

REFINITIV

# DELTA REPORT

## 10-K

VCSA - VACASA, INC.

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS	4965
CHANGES	338
DELETIONS	1977
ADDITIONS	2650

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K

(Mark One)



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


For the fiscal year ended December 31, 2022 December 31, 2023

or



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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-41130

 Vacasa Identity Lockup Horizontal RGB-Blue.gif

**Vacasa, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

87-1995316  
(I.R.S. Employer  
Identification No.)

850 NW 13th Avenue  
Portland, OR 97209

(Address of principal executive offices)(Zip (Zip Code)

(503) 345-9399 946-3650

(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Class A Common Stock, par value \$0.00001 per share	VCSA	The Nasdaq Stock Market LLC

Securities registered pursuant to section 12(g) of the Act:

None

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit 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 ☐  
Non-accelerated filer ☐

Accelerated filer ☒  
Smaller reporting company ☐  
Emerging growth company ☒

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

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

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

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

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

The aggregate market value of the Class A common stock held by non-affiliates of the registrant, based upon the closing price of a share of the registrant's common stock on June 30, 2022 June 30, 2023, was \$354,672,314. \$98,113,245.

As of March 10, 2023 February 28, 2024, 236,754,580 13,603,113 shares of the registrant's Class A Common Stock were outstanding, 197,591,969 8,465,553 shares of the registrant's Class B Common Stock were outstanding, and 6,333,333 316,666 shares of the registrant's Class G Common Stock were outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement relating to its 2023 2024 annual meeting of stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. The registrant's definitive proxy statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

## Table of Contents

	Page
<a href="#">Cautionary Note Regarding Forward-Looking Statements</a>	<a href="#">4</a>
<a href="#">Risk Factor Summary</a>	<a href="#">6</a>
<b>PART I</b>	<b><a href="#">7</a> <a href="#">8</a></b>
<a href="#">Item 1. Business</a>	<a href="#">8</a>
<a href="#">Item 1A. Risk Factors</a>	<a href="#">15</a>
<a href="#">Item 1B. Unresolved Staff Comments</a>	<a href="#">55</a> <a href="#">52</a>
<a href="#">Item 1C. Cybersecurity</a>	<a href="#">53</a>
<a href="#">Item 2. Properties</a>	<a href="#">55</a> <a href="#">54</a>
<a href="#">Item 3. Legal Proceedings</a>	<a href="#">55</a> <a href="#">54</a>
<a href="#">Item 4. Mine Safety Disclosures</a>	<a href="#">55</a> <a href="#">54</a>
<b>PART II</b>	<b><a href="#">56</a> <a href="#">55</a></b>
<a href="#">Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">56</a> <a href="#">55</a>
<a href="#">Item 6. [Reserved]</a>	<a href="#">57</a> <a href="#">56</a>
<a href="#">Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">57</a> <a href="#">56</a>
<a href="#">Item 7A. Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">76</a>
<a href="#">Item 8. Financial Statements and Supplementary Data</a>	<a href="#">77</a> <a href="#">76</a>
<a href="#">Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	<a href="#">123</a>
<a href="#">Item 9A. Controls and Procedures</a>	<a href="#">124</a> <a href="#">123</a>
<a href="#">Item 9B. Other Information</a>	<a href="#">125</a> <a href="#">124</a>
<a href="#">Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</a>	<a href="#">125</a> <a href="#">124</a>
<b>PART III</b>	<b><a href="#">125</a> <a href="#">124</a></b>
<a href="#">Item 10. Directors, Executive Officers and Corporate Governance</a>	<a href="#">125</a> <a href="#">124</a>
<a href="#">Item 11. Executive Compensation</a>	<a href="#">125</a> <a href="#">124</a>
<a href="#">Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<a href="#">125</a> <a href="#">124</a>
<a href="#">Item 13. Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">125</a> <a href="#">124</a>
<a href="#">Item 14. Principal Accountant Fees and Services</a>	<a href="#">125</a> <a href="#">124</a>
<b>PART IV</b>	<b><a href="#">125</a> <a href="#">124</a></b>
<a href="#">Item 15. Exhibits Exhibit and Financial Statement Schedules</a>	<a href="#">125</a> <a href="#">124</a>
<a href="#">Item 16. Form 10-K Summary</a>	<a href="#">126</a> <a href="#">125</a>
<a href="#">Exhibit Index</a>	<a href="#">126</a> <a href="#">125</a>
<a href="#">Signatures</a>	<a href="#">130</a>

### Cautionary Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K ("Annual Report") contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Annual Report, including statements regarding our results of operations, financial position, growth strategy, seasonality, business strategy, policies, and approach are forward looking statements. These statements involve known and unknown risks, uncertainties, and other important factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. Without limiting the foregoing, in some cases, you can identify forward-looking statements by terms such as "aim," "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "will," "would", or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. No forward-looking statement is a guarantee of future results, performance, or achievements, and one should avoid placing undue reliance on such statements.

Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to us. Such beliefs and assumptions may or may not prove to be correct. Additionally, such forward-looking statements are subject to a number of known and unknown risks, uncertainties, and assumptions, and actual results may differ materially from those expressed or implied in the forward-looking statements due to various factors, including, but not limited to:

- our ability to achieve profitability;
- our ability to grow and manage and sustain the growth of our growth; business;
- our expectations regarding ability to compete in our financial performance, including our revenue, costs, and Adjusted EBITDA; industry;
- our ability to attract and retain homeowners and guests;
- our ability to compete in our industry; provide high-quality customer service;
- our expectations regarding the resilience of ability to develop new or enhanced offerings and services;
- our model, including in areas such as domestic travel, short-distance travel, ability to maintain relationships with distribution partners;
- our ability to cost-effectively drive traffic to our platform;
- our ability to maintain and travel outside of top cities; enhance our brand and reputation, and avoid negative publicity that could damage our brand;
- the effects safety or perception of seasonal trends on safety of our results of platform and services;
- our ability to manage our international operations;
- anticipated trends, developments, our ability to consummate or successfully integrate recent and challenges in our industry, business, and the highly competitive markets in which we operate; future acquisitions;
- our ability to raise additional capital or generate the sufficiency of significant capital necessary to expand our cash operations and cash equivalents to meet our liquidity needs; invest in new offerings;
- the ongoing effects of the COVID-19 pandemic, including as a result of new strains our ability to attract and retain capable management and employees;
- increased personnel costs or variants of the virus, on our business, the travel industry, travel trends, and the global economy generally; labor shortages;
- declines or disruptions to the travel and hospitality industries or general economic downturns;
- the effects of seasonal and other trends on our ability to anticipate market needs or develop new or enhanced offerings and services to meet those needs; results of operations;
- our ability to expand into new markets and businesses, expand obtain adequate insurance coverage for the needs of our range of homeowner services, and pursue strategic acquisition and partnership opportunities; business;
- any future impairment of our long-lived assets or goodwill;
- significant fluctuations in our results of operations from quarter to quarter and year to year as a result of seasonality and other factors;
- operational metrics subject to inherent challenges in measurement and real or perceived inaccuracies;
- upticks or downturns in bookings are not immediately reflected in our results of operations;
- our ability to manage expansion into international markets; funds held on behalf of customers;
- our expectations regarding our tax liabilities and the adequacy of our reserves;
- any undetected errors on our platform;
- our ability to adapt to changes in technology and the evolving demands of homeowners and guests;
- our ability to protect our intellectual property and our data;
- our use of "open source" software;
- our use of artificial intelligence, or AI, in our business;
- our ability to stay in compliance with laws and regulations, including tax laws, that currently apply or may become applicable to our business both in the United States and internationally and our expectations regarding the impact of various laws, regulations, and restrictions that relate to our business;
- our expectations regarding our tax liabilities and risks related to the adequacy ownership of our reserves;
- our ability to effectively manage our growth, expand our infrastructure, and maintain our corporate culture;
- our ability to identify, recruit, and retain skilled personnel, including key members of senior management;
- the effects of labor shortages and increases in wage and labor costs in our industry;
- the safety, affordability, and convenience of our platform and our offerings;
- our ability to keep pace with technological and competitive developments;
- our ability to maintain and enhance brand awareness;
- our ability to successfully defend litigation brought against us and our ability to secure adequate insurance coverage to protect the business and our operations;
- our ability to make required payments under our credit agreement and to comply with the various requirements of our indebtedness;
- our ability to effectively manage our exposure to fluctuations in foreign currency exchange rates;
- the anticipated increase in expenses associated with being a public company;
- our ability to maintain, protect, and enhance our intellectual property; Class A Common Stock; and
- those risks, uncertainties, and assumptions identified in Part I, Item 1A. "Risk Factors" and Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Annual Report on Form 10-K. Report.

There may be additional risks that we currently consider immaterial or which are unknown. It is not possible to predict or identify all such risks.

The forward-looking statements in this Annual Report on Form 10-K are based upon information available to us as of the date of this Annual Report, on Form 10-K, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. incomplete. These statements speak only as of the date of this Annual Report and are inherently uncertain, and investors are cautioned not to unduly rely upon these statements.

You should read this Annual Report on Form 10-K and the documents that we incorporate by reference in into or filed with this Annual Report on Form 10-K and have filed as exhibits to this Annual Report on Form 10-K with the understanding that our actual future results, levels of activity, performance, and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. These forward-looking statements speak only as of the date of this Annual Report on Form 10-K. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained in this Annual Report, on Form 10-K, whether as a result of any new information, future events, or otherwise.

## Basis of Presentation

Vacasa, Inc. was incorporated on July 1, 2021 under the laws of the state of Delaware as a wholly owned subsidiary of Vacasa Holdings LLC ("Vacasa Holdings") for the purpose of consummating the business combination described herein. In December 2021, Vacasa, Inc. merged with TPG Pace Solutions Corp., with Vacasa, Inc. continuing as the surviving entity, following which Vacasa, Inc. consummated a series of reorganization transactions through which Vacasa, Inc. became the sole manager and owner of approximately 50.3% of the outstanding equity interests in, Vacasa Holdings, and Vacasa Holdings cancelled its ownership interest in Vacasa, Inc. The business combination was accounted for as a reverse recapitalization (the "Reverse Recapitalization") in accordance with accounting principles generally accepted in the United States of America ("GAAP"). For the period from inception to December 6, 2021, Vacasa, Inc. had no operations, assets or liabilities. Unless otherwise indicated, the financial information included herein is that of Vacasa Holdings, which, following the business combination, became the business of Vacasa, Inc. and its subsidiaries.

Additionally, unless the context otherwise requires, references herein to the "Company," "we," "us," "Company," "we," "us" or "our" "our" refer (a) after December 6, 2021, to Vacasa, Inc. and its consolidated subsidiaries and (b) prior to December 6, 2021, to Vacasa Holdings and its consolidated subsidiaries.

## Risk Factor Summary

Our business is subject to numerous risks and uncertainties, including those described in Part I, Item 1A. "Risk Factors" in this Annual Report on Form 10-K. Report. You should carefully consider these risks and uncertainties when investing in our common stock. The principal risks and uncertainties affecting our business include, but are not limited to, the following:

- We have incurred net losses in each year since inception, and we may not be able to achieve profitability;
- Our ability to appropriately manage the rapid historical growth and any future growth experienced by our business and operations;
- Our recent past growth may not be indicative of our future growth, and our recent historical growth also makes it difficult to evaluate our current business and future prospects;
- Our ability to compete successfully with our current or future competitors;
- Our ability to attract new vacation rental homeowners to our platform and maintain relationships with existing vacation rental homeowners;
- Our ability to attract new guests or retain existing guests;
- Our ability to provide high-quality customer service;
- Our ability to maintain our relationships with our existing distribution partners or develop and maintain successful relationships with additional distribution partners;
- Any decline or disruption Our efforts to the travel create new offerings and hospitality industries or economic downturn;
- Any failure to successfully integrate acquisitions or to enter into other acquisitions, strategic transactions or other relationships that support our long-term strategy;
- A future impairment of our long-lived assets or goodwill; initiatives are costly and may not be successful;
- Our ability to raise additional capital or generate the significant capital necessary cost-effectively drive traffic to expand our operations and invest in new offerings;
- Our ability to compete successfully with our current or future competitors;
- Significant fluctuations in our results of operations from quarter to quarter and year to year as a result of seasonality and other factors;
- Certain operational metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may harm our reputation;
- Our ability to provide high-quality customer service;
- Our ability to attract and retain capable management and employees;
- Increased personnel costs or labor shortages; platform;
- Our ability to maintain and enhance our brand and reputation, and avoid negative publicity that could damage our brand;
- Owner, guest, or third-party actions that are criminal, violent, inappropriate, dangerous, or fraudulent, may undermine the safety or the perception of safety of our services and affect our ability to attract and retain homeowners and guests;
- Risks related to payment-related fraud, fraudulent activities, fictitious transactions, or illegal transactions;
- Measures that we are taking to improve the trust and safety of our platform may cause us to incur significant expenditures and may not be successful;
- Our ability to cost-effectively drive traffic to manage the risks presented by our platform; international operations;
- Our ability to successfully integrate acquisitions or to enter into other acquisitions;
- Our ability to raise additional capital or generate the significant capital necessary to expand our international operations and manage the risks presented by our business model internationally; invest in new offerings;
- Our ability to attract and retain capable management and employees;
- Increased personnel costs or labor shortages;
- Any failure decline or disruption to properly manage funds held on behalf the travel and hospitality industries or economic downturn, natural disasters, local and global public health emergencies, geopolitical conflict, and other catastrophic events or other events outside of customers; our control;
- Our ability to obtain adequate insurance for the needs of our business;
- A future impairment of our long-lived assets or goodwill;
- Significant fluctuations in our results of operations from quarter to quarter and year to year as a result of seasonality and other factors;
- Certain operational metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may harm our reputation;
- Upticks or downturns in bookings are not immediately reflected in our results of operations;
- Our efforts Any failure to create new offerings and initiatives are costly and may not be successful;
- The COVID-19 pandemic and the impact properly manage funds held on behalf of actions to mitigate the COVID-19 pandemic;
- Natural disasters and the physical effects of climate change;
- Our ability to obtain adequate insurance for the needs of our business;
- Risks related to payment-related fraud, fraudulent activities, fictitious transactions, or illegal transactions; customers;

- Our reliance on third-party payment service providers to process payments made by guests and certain payments made to homeowners on our platform;
  - Risks related to payment network rules and any material modification of our payment card acceptance privileges;
  - Our focus on the long-term best interests of our company and our consideration of all of our stakeholders;
  - Risks related to any indebtedness we may incur from time to time;
  - Uncertainty in the application of taxes to our homeowners, guests, or platform;
  - Exposure to greater than anticipated tax liabilities;
  - Changes in tax laws or tax rulings;
  - Our ability to use our net operating loss carryforwards and certain other tax attributes;
  - Our dependence upon distributions from Vacasa Holdings LLC ("OpCo") to pay taxes and other expenses;
  - We may incur certain tax liabilities attributable to the Blockers as a result of the Business Combination;
  - We may bear certain tax liabilities that are attributable to audit adjustments for taxable periods (or portions thereof) ending prior to the Business Combination, or that are disproportionate to our ownership interest in OpCo in the taxable period for which the relevant adjustment is imposed;
  - Vacasa, Inc. will be required to pay the TRA Parties for certain tax benefits it may claim (or is deemed to realize) in the future;
- 
- Our ability to comply with federal, state, and foreign laws relating to privacy and data protection;
  - Risks related to cyberattacks, data security breaches, or other security incidents;
  - Our reliance primarily on Amazon Web Services to host and deliver our platform and on a number of other third-party service providers in connection with other key aspects of our platform and operations;
  - Any undetected errors in our platform;
  - System capacity constraints, system or operational failures, or denial-of-service or other attacks;
  - Our ability to operate effectively on these platform platforms other than desktop computers;
  - Our ability to adapt to changes in technology and the evolving demands of homeowners and guests;
  - Our ability to protect our intellectual property and our data;
- 
- Risks related to claims that we or others violated certain third-party intellectual property rights;
  - Risks related to our use of "open source" software;
  - Risks related to our use of artificial intelligence;
  - Risks related to laws, regulations, and rules that affect the short-term rental business;
  - Risk related to complex, evolving, and sometimes inconsistent and ambiguous laws and regulations that may adversely impact our operations and discourage homeowners and guests from using our services;
  - Our reliance on a mix of independent contractors and employees to provide operational services to us and any potential reclassification of independent contractors as deemed employees;
  - Risk related to regulatory audits, inquiries, litigation, and other disputes;
  - Liability for information or content that is on, or accessible through, our platform;
  - Risks related to governmental economic and trade sanctions laws and regulations;
  - Any violation of anti-corruption laws;
  - Uncertainty in the application of taxes to our homeowners, guests, or platform;
  - Exposure to greater than anticipated tax liabilities;
  - Changes in tax laws or tax rulings;
  - New federal excise taxes could be imposed in connection with repurchases of our Class A Common Stock;
  - Our ability to use our net operating loss carryforwards and certain other tax attributes;
  - Our principal stockholders have significant influence over us;
  - Our status as a "controlled company" within the meaning of the Nasdaq listing rules;
  - Our Certificate of Incorporation provides that the doctrine of "corporate opportunity" will not apply with respect to any director or stockholder who is not employed by us or our subsidiaries;
  - Our dependence upon distributions from Vacasa Holdings LLC ("OpCo") to pay taxes focus on the long-term best interests of our company and other expenses; our consideration of all of our stakeholders;
  - We may incur certain tax liabilities attributable to the Blockers as a result of the Business Combination;
  - We may bear certain tax liabilities that are attributable to audit adjustments for taxable periods (or portions thereof) ending prior to the Business Combination, or that are disproportionate to our ownership interest in OpCo in the taxable period for which the relevant adjustment is imposed;
  - Vacasa, Inc. will be required to pay the TRA Parties for certain tax benefits it may claim (or is deemed to realize) in the future; Our principal stockholders have significant influence over us;
  - Volatility in the trading price of the shares of our Class A Common Stock;
  - Future sales of our Class A Common Stock in the public market;
  - Our status as an "emerging growth company" within the meaning of the Securities Act; and

- Our expectation not to pay any cash dividends on our Class A Common Stock in the foreseeable future.

## [Table of Contents](#)

## PART I

### Item 1. Business

#### Our Company

Vacasa, Inc. is the leading and its subsidiaries (the "Company") operate a vertically integrated vacation rental management platform in North America. Our integrated technology and operations platform is designed to optimize vacation rental income and home care for homeowners, offer guests a seamless, reliable, and high-quality experience, and provide distribution partners with a variety of home listings. Our marketplace aggregates approximately 44,000 42,000 home listings in over 500 hundreds of destinations in across the United States, and in Belize, Canada, Costa Rica, and Mexico. Our guests are able to search, discover, and book properties on Vacasa.com, our Guest guest app, and on the booking sites of distribution partners including, but not limited to, Airbnb, Booking.com, and Vrbo. During the year ended December 31, 2022 December 31, 2023, we generated approximately \$2.6 billion \$2.3 billion in Gross Booking Value ("GBV") from over six million total number of nights stayed by guests in homes hosted on our platform over the period ("Nights Sold, Sold").

Our business model is based on shared success. As a vertically-integrated property vertically integrated vacation rental manager, we act as an agent on behalf of our homeowners, which allows us to avoid the capital requirements of owning the underlying real estate. We collect nightly rent from guests on behalf of homeowners and earn the majority of our revenue from homeowner commissions and service fees paid by guests.

Since our inception, we have focused primarily on the supply side of the short-term rental market and on growing our homeowner base. Booking channels such as Airbnb, Booking.com, and Vrbo have historically had more focus on the demand side of the market and collectively drive hundreds of millions of site visits each month.

Through our integrated technology and operations platform, we unlock new supply and increase the availability of vacation rental home listings for guests to discover and book. Our comprehensive set of capabilities, enabled by technology, is designed to remove barriers to renting vacation and second homes by solving critical challenges for homeowners such as listing creation, and merchandising, pricing optimization, multi-channel distribution and demand generation, home care, insights and analytics, smart home technology, and customer owner and guest support.

Our global marketplace connects guests with the homes we bring onto our platform. Our listings are aggregated on vacasa.com and on the sites of major demand channels. Our direct channel, which includes our booking site and Guest guest app, has become a significant source of guest demand, driving approximately 30% 40% of GBV for the year ended December 31, 2022 December 31, 2023.

#### Developments in Our Business

##### Reverse Recapitalization

On July 28, 2021, the Company entered into an agreement to become a publicly traded company through a business combination with TPG Pace Solutions Corporation, a Cayman Islands exempted company ("TPG Pace").

On December 6, 2021, we consummated (the "Closing") the business combination (the "Business Combination") contemplated by that certain business combination agreement, dated as of July 28, 2021 (as amended, the "Business Combination Agreement"), by and among TPG Pace, Vacasa Holdings, Turnkey Vacations, Inc., a Vacasa Holdings equity holder ("TK Newco"), certain other Vacasa Holdings equity holders (together with TK Newco, the "Blockers"), us, and certain other parties, pursuant to which, among other things, TPG Pace merged with and into us, following which the separate corporate existence of TPG Pace ceased, and we became the surviving corporation. The transactions set forth in the Business Combination Agreement are further described in Note 3, *Reverse Recapitalization* to our consolidated financial statements.

##### TurnKey Acquisition

On April 1, 2021, we acquired the operations of TurnKey Vacation Rentals ("TurnKey"), a provider of property vacation rental management and marketing services for residential real estate owners in the United States (the "TurnKey Acquisition"). The TurnKey Acquisition advanced our strategy to create a premium standard for vacation rentals. The acquisition also increased our market density in regions where we had existing operations and expanded our footprint into several other top vacation rental destinations. See Note 4, *Acquisitions* to our consolidated financial statements.

## [Table of Contents](#)

#### Our Growth Strategy

We continue to focus on addressing our market opportunities, including:

- **Optimize existing supply.** We expect to continue to innovate on our platform to expand our technology advantage, improve our operational efficiency, grow Nights Sold, and manage homeowner churn.
- **Grow supply in existing markets.** We intend to grow our footprint and increase our managed home density in existing markets to achieve further economies of scale, primarily using our individual approach to onboard individual vacation rental properties through our direct sales force.



- **Expand our range of homeowner services.** We intend to leverage our homeowner relationships to monetize adjacent services and expand our suite of product offerings. Our expanded range of homeowner services may include multiple service levels for homeowners who want or need assistance with select aspects of our end-to-end offering. We believe these services also have the potential to funnel more homeowners into our core product over time.
- **Elevate the guest experience.** We plan to elevate the guest experience with enhanced technology and services, including our Guest app and smart home technology.
- **Expand into new domestic markets.** We may also continue seek to selectively establish footholds in expand into new domestic markets using our individual sales approach. In 2023, we began adjusting the sales organization structure so every sales representative focuses on a portfolio approach, which was historically our primary strategy for entering new markets. Our portfolio approach is designed to capitalize on the footprint of highly fragmented, professionally managed, local property portfolios and allows us to port dozens of existing vacation rental homes to our platform simultaneously single market, allowing them to build our intimate local market presence at a faster rate. expertise to best serve the needs of each market's homeowners.
- **Expand into international markets.** We currently have an international footprint in Belize, Canada, Costa Rica, and Mexico. Over time, our new market expansion may include selective entry into attractive international markets, primarily in Europe and the Americas.

## Our Platform and Product Offerings

Our platform is designed to deliver a comprehensive offering to homeowners looking to rent their vacation homes and guests looking to experience the potential that vacation rentals can offer.

### Offerings for Homeowners

We have designed our platform with a homeowner-first approach. Our homeowner offering includes offerings include a range of products and services designed to enable homeowners to optimize rental income from their properties while outsourcing the care and management of their property, properties. Our homeowner offering suite includes:

- **Property setup and listing optimization.** We promptly handle the comprehensive numerous steps needed to allow involved in preparing and listing a homeowner's home to be listed for rent. We offer design resources, professionally written descriptions, professional home photography and digital tours, and feature and amenity recommendations in order to maximize guest appeal. Once a listing is live, we handle all aspects of marketing, calendar management, and guest interaction.
- **Demand generation.** Our proprietary software automatically syndicates listings across our direct booking site and on the booking sites of third-party distribution partners, including Airbnb, Booking.com, and Vrbo. We have also built tools to allow for granular modifications on listings or prices by channel. We strive to optimize our listings across our partner network to maximize bookings regardless of channel.
- **Dynamic pricing.** We strive use proprietary pricing tools to optimize the total rental revenue for our homeowners. We use artificial intelligence to predict how and when we can deliver the maximum yield for homeowners and price the home accordingly, homeowner income. To achieve this optimization, we continuously adjust rental rates across all our channels based on a guest's itinerary, a home's availability, and real-time booking dynamics. Our data scientists and machine learning engineers continually test for optimization, iterate, and release new algorithms in an effort to improve revenue per available night.
- **Tax and compliance support.** We strive to simplify compliance and tax-related tasks for homeowners. We collect and remit transient occupancy taxes through our platform and may assist with filing necessary permits for vacation rental properties in certain jurisdictions.

### [Table of Contents](#)

- **Real estate analytics.** We offer homeowners analytics about vacation rental activity. We are able to provide rental projections to help buyers make informed decisions about potential purchases.
- **Homeowner dashboard and mobile app and communication tool.** Homeowners can access their booking, payment, and performance details on our homeowner portal or via our mobile app. In 2023 we launched our homeowner communication tool, allowing owners to interact with our teams directly through our portal or mobile app. Using this tool, owners can message their local teams directly or through their account to request support at their home.
- **End-to-end property care.** We strive to deliver provide comprehensive home care, including housekeeping, maintenance, inspection, and related services as part of our full-service offering to homeowners.

### Offerings for Guests

For guests, our offerings are designed to provide a frictionless way to search, discover, transact, book, and experience Vacasa listings. Our guest offerings include:

- **Direct booking site.** Our booking site serves as our own demand channel. Approximately 30% 40% of GBV was generated through our direct channel, which includes our booking site and Guest guest app, in the fiscal year ended December 31, 2022 December 31, 2023.

- **Payment capabilities.** We offer guests multiple payment options, including payment plans offered through our partnership with Affirm.
- **24/7 support.** Our customer support team is available 24/7 and is accessible via phone, vacasa.com, or our **Guest guest** app.
- **Smart home technology.** Our smart home technology includes keyless locks, Wi-Fi routers, and noise monitoring technology.
- **Guest app.** Our **Guest guest** app is designed to drive guest demand, engagement, and satisfaction. Our **Guest guest** app includes a comprehensive suite of features for before, during, and after a guest's stay. For example, guests are able to search, book, and pay for their stay through the app. The **Guest guest** app also facilitates access to the property, Wi-Fi connection, and our 24/7 support.

