amount equal to \$125.0 million (the "2024-A Delayed Draw Term Loan Facility") and (iii) a new delayed draw term loan facility in an aggregate principal amount equal to \$75.0 million (the "2024-B Delayed Draw Term Loan Facility" and together with the Priority ABL Incremental Facility and the 2024-A Delayed Draw Term Loan Facility, the "Committed Facilities") and (b) effect certain amendments to the Credit Agreement (as amended through the date hereof, the "Existing Credit Agreement"), to be effected through pursuant to an amendment thereto ("Amendment No. 3"; the Existing Credit Agreement, as amended by

Amendment No. 3, the "Amended Credit Agreement"). The Debt Commitment Letter provides that the proceeds of borrowings under the Committed Facilities will be used to fund acquisitions, ongoing working capital needs and other growth capital expenditure investments.

The Debt Commitment Letter provides that loans under the Committed Facilities will mature on the date that is the earliest of (a) the fifth anniversary of the effective date of Amendment No. 3 (the "Amendment No. 3 Effective Date"), (b) the date on which the commitments are voluntarily terminated pursuant to the terms of the Amended Credit Agreement, (c) the date on which all amounts outstanding under the Amended Credit Agreement have been declared or have automatically become due and payable under the terms of the Amended Credit Agreement, (d) the date that is one hundred eighty (180) days prior to the maturity date of the 2029 Notes and (e) the date that is ninety-one (91) days prior to the maturity date of any other Junior Debt (as defined in the Existing Credit Agreement) unless certain liquidity conditions are satisfied.

The 2024-A Delayed Draw Term Loan Facility and related commitments expire on the date that is the earliest of (a) January 31, 2025, (b) the date upon with the aggregate 2024-A Delayed Draw Term Loan Commitment shall have been reduced to zero, and (c) the date upon which the aggregate 2024-A Delayed Draw Term Loan Commitment is terminated in accordance with the Amended Credit Agreement as a remedy to an Event of Default. The 2024-B Delayed Draw Term Loan Facility and related commitments expire on the date that is the earliest of (a) the date that is 18 months from the Amendment No. 3 Effective Date, (b) the date upon with the aggregate 2024-B Delayed Draw Term Loan Commitment shall have been reduced to zero, (c) the date upon which the aggregate 2024-B Delayed Draw Term Loan Commitment is terminated in accordance with the Amended Credit Agreement as a remedy to an Event of Default, and (d) the date upon which the 2024-A Delayed Draw Term Loan Commitment is voluntarily reduced to \$0 or terminates without being fully funded.

The Debt Commitment Letter provides that the interest rate for each loan will be calculated, at the option of the Borrower, (a) in the case of the Priority ABL Incremental Facility, at either the adjusted term SOFR rate plus 4.00%, or the base rate plus 3.00% and (b) in the case of both the 2024-A Delayed Draw Term Loan Facility and the 2024-B Delayed Draw Term Loan Facility, at either the adjusted term SOFR rate plus 5.50% or the base rate plus 4.50%, subject to step downs based on a total secured leverage ratio.

The Debt Commitment Letter provides that in order to borrow under the 2024-A Delayed Draw Term Loan Facility or the 2024-B Delayed Draw Term Loan Facility the total secured leverage ratio must be less than or equal to 2.00:1.00 immediately after giving effect to a borrowing under either the 2024-A Delayed Draw Term Loan Facility and the 2024-B Delayed Draw Term Loan Facility on a pro forma basis as of the last day of the most recently ended test period.

The Amended Credit Agreement will be subject to the same security and guarantee arrangements and contain the same affirmative and negative covenants, mandatory prepayment provisions and events of default as the Existing Credit Agreement, in each case, subject to certain modifications to be agreed by the parties thereto. The Debt Commitment Letter provides that the prepayment premium applicable to all outstanding facilities will be reset and tied to the Amendment No. 3 Effective Date at a rate of 2.0% on or prior to the first anniversary and 1.0% on or prior to the second anniversary.

The commitment to provide the Committed Facilities and effect the changes to the Existing Credit Agreement contemplated by Amendment No. 3 under the Debt Commitment Letter is subject to customary closing conditions as agreed by the parties.

Item 6. Exhibits

EVOLENT HEALTH, INC

Exhibit Index

<u>31.1</u>	<u>Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 .</u>
<u>31.2</u>	<u>Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 .</u>
<u>32.1</u>	<u>Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
<u>32.2</u>	<u>Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

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.

EVOLENT HEALTH, INC.

Registrant

By: /s/ John Johnson

Name: **John Johnson**

Title: **Chief Financial Officer**

By: /s/ Aammaad Shams

Name: **Aammaad Shams**

Title: **Chief Accounting Officer and Controller**

Dated: November 7, 2024

**Certification Pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002**

I, Seth Blackley, certify that:

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

Dated: November 7, 2024

/s/ Seth Blackley

Name: Seth Blackley

Title: Chief Executive Officer

**Certification Pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002**

I, John Johnson, certify that:

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

Dated: November 7, 2024

/s/ John Johnson

Name: John Johnson

Title: Chief Financial Officer

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906
Of the Sarbanes-Oxley Act of 2002**

I, Seth Blackley, Chief Executive Officer of Evolent Health, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2024 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 7, 2024 /s/ Seth Blackley
Name: Seth Blackley
Title: Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906
Of the Sarbanes-Oxley Act of 2002**

I, John Johnson, Chief Financial Officer of Evolent Health, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2024 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 7, 2024 /s/ John Johnson
Name: John Johnson
Title: Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.