#### Technology Utilized by our Local Operations Teams

Our teams **perform home** care **for homes** in **over 500 hundreds of** destinations and are key to delivering an enhanced level of service to our homeowners and guests at the local level. Underpinning our local operations teams is our proprietary technology that guides all aspects of home care. These capabilities include:

- **HomeCare Hub.** Our HomeCare Hub is a proprietary software tool purpose-built for vacation rentals. Our HomeCare Hub allows us to optimize staffing, assignments, dispatching, and workflows across our local markets. Operations managers are able to monitor the homes in their portfolio 24/7 with bi-directional flow of information from the property. Furthermore, we have built application program interface integrations to vendors to maximize efficiency in the process. **Our AI-driven software solution is designed to continuously improve and enhance our operational effectiveness over time.**
- **Field application.** Our field application is leveraged by our home care staff, maintenance personnel, and local managers and is connected into our HomeCare Hub software tool to enhance coordination between managers, contractors, and field personnel. Our proprietary application provides visibility to our field team on assigned tasks and open tickets. The field application is used in a myriad of ways, such as to monitor guest check-out status and to facilitate accelerated cleans and post-cleaning photo submissions for real-time inspection approval.
- **Ticketing system and time tracking.** We provide comprehensive management of employee activity on our platform to track and manage workflows and productivity.
- **Smart home technology.** Smart home technology, such as smart locks, improves our operational efficiency. For example, local staff do not need to visit homes to change lock box codes or replace lost keys, and certain locks can be programmed to trigger notifications when a guest checks in or out. We utilize this data to inform our scheduling algorithms, which improves the efficiency of our local teams running home care.

#### [Table of Contents](#)

#### Our Development and Technology Infrastructure

We have a research and development team responsible for delivering enhancements to the functionality, usability, and performance of our **platform, platform for our owners, guests and our employees.** We have assembled a team of engineers, designers, product managers, and data scientists whose expertise spans a broad range of technical areas.

#### Sales and Marketing

**We deploy focused sales efforts targeted at homeowners of properties we predict will be high-value listings on our platform. Once prospects are identified, our sales executives work to convert homeowners to our platform. Our sales executives strive to further develop crucial area relationships and referral networks to identify and target their sales efforts towards such homeowners.**

Our marketing strategy primarily relies on performance marketing, which we complement with engagement marketing and brand marketing. We deploy performance marketing strategies through digital and offline channels to drive additional traffic from prospective guests. Engagement marketing initiatives include email and other outbound communications to ensure that we retain high-value homeowners and guests. Brand marketing **increases seeks to increase** awareness among potential homeowners and guests, helping them understand the benefits of renting their home through Vacasa and of booking and experiencing a Vacasa property. In addition to performance, engagement, and brand marketing, we engage in **various** public relations and communications activities to **increase awareness of our offerings and** strengthen our brand among homeowners and guests.

**We deploy focused sales efforts targeted at homeowners of properties we predict will be high-value listings on our platform. Once prospects are identified, our sales executives work to convert homeowners to our platform. Our sales executives have crucial area relationships and referral networks.**

#### Our Distribution Partners

As part of our multi-channel distribution strategy, we have established relationships with numerous booking sites, including Airbnb, Booking.com and Vrbo, which make Vacasa-listed properties available for booking by guests through their online platforms. Bookings through our distribution partners accounted for approximately **70%** **60%**, **70%** and **65%** **70%** of our GBV during the years ended **December 31, 2022** **December 31, 2023**, **2021**, **2022**, and **2020**, **2021**, respectively.

Our agreements with our distribution partners typically provide either that (i) the partner will receive a commission on bookings made through the channel transactions (with the rate varying by partner) or (ii) we will pay the partner a fixed subscription fee, typically on an annual, per-listing basis. Certain partners may charge guests additional fees directly.

#### Human Capital

## Our People

As of **December 31, 2022** **December 31, 2023**, we employed a total of approximately **7,900** **6,400** team members globally. Our dedicated local operations teams work directly with our **full-service** homeowners to provide comprehensive vacation rental management services, and exceptional care for **our** guests. Our field teams are supported by our central team employees who work in our offices or remotely. This group is composed of engineers, product managers, marketers, operations leads, finance professionals, human resources, and legal personnel.

We are committed to **hiring** **having** a diverse workforce. We seek to foster an inclusive environment where everyone feels welcome to be their authentic selves and all voices are heard and to create an environment that is aligned with our values and that reflects our global community.

## Our Culture

At Vacasa, we are reimagining the vacation rental experience for homeowners and guests through our end-to-end technology platform.

Vacasa's culture has grown and evolved along with its people. We started in 2009 with one home and a small team. As of **December 31, 2022** **December 31, 2023**, we managed approximately **44,000** **42,000** homes with a team of professionals across the travel and hospitality industry. Even with this scale, we strive to maintain an entrepreneurial spirit. We hold ourselves accountable to the values we've grown into as a company, which guide our decision making:

- Innovation: We look to the future and anticipate what's next.
- Accountability: We are committed, purposeful and intentional. We take aim and follow through with decisive action.
- Growth: We set the bar high and push ourselves and our teammates to continually expand, improve and progress.
- Empathy: We listen closely, engage thoughtfully and cultivate lasting relationships built on mutual benefit and trust.

## [Table of Contents](#)

### Diversity, Equity & Inclusion

Our culture is also one of inclusion. We continuously aspire to be a more equitable, safe, and welcoming work environment for all of our team members, and a better advocate to the communities we serve.

### Competition

We operate in a highly competitive environment. As we seek to expand our geographic footprint and grow our business, **globally**, we face competition in attracting and retaining homeowners and guests.

**Homeowners.** Homeowners can either self-manage or use local **property** **vacation rental** management businesses to market and care for their homes. Homeowners who self-manage are able to list on sites such as Airbnb, Booking.com, **Vrbo** and **Vrbo Evolve** and may choose to leverage additional **off-the-shelf** software tools to handle aspects of the process such as pricing or scheduling. We compete for homeowners based on many factors, including the volume and pricing of bookings generated by guests on our platform and those of our distribution partners; ease of onboarding onto our platform; the service fees and commissions we charge; the owner protections we offer, such as our **insurance programs**; **accommodation protection program**; and the strength of our brand.

**Guests.** We also compete to attract guests to our platform. Guests have a wide range of options for finding and booking accommodations, and as such, we compete with other forms of **travel** accommodations including hotels, other vacation rental companies, and serviced apartment providers, both online and offline. We also compete for traffic and demand generation through our direct booking channel with nationally recognized booking sites such as Airbnb, Booking.com, Vrbo, **Evolve**, regional booking sites, and online travel agencies, and to a lesser degree, urban rental sites such as Sonder, and niche programs such as Inspirato. We compete for guests based on many factors, including: the uniqueness and quality of our homes and the availability of homes; the value and all-in cost of our offerings relative to other **options**, **options**; our brand; and the ease of use of our platform.

We believe we compete favorably on the basis of the key competitive factors noted above. However, many of our competitors and potential competitors are larger and have greater financial, technical and other resources, including greater brand name recognition, longer operating histories, larger marketing budgets and established marketing relationships, access to larger customer bases and significantly greater resources for the development of their offerings. See Part I, Item 1A "Risk Factors—Risks Related to Our Business and Industry—*The business and industry in which we participate are highly competitive, and we may be unable to compete successfully with our current or future competitors.*"

### Intellectual Property

Our intellectual property is an important component of our business. We rely on a combination of trademarks, domain names, copyright, **patents**, know-how, **and** trade secrets **and patents**, as well as contractual provisions and restrictions, to establish and protect our intellectual property. As of **December 31, 2022** **December 31, 2023**, we held **two** **one** U.S. patent **applications**, **application**, which **were** **was** published in April 2021 and **remain** **remains** in progress, and **one** **patent** **acquired** through the TurnKey Acquisition, **three** **patents**. While we believe our patent **applications** **application** and **registration** **registrations** are important to our competitive position, we do not believe any single patent application or registration is material to our business as a whole. We **intend** **to** **may** pursue additional patent protection to the extent we believe it would be beneficial and cost effective.

As of **December 31, 2022** **December 31, 2023**, we owned 49 **U.S.** **trademarks** **registered** with the United States Patent and **63** **Trademark** **Office**, as well as additional **international** **(across 53 countries)** **registered** **or** **pending** trademarks, including "Vacasa" and related logos and designs. We also own several domain names that we use in, or relate to, our business, including "vacasa.com" and other country code top level domain name equivalents.

We rely on trade secrets and confidential information to develop and maintain our competitive advantage. We seek to protect our trade secrets and confidential information through a variety of methods, including confidentiality procedures and non-disclosure agreements with employees, third parties, and others who may have access to our confidential or proprietary information. We also require our employees to sign invention assignment agreements with respect to inventions arising from the course of their employment, and we restrict unauthorized access to our proprietary technology. In addition, we have developed proprietary code and algorithms that are protected through a combination of copyright and trade secrets.

Notwithstanding our efforts to protect our intellectual property rights, there can be no assurance that the measures we take will be effective or that our intellectual property will provide any competitive advantage. We cannot provide any assurance that any patents will be issued from our currently pending or any future applications, or that any of our issued patents will adequately protect our proprietary technology. Our intellectual property rights may be invalidated, circumvented or challenged. Furthermore, the laws of certain foreign countries do not protect intellectual property and proprietary rights to the same extent as the laws of the United States and, as a result, we may be unable to protect our intellectual property and other proprietary

[Table of Contents](#)

rights in certain foreign jurisdictions. In addition, while we have confidence in the measures we take to protect and preserve our trade secrets, we cannot guarantee that these measures will not be circumvented, or that all applicable parties have executed confidentiality or invention assignment agreements. In addition, such agreements can be breached, and we may not have adequate remedies should any breach of such breach measures occur. Accordingly, our trade secrets may otherwise become known or independently discovered by competitors. For more information regarding the risks related to intellectual property, see Part I, Item 1A "Risk Factors—Risks Related to Information Technology, Data Security and Data Privacy."

## Data Privacy Security and Security Data Privacy

The protection of identifiable information about individuals, often referred to as personal data, that we collect is important for ensuring trust with our stakeholders. In the course of our operations, we collect and process a variety of personal data from interactions with customers and visitors, use of our websites and/or applications, social media, advertisements, or communications with us relating to any services we offer. We also collect personal data from job applicants, employees, independent contractors, and employees of certain companies with which we work.

We store, protect, use and transmit personal data in accordance with our online privacy policy and internal data security and data handling policies and procedures, in addition to a variety of industry-standard technical, administrative, and physical measures. We also employ a variety of measures designed to comply with our legal obligations in relation to the collection and processing of personal data.

Such measures include, but are not limited to: specifying collection and processing purposes; restricting the use of personal data to specified purposes; minimizing the collection and retention of personal data beyond what is required for our operations; anonymizing, pseudonymizing, or otherwise obfuscating certain personal data; encrypting personal data; administering privacy awareness training; and managing service providers processing personal data on our behalf.

We are subject to a variety of data privacy security and security data privacy laws and regulations across multiple jurisdictions where we have operations, employees or guests, which set forth a variety of compliance requirements related to the collection and processing of personal data. To support compliance with such requirements, we maintain cross-functional and interdisciplinary privacy procedures, including, but not limited to the following areas: data subject (consumer) rights; training and awareness; vendor management; data retention and destruction; privacy policy management; and incident management.

## Regulations

We are subject to a wide variety of laws, rules, and regulations enforced by both governments and private organizations. Many of these rules and regulations are constantly evolving. If we are unable to comply with them, we could be subject to civil and criminal liabilities, revocation, or suspension of our licenses or other adverse actions. We may also be required to modify or discontinue some or all of our offerings, and our ability to grow our business and our reputation may be harmed. See Part I, Item 1A. "Risk Factors" for a discussion of our regulatory risks.

## Short-Term Rental Regulatory Considerations in the Markets in which we Operate

We operate in hundreds of locations across the United States, with varying sets of rules and regulations associated with each state, county, city, town, township, or village. We typically focus our operations in markets whose jurisdictions that allow for un-hosted, non-owner occupied short-term rentals, and avoid major cities, such as San Francisco and Denver, that only allow "homeshares," which are rentals of all or a portion of the owner's primary residence. Occasionally, however, past acquisitions of other management companies have included a small number of rentals that are subject to these primary residence rules.

With very few exceptions, owners of the properties we manage are ultimately responsible for obtaining and maintaining applicable permits, licenses, and tax registrations, and for complying with local zoning restrictions as well as restrictive covenants and homeowner association bylaws. We often assist with permitting, licensing, and taxation to the extent we are legally able, and work hard strive to verify and help ensure compliance with state and local laws for all of our homes. If alleged violations occur, we strive to move quickly to assist owners in correcting seeking to correct them and abide abiding by the decisions of government officials.

Some states require short-term rentals to be managed or offered for stays through a licensed real estate broker. Where applicable, we offer and operate rentals through a licensed subsidiary.

[Table of Contents](#)

## Real Estate Regulatory Considerations for our Business Operations

As discussed above, our vacation rental property management operations are considered real estate services in certain states. In addition, our buy/sell real estate brokerage services, offered separately in select states, are considered real estate services. Real estate service providers must be licensed at a brokerage or broker level, and are commonly referred to as a real estate brokerage. Real estate brokerages are licensed at the state level and are primarily regulated by state level agencies dedicated to real estate or licensing services.

## State Regulation

Real estate brokerage licensing laws vary widely from state to state. All entities and individuals providing brokerage services must be licensed separately in each state where they operate. Generally, a corporate entity must obtain a firm level license, although in some states the licenses are personal to individual brokers and an entity is associated with the individual broker's license. Where a firm license is obtained, an individual broker is appointed as the principal broker. Licensed agents or salespersons must also obtain a license and affiliate their license under a firm or a principal broker to engage in licensed real estate brokerage activities.

The principal broker in each state is responsible for compliance with licensing laws and for actively supervising the licensed brokerage activities of all its licensees within the state. All licensed market participants, whether individuals or entities, must also comply with a state's real estate licensing laws and regulations. The licensing laws and regulations vary in each state, but generally detail minimum duties, obligations, and standards of conduct for licensees include requirements related to contracts, disclosures, record-keeping, local offices, handling of trust funds, agency representation, advertising regulations, and fair housing regulations. In each of the states where our operations require, we have designated a properly licensed principal broker and, as required, we also hold a corporate real estate broker's license.

#### *Federal Regulation*

Several federal laws and regulations govern the real estate brokerage business, including federal fair housing laws such as the Real Estate Settlement Procedures Act of 1974 ("RESPA"), and the Fair Housing Act of 1968 ("FHA"). RESPA restricts kickbacks or referral fees that real estate settlement service providers such as real estate brokers, title and closing service providers and mortgage lenders may pay or receive in connection with the referral of settlement services. RESPA also requires certain disclosures regarding certain relationships or financial interests among providers of real estate settlement services.

RESPA provides a number of important exceptions that allow for payments or referral commissions to be made and received between licensed real estate brokers and for market-rate compensation payments between service providers for services actually provided. RESPA is administered by the Consumer Financial Protection Bureau ("CFPB"). The CFPB has applied a strict interpretation of RESPA and related regulations, and often enforces these regulations in administrative proceedings. Consequently, industry participants have modified or terminated a variety of historical business practices to avoid the risk of protracted and costly litigation or regulatory enforcement.

The FHA prohibits discrimination or any preference in housing because of race, color, national origin, religion, sex, familial status and disability. The FHA applies to real estate brokers and licensees involved in the purchase or sale of homes and to the non-transient rental of homes. The FHA also applies broadly to many forms of advertising and communications, including Multiple Listing Service ("MLS") listings, websites and social media postings.

#### *Local Regulation*

In addition to state and federal regulations, residential **transient and non-transient** transactions may also be subject to local regulations. These local regulations generally require additional disclosures by parties or licensees, **in a residential real estate transaction**, or the receipt of reports or certifications, often from the local governmental authority, prior to **or at the closing or settlement time of contracting with a party in** a real estate transaction. Local regulations also may expand those protected from housing discrimination laws by protecting additional classes of people and providing additional fair housing laws.

#### *MLS Rules*

Our real estate **buy/sell** brokerages are also subject to rules, policies, data licenses, and terms of service established by over 50 MLSs of which we are a participant. These rules, policies, data licenses and terms of service specify, among other things, how our licensees may access and use MLS data and how MLS data must be displayed on websites we control or that our licensees maintain. The rules of each MLS to which we belong can vary widely and are complex.

#### [Table of Contents](#)

#### *National Association of REALTORS ("NAR")*

NAR, as well as state and local associations of REALTORS, have codes of ethics and rules governing members' actions in dealings with other members, clients, and the public. Our licensees and licensed entities must comply with these codes of ethics and rules as a result of membership in these organizations.

#### **Seasonality**

Our **overall industry and our** business is seasonal, reflecting typical travel behavior patterns over the course of the calendar year. In addition, each market where we operate **has may have** unique seasonality, events, and weather that can increase or decrease demand for our offerings. Certain holidays can have an impact on our revenue by increasing Nights Sold on the holiday itself or during the preceding and subsequent weekends. Typically, our second and third quarters, **spanning the U.S. peak summer travel season**, have higher revenue due to increased Nights Sold. Our GBV typically follows the seasonality patterns of Nights Sold. Our operations and support costs also increase in the second and third quarters as we increase our hourly staffing to handle increased activity in those periods.

#### **Available Information**

Our website address is [www.vacasa.com](http://www.vacasa.com). Information contained on, or that can be accessed through, our website does not constitute part of this Annual **Report on Form 10-K**. **Report**. The U.S. Securities and Exchange Commission ("SEC") maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov). Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") are also available free of charge on our investor relations website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases, as part of our investor relations website. The contents of these websites are not intended to be incorporated by reference into this report or in any other report or document we file.

#### **Item 1A. Risk Factors**

Our business, operations and financial results are subject to various risks and uncertainties, including those described below, that could materially adversely affect our business, results of operations, financial condition, and the trading price of our Class A Common Stock. The following material factors, among others, could cause our actual results to differ materially from historical results and those expressed in forward-looking statements made by us or on our behalf in filings with the SEC, press releases, communications with investors, and oral statements. If any of the following risks, or others

not specified below, materialize, our business, financial condition and results of operations could be materially and adversely affected. In that case, the trading price of our Class A Common Stock could decline, and you could lose all or part of your investment in our Class A Common Stock.

## Risks Related to Our Business and Industry

**We have incurred net losses in each year since inception, and we may not be able to achieve profitability.**

We incurred net losses of \$(528.2) million, \$(332.1) million, \$(154.6) million, and \$(92.3) \$(154.6) million for the years ended December 31, 2022, December 31, 2023, 2021, 2022, and 2020, 2021, respectively. Historically, we have invested significantly in efforts to grow our homeowner base, both through our individual and portfolio strategies, as well as through strategic acquisitions, and to grow our guest community. We have increased community and to improve our marketing spend, expanded our operations, hired additional employees, and enhanced our platform. These efforts may prove more expensive than we currently anticipate, and we may not succeed in increasing our revenue sufficiently, or at all, to offset these higher expenses. We also expect to incur expenses on an ongoing basis, including additional legal, accounting and other expenses as a result of being a public company, platform technology. If our revenue does not increase to offset the expected increases in our operating expenses, we will not achieve profitability in future periods and our net losses may increase.

Revenue growth may slow or revenue may decline for a number of possible reasons, many of which are beyond our control, including slowing demand for our offerings, listing growth constraints, increasing competition, changing travel patterns or any of the other factors discussed in this "Risk Factors" section. Certain types of homes and certain regions in which we operate result in listings with lower commission rates and/or lower service fees, which could have a materially negative impact on our overall operating margins. We have experienced, and in the future may experience, fluctuations and high volatility in operating costs and

## [Table of Contents](#)

expenses. We incurred operating costs and expenses of \$1,578.9 million \$1,655.3 million, \$1,014.5 million \$1,578.9 million and \$571.2 million \$1,014.5 million for the years ended December 31, 2022, December 31, 2023, 2021, 2022, and 2020, 2021, respectively. In addition, we have changed, and may in the future reduce, our commission rates and service fees for strategic or competitive reasons. Any failure Failure to increase our revenue or manage the increase in our operating expenses could prevent us from achieving or sustaining profitability as measured by net income, operating income, or Adjusted EBITDA at all or on a consistent basis, which would cause our business, results of operations and financial condition to suffer and the market price of our Class A Common Stock to decline.

**Our business and operations have experienced rapid growth, and if we have encountered difficulties managing such growth. If we do not appropriately manage this growth and any future growth, or if we are unable to improve our systems, processes and controls, our business, results of operations, financial condition and prospects will be adversely affected.**

The historical growth and expansion of our business places has placed a continuous and significant strain on our management, operational, financial and other resources. In order to manage our such growth effectively, we must continue to improve and expand our information technology and financial infrastructure, our security and compliance requirements, our operating and administrative systems, our customer service and support capabilities, our relationships with various distribution partners and other third parties, and our ability to manage headcount and processes in an efficient manner.

We may not be able to sustain the pace of improvements to our platform and services, or successfully develop and introduce new offerings or implement systems, processes, and controls in an efficient or timely manner or in a manner that does not negatively affect our results of operations. Our failure to improve our systems, processes, and controls, or their failure to operate in the intended manner, may result in our inability to manage the growth of our business and to forecast our revenue, expenses, and net income (loss) accurately, or to prevent losses.

As we continue to expand improve our business, systems, processes and controls, we may find it difficult to maintain our corporate culture while managing our workforce. Any failure to manage our workforce or organizational changes in a manner that preserves our culture could negatively impact future growth and achievement of our business objectives. Additionally, our productivity and the quality of our offerings may be adversely affected if we do not integrate and train our new employees quickly and effectively. Failure to manage our historical growth, to date, and any future growth, effectively could result in increased costs, negatively affect homeowner and guest satisfaction and adversely affect our business, results of operations, financial condition and growth prospects.

**Our recent past growth may not be indicative of our future growth, and we revenue may not be able to sustain a similar revenue growth rate decrease in the future. Our recent historical growth also makes it difficult to evaluate our current business and future prospects and may increase the risk that we will not be successful.**

Our recent past growth may not be indicative of our future growth, and we revenue may not be able continue to sustain a similar revenue growth rate decrease in the future. Our recent past growth also makes it difficult to evaluate our current business and future prospects and may increase the risk that we will not be successful. Our total revenue for the years ended December 31, 2022, December 31, 2023, 2022, and 2021 and 2020 was \$1,118.0 million, \$1,188.0 million, \$889.1 million, and \$491.8 million \$889.1 million, respectively, representing a decrease in year-over-year growth rate of 6% during 2023 and an increase in year-over-year growth rate of 34% during 2022, and 81% during 2021. the peak of the COVID-19 pandemic. Our revenue growth ability to avoid further declines in any prior period is not an indication of our future performance. Our future revenue growth depends on maintaining our existing homes on our platform, the growth of supply of new homes for our platform and demand for vacation rentals on our platform and the platforms of our distribution partners and our platforms. Our business is also affected by general economic and business conditions worldwide, as well as trends in the global travel and hospitality industries, industries, all of which can adversely impact our growth. In addition, we believe that our revenue growth depends upon a number of additional factors, including among other things:

- our ability to retain and grow the number of guests and Nights Sold;
- our ability to retain and grow the number of homeowners and available listings on our platform, as well as the number of nights available to be booked;
- our ability to maintain effective operations and achieve salesforce efficiency, including through our new customer relationship management system for the sales team;
- our ability to maintain our relationships with our existing distribution partners and enter into relationships with additional distribution partners, and the availability of, and accessibility of our listings on, their platforms;
- our ability to consummate portfolio transactions and to effectively manage the risks associated with these transactions;
- our ability to successfully compete against established companies and new market entrants;
- our ability to price our offerings effectively and establish appropriate contract terms;
- the legal and regulatory landscape, including changes in the application of existing laws and regulations or the adoption of new laws and regulations that impact our business, homeowners, and/or guests, including changes in short-term occupancy and tax laws, and our ability to comply with applicable laws and regulations;
- the level of consumer awareness and perception of our brand;



[Table of Contents](#)

- the level of spending on, and effectiveness of, brand, performance, and other marketing initiatives to attract homeowners and guests to our service;
- our ability to introduce and grow new offerings, and to deepen our presence in certain geographic regions;
- the timing, effectiveness, and costs of expansion and upgrades to our services, platform and infrastructure;
- our ability to hire, integrate, train and retain skilled personnel;
- our ability to determine the most appropriate investments for our limited resources;
- the occurrence of events beyond our control, such as the COVID-19 pandemic, any future pandemic, epidemic or outbreak of infectious disease and other health concerns and their impact on the travel and accommodations industries, increased or continuing restrictions on travel and immigration, trade disputes, economic downturns or recession, significant labor shortages, political, civil or social unrest (such as the conflict involving Russia and Ukraine), and the impact of climate change on travel (including fires, floods, severe weather and other natural disasters) and on seasonal destinations; and
- other risks described elsewhere in this Annual Report on Form 10-K. Report.

A softening of demand for our offerings or our accommodations category, whether caused by events outside of our control, such as COVID-19 or any other a pandemic, epidemic or outbreak of infectious disease, changes in homeowner and guest preferences, any of the other factors described above, or elsewhere in this Annual Report on Form 10-K or otherwise, will may impair our ability to grow our revenue. Furthermore, our revenue growth rate has declined in recent periods and, even if our revenue continues to increase, we expect decline, or our revenue growth rate to decline in the future. If our revenue growth rate continues to decline, rates do not meet expectations, we may not achieve profitability, and our business, results of operations, and financial condition could be materially adversely affected.

In addition, our recent historical growth has made and may continue to make it difficult to evaluate our current business and future prospects. Our ability to forecast our future results of operations is subject to a number of uncertainties, including our ability to effectively plan for and model future growth. We have encountered in the past, and may encounter in the future, risks and uncertainties frequently experienced by growing companies in changing industries that may prevent us from achieving the objectives discussed elsewhere in this Annual Report on Form 10-K. Report. If we fail to achieve the necessary level of efficiency in our organization as it grows, or if we are not able to accurately forecast future growth, our business would be adversely affected. Moreover, if the assumptions that we use to plan our business are incorrect or change in reaction to changes in our industry and the markets in which we operate, or if we are unable to maintain consistent revenue or revenue growth, the market price of our Class A Common Stock could be volatile, and it may be difficult to achieve and maintain profitability.

If we are unable to attract new vacation rental homeowners to our platform and maintain relationships with existing vacation rental homeowners, or if homeowners reduce the availability of their homes on our platform, our business, results of operations, and financial condition would be materially adversely affected.

Our business depends on our ability to attract new vacation rental homeowners to our platform, maintain relationships with our existing homeowner base, and on homeowners allowing us to make their homes available for rent through our service. We deploy focused sales efforts to identify and convert homeowners to our platform and also utilize a variety of marketing, public relations and communications strategies to increase homeowner awareness regarding our brand. If our sales personnel are unable to accurately identify and convert a sufficient number of prospective homeowners, if they fail to accurately predict the rental revenue of these homeowners' properties on our platform, or if our sales and marketing efforts are otherwise unsuccessful, our revenue and growth prospects could be materially and adversely affected. In addition, homeowners are able to limit the number of nights available through our services. These practices are outside of our direct control. If homeowners do not establish or maintain availability of their vacation rentals, or if the number of Nights Sold declines for a particular period, then our revenue would decline and our business, results of operations, and financial condition would be materially adversely affected.

While we plan to continue to invest in our homeowner base and in tools to assist homeowners, these investments may not be successful in growing our homeowner base or the vacation rental listings published on our platform and through our distribution partners. In addition, homeowners may not continue their contractual arrangements with us if we cannot attract prospective guests to our platform, generate bookings from a large number of guests and create attractive returns to homeowners. If we are unable to retain existing homeowners or add new homeowners, we may be unable to offer a sufficient supply and variety of properties to attract guests to use our platform. If we are unable to attract and retain individual homeowners in a cost-effective manner, or at all, our business, results of operations, and financial condition would be materially adversely affected.

We work with certain homeowner associations to manage their association activities, and we often act to manage vacation rental properties for homeowners within these associations. If our fee structure and payment terms are not as competitive as those of our competitors, these homeowner associations may choose to end their business relationships with us, thereby reducing the number of homeowners using our platform and vacation rentals listed with our service.

[Table of Contents](#)

A number of factors affecting homeowners could cause homeowner attrition, including: changes to, or the enforcement or threatened enforcement of, laws and regulations, including short-term occupancy and tax laws; homeowners', condominium and neighborhood associations adopting and enforcing governing documents or contracts that prohibit or restrict short-term rental activities; regulations that purport to ban or otherwise restrict short-term rentals; homeowners opting for long-term rentals of their properties outside of our service; perceptions of the value or quality of our services; economic, social, and political factors; perceptions of trust and safety on and off our platform and within our homes; or negative experiences with guests, including guests who damage homeowner property, throw unauthorized parties, or engage in violent and unlawful acts, or the occurrence of a pandemic, epidemic or outbreak of infectious disease. Our business, results of operations, and financial condition could be materially adversely affected if our homeowners are unable or unwilling to allow us to list and manage their properties.

We believe that our accommodations protection program is integral to retaining and acquiring homeowners. Our homeowner insurance program offers a layer of vacation rental liability and damage protection to homeowners. While we currently have no intention to discontinue or reduce our accommodations protection program, if our intentions change in the future, if the third-party insurance provider ends the program and we cannot implement a comparable program on similar terms, or if the cost of the program rises significantly and becomes less attractive to homeowners, then the number of homeowners who list with us may decline.

***If we are unable to attract new guests or retain existing guests, our business, results of operations, and financial condition would be materially adversely affected.***

Our success depends significantly on existing guests continuing to book and attracting new guests to book our homeowners' vacation rentals through the Vacasa platform or through listings on the platforms of our distribution partners. Our ability to attract and retain guests could be materially adversely affected by a number of factors, including, among others:

- homes failing to meet guests' expectations;
- increased competition and use of our competitors' platforms and services;
- our failure to provide differentiated, high-quality, and an adequate supply of homes at competitive prices;
- guests not receiving timely or adequate customer support from us;
- declines or inefficiencies in our marketing efforts;
- negative associations with, or reduced awareness of, our brand;
- problems with our distribution partners;
- negative perceptions of the trust and safety on our platform or in our homeowners' homes;
- macroeconomic and other conditions outside of our control affecting travel and hospitality industries generally;
- the occurrence of events beyond our control, such as a pandemic, epidemic or outbreak of infectious disease and other health concerns, increased or continuing restrictions on travel and immigration, trade disputes, economic downturns or recession, significant labor shortages, political, civil or social unrest, and the impact of climate change on travel (including fires, floods, severe weather and other natural disasters) and seasonal destinations; and
- other risks described elsewhere in this Annual Report on Form 10-K.

In addition, for guests who book directly with us, if our platform is not easy to navigate, guests have an unsatisfactory sign-up, search, booking, or payment experience on our platform, the listings and other content provided on our platform are not displayed effectively to guests, we fail to make our brand known to guests during their rental experience or we fail to provide a rental experience in a manner that meets rapidly changing demand, then we could fail to convert first-time guests into repeat customers, which would materially adversely affect our business, results of operations, and financial condition.

***Bookings through our distribution partners account for a significant portion of our revenue, and if we are unable to maintain our relationships with them or develop and maintain successful relationships with additional distribution partners, our business, results of operations, and financial condition would be materially and adversely affected. These relationships also subject us to certain risks.***

We believe that the continued growth of our business depends, in part, on our ability to maintain our relationships with our existing distribution partners and to identify, develop, and maintain strategic relationships with additional distribution partners, particularly as we continue to grow our brand recognition and our own booking platform. For the years ended December 31, 2022, 2021 and 2020, we generated approximately 70%, 70%, and 65%, respectively, of our GBV through our distribution partners. The impairment or termination of these relationships for any reason, or the failure of our distribution partners to effectively market our listings and provide satisfactory user experiences could materially and adversely affect our business, results of operations and financial condition. Our agreements with our existing distribution partners are non-exclusive, meaning our distribution partners can and do provide users looking for vacation rentals in the markets in which we operate with access

[Table of Contents](#)

to listings other than ours. These parties are not bound by any requirement to continue to market our listings, and may take actions that promote their or other third-party listings above ours. In addition, certain of these companies are now, or may in the future become, competitors of ours. While we view our distribution partners more as partners than competitors and believe our relationships with these parties are mutually beneficial, we cannot guarantee that our distribution partners will continue to share this view. If our distribution partners view us as competitive, they could limit our access to their platforms, allow access only at an unsustainable cost, or make changes to their platforms that make our listings less desirable to users or harder to access.

In addition, bookings through Airbnb, Booking.com, and Vrbo account for a significant portion of our GBV. For the years ended December 31, 2022, 2021 and 2020, GBV generated through Airbnb, Booking.com, and Vrbo together accounted for approximately 90%, 95%, and 95%, respectively, of the GBV generated through all of our distribution partners. The loss of any one or more of these key distribution partners, or a material reduction in the number of listings booked through their platforms, including for any of the reasons described above, would adversely affect our business, financial condition and results of operations.

***Any decline or disruption to the travel and hospitality industries or economic downturn would materially adversely affect our business, results of operations, and financial condition.***

Our financial performance is dependent on the strength of the travel and hospitality industries and macroeconomic conditions. Events beyond our control, such as unusual or extreme weather or natural disasters, such as earthquakes, hurricanes, fires, tsunamis, floods, significant snow storms, other severe weather, droughts, volcanic eruptions, and travel-related health concerns including pandemics and epidemics, restrictions related to travel, trade or immigration policies, wars or regional hostilities (such as the conflict involving Russia and Ukraine), terrorist attacks, political uncertainty, protests, foreign policy changes, systemic financial system or banking failures, imposition of taxes or surcharges by regulatory authorities, changes in regulations, policies, or conditions related to sustainability, including climate change, work stoppages, labor unrest or travel-related accidents can disrupt travel globally or otherwise result in declines in travel demand. Because these events or concerns, and the full impact of their effects, are largely unpredictable, they can dramatically and suddenly affect travel behavior by consumers, and therefore reduce demand for our platform and services, which would materially adversely affect our business, results of operations, and financial condition. Increasing awareness around the impact of air travel on climate change and the impact of over-tourism may also adversely impact the travel and hospitality industries and demand for our platform and services.

Our financial performance is also subject to global economic conditions and their impact on levels of discretionary consumer spending. Some of the factors that have an impact on discretionary consumer spending include general economic conditions, worldwide or regional recessions, unemployment, consumer debt, reductions in net worth, fluctuations in exchange rates, wage inflation, residential real estate and mortgage markets, taxation, energy prices, interest rates, consumer confidence, tariffs, and other macroeconomic factors.



Consumer preferences tend to shift to lower-cost alternatives during recessionary periods and other periods in which disposable income is adversely affected, which could lead to a decline in the bookings and prices for rentals through our platform and an increase in cancellations, and thus result in lower revenue. Leisure travel in particular, which accounts for a substantial majority of our current business, is dependent on discretionary consumer spending levels. Downturns in worldwide or regional economic conditions, such as the downturn experienced during the COVID-19 pandemic, led to a general decrease in leisure travel and travel spending, and similar downturns in the future may materially adversely impact demand for our platform and services. Such a shift in consumer behavior would materially adversely affect our business, results of operations, and financial condition.

**The failure to successfully integrate acquisitions or to enter into other acquisitions, strategic transactions or other relationships that support our long-term strategy, could materially adversely affect our business, results of operations, and financial condition, as well as our ability to grow our business. These acquisitions, transactions and relationships also subject us to certain risks.**

We regularly evaluate potential acquisitions, strategic transactions and other relationships in the ordinary course as part of our business strategy. Promising acquisitions, investments and other strategic transactions are difficult to identify and complete for a number of reasons, including high valuations, competition among prospective buyers, the availability of affordable funding in the capital markets and the need to satisfy applicable closing conditions and obtain applicable antitrust and other regulatory approvals on acceptable terms. Changes in accounting or regulatory requirements or instability in the credit markets could also adversely impact our ability to consummate these transactions on acceptable terms or at all. As a result, we may enter into negotiations for acquisitions or strategic transactions that are not ultimately consummated, and those negotiations could result in the diversion of management's time and significant out-of-pocket costs. In addition, competition for acquisitions, strategic

[Table of Contents](#)

transactions, or other investments may result in higher purchase prices or other terms less economically favorable to us. We may expend significant cash or incur substantial debt to finance such acquisitions or strategic transactions, which indebtedness could result in restrictions on our business and significant use of available cash to make payments of interest and principal. In addition, we may finance such acquisitions by issuing equity or convertible debt securities, which could result in further dilution to our existing stockholders. If we fail to evaluate and execute acquisitions and other strategic transactions successfully, our business, results of operations, and financial condition could be materially adversely affected.

In addition, even if we are able to consummate an acquisition or strategic transaction, we cannot ensure that it will be successful. Integrating any acquisition or strategic transactions into our existing business may create unforeseen operating difficulties and costs, which may be further exacerbated by factors and events beyond our control. For example, in April 2021, we acquired TurnKey's vacation rental property management business, which added approximately 6,000 homes to our platform and approximately 500 employees to our workforce. With the TurnKey integration, we have encountered challenges related to rationalizing and combining disparate business practices and processes.

Furthermore, such transactions involve a number of financial, accounting, managerial, operational, legal, compliance and other risks and challenges, including the following, any of which could negatively affect our growth rate and the trading price of our Class A Common Stock, and may have a material adverse effect on our business, results of operations and financial condition:

- Any business that we acquire or invest in could under-perform relative to our expectations and the price that we paid or not perform in accordance with our anticipated timetable, or we could fail to operate any such business profitably;
- Any debt we incur or assume in connection with such transactions could increase our borrowing costs and interest expense, and diminish our future access to the capital markets;
- Such transactions could cause our financial results to differ from our own or the investment community's expectations in any given period, or over the long-term;
- Pre-closing and post-closing earnings charges could adversely impact operating results in any given period, and the impact may be substantially different from period to period;
- Such transactions could create demands on our management, operational resources and financial and internal control systems that we are unable to effectively address;
- We may be unable to achieve cost savings or other synergies anticipated in connection with any such transaction;
- We may assume unknown liabilities, known contingent liabilities that become realized, known liabilities that prove greater than anticipated, internal control deficiencies or exposure to regulatory sanctions resulting from the acquired business activities and the realization of any of these liabilities or deficiencies may increase our expenses, adversely affect our financial position and/or cause us to fail to meet our public financial reporting obligations;
- We often enter into post-closing financial arrangements in connection with such transactions, such as purchase price adjustments, earnout obligations and indemnification obligations, which may have unpredictable financial results;
- As a result of our acquisitions, we have recorded significant goodwill and other assets on our balance sheet and if we are not able to realize the value of these assets, or if the fair value of our investments declines, we may be required to incur impairment charges; and
- We may have interests that diverge from those of our strategic partners and we may not be able to direct the management and operations of the strategic relationship in the manner we believe is most appropriate, exposing us to additional risk.

**A future impairment of our long-lived assets or goodwill could adversely affect our results of operations and financial condition.**

We evaluate our long-lived assets or asset groups for indicators of possible impairment by comparing the carrying amount to future net undiscounted cash flows expected to be generated by such asset or asset group and its eventual disposal when events or changes in circumstances indicate the carrying amount of an asset or asset group may not be recoverable. If the carrying value of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent that the carrying value exceeds its fair value. We review goodwill for impairment by initially considering qualitative factors to determine whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount, including goodwill, as a basis for determining whether it is necessary to perform a quantitative analysis. If it is determined that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, a quantitative analysis is performed to identify goodwill impairment.

Potential indicators of impairment include significant changes in performance relative to expected operating results, significant negative industry or economic trends, or a significant decline in the Company's stock price and/or market capitalization for a sustained period of time. If one or more of these impairment indicators occur or intensify, this could result in an impairment of long-lived assets or further impairment of goodwill. The Company performed a quantitative goodwill impairment assessment as of December 31, 2022, which resulted in goodwill impairment charges of \$244.0 million.

[Table of Contents](#)

Future impairment of our long-lived assets or goodwill could be material and could adversely affect our results of operations and financial condition.

**Our failure to raise additional capital or generate the significant capital necessary to expand our operations and invest in new offerings could reduce our ability to compete and could adversely affect our business.**

We have incurred significant operating losses and generated negative cash flows from operations as we have invested to support the growth of our business and expect to continue to do so in the future as we execute on our strategic initiatives to grow our business. Our future capital requirements will depend on many factors, including, but not limited to, our growth, our ability to attract and retain new homeowners and guests that utilize our services, the extent and profitability of any acquisitions or strategic transactions we enter into, the continuing market acceptance of our offerings, the timing and extent of spending to enhance our technology, and the expansion of our sales and marketing activities and, as a result, we may require additional financing. We evaluate financing opportunities from time to time, and our ability to obtain financing will depend, among other things, on our development efforts, business plans, operating performance, and the condition of the capital markets at the time we seek financing. Additional financing may not be available to us on favorable terms when required, or at all. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences, and privileges superior to those of holders of our Class A Common Stock. In addition, our stockholders will experience additional dilution when stock appreciation rights holders and option holders exercise their rights to purchase our Class A Common Stock under our equity incentive plans, any restricted stock units or performance stock units we may grant from time to time vest and settle, we issue equity awards to our employees under our equity incentive plans or our employee stock purchase plan, and we otherwise issue additional equity interests.

If we are unable to raise additional funds when we need them and on terms that are acceptable to us, our ability to continue to develop or enhance our platform, products or services, support and grow our business and operations, respond to business challenges and opportunities, and execute our growth strategy would be significantly limited, and our business, results of operations, and financial condition would be materially adversely affected.

**The business and industry in which we participate are highly competitive, and we may be unable to compete successfully with our current or future competitors.**

We operate in a highly competitive environment and we face significant competition in attracting and retaining homeowners and guests.

Homeowners primarily choose between self-managing their homes or using a local property vacation rental management business to list and care for their homes. Homeowners who self-manage are able to list on third-party sites such as Airbnb, Booking.com, Evolve, and Vrbo and may choose to leverage additional third-party software tools to handle aspects of the process such as pricing or scheduling, or homeowners may fully self-manage. We compete for homeowners based on many factors, including the volume and pricing of bookings generated by guests on our platform and those of our distribution partners; ease of onboarding onto our platform; the service fees and commissions we charge; the owner protections we offer, such as our insurance accommodation protection programs; our cancellation policies; and the strength of our brand.

We also compete to attract guests to our platform. Guests have a wide range of options for finding and booking accommodations, and as such, we compete with other forms of accommodations including hotels, other vacation rental companies, and serviced apartment providers, both online and offline. We also compete for traffic and demand generation through our direct booking channel, with Airbnb, Booking.com, Vrbo, regional booking sites, and online travel agencies, and, to a lesser degree, urban and corporate travel rental sites, such as Sonder, vacation clubs, timeshares, and niche programs such as Inspirato, fractional ownership programs. We compete for guests based on many factors, including the uniqueness, quality, safety and cleanliness of our homes and the availability of homes; the value and all-in cost of our offerings relative to other options, our brand; and the ease of use of our platform.

Our Some of our competitors are adopting aspects of our business model, while others, such as local property managers, are increasingly using third-party vacation rental software for aspects of their business, including pricing, booking, housekeeping and maintenance, all of which could affect our ability to differentiate our offerings from theirs. Increased competition could reduce demand for our platform from homeowners and guests, slow our growth, and materially adversely affect our business, results of operations, and financial condition.

Many of our current and potential competitors are larger and have greater financial, technical and other resources that provide substantial competitive advantages, such as greater brand name recognition, longer operating histories, larger marketing budgets and established marketing relationships, and significantly greater resources for the development of their offerings. In addition, many of our current and potential competitors have access to larger user bases and/or inventory for accommodations, and may provide multiple travel products, including flights. As a result, our competitors may be able to provide consumers with

#### [Table of Contents](#)

a better or more complete product experience and respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, or homeowner and guest requirements or preferences. The global travel industry has also experienced significant consolidation, and we expect this trend may continue as companies attempt to strengthen or hold their market positions in a highly competitive industry. Consolidation amongst our competitors will give them increased scale and may enhance their capacity, abilities, and resources, and lower their cost structures. In addition, emerging start-ups may be able to innovate and focus on developing a new product or service faster than we can or may foresee consumer need for new offerings or technologies before us.

Some of our competitors and potential competitors have more established or varied relationships with consumers than we do, and they could use these advantages in ways that could affect our competitive position, including by entering the travel and accommodations businesses. For example, some competitors and potential competitors are creating "super-apps" where consumers can use many online services without leaving that company's app. If any of these platforms are successful in offering services to consumers that are similar to ours, or if we are unable to offer our services to consumers within these super-apps, our customer acquisition efforts could be less effective and our customer acquisition costs, including our brand and performance marketing expenses, could increase, any of which could materially adversely affect our business, results of operations, and financial condition.

We also face increasing competition from search engines, including Google. The way Google presents travel search results, and its promotion of its own travel meta-search services, such as Google Travel and Google Vacation Rental Ads, or similar actions from other search engines, and their practices concerning search rankings, could decrease our search traffic, increase traffic acquisition costs, and/or disintermediate our platform. These parties can also offer their own comprehensive travel planning and booking tools, or refer leads directly to suppliers, other favored partners, or themselves, which could also disintermediate our platform. In addition, if Google or Apple use their own mobile operating systems or app distribution channels to favor their own or other preferred travel service offerings, or impose policies that effectively disallow us to continue our full product offerings in those channels, it could materially adversely affect our ability to engage with homeowners and guests who access our platform via mobile apps or search, which would negatively impact our business, results of operations and financial condition.

**We may experience significant fluctuations in If we are unable to maintain our market share, attract new vacation rental homeowners to our platform and maintain relationships with existing vacation rental homeowners, or if homeowners reduce the availability of their homes on our platform, our business, results of operations, from quarter to quarter and year to year as a result of seasonality and other factors, which make it difficult to forecast our future results. financial condition would be materially adversely affected.**

Our business depends on our ability to maintain our market share, attract new vacation rental homeowners to our platform, maintain relationships with our existing homeowner base, and on homeowners allowing us to make their homes available for rent through our service. If our sales personnel are unable to accurately identify and convert a sufficient number of prospective homeowners, if they fail to accurately predict the rental revenue of these homeowners' properties on our platform, or if our sales and marketing efforts are otherwise unsuccessful, our revenue and growth prospects could be materially and adversely affected. Our company and the broader vacation rental industry have seen elevated levels of homeowners changing property managers or moving to self-management in recent periods. We have also recently seen an increase in the supply of short term rental units available, in a number of markets, which can reduce demand for the units we manage or put pressure on our revenue per available night. The number of homes we manage on our platform decreased by approximately 5% during the year ended December 31, 2023. If we do not maintain existing homeowners and the availability of their homes on our platform, and maintain or increase our market share, our revenue and growth prospects could be materially and adversely affected. Homeowners can also limit the number of nights available through our services, and these practices are outside of our direct control. If homeowners do not establish or maintain availability of their vacation rentals, or if the number of Nights Sold declines for a particular period, then our revenue would decline and our business, results of operations, may vary significantly from quarter to quarter and year to year and are not an indication of our future performance. Our overall business is seasonal, reflecting typical travel behavior patterns over the course of the calendar year. In addition, each market where we operate has unique seasonality, events, and weather that can increase or decrease demand for our offerings. Certain holidays can have an impact on our revenue by increasing Nights Sold on the holiday itself or during the preceding and subsequent weekends. Typically, our second and third quarters have higher revenue due to increased Nights Sold. Our GBV typically follows the seasonality patterns of Nights Sold. Our operations and support costs also increase in the second and third quarters as we increase our hourly staffing to handle increased activity on our platform in those periods. financial condition would be materially adversely affected.

**As our business matures, other seasonal trends may develop, or these existing seasonal trends may become more extreme.** In addition, homeowners may not continue their contractual arrangements with us, if we cannot attract prospective guests to seasonality, our platform, generate sufficient guest bookings and create attractive returns to homeowners. If we are unable to retain or add homeowners, we may be unable to offer a sufficient supply of properties to attract guests to our platform. If we are unable to attract and retain individual homeowners in a cost-effective manner, or at all, our business, results of operations, and financial condition would be materially adversely affected.

We also work with certain homeowner associations to manage their association activities, and we often manage vacation rental properties for homeowners within these associations. If our fee structure and payment terms are not as competitive as those of our competitors, these homeowner associations may fluctuate as a result choose to end their business relationships with us, thereby reducing the number of homeowners using our platform and vacation rentals listed with our service.

A number of factors affecting homeowners could cause homeowner attrition, including: changes to, or the enforcement or threatened enforcement of, laws and regulations, including short-term occupancy and tax laws; homeowners', condominium and neighborhood associations adopting and enforcing governing documents or contracts that prohibit or restrict short-term rental activities; regulations that purport to ban or otherwise restrict short-term rentals; homeowners opting for long-term rentals of their properties outside of our service; perceptions of the value or quality of our services; economic, social, and political factors; perceptions of trust and safety on and off our platform and within our homes; or negative experiences with guests, including guests who damage homeowner property, hold unauthorized parties, or engage in violent and unlawful acts, or the occurrence of a variety pandemic, epidemic or outbreak of other factors, many infectious disease. Our business, results of which operations, and financial condition could be materially adversely affected if our homeowners are beyond unable or unwilling to allow us to list and manage their properties.

We believe that our control, accommodation protection program, provided via a third-party insurer, is integral to retaining and acquiring homeowners. Our homeowner protection program offers specified vacation rental liability and damage protection to homeowners. If this program were to become unavailable for any reason, including if the third-party insurance provider ceases to provide coverage, or if the cost of the program rises significantly, then the number of homeowners who list with us may decline.

**If we are unable to attract new guests or retain existing guests, our business, results of operations, and financial condition would be difficult materially adversely affected.**

Our success depends significantly on existing and new guests continuing to predict, and may not fully reflect book homeowners' vacation rentals through the underlying performance Vacasa platform or those of our business, including: distribution partners. Our ability to attract and retain guests could be materially adversely affected by a number of factors, including, among others:

- homes failing to meet guests' expectations;
- increased competition and use of our competitors' platforms and services;
- our failure to provide differentiated, high-quality, and an adequate supply of homes at competitive prices;
- guests not receiving timely or adequate customer support from us;
- declines or inefficiencies in our marketing efforts;
- negative associations with, or reduced awareness of, our brand;
- issues with our distribution partners or their platforms;
- negative perceptions of the trust and safety on our platform or in our homeowners' homes;
- macroeconomic and other conditions outside of our control affecting travel and cancellations due to other hospitality industries generally, including inflation and elevated interest rates;
- the occurrence of events beyond our control, such as the COVID-19 a pandemic, epidemic or other pandemics, epidemics or outbreaks outbreak of infectious disease, increased or continuing restrictions on travel and immigration, trade disputes, economic downturns or recession, significant labor shortages, political, civil or social unrest, armed hostilities and the impact of climate change on travel (including fires, floods, severe weather and other natural disasters) or law enforcement demands and other regulatory actions;
- periods with increased investments in our platform for existing offerings, new offerings and initiatives, marketing, and the accompanying growth in headcount;
- our ability to maintain growth and effectively manage that growth;
- increased competition;
- our ability to expand our operations in new and existing regions;
- changes in governmental or other regulations affecting our business;
- changes to our internal policies or strategies;

- **harm to our brand or reputation; seasonal destinations;** and
- other risks described elsewhere in this Annual Report on Form 10-K. Report.

As a result, it may be more difficult to accurately forecast our results of operations and, in addition, for guests who book directly with us, if our forecasts platform is not easy to navigate, guests have an unsatisfactory experience on our platform, the listings and other content provided on our platform are not accurate, displayed effectively to guests, we may fail to meet the expectations of investors and securities analysts, make our brand known to guests during their rental experience or we fail to provide a rental experience in a manner that meets rapidly changing demand, then we could fail to convert first-time guests into repeat customers, which could cause the trading price of our Class A

[Table of Contents](#)

Common Stock to fall substantially and potentially subject us to costly lawsuits, including securities class action suits. Moreover, we base our expense levels and investment plans on estimates for revenue that may turn out to be inaccurate. A significant portion of our expenses and investments are fixed, and we may not be able to adjust our spending quickly enough if our revenue is less than expected or if costs are higher than expected, resulting in losses that exceed our expectations. If our assumptions regarding the risks and uncertainties that we use to plan our business are incorrect or change, or if we do not address these risks successfully, our results of operations could differ would materially from our expectations and adversely affect our business, results of operations, and financial condition could be materially adversely affected.

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

We track certain operational metrics, including metrics such as GBV, Nights Sold, and GBV per Night Sold, which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. Our internal systems and tools are subject to a number of limitations, and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our platform is used across populations globally. The calculation of GBV and Nights Sold requires the ongoing collection of data on new offerings that are added to our platform over time. Our business is complex, and the methodology used to calculate GBV and Nights Sold may require future adjustments to accurately represent the full value of new offerings.

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

**Our customer support function is critical to the success of our platform, and any failure to provide high-quality service could affect our ability to retain our existing homeowners and guests and attract new ones.**

Our ability to provide high-quality support to our homeowners and guests is important for the growth of our business and any failure to maintain such standards of customer support, or any perception that we do not provide high-quality service, could adversely affect our ability to retain and attract homeowners and guests. Meeting the customer support expectations of our homeowners and guests requires significant time and resources from our a substantial customer support team and significant investment in staffing, technology, including automation and machine learning to improve efficiency, infrastructure, policies, and customer support tools. The failure to develop the appropriate technology, infrastructure, policies, and customer support tools, or to manage or properly train our customer support team, could compromise our ability to resolve questions and complaints quickly and effectively. The Growth in the number of our homeowners and guests has grown significantly and such growth, as well as any future growth, puts using our platform will put additional pressure on our internal customer support organization, our external customer support contracting team and on our technology organization. In addition, as we service an international customer base, we need to be able to provide effective support that meets our homeowners' and guests' needs and languages globally at scale. organizations. Our service is staffed based on business forecasts. Any volatility in those forecasts could lead to staffing gaps that could impact the quality of our service. We have in the past experienced and may in the future experience backlog incidents that lead to substantial delays or other issues in responding to requests for customer support, which may reduce our ability to effectively retain homeowners and guests.

Our customer support is performed by a mix of employees and outside contracted customer support providers. We rely on them to provide timely and appropriate responses to the inquiries of homeowners and guests that come to us via telephone, email, social media, and chat. During the fiscal year ended December 31, 2022, we began to rely more heavily on third-party services for customer support. Reliance on third parties requires that we provide proper guidance for their employees, maintain proper controls and procedures for interacting with our customers, and ensure acceptable levels of quality and customer satisfaction are achieved.

We provide customer support to homeowners and guests and also help to mediate disputes between homeowners and guests. We rely on information provided by homeowners and guests and are at times limited in our ability to provide adequate support or help homeowners and guests resolve disputes due to our lack of information or control. To the extent that homeowners and guests are not satisfied with the quality or timeliness of our customer support, we may not be able to retain homeowners or

[Table of Contents](#)

guests, and our reputation as well as our business, results of operations, and financial condition could be materially adversely affected.

When a homeowner or guest has a poor experience on our platform or with our service, we may issue refunds or future stay credits. These refunds and future stay credits, are generally treated or make other payments, such as a reduction to revenue. In addition, where there is in respect of lost or damaged property, damage to a home below the threshold for all of which reduce our accommodations protection program, in certain cases, we may make payouts for property damage claims based on our damage waiver program, which we account for as consideration paid to a customer and is also generally treated as a reduction in revenue. A robust customer support effort is costly, and we expect such costs to continue to rise in the future as we grow our business. We have historically seen if we incur such increases in costs without a corresponding increase in revenue, this could materially adversely affect our business, results of operations, and financial condition.

**Bookings through our distribution partners account for a significant portion of our revenue, and if we are unable to maintain our relationships with them or develop and maintain successful relationships with additional distribution partners, our business, results of operations, and financial condition would be materially and adversely affected. These relationships also subject us to certain risks.**

The growth of our business depends, in part, on our ability to maintain our relationships with our existing distribution partners and to identify, develop, and maintain strategic relationships with additional distribution partners, particularly as we continue to grow our brand recognition and our own booking platform. For the years ended December 31, 2023, 2022 and 2021, we generated approximately 60%, 70%, and 70%, respectively, of our GBV through our distribution partners. The impairment or termination of any of these relationships, or the failure of our distribution partners to effectively market our listings and provide satisfactory user experiences could materially and adversely affect our business, results of operations and financial condition.

Our agreements with our existing distribution partners are non-exclusive, meaning our distribution partners can and do provide guests looking for vacation rentals with access to listings other than ours. Our distribution partners are not required to continue to market our listings, and may take actions that promote their or other third-party listings above ours. In addition, certain of these companies are now, or may in the future become, competitors of ours. While we view our distribution partners more as partners than competitors and believe our relationships with these parties are mutually beneficial, we cannot guarantee that our distribution partners will continue to share this view. If our distribution partners view us as competitive, they could limit our access to their platforms, allow access only at an unsustainable cost, or make changes to their platforms that make our listings less desirable to users or harder to access.

In addition, bookings through Airbnb, Booking.com, and Vrbo account for a significant portion of our GBV. For the years ended December 31, 2023, 2022 and 2021, GBV generated through Airbnb, Booking.com, and Vrbo together accounted for approximately 90%, 90%, and 95%, respectively, of the GBV generated through all of our distribution partners. The loss of any one or more of these key distribution partners, or a material reduction in the number of customer support inquiries from homeowners stays booked through their platforms, would adversely affect our business, financial condition and guests. results of operations.

**Our efforts to reduce the number create new offerings and initiatives are costly, and if such offerings and initiatives are unsuccessful, we may fail to grow, and our business, results of customer support requests operations, and financial condition would be materially adversely affected.**

We invest in developing new offerings and initiatives that we expect will differentiate us from our competitors and help grow our business. Developing and deploying new offerings and initiatives is challenging and increases our expenses and our organizational complexity, and they may not deliver the benefits we expect.

Our new offerings and initiatives have a high degree of risk, as they may involve significant investment and upfront costs. For example, we have invested, and expect to continue investing, in the deployment of smart home technology across our portfolio. There can be effective, no assurance that homeowner demand for such technology or other offerings and initiatives we may develop will exist or sustain at the levels that we anticipate, that we will be able to successfully manage the delivery of such offerings and initiatives, or that any of these offerings or initiatives will generate sufficient revenue to offset associated expenses or liabilities. It is also possible that offerings developed by others will render our offerings and initiatives noncompetitive or obsolete. Further, these efforts will divert capital and other resources from our more established offerings and geographic regions, may result in increased legal and regulatory compliance expenses, and could incur increased costs without corresponding distract management from our core business operations. Even if we are successful in developing new offerings and initiatives, regulatory authorities may implement new rules, taxes, or restrictions or more aggressively enforce existing rules, taxes, or restrictions that could increase our expenses or otherwise prevent us from successfully commercializing these initiatives. If we do not realize the expected benefits of these investments, we may fail to grow, and our business, results of operations, and financial condition would be materially adversely affected.

**We rely on traffic to our platform to grow revenue, which and if we are unable to drive traffic cost-effectively to our platform, it would materially adversely affect our business, results of operations, and financial condition.**

**Our business depends** We believe that increasing awareness of our brand among potential homeowners and guests is an important aspect of our efforts to increase traffic on our ability platform and grow our revenue. We have invested considerable resources to attract drive homeowner and retain capable management guest acquisition and employees, increase awareness regarding our brand, and if we lose any expect to continue to invest in sales and marketing activities and personnel as a key component of our growth strategy. Our marketing efforts are expensive and may not be cost-effective or successful. If our competitors spend more on marketing efforts or are more effective in such efforts, we may not be able to maintain and grow traffic to our platform.

A critical factor in attracting homeowners and guests to our platform is how prominently listings are displayed in response to search queries for key personnel, or if search terms. The success of vacation rentals and the alternative accommodation industry has led to increased costs for relevant keywords as our competitors competitively bid on our keywords. We may not be successful at our efforts to drive traffic growth cost-effectively. If we are unable need to attract, retain and motivate a sufficient number of skilled personnel, increase our performance marketing spend in the future, including in response to increased spend on performance marketing from our competitors, our business, results of operations, and financial condition could be materially adversely affected affected.

Digital performance marketing is increasingly subject to strict regulation, and regulatory or legislative changes could adversely impact the effectiveness of our performance marketing efforts and, as a result, our business. Many countries have adopted, or are adopting, regulations governing the use of cookies and similar technologies, and individuals may be required to "opt-in" to the placement of web browser cookies used for purposes of marketing. For example, to the extent we send direct electronic marketing communications to EU/UK residents and/or place cookies on their electronic devices, we may be unable subject to execute evolving EU privacy laws on cookies and e-marketing. If we are required to change our growth strategy, marketing practices as a result, this could lead to substantial costs, require significant systems changes, limit the effectiveness of our marketing activities, divert the attention of

**Our success depends in large part on** our technology personnel, adversely affect our margins, increase costs, and subject us to additional liabilities. Widespread adoption of such regulations could adversely affect our ability to attract market effectively to current and retain high-quality management prospective homeowners and employees. Our CEO, CFO guests, and other members of our senior management team, as well as other employees, may terminate their employment with us at any time. Losing the services of members of our senior management team could thus materially harm our business until a suitable replacement is found, and such replacement may not have equal experience and capabilities. In addition, we have not purchased life insurance on any members of our senior management team. Furthermore, given the importance of our key executives to our business, we are also vulnerable to the risk that they may take actions, either within or outside the scope of their duties, that intentionally or unintentionally tarnish our brand and reputation or otherwise adversely affect our business, results of operations, and financial condition.

**As** We focus on search engine optimization ("SEO") on unpaid channels to drive traffic to our platform. SEO involves developing our platform in a way that enables a search engine to rank our platform prominently for search queries for which our platform's content may be relevant. Changes to search engine algorithms or similar actions are not within our control, and could adversely affect our search.



engine rankings and traffic to our platform. To the extent that our brand and platform are listed less prominently or fail to appear in search results for any reason, we continue would need to grow, we cannot guarantee that we will be able to attract increase our paid marketing spend, which would increase our overall customer acquisition costs and retain the personnel we need. Our business requires highly skilled technical, engineering, design, product, data analytics, marketing, business development, and customer support personnel, including executive-level employees, who are in high demand and are often subject to competing offers. Competition for qualified employees and executive-level employees is intense in our industry. We have experienced the turnover of key employees, including among the senior management team, and may experience employee and management transitions in future. The loss of qualified employees, or an inability to attract, retain, and motivate employees would materially adversely affect our business, results of operations, and financial condition. If Google or Apple uses its own mobile operating systems or app distribution channels to favor its own or other preferred travel service offerings, or impose policies that effectively disallow us to continue our full product offerings in those channels, there could be an adverse effect on our ability to grow, engage with homeowners and guests who access our platform via mobile apps or search.

To attract Moreover, as guests increase their booking search activity across multiple travel sites or compare offerings across sites, our marketing efficiency and retain key personnel, we use various measures, including an equity incentive program. As we continue effectiveness is adversely impacted, which could cause us to mature, increase our sales and marketing expenditures in the incentives to attract, retain, and motivate employees provided by our programs or by future, arrangements which may not be as effective as in the past. We have a number of current employees who hold equity in our company. It may be difficult for us to continue to retain offset by additional revenue, and motivate these employees, and the value of their holdings could affect their decisions about whether or not they continue to work for us. Our ability to attract, retain, and motivate employees may be adversely affected by declines in our stock price. If we issue significant equity to attract employees or to retain our existing employees, we would incur substantial additional equity-based compensation expense and the ownership of our existing stockholders would be further diluted.

**We may face increased personnel costs or labor shortages that could slow our growth and materially adversely affect our business, results of operations, and financial condition.**

Personnel costs are a primary component of our operating expenses. If we face labor shortages In addition, any negative publicity or increased personnel costs because of increased competition for employees, higher employee turnover rates, increases in the federally-mandated or state-mandated minimum wage, changes in exempt and non-exempt status, or other employee benefits costs (including costs associated with health insurance coverage or workers' compensation insurance), our operating expenses could increase and our growth could be adversely affected.

We have a substantial number of employees who are paid wage rates near, at or based on the applicable federal or state minimum wage, and increases in the applicable minimum wage will increase our personnel costs. From time to time, legislative proposals are made to increase the minimum wage at the federal or state level. As federal, state or other applicable minimum wage rates increase, we may be required to increase not only the wage rates of minimum wage employees, but also the wages paid to our other hourly employees. It may not be possible to increase prices in order to pass future increased personnel costs on to homeowners and/or guests, in which case our margins would be negatively affected. Even if we are able to increase prices to cover increased personnel costs, the higher prices could result in lower revenue, which may also reduce margins.

#### [Table of Contents](#)

Furthermore, as discussed elsewhere in this "Risk Factors" section, the successful operation of our business depends upon public complaints, including those that impede our ability to attract, retain maintain positive brand awareness through our marketing and motivate a sufficient number of qualified management consumer communications efforts, could harm our reputation and other employees. Competition for qualified employees and executive-level employees is intense in our industry, and we may face shortages of skilled labor from time lead to time in the markets in which we operate. Furthermore, adequate staffing can be particularly challenging during peak season in certain markets, when we are required to hire a large number of seasonal workers in order to scale our local operations networks. Shortages of skilled labor may make it increasingly difficult and expensive to attract, train and retain the services of a sufficient number of qualified employees, which could adversely affect homeowner and guest satisfaction and impair our ability to attract new fewer homeowners and guests using our platform, and retain our relationships with our existing homeowners and guests. Furthermore, competition for qualified employees, particularly in markets where such shortages exist, could attempts to replace this traffic through other channels will require us to pay higher wages, which could result in higher personnel costs. Certain Canadian employees of one of our Canadian subsidiaries are under collective bargaining agreements which regulate certain aspects of our employment terms, including compensation, for such individuals. Although none of our U.S. employees are currently covered under collective bargaining agreements, we cannot guarantee that our U.S. employees will not elect to be represented by labor unions in the future. If a significant number of our employees were to become unionized and collective bargaining agreement terms were significantly different from our current compensation arrangements, it could increase our costs sales and adversely affect our business, financial condition and results of operations.

In addition, we are subject to a number of other federal, state, local, and foreign laws regulating employment and employee working conditions, including employment dispute and employee bargaining processes, collective and representative actions, and other employment compliance requirements. Compliance with these regulations is costly and requires significant resources, and we may suffer losses from, or incur significant costs to defend, claims alleging non-compliance with these regulations. In addition, immigration reform continues to attract significant attention in the public arena and the U.S. Congress. If new immigration legislation is enacted, such laws may contain provisions that could increase our costs in recruiting, training and retaining employees, marketing expenditures.

**Maintaining and enhancing our brand and reputation is critical to our future growth, and negative publicity could damage our brand and thereby harm our ability to compete effectively, and could materially adversely affect our business, results of operations, and financial condition.**

Maintaining and enhancing our brand and reputation is critical to our ability to attract homeowners, guests, and employees, to compete effectively, to maintain relationships with our distribution partners, to preserve and deepen the engagement of our existing homeowners, guests, and employees, to maintain and improve our standing in the communities where our homeowners operate (including our standing with community leaders and regulatory bodies), and to mitigate legislative or regulatory scrutiny, litigation, and government investigations. As our brand awareness grows, we expect to depend more heavily on the perceptions of homeowners and guests who use our platform and our services to help make word-of-mouth recommendations that contribute to our growth, recommendations.

Any incident, whether actual or rumored, to have occurred, involving the safety or security of vacation rental homes, homeowners, guests, or other members of the public, fraudulent transactions, or incidents that are mistakenly attributed to Vacasa, and any resulting media coverage, resulting therefrom, could create a negative public perception of our platform, which would adversely impact our ability to attract homeowners and guests. In addition, when homeowners cancel reservations or if we fail to provide timely refunds to guests in connection with cancellations, guest perception of the value of our platform is adversely impacted and may cause guests to not use our platform in the future. The impact of these issues may be more pronounced if we are seen to have failed to provide prompt and appropriate customer support or if our platform policies are perceived to be too permissive or restrictive, or as providing homeowners and/or guests with unsatisfactory resolutions. We have been the subject of media reports, social media posts, blog posts, and content in other forums that contain allegations about our business or activity on our platform that create negative publicity. As a result of these complaints and negative publicity, some homeowners have refrained from, and may in the future refrain from, listing with us, and some guests have refrained from, and may in the future refrain from, using our platform, which could materially adversely affect our business, results of operations, and financial condition.

In addition, our Our brand and reputation could be also harmed if we fail to act responsibly or are perceived as not acting responsibly, or if we fail to comply with regulatory requirements, as interpreted by certain governments or agencies thereof, in a number of areas, such as safety and security, data security, privacy practices, provision of information about users and activities on our platform, sustainability, human rights, diversity, non-discrimination, and support for employees and local communities. Media, legislative, or government scrutiny around our company, including the perceived impact on affordable housing and over-tourism, neighborhood nuisance, privacy practices, provision of information as requested by certain governments or agencies thereof, content on our platform,

business practices and strategic plans, impact of travel on the environment, public health policies that may cause geopolitical backlash, our business partners, private companies where we have minority investments,

[Table of Contents](#)

and our practices relating to our platform, offerings, employees, competition, litigation, and response to regulatory activity, could adversely affect our brand and our reputation with our homeowners, guests, and communities. Social media compounds the potential scope of the negative publicity that could be generated and the speed with which such negative publicity may spread. Any resulting damage to our brand or reputation could materially adversely affect our business, results of operations, and financial condition.

In addition, we

We rely on our homeowners and guests to provide trustworthy reviews and ratings that our homeowners or guests may rely upon to help decide whether or not to book a particular listing or accept a particular booking and that we booking. We also use to enforce quality standards. We rely on these reviews and ratings to further strengthen trust among members of our customer-base. uphold quality standards. Our homeowners and guests may be less likely to rely on reviews and ratings if they believe that our review system does not generate trustworthy, reliable reviews and ratings. We have procedures in place to combat fraud or abuse of our review system, but we cannot guarantee that these procedures are, or will be, effective.

In addition, if our homeowners and guests do not leave reliable reviews and ratings, other if potential homeowners or guests may disregard those these reviews and ratings, and our systems that use reviews and ratings to enforce quality standards would be less effective, which could reduce trust within our customer-base and damage our brand and reputation, and could materially adversely affect our business, results of operations, and financial condition.

**Owner, guest, or third-party actions that are criminal, violent, inappropriate, dangerous, or fraudulent, may undermine the safety or the perception of safety of our services, affect our ability to attract and retain homeowners and guests, and materially adversely affect our reputation, business, results of operations, and financial condition.**

Fraudulent or criminal activity could occur in connection with the use of our services, as we do not have complete control over, or the ability to predict, the actions of our users and other third parties, such as neighbors or invitees, either during the guest's stay, or otherwise, and therefore, we cannot guarantee the safety of our employees, homeowners, guests, and third parties. The actions of homeowners, guests, and other third parties have resulted, and can further result in further, fatalities, injuries, other bodily harm, fraud, invasion of privacy, property damage, discrimination, and brand and reputational damage, which have created, and could continue to create potential legal or other liabilities for us. We do not verify the identity of all of our homeowners and guests nor do we verify or screen third parties who may be present during a reservation made through our platform. Our identity verification processes rely on, among other things, information provided by homeowners and guests, and our ability to validate that information and the effectiveness of third-party service providers that support our verification processes may be limited.

Certain verification processes including legacy verification processes on which we previously relied, may be less reliable than others. These processes are beneficial but are also currently minimal and have subject to limitations, due to a variety of factors, including laws and regulations that prohibit or limit our ability to conduct effective background checks in some jurisdictions, the unavailability of information, and the inability of our systems to detect all suspicious activity. There can be no assurances that the measures we take will significantly reduce criminal or fraudulent activity on our platform. platform or in the homes we manage.

In addition, we may not adequately police the safety, suitability, location, quality, availability of recreational items or other amenities, compliance with our policies or standards, and legal compliance, such as fire code compliance or the presence of carbon monoxide detectors, of all our homeowners' properties. We have in the past taken steps to investigate issues raised by guests and homeowners and endeavor to require our local home care staff, including maintenance and housekeeping teams, to do periodic compliance checks, but we cannot ensure that these are consistently performed. We have created policies and standards to respond to issues reported with properties, but some vacation rentals may pose heightened safety risks to individual guests because those issues have not been reported to us, or because our local operations team has not taken the requisite action based on our policies. policies, or because guests or third parties disregard safety measures. We rely, in part, on reports of issues from homeowners, guests and guests employees to investigate and enforce many of our policies and standards. In addition, our policies may not contemplate certain safety risks posed by rental homes or individual homeowners or guests or may not sufficiently address those risks. For example, we have been in the past, and may be in the future, subject to legal claims and potential liability relating to injuries or other damages sustained in connection with guests' use of recreational items and other amenities on our homeowners' properties. Though we typically seek to obtain waivers from liabilities associated with guest use of these items, homeowners do not always inform us that such items are present on their properties and, in any event, we cannot guarantee that any waiver we are able to obtain will be found to be enforceable.

We have also faced civil litigation, regulatory investigations, and inquiries involving allegations of, among other things, unsafe or unsuitable rental homes, discriminatory policies, data processing, practices or behavior on and off our platform or by homeowners, guests, and third parties, general misrepresentations regarding the safety or accuracy of offerings on our platform, and other homeowner, guest, or third-party actions that are criminal, violent, inappropriate, dangerous, or fraudulent. Our policies, tools, and procedures to protect homeowners, guests, and the communities in which our homeowners

[Table of Contents](#)

operate may not be successful. Similarly, listings that are inaccurate, of a lower than expected quality, or that do not comply with our policies may harm guests and public perception of the quality and safety of rental homes on our platform and materially adversely affect our reputation, business, results of operations, and financial condition.

If homeowners, guests, or third parties engage in criminal activity, or misconduct, including fraudulent, negligent, or inappropriate conduct or use our platform as a conduit for criminal activity, consumers may not consider our platform and the listings on our platform safe, and we may receive negative media coverage, or be subject to involvement in a government investigation concerning such activity, which could adversely impact our brand and reputation, and lower the adoption rate of our platform. For example:

- there have been shootings and other criminal or violent acts on properties booked on our platform, including as a result of unsanctioned house parties;

- there have been undisclosed hidden cameras and claims of invasion of privacy at properties; and
- there have been incidents of homeowners and guests engaging in criminal, fraudulent, or unsafe behavior and other misconduct while using our platform.

The methods used by perpetrators of fraud and other misconduct are complex and constantly evolving, and our trust and security measures have been, and may currently or in the future be, insufficient to detect and help prevent all fraudulent activity and other misconduct. For example, there have been incidents where guests have caused substantial property damage to listings or misrepresented the purpose of their stay and used listings for unauthorized or inappropriate conduct including parties, drug-related activities, or to perpetrate criminal activities.

In addition, certain regions where we operate have higher rates of violent crime or more relaxed safety standards, which can lead to more safety and security incidents, and may adversely impact the adoption of our platform and services in those regions and elsewhere.

If criminal, inappropriate, fraudulent, or other negative incidents continue to occur due to the conduct of homeowners, guests, or third parties, our ability to attract and retain homeowners and guests would be harmed, and our business, results of operations, and financial condition would be materially adversely affected. Such incidents have prompted, and may in the future prompt, stricter regulations or regulatory inquiries into our platform, policies and business practices. **In the United States and other countries, we have had listings being used for parties in violation of our policies which have in some cases resulted in neighborhood disruption or violence.** Further, claims have been asserted against us from our homeowners, guests, and third parties for compensation due to accidents, injuries, assaults, theft, property damage, privacy and security issues, and other incidents that are caused by other homeowners, guests, or third parties while using homes booked on our platform. These claims subject us to potentially significant liability, increase our operating costs, and could materially adversely affect our business, results of operations, and financial condition. We have obtained third-party insurance, which is subject to certain conditions and exclusions, for claims and losses incurred based on incidents related to bookings on our platform. Even where we do have third-party insurance, such insurance may be inadequate to fully cover alleged claims of liability, investigation costs, defense costs, and/or payouts. Even if these claims do not result in liability, we could incur significant time and cost investigating and defending against them. If the quantity or severity of incidents increases, our insurance rates and our financial exposure will grow, which would materially adversely affect our business, results of operations, and financial condition.

**We are subject to payment-related fraud, and an increase in or failure to deal effectively with fraud, fraudulent activities, fictitious transactions, or illegal transactions would materially adversely affect our business, results of operations, and financial condition.**

We process a significant volume and dollar value of transactions on a daily basis. We have incurred and will continue to incur losses from claims by homeowners, fraudulent bookings and fraudulent refund requests, and these losses may be substantial. Such instances have and can lead to the reversal of payments received by us for such bookings, referred to as a "chargeback." For the years ended December 31, 2023, 2022, and 2021, total chargeback expense was \$4.7 million, \$5.1 million, and \$2.8 million, respectively. Our ability to detect and combat fraud, which has become increasingly common and sophisticated, could be adversely impacted by the adoption of new payment methods, the emergence and innovation of new technology platforms, including mobile and other devices, and our growth in certain regions, including in regions with a history of elevated fraudulent activity. We expect that technically knowledgeable criminals will continue to attempt to circumvent our anti-fraud systems. In addition, the payment card networks have rules around acceptable chargeback ratios. If we are unable to effectively identify fraudulent bookings on our platform, combat the use of fraudulent credit cards, or otherwise maintain or lower our current levels of chargebacks, we may be subject to fines and higher transaction fees or processors holding significant reserves against us, be required to post collateral or be unable to continue to accept card payments because payment card networks have revoked our access to their networks, any of which would materially adversely impact our business, results of operations, and financial condition.

**Measures that we are taking to improve the trust and safety of our platform may cause us to incur significant expenditures and may not be successful.**

We have taken and continue to take measures to improve the trust and safety of the community on our platform, combat fraudulent activities and other misconduct and improve community trust, such as terminating the management contracts of homeowners who fail to comply with our policies. **These measures are long-term investments in our business and for the trust and safety of our community; however,** However, some of these measures increase friction on our platform by increasing the number of steps required to list or book, which reduces homeowner and guest activity on our platform, and could materially adversely affect our business, results of operations, and financial condition. Implementing these trust and safety initiatives, which include, among other things, limited verification of homeowners and listings, restrictions on "party" houses, manual screening of high-risk reservations, restrictions on certain types of bookings, and providing rental home neighbors with the contact information for our local staff, or other initiatives, has caused and will continue to cause us to incur significant ongoing expenses and may result in fewer listings and bookings or reduced homeowner and guest retention, which could materially adversely affect our business, results of operations, and financial condition. **As we operate an international platform, the timing and implementation of these measures will vary across geographic regions.** We have invested and plan to continue to invest significantly in the trust and safety of our platform and services, but there can be no assurances that these measures will be successful, significantly reduce criminal or fraudulent activity on or off our platform, or be sufficient to protect our reputation in the event of such activity.

#### [Table of Contents](#)

**We rely on traffic to our platform to grow revenue, and if we are unable to drive traffic cost-effectively, it would materially adversely affect our business, results of operations, and financial condition.**

We believe that increasing awareness of our brand among potential homeowners and guests is an important aspect of our efforts to increase traffic on our platform and grow our revenue. We rely on performance marketing, brand marketing, and other marketing initiatives, as well as a variety of public relations and communications activities, to drive homeowner and guest acquisition and increase awareness regarding our brand. We have invested considerable resources in these efforts to date, and expect to continue to invest in sales and marketing activities and personnel as a key component of our growth strategy. Our marketing efforts are expensive and may not be cost-effective or successful. If our competitors spend increasingly more on marketing efforts or are more effective in such efforts, we may not be able to maintain and grow traffic to our platform.

A critical factor in attracting homeowners and guests to our platform is how prominently listings are displayed in response to search queries for key search terms. The success of vacation rentals and the alternative accommodation industry has led to increased costs for relevant keywords as our competitors competitively bid on our keywords. We may not be successful at our efforts to drive traffic growth cost-effectively. If we are not able to effectively increase our traffic growth without increases in spend on performance marketing, we may need to increase our performance marketing spend in the future, including in response to increased spend on performance marketing from our competitors, and our business, results of operations, and financial condition could be materially adversely affected.

The technology that powers much of our performance marketing is increasingly subject to strict regulation, and regulatory or legislative changes could adversely impact the effectiveness of our performance marketing efforts and, as a result, our business. Many countries have adopted, or are in the process of adopting, regulations governing the use of cookies and similar technologies, and individuals may be required to "opt-in" to the placement of web browser cookies used for purposes of marketing. For example, to the extent we send direct electronic marketing communications to EU/UK residents and/or place cookies on electronic devices used by EU residents within the EU, we may be subject to evolving EU privacy laws on cookies and e-marketing. If we are required to change our marketing practices as a result, this could lead to substantial costs, require significant systems changes, limit the effectiveness of our marketing activities, divert the attention of our technology personnel, adversely affect our margins, increase costs, and subject us to additional liabilities. Widespread adoption of regulations that significantly restrict our ability to use performance



marketing technology could adversely affect our ability to market effectively to current and prospective homeowners and guests, and thus materially adversely affect our business, results of operations, and financial condition.

We focus on search engine optimization ("SEO") on unpaid channels to drive traffic to our platform. SEO involves developing our platform in a way that enables a search engine to rank our platform prominently for search queries for which our platform's content may be relevant. Changes to search engine algorithms or similar actions are not within our control, and could adversely affect our search engine rankings and traffic to our platform. To the extent that our brand and platform are listed less prominently or fail to appear in search results for any reason, we would need to increase our paid marketing spend, which would increase our overall customer acquisition costs and materially adversely affect our business, results of operations, and financial condition. If Google or Apple uses its own mobile operating systems or app distribution channels to favor its own or other preferred travel service offerings, or impose policies that effectively disallow us to continue our full product offerings in those channels, there could be an adverse effect on our ability to engage with homeowners and guests who access our platform via mobile apps or search.

Moreover, as guests increase their booking activity across multiple travel sites or compare offerings across sites, our marketing efficiency and effectiveness is adversely impacted, which could cause us to increase our sales and marketing expenditures in the future, which may not be offset by additional revenue, and could materially adversely affect our business, results of operations, and financial condition. In addition, any negative publicity or public complaints, including those that impede our ability to maintain positive brand awareness through our marketing and consumer communications efforts, could harm our reputation and lead to fewer homeowners and guests using our platform, and attempts to replace this traffic through other channels will require us to increase our sales and marketing expenditures.

*If we are unable to expand our international operations and manage the risks presented by our business model internationally, international operations, our business, results of operations, and financial condition would be materially adversely affected.*

Until December 31, 2020, we operated vacation rental property management services in the United States, Canada, South Africa and a number of countries in Europe and Latin America. As of the beginning of 2021 and in part as a result of the business downturn caused by COVID-19, we reduced our international operations by winding down vacation rental operations in Europe, South Africa and several countries in Central and South America. Currently, we provide vacation rental management services in the United States, Belize, Canada, Costa Rica, and Mexico.

We also operate offices for have design and technology activities in Chile, New Zealand and, since September 2023, in New Zealand, the Czech Republic. As of December 31, 2022 December 31, 2023, we had

[Table of Contents](#)

approximately 400 500 employees outside the United States. For the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, approximately, 2%, 1% 2%, and 3% 1% of our revenue, respectively, was generated from vacation rental management activities outside of the United States. We expect to expand our international operations that support certain corporate functions in the countries that we are currently operating in. We also anticipate making selective entries into new international markets over time, primarily in Europe and the Americas.

Managing an international organization is difficult, time-consuming, and expensive, and requires significant management attention and careful prioritization. International expansion efforts that we previously undertook have not been entirely successful, and future undertakings could also prove unsuccessful. attention. In addition, conducting international operations subjects us to risks, which include:

- operational and compliance challenges caused by distance, language, and cultural differences;
- the cost and resources required to localize our platform and services, which often requires the including translation of our platform into foreign languages and adaptation of our platform and services for local practices and regulatory requirements;
- unexpected, differing, more restrictive differing, and conflicting laws and regulations, including those laws governing Internet activities, short-term and long-term rentals, (including those implemented in response to the COVID-19 pandemic), tourism, tenancy, taxes, licensing, payments processing, messaging, marketing activities, registration and/or verification of guests, ownership and protection of intellectual property, content, data collection and privacy, security, data localization, data transfer and government access to personal information, and other activities important to our business; the lack of familiarity and the burden of complying with them;
- uncertainties regarding the interpretation of national and local laws and regulations, uncertainty in the enforceability of legal rights, and uneven application of laws and regulations to businesses, in particular to U.S. companies;
- competition with companies that understand local markets better than we do, or that have a local presence and pre-existing relationships with potential homeowners and guests in those markets;
- differing levels of social acceptance of our brand and offerings;
- legal uncertainty regarding our liability for the listings, services, and content provided by homeowners, guests, and other third parties;
- parties and uncertain resolutions of litigation or regulatory inquiries;
- variations in, payment forms for homeowners and guests, increased operational complexity around, payments, payment activity between us, homeowners and guests, and inability to offer local payment forms like cash or country-specific digital forms of payment;
- lack of familiarity and the burden of complying with a wide variety of U.S. and foreign laws, legal standards, and regulatory requirements, which are complex, sometimes inconsistent, and subject to unexpected changes;
- potentially adverse tax consequences, including resulting from the complexities of foreign corporate income tax systems, value added tax ("VAT") regimes, tax withholding rules, lodging taxes, often known as transient or occupancy taxes, hotel taxes, and other indirect taxes, tax collection or remittance obligations, and restrictions on the repatriation of earnings;
- difficulties in managing and staffing international operations, including due to differences in legal, regulatory, and collective bargaining processes;
- fluctuations in currency exchange rates and in particular, decreases in the value of foreign currencies relative to the U.S. dollar;
- regulations governing the control of local currencies and impacting the their impact on our ability to collect and remit funds to homeowners in those currencies or to repatriate cash into the United States;
- oversight by foreign government agencies whose approach to privacy or human rights may be inconsistent with those taken in other countries;
- increased financial accounting and reporting burdens, and complexities and difficulties in implementing and maintaining adequate internal controls in an international operating environment;
- political, social, and economic instability abroad, terrorist attacks, and security concerns in general; and
- operating in countries that are more prone to crime or have lower safety standards;

- operating in countries that standards, or have higher risk of corruption; and
- reduced or varied protection for our intellectual property rights in some countries; corruption.

Any further international expansion of our business could exacerbate these risks and may not be successful. Increased operating expenses, decreased revenue, negative publicity, negative reaction from our homeowners and guests and other stakeholders, or other adverse impacts from any of the above factors or other risks related to our international operations, including if our international expansion efforts are unsuccessful, could materially adversely affect our brand, reputation, business, results of operations, financial condition, and growth prospects.

**Our growth strategy has included and may in the future include strategic acquisitions and dispositions. We may not be able to consummate future acquisitions or successfully integrate past or future acquisitions.**

A portion of our growth has been due to acquisitions of strategic businesses. We may make strategic acquisitions in the future to enhance our market position and broaden our product offerings. Our ability to successfully effectuate acquisitions in the future subject to a variety of risks, including:

**Table:** Our ability to identify acceptable acquisition candidates;

- The impact of Contents increased competition for acquisitions, which may increase acquisition costs, affect our ability to consummate acquisitions on favorable terms, and result in us assuming a greater portion of the seller's liabilities;
- Successfully integrating acquired businesses, including integrating the management, technological and operational processes, procedures and controls of the acquired businesses with those of our existing operations;
- Adequate financing for acquisitions being available on terms acceptable to us;
- Unexpected losses of key employees, customers and suppliers of acquired businesses;
- Mitigating assumed, contingent and unknown liabilities, including ongoing lawsuits or liabilities that could subject us to lawsuits;
- Acquiring goodwill and other non-amortizable intangible assets that will be subject to impairment testing and potential impairment charges;
- The impact of amortization expense related to certain intangible assets, which would increase our expenses and working capital; and
- Challenges in managing the increased scope, geographic diversity and complexity of our operations.

The process of integrating acquired businesses into our existing operations may result in unforeseen operating difficulties and may require additional financial resources and attention from management that would otherwise be available for the ongoing development or expansion of our existing operations. There can be no assurance that pre-acquisition due diligence will have identified all material issues that might arise with respect to such acquired business. Furthermore, even if successfully integrated, the acquired business may not achieve the results we expected or produce expected benefits in the time frame planned. From time to time, we may also divest or wind down portions of our business, both acquired or otherwise, that are no longer strategically important, which could materially affect our cash flows and results of operations. Failure to continue with our acquisition strategy or the successful integration of acquired businesses could have an adverse effect on our business, financial condition, results of operations and cash flows.

**Our failure to properly manage funds held on behalf of customers raise additional capital or generate the significant capital necessary to expand our operations and invest in new offerings could materially reduce our ability to compete and could adversely affect our business, results of operations, and financial condition, business.**

When a guest books We have incurred significant operating losses and pays for a stay generated negative cash flows from operations as we have invested to support the growth of our business, and expect to continue to do so in the future as we execute on our platform, we do strategic initiatives to grow our business. Our future capital requirements will depend on many factors, including, but not recognize the amount the guest has paid until the stay occurs, at which time we recognize limited to, our commission growth, our ability to attract and fees as revenue and (other than in certain locations in which the homeowner is paid upon booking) initiate the process to remit the payment to the homeowner, which occurs monthly following the stay, barring any alterations or cancellations which may result in funds being returned to the guest. Accordingly, at any given time, we hold on behalf of our retain new homeowners and guests a substantial amount that utilize our services, the extent and profitability of funds, which are generally held in bank deposit accounts and in U.S. treasury bills and recorded on our consolidated balance sheets as funds receivable and amounts held on behalf any strategic transactions we enter into, the continuing market acceptance of customers. In certain jurisdictions, we are required to either safeguard customer funds in bankruptcy-remote bank accounts, or hold such funds in eligible liquid assets, as defined by the relevant regulators in such jurisdictions, equal to at least 100% of the aggregate amount held on behalf of customers. Our ability to manage and account accurately for the cash underlying our customer funds requires a high level of internal controls. As our business continues to grow and we expand our offerings, the timing and tiers, extent of spending to enhance our technology, and the expansion of our sales and marketing activities and, as a result, we must continue may require additional financing. We evaluate financing opportunities from time to time to strengthen our associated internal controls. Our success requires significant public confidence in time, and our ability to handle large obtain financing will depend, among other things, on our development efforts, business plans, operating performance, and growing transaction volumes and amounts the condition of customer funds. Any failure to maintain the necessary controls or to manage the assets underlying our customer funds accurately could result in reputational harm, lead customers to discontinue or reduce their use of our platform and services, and result in significant penalties and fines from regulators, each of which could materially adversely affect our business, results of operations, and financial condition.

**Because we recognize revenue during the guest stay and not at booking, upticks or downturns in bookings are not immediately reflected in our results of operations.**

We experience a difference in timing between when a booking is made and when we recognize revenue, which is capital markets at the time of the stay. The effect of significant downturns in bookings in a particular quarter we seek financing. Additional financing may not be fully reflected in available to us on acceptable terms when required, or at all. If we raise additional funds through future issuances of equity or convertible debt securities, our results existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences, and privileges superior to those of operations until future periods because holders of this timing in revenue recognition. We have issued, our Class A Common Stock. In addition, our stockholders will experience additional dilution when stock appreciation rights holders and may continue option holders exercise their rights to issue, future stay credits to guests who chose to cancel within purchase our enhanced cancellation policy. Such future stay credits are recognized as a liability on Class A Common Stock under our consolidated balance sheets. Alternatively, in certain instances, equity incentive plans, any restricted stock units or performance stock units we may offer a refund in lieu of a future stay credit. We account for these refunds as variable consideration, which results in a reduction grant from time to revenue, time vest and settle, we issue equity awards to our employees under our equity incentive plans or our employee stock purchase plan, and we otherwise issue additional equity interests.

Our efforts to create new offerings and initiatives are costly, and if we are unable to successfully pursue such offerings raise additional funds when we need them and initiatives, we may fail on terms that are acceptable to us, our ability to continue to develop or enhance our platform, products or services, support and grow our business and operations, respond to business challenges and opportunities, and execute our growth strategy would be significantly limited, and our business, results of operations, and financial condition would be materially adversely affected.

In order to grow our business, we will need to continue investing in the development of new offerings and initiatives that differentiate us from our competitors. Developing and delivering new offerings and initiatives increase our expenses and our organizational complexity, and we may experience difficulties in developing and implementing these new offerings and initiatives.

*Our new offerings business depends on our ability to attract and initiatives have a high degree of risk, as they may involve significant investment retain capable management and upfront costs. For example, employees, and if we have, and expect to continue investing in resources to incorporate smart home technology across our portfolio. There can be no assurance that homeowner demand for smart home technology or other offerings and initiatives we may develop or otherwise introduce from time to time will exist or be sustained at the levels that we anticipate, that we will be able to successfully manage the development and delivery of such offerings and initiatives, or that lose any of these offerings our key personnel, or initiatives will gain sufficient market acceptance to generate sufficient revenue to offset associated expenses or liabilities. It is also possible that offerings developed by others will render our offerings and initiatives noncompetitive or obsolete. Further, these efforts entail investments in our systems and infrastructure, payments platform, and increased legal and regulatory compliance expenses, could distract management from our core business operations, and will divert capital and other resources from our more established offerings and geographic regions. Even if we are successful in developing new offerings unable to attract, retain and initiatives, regulatory authorities may subject us or our homeowners and guests to new rules, taxes, or restrictions or more aggressively enforce existing rules, taxes, or restrictions that could increase our expenses or otherwise prevent us from successfully commercializing these initiatives. If we do not realize the expected benefits motivate a sufficient number of our investments, we may fail to grow, and skilled personnel, our business, results of operations, and financial condition would could be materially adversely affected, affected, and we may be unable to execute our growth strategy.*

Our future success depends in large part on our ability to attract and retain high-quality management and employees. Our CEO, CFO and other members of our senior management team, as well as other employees, may terminate their employment with us at any time. Losing the services of members of our senior management team could materially harm our business until a suitable replacement is found, and such replacement may not have equal experience and capabilities. In addition, we have not purchased life insurance on any members of our senior management team. Furthermore, given the importance of our key executives to our business, we are also vulnerable to the risk that they may take actions, either within or outside the scope of their duties, that intentionally or unintentionally tarnish our brand and reputation or otherwise adversely affect our business, results of operations, and financial condition. In addition, in 2023 and 2024, we announced and implemented reductions in our employee base. Such reductions could negatively impact our ability to attract, retain, and motivate employees.

We cannot guarantee that we will be able to attract and retain the personnel we need. Our business requires highly skilled technical, engineering, design, product, data analytics, marketing, business development, and customer support personnel, including executive-level employees, who are in high demand and are often subject to competing offers. Competition for qualified employees and executive-level employees is intense in our industry. We have experienced the turnover of key employees, including among the senior management team, and may experience employee and management transitions in future. The COVID-19 pandemic loss of qualified employees, or an inability to attract, retain, and motivate employees would materially adversely affect our business, results of operations, and financial condition and impair our ability to grow.

To attract and retain key personnel, we use various measures, including an equity incentive program. As we continue to mature, the incentives to attract, retain, and motivate employees provided by our programs or by future arrangements may not be effective. We have a number of current employees who hold equity in our company. It may be difficult for us to continue to retain and motivate these employees, and the impact value of actions to mitigate the COVID-19 pandemic have materially adversely impacted and may their holdings could affect their decisions about whether or not they continue to materially work for us. Our ability to attract, retain, and motivate employees may be adversely impact affected by declines in our stock price. If we issue significant equity to attract employees or to retain our existing employees, we would incur substantial additional equity-based compensation expense and the ownership of our existing stockholders would be further diluted.

**We may face increased personnel costs or labor shortages that could slow our growth and adversely affect our business, results of operations and financial condition.**

Since early 2020, Personnel costs are a primary component of our operating expenses. If we face labor shortages or increased personnel costs because of increased competition for employees, higher employee turnover rates, increases in the world has been federally-mandated or state-mandated minimum wage, changes in exempt and continues non-exempt status, or other employee benefits costs (including costs associated with health insurance coverage or workers' compensation insurance), our operating expenses could increase and our growth could be adversely affected.

We have a substantial number of employees who are paid wage rates near, at or based on the applicable federal or state minimum wage, including workers who are paid on a piece-work basis, and increases in the applicable minimum wage will increase our personnel costs. As federal, state or other applicable minimum wage rates increase, we may be required to increase not only the wage rates of minimum wage employees, but also the wages paid to our other hourly employees. It may not be impacted by COVID-19 and its variants. Government regulations possible to increase prices in response order to pass future increased personnel costs on to homeowners and/or guests, in which case our margins would be negatively affected. Even if we are able to increase prices to cover increased personnel costs, the higher prices could result in lower revenue, which may also reduce margins. In addition, we face risks related to the pandemic and changes in social behaviors have closed costs associated with compliance, or limited certain government functions, or businesses or have otherwise limited social or public gatherings. Such mitigation measures that have impacted our business include travel failure to comply with, with varying minimum wage laws.

#### [Table We may face shortages of Contents](#)

restrictions or quarantine skilled labor from time to time in the various markets in which we operate. Furthermore, adequate staffing can be particularly challenging during peak season in certain markets, when we are required to hire a large number of seasonal workers in order to scale our local operations networks. Shortages of skilled labor may make it increasingly difficult and shelter-in-place orders. These responses, expensive to attract, train and retain the services of a sufficient number of qualified employees, which continue to shift as variants or outbreaks of COVID-19 continue to develop, have had could adversely affect homeowner and may continue to have a material adverse impact on our business guest satisfaction and operations and on travel behavior and demand.

In addition, COVID-19 has disrupted and may continue to disrupt the operations of our business partners and third-party vendors, suppliers, and service providers. The COVID-19 pandemic has also resulted in, and may continue to result in, significant disruption of global financial markets, reducing impair our ability to access capital, attract new homeowners and guests and retain our relationships with our existing homeowners and guests. Furthermore, competition for qualified employees, particularly in markets where such shortages exist, could require us to pay higher wages, which could result in higher personnel costs. Certain Canadian employees of one of our Canadian subsidiaries are under collective bargaining agreements which regulate certain aspects of our employment terms, including compensation, for such individuals. Although none of our U.S. employees are currently covered under collective bargaining agreements, we cannot guarantee that our U.S. employees will not elect to be represented by labor unions in the future negatively affect future. If a significant number of our liquidity, employees were to become unionized and collective

It is not possible to quantify the impact the COVID-19 pandemic has had on bargaining agreement terms were significantly different from our business current compensation arrangements, it could increase our costs and operations to date as a result of the factors discussed above, or to estimate the long-term impact that COVID-19 could have on adversely affect our business, financial condition and results of operations as operations.

In addition, we are subject to a number of other federal, state, local, and foreign laws regulating employment and employee working conditions, including employment dispute and employee bargaining processes, collective and representative actions, and other employment compliance requirements. Compliance with these regulations is costly and requires significant resources, and we may suffer losses from, or incur significant costs to defend, claims alleging non-compliance with these regulations. In addition, immigration reform continues to attract significant attention in the impact will depend on future developments public arena and the U.S. Congress. If new immigration legislation is enacted, such as laws may contain provisions that could increase our costs in recruiting, training and retaining employees.

**Any decline or disruption to the prevalence of travel and hospitality industries or economic downturn, natural disasters, local national, and international travel restrictions (including new or reinstated restrictions as a result of COVID-19 variants global public health emergencies, geopolitical conflicts, or other highly infectious diseases), vaccination requirements in connection with travel, and impacts and fluctuations in demand for travel, which are highly uncertain and cannot be predicted. To the extent the COVID-19 pandemic catastrophic events or other events outside of our control would materially adversely affects our business, results of operations, and financial condition, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section. Any of the foregoing factors, or other cascading effects of the COVID-19 pandemic that are not currently foreseeable, could materially adversely impact affect our business, results of operations, and financial condition.**

We face possible risks associated with Our financial performance is dependent on the strength of the travel and hospitality industries and macroeconomic conditions. Events beyond our control, such as unusual or extreme weather or natural disasters, such as earthquakes, hurricanes, fires, tsunamis, floods, significant snow storms, other severe weather, droughts, volcanic eruptions, and pandemics or health epidemics, such as the COVID-19 pandemic, restrictions related to travel, trade or immigration policies, wars or regional hostilities (such as the Ukraine-Russia and Israel-Hamas conflicts and any escalations thereof), terrorist attacks, political uncertainty, protests, foreign policy changes, systemic financial system or banking failures, imposition of taxes or surcharges by regulatory authorities, changes in regulations, policies, or conditions related to sustainability, including climate change, work stoppages, labor unrest or travel-related accidents can disrupt travel globally or otherwise result in declines in travel demand. Because these events or concerns, and the physical full impact of their effects, of climate change, any of are largely unpredictable, they can dramatically and suddenly affect travel behavior by consumers, and therefore reduce demand for our platform and services, which could have a material adverse effect on would materially adversely affect our business, results of operations, and financial condition. Increasing awareness around the impact of air travel on climate change and the impact of over-tourism may also adversely impact the travel and hospitality industries and demand for our platform and services.

We are subject to the risks associated with natural disasters and the physical effects of climate change, which may include more frequent or severe storms, hurricanes, flooding, rising sea levels, shortages of water, droughts, and wildfires, any of which Additionally, these factors could affect our business infrastructure and the rental homes that we manage and, consequently, have a material adverse effect on our business, results of operations, and financial condition. manage. To the extent climate change causes changes in weather patterns, our coastal destinations could experience increases in storm intensity and rising sea levels causing damage to our homeowners' properties and result in a reduced number of listings in these areas. Short-term, extreme weather patterns may also make it unsafe or impractical for guests, or employees or contractors providing home care services, to travel to affected locations, which may, in turn, result in homeowners choosing not to rent their properties during certain times and reduce the overall number of nights available. Climate change may also affect our business by increasing the cost of, or making unavailable, property insurance on terms our homeowners find acceptable in areas most vulnerable to such events, increasing operating costs for our homeowners, including the cost of water or energy, and requiring our homeowners to expend funds as they seek to repair and protect their properties in connection with such events. As a result of the foregoing and other climate-related issues, our homeowners may decide to remove their listings from our platform. If we are unable to provide vacation rentals for booking in certain areas due to climate change, we may lose both homeowners and guests, which could have a material adverse effect on our business, results of operations, and financial condition.

Our financial performance is also subject to global economic conditions and their impact on levels of discretionary consumer spending. Some of the factors that have an impact on discretionary consumer spending include general economic conditions, worldwide or regional recessions, unemployment, consumer debt, reductions in net worth, fluctuations in exchange rates, wage inflation, residential real estate and mortgage markets, taxation, energy prices, interest rates, consumer confidence, tariffs, and other macroeconomic factors.

Consumer preferences tend to shift to lower-cost alternatives during recessionary periods and other periods in which disposable income is adversely affected, which could lead to a decline in the bookings and prices for rentals through our platform and an increase in cancellations, and thus result in lower revenue. Leisure travel in particular, which accounts for a substantial majority of our current business, is dependent on discretionary consumer spending levels. Downturns in worldwide or regional economic conditions, such as the downturn experienced during the COVID-19 pandemic, led to a general decrease in leisure travel and travel spending, and similar downturns in the future may materially adversely impact demand for our platform and services. Such a shift in consumer behavior would materially adversely affect our business, results of operations, and financial condition.

**The coverage afforded under our insurance policies may be inadequate for the needs of our business or our third-party insurers may be unable or unwilling to meet our coverage requirements, which could materially and adversely affect our business, results of operations, and financial condition.**

We use a combination of third-party insurance and self-insurance to manage the exposures related to our business operations. We support our homeowners by maintaining an accommodations accommodation protection program. Our business, results of operations, and financial condition would be materially adversely affected if (i) cost per claim, premiums or the number of claims significantly exceeds our expectations; (ii) we experience a claim in excess of our coverage limits; (iii) our insurance providers become insolvent or otherwise fail to pay on our insurance claims; (iv) we experience a claim for which coverage is not provided; or (v) the number of claims under our deductibles or self-insured retentions differs from historic historical averages. Our overall spend on insurance has increased as our business has and risk exposure have grown and losses from covered claims have increased. Premiums have increased as a result, and we have experienced and expect to continue to experience increased difficulty in obtaining appropriate policy limits and levels of coverage at a reasonable cost and with reasonable terms and conditions. Our costs for obtaining these policies will continue to increase as our business grows and continues risk exposures continue to evolve. Furthermore, as our business continues to develop and diversify, we may experience difficulty in obtaining insurance coverage for new and evolving offerings and tiers, which could require us to incur greater costs and materially adversely affect our business, results of operations, and financial condition. Additionally, if we fail to comply with insurance regulatory requirements in the regions where we operate, or other regulations governing insurance coverage, our brand, reputation, business, results of operations, and financial condition could be materially adversely affected.

[Table of Contents](#)

**Accommodations Accommodation** Protection Program

In As an additional benefit to our homeowners and in order to offset our potential exposure related to stays and experiences and to comply with certain short-term rental regulatory requirements, we enroll homeowners in our accommodations accommodation protection program, which provides coverage protection for claims from guests and third parties for of guest-caused property damage or guest bodily injury or property damage arising from stays booked through our platform, the reservation. The accommodations accommodation protection program is subject to certain terms, conditions and exclusions, and homeowners may opt out of the program, program, if the homeowner provides documentation of sufficient alternative coverage through their homeowners insurance. Our homeowners may also benefit from coverage protection provided through our distribution partners when bookings of Vacasa rental homes are made through their platforms.

However, these programs may not provide coverage protection for certain types of claims and may be insufficient to fully cover costs of investigation, costs of defense, and payments or judgments arising from covered claims. In addition, extensive or costly claims could lead to premium rate increases or difficulty securing coverage, which may result in increased financial exposure and an inability to meet insurance regulatory requirements. Increased claim frequency and severity and increased fraudulent claims could result in greater payouts, premium increases, and/or difficulty securing coverage. Further, disputes with homeowners as to whether an insurance a protection program applies to alleged losses or damages and the increased submission of fraudulent payment requests could require significant time and financial resources.

#### Corporate Insurance

We procure insurance policies to cover various operations-related risks, including general business liability, workers' compensation, cyber liability and data breaches, crime, directors and officers liability, and property insurance. We do not have sufficient coverage for certain catastrophic events, including certain business interruption losses, such as those resulting from the COVID-19 pandemic. Additionally, certain policies may not be available to us and the policies we have and obtain in the future may not be sufficient to cover all of our business exposure.

#### Risks Related to Accounting, Tax and Financial Statement Matters

##### **A future impairment of our long-lived assets or goodwill could adversely affect our results of operations and financial condition.**

We evaluate our long-lived assets or asset groups for indicators of possible impairment by comparing the carrying amount to future net undiscounted cash flows expected to be generated by such asset or asset group and its eventual disposal when events or changes in circumstances indicate the carrying amount of an asset or asset group may not be recoverable. If the carrying value of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent that the carrying value exceeds its fair value. We review goodwill for impairment by initially considering qualitative factors to determine whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount, including goodwill, as a basis for determining whether it is necessary to perform a quantitative analysis. If it is determined that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, a quantitative analysis is performed to identify goodwill impairment.

Potential indicators of impairment include significant changes in performance relative to expected operating results, significant negative industry or economic trends, or a significant decline in the Company's stock price and/or market capitalization for a sustained period of time. If one or more of these impairment indicators occur or intensify, this could result in an impairment of long-lived assets or further impairment of goodwill. The Company performed a quantitative impairment assessment as of December 31, 2022, which resulted in a goodwill impairment charge of \$244.0 million. The Company performed a quantitative impairment assessment as of September 30, 2023, which resulted in long-lived asset and goodwill impairment charges of \$46.0 million and \$411.0 million, respectively. No other material impairment charges were taken as of December 31, 2023.

Future impairment of our long-lived assets or goodwill could be material and could adversely affect our results of operations and financial condition.

##### **We may experience significant fluctuations in our results of operations from quarter to quarter and year to year as a result of seasonality and other factors, which make it difficult to forecast our future results.**

Our results of operations may vary significantly from quarter to quarter and year to year and are not an indication of our future performance. Our overall business is seasonal, reflecting typical travel behavior patterns over the course of the calendar year. In addition, each market where we operate has unique seasonality, events, and weather that can increase or decrease demand for our offerings. Certain holidays can have an impact on our revenue by increasing Nights Sold on the holiday itself or during the preceding and subsequent weekends. Typically, our second and third quarters have higher revenue due to increased Nights Sold. Our GBV typically follows the seasonality patterns of Nights Sold. Our operations and support costs also increase in the second and third quarters as we increase our hourly staffing to handle increased activity on our platform in those periods. Our business is also subject to fluctuations in available working capital. Our cash and working capital tends to be highest in the second quarter and lowest in the fourth quarter of the year. If our working capital reserves are inadequate, we may be required to draw against our credit facility or seek additional sources of capital, which may not be available or may come with undesirable terms. In such event, our ability to support and grow our business and operations, respond to business challenges and opportunities, and execute our growth strategy would be significantly limited, and our business, results of operations, and financial condition would be materially adversely affected.

As our business matures, other seasonal trends may develop, or these existing seasonal trends may become more extreme. In addition to seasonality, our results of operations may fluctuate as a result of a variety of other factors, many of which are beyond our control, may be difficult to predict, and may not fully reflect the underlying performance of our business, including:

- reduced travel and cancellations due to other events beyond our control, such as the COVID-19 pandemic or other epidemics, increased or continuing restrictions on travel and immigration, trade disputes, economic downturns, significant labor shortages, political, civil or social unrest, armed hostilities and the impact of climate on travel (including fires, floods, severe weather and other natural disasters) or law enforcement demands and other regulatory actions;
- periods with increased investments in our platform for existing offerings, new offerings and initiatives, marketing, and the accompanying growth in headcount;
- our ability to maintain growth and effectively manage that growth;
- increased competition;
- our ability to expand our operations in new and existing regions;
- changes in governmental or other regulations affecting our business;
- changes to our internal policies or strategies;
- harm to our brand or reputation; and
- other risks described elsewhere in this Annual Report.



As a result, it may be more difficult to accurately forecast our results of operations and, if our forecasts are not accurate, we may fail to meet the expectations of investors and securities analysts, which could cause the trading price of our Class A Common Stock to fall substantially and potentially subject us to costly lawsuits, including securities class action suits. Moreover, we base our expense levels and investment plans on estimates for revenue that may turn out to be inaccurate. A significant portion of our expenses and investments are fixed, and we may not be able to adjust our spending quickly enough if our revenue is less than expected or if costs are higher than expected, resulting in losses that exceed our expectations. If our assumptions regarding the risks and uncertainties that we use to plan our business are incorrect or change, or if we do not address these risks successfully, our results of operations could differ materially from our expectations and our business, results of operations, and financial condition could be materially adversely affected.

***We track certain operational metrics, which are subject to payment-related fraud inherent challenges in measurement, and an increase real or perceived inaccuracies in such metrics may harm our reputation and materially adversely affect our stock price, business, results of operations, and financial condition.***

We track certain operational metrics, including metrics such as GBV, Nights Sold, and GBV per Night Sold, which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. Our internal systems and tools are subject to a number of limitations, and our methodologies for tracking these and other metrics may change over time, which could result in unexpected changes to our metrics, including the those we publicly disclose. If the internal systems and tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our platform is used across populations globally. The calculation of GBV and Nights Sold requires the ongoing collection of data on new offerings that are added to our platform over time. Our business is complex, and the methodology used to calculate GBV and Nights Sold may require future adjustments to accurately represent the full value of new offerings.

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

***Because we recognize revenue during the guest stay and not at booking, upticks or downturns in bookings are not immediately reflected in our results of operations.***

We experience a difference in timing between when a booking is made and when we recognize revenue, which is at the time of the stay. The effect of significant downturns in bookings in a particular quarter may not be fully reflected in our results of operations until future periods because of this timing in revenue recognition. We have issued, and may continue to issue, future stay credits to guests who chose to cancel within our enhanced cancellation policy. Such future stay credits are recognized as a liability on our consolidated balance sheets. Alternatively, in certain instances, we may offer a refund in lieu of a future stay credit. We account for these refunds as variable consideration, which results in a reduction to revenue.

***Our failure to deal effectively with fraud, fraudulent activities, fictitious transactions, or illegal transactions would properly manage funds held on behalf of customers could materially adversely affect our business, results of operations, and financial condition.***

We When a guest books and pays for a stay on our platform, we do not recognize the amount the guest has paid until the stay occurs, at which time we recognize our commission and fees as revenue and (other than in certain locations in which the homeowner is paid upon booking) initiate the process a significant volume and dollar value of transactions on a daily basis. We have incurred and will continue to incur losses from claims by homeowners, fraudulent bookings and fraudulent refund requests, and these losses may be substantial. Such instances have and can lead remit the payment to the reversal homeowner, which occurs monthly following the stay, barring any alterations or cancellations which may result in funds being returned to the guest. Accordingly, at any given time, we hold on behalf of payments received our homeowners and guests a substantial amount of funds, which are generally held in bank deposit accounts and in U.S. treasury bills and recorded on our consolidated balance sheets as funds receivable and amounts held on behalf of customers. In certain jurisdictions, we are required to either safeguard customer funds in bankruptcy-remote bank accounts, or hold such funds in eligible liquid assets, as defined by us for the relevant regulators in such bookings, referred jurisdictions, equal to as a "chargeback." For at least 100% of the years ended December 31, 2022, 2021, and 2020, total chargeback expense was \$5.1 million, \$2.8 million, and \$3.1 million, respectively, aggregate amount held on behalf of customers. Our ability to detect manage and combat fraud, which has become increasingly common account accurately for the cash underlying our customer funds, and sophisticated, could be adversely impacted by the adoption comply with related trust-accounting regulations requires a high level of new payment methods, the emergence operational and innovation of new technology platforms, including mobile internal controls. As our business continues to grow and other devices, we expand our offerings and our growth in certain regions, including in regions with a history of elevated fraudulent activity. We expect that technically knowledgeable criminals will tiers, we must continue to attempt strengthen our associated internal controls. Our success requires significant public confidence in our ability to circumvent handle large and growing transaction volumes and amounts of customer funds. Any failure to maintain the necessary controls or to manage the assets underlying our anti-fraud systems. In addition, the payment card networks have rules around acceptable chargeback ratios. If we are unable customer funds accurately could result in reputational harm, lead customers to effectively identify fraudulent bookings on discontinue or reduce their use of our platform combat the use of fraudulent credit cards, or otherwise maintain or lower our current levels of chargebacks, we may be subject to and services, and result in significant penalties and fines and higher transaction fees or processors holding significant reserves against us, or be unable to continue to accept card payments because payment card networks have revoked our access to their networks, any from regulators, each of which would could materially adversely impact affect our business, results of operations, and financial condition.

***We rely on third-party payment service providers to process payments made by guests and certain payments made to homeowners on our platform. If these third-party payment service providers become unavailable or we are subject to increased fees, our business, results of operations, and financial condition could be materially adversely affected.***

We rely on a number of third-party payment service providers, including payment card networks, banks, payment processors, and payment gateways, to link us to payment card and bank clearing networks to process payments made by our guests and to remit payments to homeowners on our platform. We have agreements with these providers, some of which are the sole providers we rely on for their particular service.

If these companies become unwilling or unable to provide these services to us on acceptable terms or at all, our business may be disrupted, we would need to find alternate payment service providers, and we may not be able to secure similar terms or replace such payment service providers in an acceptable time frame.

If we are forced to migrate to other third-party payment service providers for any reason, the transition would require significant time and management resources, and may not be as effective, efficient, or well-received by our homeowners and guests. Any of the foregoing could cause us to incur significant losses and, in certain cases, require us to make payments to

#### [Table of Contents](#)

homeowners out of our funds, which could materially adversely affect our business, results of operations, and financial condition.

In addition, the software and services provided by our third-party payment service providers may fail to meet our expectations, contain errors or vulnerabilities, be compromised, or experience outages. Any of these risks could cause us reputational harm or cause us to lose our ability to accept online payments or other payment transactions or make timely payments to homeowners on our platform, which could make our platform less convenient and desirable to customers and adversely affect our ability to attract and retain homeowners and guests.

Moreover, our agreements with payment service providers **have, allow,** and in the future may allow, these companies, under certain conditions, to hold an amount of our cash as a reserve. They may be entitled to a reserve or suspension of processing services upon the occurrence of specified events, including material adverse changes in our business, results of operations, and financial condition. An imposition of additional reserves or a suspension of processing services by one or more of our processing companies could have a material adverse effect on our business, results of operations, and financial condition.

If we fail to invest adequate resources into the payment processing infrastructure on our platform, or if our investment efforts are unsuccessful or unreliable, our payments activities may not function properly or keep pace with competitive offerings, which could adversely impact their usage. Further, our ability to expand our payments activities into additional countries is dependent upon the third-party providers we use to support these activities. As we expand the availability of our payments activities to additional geographic regions or begin to offer new payment methods to our homeowners and guests in the future, we may become subject to additional regulations and compliance requirements, and exposed to heightened fraud risk, which could lead to an increase in our operating expenses.

For certain payment methods, including credit and debit cards, we pay interchange and other fees, and such fees result in significant costs. Payment card network costs have increased, and may continue to increase in the future, the interchange fees and assessments that they charge for each transaction that accesses their networks, and may impose special fees or assessments on any such transaction. Our payment card processors have the right to pass any increases in interchange fees and assessments on to us. Credit card transactions result in higher fees to us than transactions made through debit cards. Any material increase in interchange fees in the United States or other geographic regions, including as a result of changes in interchange fee limitations imposed by law in some geographic regions, or other network fees or assessments, or a shift from payment with debit cards to credit cards could increase our operating costs and materially adversely affect our business, results of operations, and financial condition.

***We are subject to payment network rules and any material modification of our payment card acceptance privileges could have a material adverse effect on our business, results of operations, and financial condition.***

The loss of our credit and debit card acceptance privileges or the significant modification of the terms under which we obtain card acceptance privileges would significantly limit our business model since a vast majority of our guests pay using credit or debit cards. We are required by our payment processors to comply with payment card network operating rules, including the Payment Card Industry ("PCI") Data Security Standard (the "PCI DSS"). Under the PCI DSS, we are required to adopt and implement internal controls over the use, storage, and transmission of card data to help prevent credit card fraud. If we fail to comply with the rules and regulations adopted by the payment card networks, including the PCI DSS, we would be in breach of our contractual obligations to payment processors and merchant banks. Such failure to comply may damage our relationship with payment card networks, subject us to restrictions, fines, penalties, damages, and civil liability, and could eventually prevent us from processing or accepting payment cards, which would have a material adverse effect on our business, results of operations, and financial condition.

Moreover, the payment card networks could adopt new operating rules or interpret or reinterpret existing rules that we or our payment processors might find difficult or even impossible to comply with, or costly to implement. As a result, we could lose our ability to give consumers the option of using payment cards to make their payments or the choice of currency in which they would like their payment card to be charged. Further, there is no guarantee that, even if we comply with the rules and regulations adopted by the payment card networks, we will be able to maintain our payment card acceptance privileges. We

also cannot guarantee that our compliance with network rules or the PCI DSS will prevent illegal or improper use of our payments platform or the theft, loss, or misuse of the credit or debit card data of customers or participants, or a security breach. We are also required to submit to periodic audits, self-assessments, and other assessments of our compliance with the PCI DSS. If an audit, self-assessment, or other assessment indicates that we need to take steps to remediate any deficiencies, such remediation efforts may distract our management team and require us to undertake costly and time-consuming remediation efforts, and we could lose our payment card acceptance privileges.

#### [Table of Contents](#)

We are also subject to network operating rules and guidelines promulgated by the National Automated Clearing House Association ("NACHA") relating to payment transactions we process using the Automated Clearing House ("ACH") Network. Like the payment networks, NACHA may update its operating rules and guidelines at any time, which can require us to take more costly compliance measures or to develop more complex monitoring systems.

***Our focus on the long-term best interests of our company and our consideration of all of our stakeholders, including our stockholders, homeowners, guests, employees, the communities in which we operate, and other stakeholders that we may identify from time to time, may conflict with short- or medium-term financial interests and business performance, which may negatively impact the value of our Class A Common Stock.***

We believe that focusing on the long-term best interests of our company and our consideration of all of our stakeholders, including our stockholders, homeowners, guests, employees, the communities in which we operate, and other stakeholders we may identify from time to time, is essential to the long-term success of our company and to long-term stockholder value. Therefore, we have made decisions, and may in the future make decisions, that we believe are in the long-term best interests of our company and our stockholders, even if such decisions may negatively impact the short- or medium-term performance of our business, results of operations, and financial condition or the short- or medium-term performance of our Class A Common Stock. Our commitment to pursuing long-term value for the company and its stockholders, potentially at the expense of short- or medium-term performance, may materially adversely affect the trading price of our Class A Common Stock, including by making owning our Class A Common Stock less appealing to investors who are focused on returns over a shorter time horizon. Our decisions and actions in pursuit of long-term success and long-term stockholder value, which may include changes to our platform to enhance the experience of our homeowners, guests, and the communities in which we operate, including by improving the trust and safety of our platform, changes in the manner in which we deliver customer support, investing in our relationships with our homeowners, guests, and employees, investing in and introducing new products and services, or changes in our approach to working with local or national jurisdictions on laws and regulations governing our business, may not result in the long-term benefits that we expect, in which case our business, results of operations, and financial condition, as well as the trading price of our Class A Common Stock, could be materially adversely affected.

***Any indebtedness we may incur from time to time could adversely affect our ability to raise additional capital to fund operations, limit our ability to react to changes in the economy or our industry and prevent us from meeting our financial obligations.***

As described elsewhere in this Annual Report [on Form 10-K](#) under Part II., Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Revolving Credit Facility," in October 2021, we entered into a Revolving Credit Facility, which, as subsequently amended in December 2021 and June 2023, provides for senior secured borrowings in an aggregate principal amount of up to \$105.0 million, which amount may be borrowed and repaid from time to time. As of [December 31, 2022](#) [December 31, 2023](#), we had no borrowings outstanding under the Revolving Credit Facility. As of [December 31, 2022](#) [December 31, 2023](#), \$23.4 million of letters of credit were issued under the Revolving Credit Facility, and \$81.6 million was available for borrowings.

If we cannot generate sufficient cash flow from operations to service the amounts we borrow under the Revolving Credit Facility, we may need to refinance, dispose of assets or issue equity to obtain necessary funds. We do not know whether we will be able to do any of this on a timely basis, on terms satisfactory to us, or at all. In addition, indebtedness could have important consequences, including, but not limited to:

- our ability to obtain additional debt or equity financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes may be limited;
- any cash flows from operations that we use to repay principal and interest on our debt will not be available for other purposes, such as funding our operations, capital expenditures and future business opportunities;
- for borrowings at variable rates of interest, we will be exposed to the risk of increased or elevated interest rates;
- our ability to adjust to changing market conditions may be limited and may place us at a competitive disadvantage compared to less-leveraged competitors; and
- we may be more vulnerable during a downturn in general economic conditions or in our business.

In addition, the agreement governing our Revolving Credit Facility contains, and any agreements evidencing or governing other future indebtedness may also contain, certain restrictive covenants that limit or otherwise restrict our ability to do certain things:

- create, incur, assume or permit to exist any debt or liens;
- merge into or consolidate with any other person, or liquidate or dissolve;
- make or hold certain investments;

#### [Table of Contents](#)

- sell, transfer, lease, license or otherwise dispose of our assets, including equity interests;
- pay dividends or make certain other restricted payments;
- substantively alter the character of our business; and
- sell, lease or otherwise transfer any property or assets to, or purchase, lease or otherwise acquire any property or assets from, or otherwise engage in any other transactions with affiliates.

The agreement governing the Revolving Credit Facility also contains, and any agreements evidencing or governing other future indebtedness may also contain, certain financial covenants and financial reporting and other requirements, as described elsewhere in this Annual Report [on Form 10-K](#) under Part II., Item 7. under "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Revolving Credit Facility." Our ability to comply with these covenants and requirements may be affected by events and factors beyond our control. We may not be able to generate sufficient revenue or maintain sufficient liquidity to meet the financial covenants (at such time as we are required to do so) or pay any principal and interest due under the Revolving Credit Facility when required. If we fail to make payments or otherwise experience an event of default thereunder, the lending banks would be permitted to take certain actions, including terminating all outstanding commitments and declaring all amounts to be immediately due and payable and would have the right to proceed against the collateral granted to them, which includes substantially all of our assets. The occurrence of any of these events could have a material adverse effect on our business, results of operations and financial condition. Furthermore, future working capital, borrowings, or equity financing could be unavailable to repay or refinance amounts borrowed under the Revolving Credit Facility. In the event of a liquidation, our lenders would be repaid all outstanding principal and interest prior to distribution of assets to unsecured creditors, and the holders of our Class A Common Stock would receive a portion of any liquidation proceeds only if all of our creditors, including our lenders, were first repaid in full.

***Uncertainty in the application of taxes to our homeowners, guests, or platform could increase our tax liabilities and may discourage homeowners and guests from conducting business on our platform.***

We are subject to a variety of taxes and tax collection obligations in the United States (federal, state, and local) and several foreign jurisdictions. New or revised foreign, federal, state, or local tax regulations may subject us or our homeowners and guests to additional indirect taxes, such as lodging, hotel, sales and use, privilege, excise, VAT, goods and services, harmonized sales, business, and gross receipt (together, "indirect taxes"), income, and other taxes, and, depending upon the jurisdiction, could subject us or our homeowners and guests to significant monetary penalties and fines for non-payment of taxes. Any additional tax expenses and other liabilities to which we or our homeowners and/or guests are subject would likely increase the cost of doing business for our homeowners, increase the price paid by guests, and may discourage homeowners and guests from using our platform, which could lead to a decline in revenue. As a result, our business, results of operations, and financial condition could be materially adversely affected by additional taxes of this nature or additional taxes or penalties resulting from our failure to comply with any reporting, collection, and payment obligations. We accrue a reserve for such taxes, and upon examination or audit, such reserves may be insufficient. We are currently subject to tax audit in several states and local jurisdictions.



The application of taxes, particularly indirect taxes, to activities such as ours and to our homeowners and guests is a complex and evolving issue. Laws and regulations relating to taxes as applied to our platform, and to our homeowners and guests, vary greatly among jurisdictions, and it is difficult or impossible to predict how such laws and regulations will be applied. We devote significant resources, including management time, to the application and interpretation of tax laws and working with various jurisdictions to clarify whether taxes are applicable and the amount of taxes that apply. The application of indirect taxes to our homeowners, guests, and our platform significantly increases our operational expenses as we build the infrastructure and tools to capture data and to report, collect, and remit taxes. The lack of uniformity in the laws and regulations relating to indirect taxes as applied further increases the operational and financial complexity of our systems and processes, and introduces potential for errors or incorrect tax calculations, all of which are costly to our business and results of operations. In addition, certain regulations may be so complex as to make it infeasible for us to be fully compliant. As our business operations expand or change, including as a result of introducing new or enhanced offerings, tiers or features, or due to acquisitions, the application of indirect taxes to our business and to our homeowners and guests will further change and evolve, and could further increase our liability for taxes, discourage homeowners and guests from using our platform, and materially adversely affect our business, results of operations, and financial condition.

***We may have exposure to greater than anticipated tax liabilities.***

The application of domestic and international income and non-income tax laws, rules and regulations to our business is subject to interpretation by the relevant taxing authorities. Given a focus on revenue generation, taxing authorities have become more aggressive in their enforcement of such laws, rules and regulations, resulting in increased audit activity and audit assessments, and legislation.

We are subject to regular review and audit by U.S. federal, state, local, and foreign tax authorities. As such, potential tax liabilities may exceed our current tax reserves or may require us to modify our business practices and incur additional cost to comply, any of which may have a material adverse effect on our business.

The determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are many transactions where the ultimate tax determination is uncertain. Our provision for income taxes is also determined by the manner in which we operate our business, and any changes to such operations or laws applicable to such operations may affect our effective tax rate.

Our tax positions or tax returns are subject to change, and therefore we cannot accurately predict whether we may incur material additional tax liabilities in the future, which would materially adversely affect our results of operations and financial condition.

***Changes in tax laws or tax rulings could materially affect our business, results of operations, and financial condition.***

The tax regimes we are subject to or operate under, including income and non-income (including indirect) taxes, are unsettled and may be subject to significant change. Changes in tax laws or tax rulings, or changes in interpretations of existing laws, could materially adversely affect our results of operations and financial condition. For example, the OECD has announced an accord commonly referred to as "Pillar Two" to set a minimum global corporate tax rate of 15%, which is being or may be implemented in many jurisdictions. The OECD is also issuing guidelines that are different, in some respects, than current international tax principles. If countries amend their tax laws to adopt all or part of the OECD guidelines, this may increase tax uncertainty and increase taxes applicable to us. We cannot predict whether the U.S. Congress or any other governmental body, whether in the United States or in other jurisdictions, will enact new tax legislation (including increases to tax rates), whether the IRS or any other tax authority will issue new regulations or other guidance, whether the OECD or any other intergovernmental organization will publish any guidelines on global taxation or whether member states will implement such guidelines, nor can we predict what effect such legislation, regulations or international guidelines might have. However, changes to existing laws and regulations could adversely affect our business, results of operations and financial condition.

In addition, we are subject to a variety of taxes and tax collection obligations in the United States (federal, state, and local) and numerous foreign jurisdictions. A number of jurisdictions have proposed or implemented new tax laws or interpreted existing laws to explicitly apply various taxes to businesses like ours. Laws and regulations relating to taxes vary greatly among jurisdictions, and it is difficult or impossible to predict how such laws and regulations will be applied. The application of indirect taxes to activities such as ours is a complex and evolving issue.

We may recognize additional tax expenses and be subject to additional tax liabilities, and our business, results of operations, and financial condition could be materially adversely affected by additional taxes of this nature or additional taxes or penalties resulting from our failure to comply with any reporting, collection, and payment obligations. We accrue a reserve for such taxes when the likelihood is probable that such taxes apply to us, and upon examination or audit, such reserves may be insufficient. Additional taxes imposed in connection with our business could have the effect of increasing the prices paid by guests and could discourage guests from using our properties, and lead to a decline in revenue, and materially adversely affect our business, results of operations, and financial condition.

***Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.***

We expect to have material net operating loss carryforwards for U.S. federal and state income tax purposes. As of December 31, 2023, our federal net operating loss carryforwards were approximately \$218.6 million. Realization of tax savings from these net operating loss carryforwards will depend on our future taxable income, and there is a risk that some of our existing carryforwards could expire unused and be unavailable to offset future taxable income, which could materially adversely affect our results of operations and financial condition. In addition, under Sections 382 and 383 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), if a corporation undergoes an "ownership change," generally defined as a greater than 50% change (by value) in its equity ownership by significant stockholders or groups of stockholders over a three-year period, the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes, to offset its post-change taxable income or tax liabilities may be limited. Similar rules may apply under state tax laws. We expect that our net operating losses will be subject to limitations under these rules, and we may experience ownership changes in the future because of shifts in our stock ownership, many of which may be outside of our control. Our ability to use our pre-change net operating loss carryforwards and other tax attributes to offset future U.S. federal taxable income may be subject to limitations, which could result in increased future tax liability to us. In addition, tax benefits that we derive from certain tax attributes, including net operating losses, that are allocable to us as a result of the transactions undertaken in connection with the Business Combination are subject to the terms of, and may give rise to payments that we will be required to make under, the Tax Receivable Agreement, as discussed below.

***We are a holding company and our principal asset is our indirect equity interests in OpCo and, accordingly, we are dependent upon distributions from OpCo to pay taxes and other expenses.***

We are a holding company and our principal asset is our 57.7% indirect ownership of OpCo. We have no independent means of generating material revenue. As the initial sole manager of OpCo, we generally intend to cause OpCo to make distributions to its equity holders in amounts sufficient to cover the taxes on their allocable share of the taxable income of OpCo, including for this purpose, any payments we are obligated to make under the Tax Receivable Agreement and other costs or expenses, but we may be limited in our ability to cause OpCo to make distributions to its equity holders

(including for purposes of paying corporate and other overhead expenses and dividends) by our contractual arrangements, including the terms of our Revolving Credit Facility and any additional debt facilities that we may enter into in the future. In addition, certain laws and regulations may result in restrictions on OpCo's ability to make distributions to Vacasa, Inc., or the ability of OpCo's subsidiaries to make distributions to it.

To the extent that we need funds and OpCo or its subsidiaries are restricted from making such distributions, under applicable law or regulation or otherwise, we may not be able to obtain such funds on terms acceptable to us or at all and, as a result, could suffer an adverse effect on our liquidity and financial condition. In certain situations, including where OpCo does not have sufficient cash to make tax distributions to all of its members in the full amounts that may be payable in connection with the Fourth Amended and Restated Limited Liability Company Agreement of OpCo (the "OpCo LLC Agreement") (or where tax distributions to the members of OpCo would materially exceed a set percentage of our aggregate taxable income), tax distributions to the equity holders of OpCo may be reduced (such that each member of OpCo may not receive tax distributions sufficient to cover its tax liability). Tax distributions will generally be treated as advances of other distributions made under the OpCo LLC Agreement.

Although OpCo may not always make such distributions, under the OpCo LLC Agreement, we generally expect OpCo, from time to time, to make distributions in cash to its equity holders in amounts sufficient to cover the taxes on their allocable share of the taxable income of OpCo (in addition, Vacasa, Inc. may receive certain non-pro rata distributions from OpCo to cover certain overhead and other expenses, as provided in the OpCo LLC Agreement). As a result of (i) potential differences in the amount of net taxable income indirectly allocable to us and to OpCo's other equity holders, (ii) the lower tax rate applicable to corporations as opposed to the assumed tax rate for making such distributions in the OpCo LLC Agreement, (iii) the favorable tax benefits that we anticipate from Vacasa, Inc.'s acquisition of common units of OpCo ("OpCo Units"), in exchange for, at our election, either cash (based on the market price of a share of our Class A Common Stock) or shares of our Class A Common Stock and payments under the Tax Receivable Agreement and (iv) the fact that tax distributions made in respect of OpCo Units will generally be made pro rata in respect of such Units as described in the OpCo LLC Agreement, we expect that these tax distributions may be in amounts that exceed our tax liabilities. Our Board will determine the appropriate uses for any excess cash so accumulated, which may include, among other uses, the payment of obligations under the Tax Receivable Agreement and the payment of other expenses. We will have no obligation to distribute such cash (or other available cash) to our stockholders. No adjustments to the exchange ratio for OpCo Units will be made as a result of any cash distribution by us or any retention of cash by us. To the extent we do not distribute such cash as dividends on our Class A Common Stock and instead, for example, hold such cash balances, or lend them to OpCo, this may result in shares of our Class A Common Stock increasing in value relative to the value of OpCo Units. The holders of OpCo Units (the "OpCo Unitholders") may benefit from any value attributable to such cash balances if they acquire shares of our Class A Common Stock in exchange for their OpCo Units. In addition, our payment of tax distributions to the members of OpCo could result in the distribution of cash out of OpCo that is in excess of what is required for such members (or their direct or indirect equity holders) to pay their tax liabilities attributable to their direct or indirect ownership of OpCo, which could have an adverse effect on our liquidity.

***We may incur certain tax liabilities attributable to the Blockers as a result of the Business Combination.***

In connection with the Business Combination Agreement, the Blockers were merged with and into Vacasa, Inc. As the successor to these merged entities, Vacasa, Inc. has generally succeeded to and is responsible for any outstanding or historical tax liabilities of the merged entities, including any liabilities that might be incurred as a result of the mergers described in the previous sentence. The pre-Business Combination owners of the Blockers will not indemnify Vacasa, Inc. for any such liabilities, and such liabilities could have an adverse effect on our liquidity and financial condition.

***We may bear certain tax liabilities that are attributable to audit adjustments for taxable periods (or portions thereof) ending prior to the Business Combination, or that are disproportionate to our ownership interest in OpCo in the taxable period for which the relevant adjustment is imposed.***

Pursuant to certain provisions of the Code enacted as part of the Bipartisan Budget Act of 2015 (such provisions, the "Partnership Tax Audit Rules"), partnerships (and not the partners of the partnerships) can be liable for U.S. federal income taxes (and any related interest and penalties) resulting from adjustments made pursuant to an IRS audit or judicial proceedings to the items of income, gain, loss, deduction, or credit shown on the partnership's tax return (or how such items are allocated among the partners), notwithstanding the fact that liability for taxes on partnership income is generally borne by the partners rather than the partnership.

Under the Partnership Tax Audit Rules, a partnership's liability for taxes resulting from adjustments made pursuant to an IRS audit or judicial proceedings may be reduced or avoided in certain circumstances depending on the status or actions of its partners. For example, if partners agree to amend their tax returns and pay the resulting taxes, the partnership's liability can be reduced. Partnerships also may be able to make elections to "push out" the tax liability resulting from the adjustment to the persons who were partners in the prior taxable year that is the subject of the adjustment, and, as a result, avoid having the relevant liability paid at the partnership-level and instead be borne by the persons who are partners at the time the relevant liability is paid.

A representative of the holders of Vacasa Holdings' equity prior to the Business Combination (including, for this purpose, the owners of the Blockers with respect to their indirect interest in Vacasa Holdings equity and the holders of vested Vacasa Holdings unit appreciation rights and the holders of vested options to purchase shares of TK Newco common stock) existing prior to the Business Combination (the "Existing VH Holders") will be entitled to direct whether or not OpCo or its subsidiaries will make the "push out" election described above for adjustments attributable to taxable periods (or portions thereof) ending on or prior to the date of the Business Combination, and whether any such entity will pay any applicable liability at the entity level. The provisions of the OpCo LLC Agreement prohibit OpCo from seeking indemnification or other recoveries from the Existing VH Holders in respect of such liabilities. With respect to the representative's exercise of this authority, its interests will generally differ from the interests of our other equity holders. Moreover, with respect to taxable periods beginning after the Business Combination, there is no requirement that OpCo or any of its subsidiaries make any "push out" election. We accordingly may be required to bear a share of any taxes, interest, or penalties associated with any adjustments to applicable tax returns that exceeds our proportionate share of such liabilities based on our ownership interest in OpCo in the taxable period for which such adjustments are imposed (including periods prior to the effective date of the Business Combination during which we had no interest in OpCo), which could have an adverse effect on our operating results and financial condition.

***Vacasa, Inc. will be required to pay the TRA Parties for certain tax benefits it may claim (or is deemed to realize) in the future, and the amounts it may pay could be significant.***

In connection with the Business Combination, Vacasa, Inc. acquired existing equity interests from certain Existing VH Holders in exchange for the issuance of shares of Class A Common Stock and rights to receive payments under the Tax Receivable Agreement. As a result of these acquisitions, Vacasa, Inc. has succeeded to certain tax attributes of the Blockers and will receive the benefit of tax basis in assets of OpCo and its subsidiaries. In addition, redemptions or exchanges of OpCo Units in exchange for shares of our Class A Common Stock or cash may produce favorable tax attributes that would not be available to Vacasa, Inc. in the absence of such redemptions or exchanges. Such transactions are also expected to result in increases in Vacasa, Inc.'s allocable share of the tax basis in OpCo's tangible and intangible assets. These increases in tax basis may increase (for income tax purposes) depreciation and amortization deductions and therefore reduce the amount of income or franchise tax that Vacasa, Inc. would otherwise be required to pay in the future had such sales and exchanges never occurred.

We have entered into the tax receivable agreement (the "Tax Receivable Agreement") with the Existing VH Holders (other than the holders of Vacasa Holdings unit appreciation rights and other than holders of options to purchase shares of TK Newco common stock, but including, for this purpose, current and former members of management that hold interests in Vacasa Holdings indirectly through a management holding vehicle), which we refer to in this Annual Report collectively as the "TRA Parties," that provides for the payment by Vacasa, Inc. to such TRA Parties (or their transferees or assignees) of 85% of the net cash savings, if any, in U.S. federal, state and local income tax or franchise tax that Vacasa, Inc. realizes (determined by using certain assumptions) in periods after the Business Combination as a result of (i) certain increases in tax basis that occur as a result of (A) any acquisition of OpCo Units from certain Existing VH Holders in the Business Combination, (B) exercises of the redemption rights under the OpCo LLC Agreement (the "Redemption Rights") by certain OpCo Unitholders to exchange their OpCo Units for shares of Class A Common Stock of or cash, and (C) payments made under the Tax Receivable Agreement; (ii) any net operating losses or certain other tax attributes that become available to Vacasa, Inc. to offset income or gain realized after the Blocker Mergers; (iii) any existing tax basis associated with assets of OpCo or its subsidiaries, the benefit of which is allocable to Vacasa, Inc. as a result of the exchanges of OpCo Units for Class A Common Stock of Vacasa, Inc. or cash; and (iv) tax benefits related to imputed interest deemed to be paid by Vacasa, Inc. as a result of any payments that Vacasa, Inc. makes under the Tax

Receivable Agreement. The Tax Receivable Agreement makes certain simplifying assumptions regarding the determination of the cash savings that Vacasa, Inc. realizes or is deemed to realize from the covered tax attributes, which may result in payments pursuant to the Tax Receivable Agreement in excess of those that would result if such assumptions were not made.

The actual tax benefit, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending upon a number of factors, including, but not limited to, the timing of the redemptions of OpCo Units, the price of Class A Common Stock at the time of each redemption, the extent to which such redemptions are taxable transactions, the amount of tax basis associated with OpCo Units of the redeeming holder at the time of the relevant redemption, the depreciation and amortization periods that apply to the tax basis covered by the Tax Receivable Agreement, the amount, character, and timing of taxable income Vacasa, Inc. generates in the future, the timing and amount of any earlier payments that Vacasa, Inc. may have made under the Tax Receivable Agreement, the income tax rates then applicable to Vacasa, Inc., and the portion of Vacasa, Inc.'s payments under the Tax Receivable Agreement that constitute imputed interest or give rise to depreciable or amortizable tax basis. The payments under the Tax Receivable Agreement are not conditioned upon any TRA Party continuing to own an equity interest in us. To the extent that we are not able to make payments under the Tax Receivable

Agreement when due, then (subject to the other provisions of the Tax Receivable Agreement, including those described below regarding the potential acceleration of obligations under the Tax Receivable Agreement) such payments will generally accrue interest until paid.

In addition, the TRA Parties (or their transferees or assignees) will not reimburse Vacasa, Inc. for any payments previously made if any covered tax benefits are subsequently disallowed, except that any excess payments made to any TRA Party (or its transferees or assignees) will be netted against future payments that would otherwise be made under the Tax Receivable Agreement, if any, after the determination of such excess. Vacasa, Inc. could make payments to the TRA Parties under the Tax Receivable Agreement that are greater than its actual cash tax savings and may not be able to recoup those payments, which could negatively impact its liquidity.

Finally, the Tax Receivable Agreement provides that, in the case of a change in control (as defined in the Tax Receivable Agreement), the Tax Receivable Agreement will automatically terminate, and in the case of a material breach of Vacasa, Inc.'s obligations under the Tax Receivable Agreement and certain other events, Vacasa, Inc. may be required to make a payment to the TRA Parties in an amount equal to the present value of future payments (calculated using a discount rate equal to the lesser of 6.50% and a benchmark floating interest rate plus 150 basis points, which may differ from our, or a potential acquirer's, then-current cost of capital) under the Tax Receivable Agreement, which payment would be based on certain assumptions, including those relating to Vacasa, Inc.'s future taxable income. In these situations, Vacasa, Inc.'s obligations under the Tax Receivable Agreement could have a substantial negative impact on its, or a potential acquirer's, liquidity and could have the effect of delaying, deferring, modifying, or preventing certain mergers, asset sales, other forms of business combinations, or other changes of control. These provisions of the Tax Receivable Agreement may result in situations where the TRA Parties have interests that differ from or are in addition to those of our other stockholders. In addition, Vacasa, Inc. could be required to make payments under the Tax Receivable Agreement that are due in advance of any actual realization of such further tax benefits, that are in excess of Vacasa, Inc.'s (or a potential acquirer's) actual cash tax savings, and which could negatively impact our liquidity.

#### Risks Related to Information Technology, Data Security and Data Privacy

*If we fail to comply with federal, state, and foreign laws relating to privacy and data protection, we may face potentially significant liability, negative publicity, an erosion of trust, and increased regulatory scrutiny, any of which could materially adversely affect our business, results of operations, and financial condition.*

Privacy and data protection laws, rules, and regulations are complex, and their interpretation is rapidly evolving, making implementation and enforcement, and thus compliance requirements, ambiguous, uncertain, and potentially inconsistent. Compliance with such laws may require changes to our data collection, use, transfer, disclosure, other processing, and certain other related business practices and may thereby increase compliance costs or have other material adverse effects on our business. We receive, store, handle, transmit, use and otherwise process business information and information related to individuals, including from and about actual and prospective customers, as well as our employees and service providers. As part of homeowner and guest registration and business processes, we may collect and use personal data, such as names, dates of birth, email addresses, phone numbers, and, in some cases, identity verification information (for example, government-issued identification or passport information), as well as payment card or other financial information that homeowners and guests provide to us for such purposes. The laws of many states and countries require businesses which maintain such personal data to implement reasonable security measures to keep such information secure and otherwise restrict the ways in which such information can be collected, processed, disclosed, transferred and used.

The U.S. government, including Congress, the Federal Trade Commission and the Department of Commerce, has announced that it will impose greater scrutiny, including through regulatory investigation, enforcement and rule-making, on company practices related to the collection of personal information and data concerning consumer behavior on the Internet, including regulations aimed at restricting certain targeted advertising practices. In addition, numerous states have enacted or are in the process of enacting state-level data privacy laws and regulations governing the collection, use, and processing of state residents' personal data. For example, the California Consumer Privacy Act (the "CCPA") took effect provides rights to California residents related to their personal information, places limitations on January 1, 2020. The CCPA imposes potentially severe statutory damages as well as a private right of action data uses, creates new audit requirements for certain higher risk data, breaches that result in the loss of personal information. This private right of action is expected to increase the likelihood of, and risks associated with, data breach litigation. It remains unclear how various provisions of the CCPA will be interpreted and enforced. In November 2020, California voters passed the California Privacy Rights and Enforcement Act of 2020 (the "CPRA"). The CPRA, which went into effect in most material respects on January 1, 2023, further expands the CCPA with additional data privacy compliance requirements that may impact our business, and establishes a regulatory agency dedicated to enforcing those requirements, enforcement. Similar laws have taken effect in or will take effect in the future in other states. The effects of the CCPA, CPRA, these laws, and the enactment of any other similar state or federal privacy laws, are and will continue to be significant and may require us to modify our data processing practices and policies and may thereby increase compliance costs (and our potential liability) or have other material adverse effects on our business.

In the European Union, the General Data Protection Regulation (the "GDPR"), which became effective on May 25, 2018, has also resulted and may, if we re-enter the EU market, continue to result in significantly greater compliance burdens and costs for companies like ours. As of March 31, 2021, or shortly thereafter, we ceased all property management operations in the EU, and other than a few resources to assist with wind-down and liquidation, we no longer have any employees that reside in the EU, offices located in the EU, or manage any properties in the EU. Further, we ceased all direct marketing and advertising campaigns directed at EU

#### [Table of Contents](#)

audiences, stopped offering EU currency and language customization options on our website, and stopped offering all EU member state dedicated addresses and phone numbers that an EU resident could use to contact us. We therefore take the position that we no longer target the EU market. To the extent we were have employees and offices in the EU, or are otherwise subject to the

GDPR, General Data Protection Regulation (the "GDPR"), we remain obligated to handle and safeguard all personal data we collected from EU residents during such time in accordance with the GDPR for as long as we retain such personal data. This obligation extends to compliance with laws, rules, and regulations regarding cross-border transfers of personal data. Failure to comply with the GDPR may result in fines of up to 20 million Euros or up to 4% of the annual global revenue of the infringer, whichever is greater. It may also lead to civil litigation, with the risks of damages or injunctive relief, or regulatory orders adversely impacting the ways in which our business can use personal data. To the extent we send direct electronic marketing communications to EU residents and/or place cookies on electronic devices used by EU or UK residents within the EU/UK, we may also be subject to evolving EU and UK privacy laws on cookies and e-marketing. Canada also maintains data privacy legislation, which may lead to additional costs and increase our overall risk exposure.

Further, we are subject to the PCI DSS, which is a standard designed to protect credit and debit card account data as mandated by payment card industry entities. As a 'level 2' vendor, we self-attest to PCI compliance. We perform certain internal compliance activities and also rely on vendors to manage PCI compliance. Despite our compliance efforts, we may become subject to claims that we have violated the PCI DSS based on past, present, and future business practices. Our actual or perceived failure to comply with the PCI DSS can subject us to fines, termination of banking relationships, and increased transaction fees.

If any jurisdiction in which we operate adopts new laws or changes its interpretation of its laws, rules, or regulations relating to data residency or localization such that we are unable to comply in a timely manner or at all, we could risk losing our rights to operate in such jurisdictions. The GDPR, CCPA, CPRA, and other privacy regulations around the world expose us to the possibility of material penalties, significant legal liability, changes in how we operate or offer our products, and interruptions or cessation of our ability to operate in key geographic regions, any of which could materially adversely affect our business, results of operations, and financial condition.

Any failure or perceived failure by us to comply with privacy and data protection policies, notices, laws, rules, and regulations could result in investigations or enforcement proceedings or private actions against us by individuals (including class actions), consumer rights groups, government agencies, or others. We could incur significant costs in investigating and defending such claims and, if found liable, pay significant damages or fines or be required to make costly changes to our business. Further, these proceedings and any subsequent adverse outcomes may subject us to significant negative publicity and an erosion of trust. If any of these events were to occur, our business, results of operations, and financial condition could be materially adversely affected.

***If we or our third-party service providers experience cyberattacks, data security breaches, or other security incidents, there may be damage to our brand and reputation, material financial penalties, and legal liability, along with a decline in use of our platform, which could materially adversely affect our business, results of operations, and financial condition.***

We are dependent rely on the proper functioning, availability, integrity, confidentiality and security of sophisticated software applications, systems, and computing infrastructure, infrastructure ("IT Systems"). While we own or manage many of these applications and computing infrastructure, IT Systems, we also increasingly rely on third-party providers of various products and services, including software and systems, IT Systems that are critical to our operations. The security and confidentiality of data and availability of our technology when engaging in e-commerce is essential to maintaining consumer and travel service provider confidence in our platform and services. There are risks of security breaches both to our IT Systems and those of services providers we rely on and off our systems as we increase the types of technology we use to operate our platform, including mobile apps and third-party payment processing providers, and as we collaborate with third parties that may need to process our homeowner, guest, employee or contractor data or have access to our infrastructure, IT Systems. An increasing number of companies, including those with significant online operations, have recently disclosed cyberattacks and breaches of their security, some of which involved sophisticated tactics and techniques (for example, ransomware) allegedly attributable to criminal enterprises or nation-state actors, actors, following a trend of cyberattacks increasing in frequency and magnitude on a global basis. These risks are likely to increase as we expand our offerings, integrate our products and services, utilize third-party products and services, and store and process more data, including personal information as well as proprietary business information.

While we have taken measures to protect the confidentiality, integrity, and availability of our systems and our sensitive, proprietary, and confidential information and to guard against the type of activity that can lead to data breaches, we cannot ensure that every third-party third party and service provider we utilize has taken similar measures, or that the measures that we or the third parties and service providers we work with have implemented are sufficient security safeguards or that any implemented measures, including policies and procedures, or that such measures will always be followed, fully implemented and/or be effective against current or future security threats. In addition, we cannot ensure that any process for vetting the security of service providers will identify all risks to the confidentiality, availability, security or integrity of their systems, IT Systems. We face evolving cybersecurity risks that threaten the confidentiality, integrity, and availability of our IT Systems and data from diverse threat actors, such as state-sponsored organizations, opportunistic hackers and hacktivists, as well as through diverse attack vectors, such as social engineering/phishing, malware (including ransomware), malfeasance by insiders, human or technological error, and as a result of bugs, misconfigurations or exploited vulnerabilities in software or hardware.

We have in the past experienced cyberattacks and security incidents, none of which have, to date, had a material impact on our business, and we expect to continue experiencing such attacks and incidents in the future. Cyberattacks are becoming increasingly sophisticated, with attackers

#### [Table of Contents](#)

utilizing tools, including artificial intelligence, designed to circumvent controls, avoid detection and obfuscate evidence, which means that we may be unable to identify, investigate or remediate cybersecurity incidents in a timely or effective manner. Further, the techniques used by bad threat actors to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are unknown until launched against a target. As such, we and our service providers may be unable to anticipate these tactics and techniques or to implement adequate preventative measures.

Certain of our third-party providers provide smart lock hardware and the related control software to control the smart lock hardware in order that we use to secure physical access to many of the properties we manage. We rely on these third-party providers to ensure adequate security measures for these services. Any compromise or interruption in the services provided by these third parties could impair our ability to provide guests, owners, and housekeepers/maintenance staff with access to homes, which could result in breaches of contract, litigation, or loss of business. A security breach or material failure on the part of one of these providers could also result in providing a bad threat actor with access to one or more of our managed properties, therefore compromising the physical security of such properties. Any such delay or breach may harm our reputation or our ability to retain the confidence of existing homeowners, protect the safety of our guests, or attract new homeowners or guests.

Further, with a large geographically disparate employee base, we are not immune from the possibility of a malicious insider compromising our information systems and infrastructure. This risk has grown in light of the greater adoption of remote work as a response to the COVID-19 pandemic and will continue for the foreseeable future. We also have a distributed customer support organization, including third-party providers that have access to personal and proprietary business information. We and other companies in our industry (and the service providers There can be no assurance that we/they use) have dealt with incidents involving such insiders exfiltrating the personal data of customers, stealing corporate trade secrets and key financial metrics, and illegally diverting funds. No series of any measures implemented can fully safeguard against a sufficiently determined and skilled insider threat.

In addition, bad threat actors have targeted and will continue to target us and our homeowners, guests, partners, vendors and other third parties directly with attempts to breach the security of our and their IT Systems, including email accounts or management systems, such as through phishing attacks where a third party attempts to infiltrate our systems IT Systems or acquire information by posing as a legitimate inquiry or electronic communication, which are fraudulent identity theft schemes designed to appear as legitimate emails from us or from our homeowners or guests, partners, or vendors or other third parties that we do business with. We have experienced and have seen many instances of our homeowners, guests, and other parties we do business with falling prey to such schemes,

which result in accounts being taken over by fraudsters intent on perpetrating fraud. **Bad Threat** actors have also and may in the future employ other schemes aimed at defrauding us, our homeowners or guests in ways that we may not anticipate or be able to adequately guard against. **For example, consumers who use certain of our services provide us with their credit card information. We require usernames and passwords in order to access our information technology systems. We also use encryption and authentication technologies to secure the transmission and storage of data and prevent unauthorized access to our data or accounts.** Computer circumvention capabilities, new discoveries or advances or other developments, including our own acts or omissions, could result in a compromise or breach of consumer data. For example, third parties have attempted, and may continue to attempt, to fraudulently induce employees, travel partners and other service providers or consumers to disclose **user names, usernames,** passwords or other sensitive information, or to make payments to fraudulent accounts. As such, even if phishing and spamming attacks and other fraud schemes are not carried out through our systems, victims may nevertheless seek recovery from us. In addition, we may not always be able to fully recover any payments made through such fraud. Because of our prominence, we believe that we are a particularly attractive target for such attacks. Though it is difficult to determine what, if any, harm may directly result from any specific scheme or attack, any failure to maintain performance, **confidentiality, integrity,** reliability, security, and availability of our offerings, services, and **technical infrastructure to the satisfaction of our homeowners and guests** **IT Systems** may harm our reputation and our ability to retain existing homeowners and guests and attract new homeowners and guests. The ability of fraudsters to directly target our homeowners and guests with fraudulent communications, or cause an account takeover, exposes us to significant financial fraud risk, including costly litigation, which is difficult to fully mitigate. Such an incident may also require us to **involve incur** significant expense and expend material resources to investigate and correct the issue and to prevent recurrence, and expose us to legal liabilities, including regulatory enforcement and indemnity obligations, which could have a material adverse effect on our business, financial condition or results of operations.

Generally, our practice is to encrypt certain sensitive data when it is in transit and at rest. However, we do not know whether our current practice will be deemed sufficient under applicable laws or whether new regulatory requirements or techniques used by bad actors might make our current practice insufficient. Moreover, encryption alone is not a perfect security solution. If there is a breach of our computer systems and we know or suspect that certain personal data has been exfiltrated, accessed, or used inappropriately, we may need to inform the homeowners, guests, or others whose data was stolen, accessed, or used, and relevant regulators such as state Attorneys General, and may be subject to enforcement action and significant fines and penalties. Further, under certain regulatory schemes, such as the CCPA or CPRA, we may be liable for statutory damages on a per breached record basis, irrespective of any actual damages or harm to the individual. This means that in the event of a breach, we could face government scrutiny or consumer class actions alleging statutory damages amounting to hundreds of millions, and possibly billions of dollars.

#### [Table of Contents](#)

Our information technology infrastructure may be vulnerable to computer viruses or physical or electronic intrusions that our security measures may not detect. We have experienced security incidents in the past, and we may face additional attempted security intrusions in the future. Any circumvention of our security measures could result in the misappropriation of confidential or proprietary information, interrupt our operations, result in financial loss, damage our computers or those of our homeowners and guests, or otherwise cause damage to our reputation and business. Further, the ability to bypass our information security controls could degrade our trust and safety programs, which could expose individuals to a risk of physical harm or violence.

We rely on third-party service providers, including financial institutions, to process some of our data and that of our homeowners and guests, including payment information, and any failure by such third parties to prevent or mitigate security breaches or improper access to, or disclosure of, such information could have adverse consequences for us, similar to an incident directly on our systems. We also, in the context of acquiring companies, sometimes receive transition services from the sellers of such companies, and like our other service providers, any security-related failures by such providers may have similar adverse consequences for us.

We have acquired and may continue to acquire companies that are vulnerable to security breaches, and we may be **responsible for liable in the event of** any security breaches of these acquired companies, or such companies. Such companies may **also** introduce malware or other security issues if the systems of such companies become integrated with our **systems. IT Systems.** While we conduct due diligence of these companies, we do not have access to the full operating history of the companies and cannot be certain there have not been security breaches prior to our acquisition. In addition, our diligence may not discover all issues with the security safeguards, policies, and procedures of such acquired companies, and it may take time **and require significant investment** to improve the security safeguards, policies and procedures of such companies, so we cannot be certain that there will not be a security breach after our acquisition.

Laws in all states and U.S. territories require businesses to notify affected individuals, governmental entities, and/or credit reporting agencies of certain security breaches affecting personal information. Such laws are inconsistent, and compliance in the event of a widespread security breach is complex and costly and may be difficult to implement. Our existing general liability and cyber liability insurance policies may not cover, or may cover only a portion of, any potential claims related to security breaches to which we are exposed or may not be adequate to indemnify us for all or any portion of liabilities that may be imposed. We also cannot be certain that our existing insurance coverage will continue to be available on **acceptable economically reasonable** terms, **or at all,** or in amounts sufficient to cover the potentially significant losses that may result from a security breach, or that the insurer will not deny coverage of any future claim. Security breaches also could harm our reputation and result in litigation against us. Any of these results could have a material adverse effect on our business, results of operations, and financial condition.

We expend, and expect to continue to expend, significant resources to protect against security related incidents and address problems caused by such incidents. Even if we were to expend more resources, regulators and complainants may not deem our efforts sufficient, and regardless of the expenditure, the risk of security related incidents cannot be fully mitigated. Any actual or alleged security breaches or alleged violations of federal, state, or foreign laws or regulations relating to privacy and data security could result in mandated user notifications, litigation, government investigations **or enforcement actions,** significant fines, and expenditures; divert management's attention from operations; deter people from using our platform; damage our brand and reputation; force us to cease operations for some length of time; and materially adversely affect our business, results of operations, and financial condition. Defending against claims or litigation based on any security breach or incident, regardless of their merit, will be costly and may cause **reputation reputational** harm. The successful assertion of one or more large claims against us that exceed available insurance coverage, denial of coverage as to any specific claim, or any change or cessation in our insurance policies and coverages, including premium increases or the imposition of large deductible requirements, could have a material adverse effect on our business, results of operations, and financial condition.

**We rely primarily on Amazon Web Services to host and deliver our platform, and on a number of other third-party service providers in connection with other key aspects of our platform and operations, and any interruptions or delays in services from these third parties could impair the delivery of our platform and services, and our business, results of operations, and financial condition could be materially adversely affected.**

We rely primarily on Amazon Web Services ("AWS") to host and deliver our platform. Third parties also provide services to key aspects of our operations, including Internet connections and networking, data storage and processing, trust and safety, security infrastructure, source code management, and software testing and deployment. In addition, we rely on third parties for many aspects of our payments processing platform, and a significant portion of our customer support operations are conducted by third parties at their facilities. We also rely on third-party services for maps and location data that are core to the functionality of our platform, and we integrate applications, content, and data from third parties to deliver our platform and services.

#### [Table of Contents](#)



We do not control the operation, physical security, or data security of any of these third-party providers. Despite our efforts to use commercially reasonable diligence in the selection and retention of such third-party providers, such efforts may be insufficient or inadequate to prevent or remediate such risks. Our third-party providers, including our cloud computing providers and our payment processing providers, may be subject to intrusions, computer viruses, denial-of-service attacks, sabotage, ransomware attacks, acts of vandalism, acts of terrorism, and other misconduct. Our third-party providers are also vulnerable to damage or interruption from power loss, telecommunications failures, fires, floods, earthquakes, hurricanes, tornadoes, and similar events, and they may be subject to financial, legal, regulatory, and labor issues, each of which may impose additional costs or requirements on us or prevent these third parties from providing services to us or our customers on our behalf. In addition, these third parties may breach their agreements with us, disagree with our interpretation of contract terms or applicable laws and regulations, refuse to continue or renew these agreements on commercially reasonable terms or at all, fail to or refuse to process transactions or provide other services adequately, take actions that degrade the functionality of our platform and services, increase prices, impose additional costs or requirements on us or our customers, or give preferential treatment to our competitors. If we are unable to procure alternatives in a timely and efficient manner and on acceptable terms, or at all, we may be subject to business disruptions, losses, or costs to remediate any of these deficiencies. Our systems currently do not provide complete redundancy of data storage or processing, including payment processing. Although we are in the process of developing comprehensive business continuity and disaster recovery plans for all of our operations, there is no guarantee that such plans will be effective. The occurrence of any of the above events could result in homeowners or guests ceasing to use our platform, reputational damage, legal or regulatory proceedings, or other adverse consequences, which could materially adversely affect our business, results of operations, and financial condition.

***Our platform is highly complex, and any undetected errors could materially adversely affect our business, results of operations, and financial condition.***

Our platform is a complex system composed of many interoperating components and software. Our business is dependent upon our ability to prevent system interruption on our platform. Our software, including open source software that is incorporated into our code, may, now or in the future, contain undetected errors, bugs, or vulnerabilities. Some errors in our software code have not been and may not be discovered until after the code has been released. We have, from time to time, found defects or errors in our system and software limitations that have resulted in, and may discover additional issues in the future that could result in, platform unavailability or system disruption. For example, defects or errors have resulted in and could result in the delay in making payments to homeowners or overpaying or underpaying homeowners, which would impact our cash position and may cause homeowners to lose trust in our payment operations. Any errors, bugs, or vulnerabilities discovered in our code or systems released to production or found in third-party software, including open source software that is incorporated into our code, any misconfigurations of our systems, or any unintended interactions between systems could result in poor system performance, an interruption in the availability of our platform, incorrect payments, negative publicity, damage to our reputation, loss of existing and potential homeowners and guests, loss of revenue, liability for damages, a failure to comply with certain legal, regulatory or tax reporting obligations, and regulatory inquiries or other proceedings, any of which could materially adversely affect our business, results of operations, and financial condition.

***System capacity constraints, system or operational failures, or denial-of-service or other attacks could materially adversely affect our business, results of operations, and financial condition.***

Since our founding, we have experienced rapid growth in consumer traffic to our platform. If our systems and network infrastructure cannot be expanded or are not scaled to cope with increased demand or fail to perform, we could experience unanticipated disruptions in service, slower response times, decreased customer satisfaction, and delays in the introduction of new offerings and tiers. It may be particularly difficult for us to manage these issues as a large portion of our employees continue to work remotely.

Our corporate headquarters, a significant portion of our research and development activities, and certain other critical business operations are located on the West Coast of the United States. Our systems and operations are vulnerable to damage or interruption from human error, computer viruses, earthquakes, floods, fires, power loss, and similar events. A catastrophic event that results in the destruction or disruption of our third-party cloud facilities or our critical business or information technology systems could severely affect our ability to conduct normal business operations and result in lengthy interruptions or delays of our platform and services.

Our systems and operations are also subject to break-ins, sabotage, intentional acts of vandalism, terrorism, and similar misconduct from external sources and malicious insiders. Our existing security measures may not be successful in preventing attacks on our systems, and any such attack could cause significant interruptions in our operations. For instance, from time to time, we have experienced denial-of-service attacks on our systems that have made portions of our platform slow or unavailable for periods of time. There are numerous other potential forms of attack, such as phishing, account takeovers, malicious code injections, ransomware, and the attempted use of our platform to launch a denial-of-service attack against

#### [Table of Contents](#)

another party, each of which could cause significant interruptions in our operations or involve us in legal or regulatory proceedings. Accordingly, reductions in the availability and response time of our online platform could cause loss of substantial business volumes during the occurrence of any such attack on our systems and measures that we may take to divert suspected traffic in the event of such an attack could result in the diversion of bona fide customers. These issues are likely to become more difficult to manage as we expand the number of places where we operate and the variety of services we offer, and as the tools and techniques used in such attacks become more advanced and available. Successful attacks could result in negative publicity and damage to our reputation, and could prevent consumers from booking or visiting our platform during the attack, any of which could materially adversely affect our business, results of operations, and financial condition.

In the event of certain system failures, we may not be able to switch to back-up systems immediately and the time to full recovery could be prolonged. We have experienced system failures from time to time, which have not only placed increased burdens on our engineering staff, but these outages can create, and have created, a significant amount of consumer questions and complaints that need to be addressed by our customer support team. Any unscheduled interruption in our service could result in an immediate and significant loss of revenue, an increase in customer support costs, and harm to our reputation, and could result in some consumers switching to our competitors. If we experience frequent or persistent system failures, our brand and reputation could be permanently and significantly harmed, and our business, results of operations, and financial condition could be materially adversely affected. While we have taken and continue to take steps to increase the reliability and redundancy of our systems, these steps are expensive and may not be completely effective in reducing the frequency or duration of unscheduled downtime. We do not carry business interruption insurance sufficient to compensate us for all losses that may occur.

In addition, we use both internally developed systems and third-party systems to operate our platform, including transaction and payment processing, and financial and accounting systems. If the number of consumers using our platform increases substantially, or if critical third-party systems stop operating as designed, we may need to significantly upgrade, expand, or repair our transaction and payment processing systems, financial and accounting systems, and other infrastructure. We may not be able to upgrade our systems and infrastructure to accommodate such conditions in a timely manner, and depending on the systems affected, our transaction and payment processing and financial and accounting systems could be impacted for a meaningful amount of time, which could materially adversely affect our business, results of operations, and financial condition.

Our business depends on the performance and reliability of the Internet, mobile, telecommunications network operators, and other infrastructures that are not under our control. As consumers increasingly turn to mobile devices, we also become dependent on consumers' access to the Internet through mobile carriers and their systems. Disruptions in Internet access, whether generally, in a specific region or otherwise, could materially adversely affect our business, results of operations, and financial condition.

***The continued proliferation of devices and platforms other than desktop computers creates challenges. If we are unable to operate effectively on these platforms, our business, results of operations, and financial condition could be materially adversely affected.***

We anticipate that consumer use of mobile devices and platforms other than desktop computers will continue to grow and that usage of desktop computers will continue to decline, especially in certain regions of the world experiencing the highest rate of Internet adoption, decline. The functionality and user experiences associated with these alternative devices, such as a smaller screen size or lack of a screen, may make the use of our platform through such devices more difficult than through a desktop computer, lower the use of our platform, and make it more difficult for our homeowners to upload content to our platform. In addition, consumer purchasing patterns can differ on alternative devices, and it is uncertain how the continued proliferation of mobile devices will impact the use of our platform and services. Mobile consumers may also be unwilling to download multiple apps from multiple companies providing similar services meaning that such consumers and may opt to use one of our competitors' services instead of ours. As a result, brand recognition and the consumer experience with our mobile app will likely become increasingly important to our business. In addition, these new modalities create opportunities for device or systems companies, such as Amazon, Apple, and Google, to control the interaction with our consumers and disintermediate existing platforms such as ours.

We need to provide solutions for consumers who are limited in the size of the app they can support on their mobile devices and address latency issues in countries with lower bandwidth for both desktop and mobile devices. Because our platform contains data-intensive media, these issues are exacerbated. As new devices, operating systems, and platforms continue to be released, it is difficult to predict the problems we may encounter in adapting our offerings and features to them, and we may need to devote significant resources to the creation, support, and maintenance of our offerings and features.

Our success will also depend on the interoperability of our offerings with a range of third-party technologies, systems, networks, operating systems, and standards, including iOS and Android; the availability of our mobile apps in app stores and in

[Table of Contents](#)

"super-app" "super-app" environments; and the creation, maintenance, and development of relationships with key participants in related industries, some of which may also be our competitors. In addition, if accessibility of various apps is limited by executive order or other government actions, the full functionality of devices may not be available to our customers. Moreover, third-party platforms, services and offerings are constantly evolving, and we may not be able to modify our platform to assure its compatibility with those of third parties. If we lose such interoperability, we may experience difficulties or increased costs in integrating our offerings into alternative devices or systems, or manufacturers or operating systems elect not to include our offerings, make changes that degrade the functionality of our offerings, or give preferential treatment to competitive products, the growth of our community and our business, results of operations, and financial condition could be materially adversely affected. This risk may be exacerbated by the frequency with which consumers change or upgrade their devices. In the event consumers choose devices that do not already include or support our platform or do not install our mobile apps when they change or upgrade their devices, our traffic and homeowner and guest engagement may be harmed.

***If we are unable to adapt to changes in technology and the evolving demands of homeowners and guests, our business, our brand, market share, results of operations, and financial condition could be materially adversely affected.***

The industries in which we compete are characterized by rapidly changing technology, evolving industry standards, consolidation, frequent new offering announcements, introductions, and enhancements, and changing consumer demands and preferences. Our future success will depend, in part, on our ability to adapt our platform and services to evolving industry standards and local preferences and to continually innovate and improve the performance, features, and reliability of our platform and services in response to competitive offerings and the evolving demands of homeowners and guests. We believe our future success will also depend on our ability to adapt to emerging technologies. As a result, we intend to continue to spend significant resources maintaining, developing, and enhancing our technologies and platform; however, these efforts may be more costly than expected and may not be successful. For example, we may not make the appropriate investments in new technologies, which could materially adversely affect our business, results of operations, and financial condition. Further, technological innovation often results in unintended consequences such as bugs, vulnerabilities, and other system failures. Any such bug, vulnerability, or failure, especially in connection with a significant technical implementation or change, could result in lost business, harm to our brand or reputation, consumer complaints, and other adverse consequences, any of which could materially adversely affect our business, results of operations, and financial condition.

Furthermore, in the future, the competitive pressure to innovate could encompass a wider range of services and technologies, including services and technologies that may be outside of our historical core business, and our ability to keep pace may slow. Our current and potential competitors range from large and established companies to emerging start-ups. Emerging start-ups may be able to innovate and focus on developing a new product or service faster than we can or may foresee consumer need for new services or technologies before we do. Some of our larger competitors or potential competitors have more resources or more established or varied relationships with consumers than we have, and they could use these advantages in ways that could affect our competitive position, including by making acquisitions, entering or investing in travel reservation businesses, investing in research and development and competing aggressively for highly skilled employees.

In addition, the widespread adoption of new internet, networking or telecommunications technologies or other technological changes could require us to incur substantial expenditures to modify or adapt our services or infrastructure to these new technologies, which could adversely affect our business, results of operations, and financial condition. Any failure to implement or adapt to new technologies in a timely manner or at all could adversely affect our ability to compete, increase our consumer acquisition costs or otherwise adversely affect our business, and therefore adversely affect our brand, market share, results of operations, and financial condition.

***If we do not adequately protect our intellectual property rights and our data, our business, results of operations, and financial condition could be materially adversely affected.***

We hold a broad collection of intellectual property rights, including registered domain names, registered and unregistered trademarks, service marks, copyrights, patents, and patent applications, trade secrets licenses of intellectual property rights of various kinds, and other forms of intellectual property rights in the United States and in certain other countries. In the future, we may acquire or license additional patents or patent portfolios, or other intellectual property assets and rights, from third parties, which could require significant cash expenditures.

We rely on a combination of trademark, patent, copyright, and trade secret and patent laws, international treaties, our terms of service, other contractual provisions, user policies, restrictions on disclosure, technological measures, and confidentiality and inventions assignment agreements with our employees and consultants to protect our intellectual property assets from infringement and misappropriation. We also rely on unpatented proprietary technology. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our technology or obtain and use information that we regard as proprietary. It is possible that others will independently develop the same or similar technology or otherwise obtain access to

#### [Table of Contents](#)

our unpatented technology. To protect our trade secrets and other proprietary information, we require employees, consultants, and independent contractors to enter into confidentiality agreements. However, such agreements may not be enforceable in full or in part in all jurisdictions and any breach could have a negative effect on our business and our remedy for such breach may be limited. If we are unable to maintain the proprietary nature of our technologies, our business would be materially adversely affected.

Furthermore, effective intellectual property protection may not be available in every country in which we operate or intend to operate our business. As such, there can be no assurance that others will not offer technologies, products, services, features, or concepts that are substantially similar to ours and compete with our business, or copy or otherwise obtain, disclose and/or use our brand, content, design elements, creative, editorial, and entertainment assets, or other proprietary information without authorization.

We may be unable to prevent third parties from seeking to register, acquire, or otherwise obtain or maintain trademarks, service marks, domain names, or social media handles that are similar to, infringe upon, violate, or diminish the value of our trademarks, service marks, copyrights, and our other proprietary rights. Third parties have also obtained or misappropriated certain of our data through website scraping, robots, aggregating our data for their internal use, or by featuring or providing our data through their respective websites, and/or launched businesses monetizing this data. While we routinely employ technological, operational, and legal measures in an attempt to divert, halt, or mitigate such operations, we may not always be able to detect or halt the underlying activities as technologies used to accomplish these operations continue to rapidly evolve.

We believe our intellectual property assets and rights are essential to our business. If the protection of our proprietary rights and data is inadequate to prevent unauthorized infringement, use, violation or misappropriation by third parties, the value of our brand and other intangible assets may be diminished and competitors may be able to more effectively mimic our branding, technologies, offerings, or features or methods of operations. Even if we do detect infringements, violations or misappropriations and decide to enforce our rights, litigation may be necessary to enforce our rights, and any enforcement efforts we undertake could be time-consuming and expensive, could divert our management's attention, and may result in a court determining that certain of our intellectual property rights are unenforceable. If we fail to protect our intellectual property and data in a cost-effective and meaningful manner, our competitive standing could be harmed; our homeowners, guests, other consumers, and corporate and community partners could devalue the content of our platform; and our brand, reputation, business, results of operations, and financial condition could be materially adversely affected.

***We have been, and may in the future be, subject to claims that we or others violated certain third-party intellectual property rights, which, even where meritless, can be costly to defend and could materially adversely affect our business, results of operations, and financial condition.***

We have received in the past, and may receive in the future, communications from third parties, including practicing and non-practicing entities, claiming that we have infringed, misused, or otherwise misappropriated their intellectual property rights, including alleged patent infringement. Additionally, we have been, and may in the future be, involved in claims, suits, regulatory proceedings, and other proceedings involving alleged infringement, misuse, or misappropriation of third-party intellectual property rights, or relating to our intellectual property holdings and rights. Like many other companies in the Internet and technology industries, we enter into agreements which include indemnification provisions related to intellectual property which can subject us to costs and damages in the event of a claim against an indemnified third party.

Claims involving intellectual property could subject us to significant liability for damages and could result in our having to stop using certain technologies, content, branding, domain names or business methods or practices found to be in violation of another party's rights. We might be required or may opt to seek a license for rights to intellectual property held by others, which may not be available on commercially reasonable terms, or at all. Even if a license is available, we could be required to pay significant royalties, which would increase our operating expenses. We may also be required to develop alternative non-infringing technology, content, branding, business methods, or practices. The development of alternative non-infringing technology or practices could require significant effort and expense and make us less competitive, or may not be technically feasible. Any of these results could materially adversely affect our ability to compete and our business, results of operations, and financial condition.

Furthermore, our exposure to risks associated with various intellectual property claims may increase as a result of acquisitions of other companies. Third parties may make infringement and similar or related claims after we have acquired a company or technology that had not been asserted prior to the acquisition. As a result, our business, results of operations, and financial condition could be materially and adversely affected as a result of the occurrence of any of the foregoing.

#### [Table of Contents](#)

***Our use of "open source" software could adversely impact the value or enforceability of our intellectual property in proprietary software, and materially adversely affect our business, results of operations, and financial condition, and affect our ability to offer our platform and services and subject us to costly litigation and other disputes.***

We have in the past incorporated and may in the future incorporate "open source" software into our codebase as we continue to develop our platform and services. Certain open source software licenses require a user who intends to distribute the open source software as a component of the user's software to disclose publicly part or all of the source code to the user's software. The use and distribution of open source software may entail greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Open source software is generally licensed by its authors or other third parties under open source licenses. By the terms of such open source licenses, we could also be required to release the source code of our proprietary products or services, and to make our proprietary products or services available under open source



licenses, if we combine and/or distribute our proprietary software with such open source software in a manner that triggers the obligation of the license. In addition to using open source software, we also license to others some of our software through open source projects. We could be subject to suits by parties claiming ownership of what we believe to be open source software or claiming noncompliance with open source licensing terms, including claims for infringement of intellectual property rights or for breach of contract. If we receive an allegation that we have violated an open source license, we may incur significant legal expenses, be subject to damages, be required to redesign our product to remove the open source software, or **may** be required to publicly release certain portions of our proprietary source code, all of which could have a material impact on our business. Even in the absence of a claim, if we discover the use of open source software inconsistent with our practices, we could expend significant time and resources to replace the open source software or obtain a commercial license, if available. All of these risks are heightened by the fact that the ownership of or disclosure requirements regarding open source software can be uncertain, leading to litigation, and many of the licenses applicable to open source software have not been interpreted by courts, and these licenses could be construed to impose unanticipated conditions or restrictions on our ability to commercialize our products. Any use of open source software inconsistent with our policies or licensing terms could harm our business and financial position.

While we employ practices designed to monitor our compliance with the licenses of third-party open source software and protect our proprietary source code, there is a risk that we may incorporate open source software with unfavorable licensing terms, including the obligation to make our source code available for others to use or modify without compensation to us, or inadvertently use open source software, which is fairly common in software development in the Internet and technology industries. Such inadvertent use of open source software could expose us to claims of non-compliance with the applicable terms of the underlying licenses, which could lead to unforeseen business disruptions, including being restricted from offering parts of our product that incorporate the software, being required to publicly release proprietary source code, being required to re-engineer parts of our code base to comply with license terms, or being required to extract the open source software at issue. Our exposure to these risks may be increased as a result of evolving our core source code base, introducing new offerings, integrating acquired-company technologies, or making other business changes, including in areas where we do not currently compete. Any of the foregoing could adversely impact the value or enforceability of our intellectual property, and materially adversely affect our business, results of operations, and financial condition.

***We are subject to risks related to our use of artificial intelligence, or AI, in our business.***

We believe that the use of AI and machine learning tools in our business, and the insights and functionality they can provide us, will become increasingly important to the efficiency of our business and to the value that our solutions deliver to our homeowners and guests. These emerging technologies are in the early stages of commercial use, and they present a number of risks inherent in their use, including public perception or reputational harm, inaccuracies, unintended biases and discriminatory outcomes, as well as potential legal concerns such as intellectual property protection and infringement, regulatory compliance and data security. While we are in the initial stages of using these technologies in our business, their use may result in liability and could cause us to incur additional costs to resolve such issues, which may harm our business and results of operations. Potential government regulation related to AI use and ethics may also increase the burden and cost of research and development in this area, and failure to properly remediate AI usage or ethics issues may cause public confidence in AI to be undermined, which could slow adoption of AI in our offerings. The rapid evolution of AI will require the application of resources to develop, test and maintain our products and services to help ensure that AI is implemented ethically in order to minimize unintended, harmful impact. In addition, we cannot predict future developments in AI and related impacts on our business and our industry. If we are unable to successfully adapt to new developments related to AI, our business, results of operations and financial position could be negatively impacted.

**Risks Related to Other Legal **Regulatory** and **Tax** Regulatory Matters**

***Laws, regulations, and rules that affect the short-term rental business have limited, and may continue to limit, the ability or willingness of homeowners to rent through Vacasa and expose our homeowners or us to significant penalties, which have had, and could continue to have, a material adverse effect on our business, results of operations, and financial condition.***

There have been and continue to be legal and regulatory developments that affect the short-term rental business. Hotels and groups affiliated with hotels have engaged and will likely continue to engage in various lobbying and political efforts for stricter regulations governing our business model in both local and national jurisdictions. Other private groups, such as homeowners, landlords, and condominium and neighborhood associations, have adopted contracts or regulations that purport to ban or otherwise restrict short-term or seasonal vacation rentals, and third-party lease agreements between landlords and tenants, home insurance policies, and mortgages may prevent or restrict the ability of homeowners to list their spaces. These groups and others cite concerns around affordable housing and over-tourism in major cities, and some state and local governments have implemented or have considered implementing rules, ordinances, or regulations governing the short-term rental of properties. Such regulations include ordinances that restrict or ban homeowners from short-term rentals, set annual caps on the number of days homeowners can share their homes, require homeowners to register with the municipality or city, or require homeowners to obtain permission before offering short-term rentals. In addition, some jurisdictions regard short-term rental as “hotel use” and claim that such use constitutes a conversion of a residential property to a commercial property requiring a permitting process.

**[Table of Contents](#)**

Macroeconomic pressures and public policy concerns could continue to lead to new laws and regulations, or interpretations or reinterpretations of existing laws and regulations, that limit the ability of homeowners to rent out their homes. If laws, regulations, rules, or agreements significantly restrict or discourage homeowners in certain jurisdictions from renting their properties, it would have a material adverse effect on our business, results of operations, and financial condition.

While a number of cities and counties have implemented legislation to address short-term rentals, there are many others that have not addressed or are not yet explicitly enforcing short-term rental laws, and could follow suit and enact or enforce regulations. New laws, regulations, government policies, or changes in their interpretations or changes in enforcement of laws in the markets where we operate could present significant challenges and uncertainties. In the event of any such changes, we may be unable to operate in some jurisdictions, our short-term rental properties could be limited, current and future rental listings and bookings could decline significantly, and our relationship with our homeowners and guests could be negatively impacted, which would have a materially adverse effect on our business, results of operations, financial condition and reputation.

Certain jurisdictions have adopted laws and regulations that seek to impose lodging taxes, often known as transient or occupancy taxes, on our guests, collection and remittance obligations on our homeowners and/or us, and withholding obligations on us, as more fully described in our risk factor titled “Uncertainty in the application of taxes to our homeowners, guests, or platform could increase our tax liabilities and may discourage homeowners and guests from conducting business on our platform.” In addition, we are subject to regulations with respect to short-term rentals, owner registration, licensing, and other requirements for the listing of accommodations, such as real estate broker or agent **real estate** licenses and travel agency licenses in some jurisdictions. We have been, and may continue to be, subject to audits and inquiries relating to these activities, and we could be held liable, incur financial and potential criminal penalties or be prohibited from operating in certain jurisdictions if we are found to have not complied with any of these requirements, which could have a material adverse effect on our business, results of operations, and financial condition.

***In addition, we expect there will be increasing regulation, disclosure-related and otherwise, with respect to environmental, social and governance matters, and increased regulatory scrutiny as a result, which will likely lead to increased compliance costs and many of the other the risks identified above.***

We have historically **not** taken an **active** a very limited role in advocacy but we may in the future determine that it is necessary for us **to increase our efforts** to defend against the application of laws and regulations that limit our ability to do business and we cannot guarantee we would be successful in those efforts. Further, if we or our homeowners and guests were required to comply with laws and regulations, government requests, or agreements with government agencies that adversely impact our relations with homeowners and guests, our business, results of operations, and financial

condition would be materially adversely affected. Moreover, if we enter an agreement with a government or governmental agency to resolve a dispute, the terms of such agreement will likely be publicly available and could create a precedent that may put us in a weaker bargaining position in future disputes with other governments.

***We are subject to a wide variety of complex, evolving, and sometimes inconsistent and ambiguous laws and regulations that may adversely impact our operations and discourage homeowners and guests from using our services, and that could cause us to incur significant liabilities, including fines and criminal penalties, which could have a material adverse effect on our business, results of operations, and financial condition.***

Complying with the laws and regulations of different jurisdictions that impose varying standards and requirements is burdensome for businesses like ours, imposes added cost, increases potential liability to our business, and makes it more difficult to realize business efficiencies and economies of scale. For example, we incur significant operational costs to comply with requirements of jurisdictions and cities that have disparate requirements around tax collection, tax reporting, owner registration, limits on lengths of stays, **landlord-tenant laws** and other regulations, each of which require us to dedicate significant resources to provide the infrastructure and tools needed on and outside our platform for our homeowners to meet these legal requirements and for us to fulfill any obligations we may have. The complexity of our services and changes required to comply with the large number of disparate and constantly evolving requirements can lead to compliance gaps if our internal resources cannot keep up with the pace of regulatory change and new requirements imposed on our platform or services, or if our platform does not work as intended or has errors or bugs, or if the manual processes we put in place to comply with certain requirements are not followed properly or at all.

While we endeavor to monitor the changing legal landscape relating to short-term **rentals and longer seasonal** rentals, it may be difficult or impossible for us to investigate or evaluate laws or regulations in all cities, countries, and regions in which we do business. The application of existing laws and regulations to our business and platform can be unclear, may be difficult for homeowners, guests, and us to understand and apply, and are subject to change, as governments or government agencies seek to apply legacy systems of laws or adopt new laws to new online business models in the travel and accommodations industries, including ours. Uncertain and unclear application of such laws and regulations to homeowner and guest activity and our platform and services could cause and has caused some homeowners and guests to leave or choose not to use our platform, reduce supply and demand for our platform and services, increase the costs of compliance with such laws and regulations, and increase the threat of litigation or enforcement actions related to our platform and services, all of which would materially adversely affect our business, results of

[Table of Contents](#)

operations, and financial condition. See also our risk factor titled "We could face liability for information or content on, or accessible through, our platform."

There are laws that apply to us, and there are laws that apply to our homeowners and/or guests, and we have limited means of enforcing or ensuring the compliance of our homeowners and guests with all applicable legal requirements. Certain governments have attempted, and may attempt in the future, to hold us responsible for laws that apply to our homeowners and/or guests. Whether applicable to us, our homeowners, and/or our guests, the related consequences arising out of such laws and regulations, including costs of complying with audits, and penalties for violations of and costs to maintain compliance with such laws and regulations, have had and could continue to have a material adverse effect on our reputation, business, results of operations, and financial condition.

We take certain measures to comply and to help homeowners comply with laws and regulations, such as requiring registration numbers to be displayed on a listing profile for listings in some jurisdictions where such registration is required. These measures, changes to them, and any future measures we adopt could increase friction on our platform, and reduce the number of listings available on our platform from homeowners and bookings by guests, and could reduce the activity of homeowners and guests on our platform. We may be subject to additional laws and regulations which could require significant changes to our platform that discourage homeowners and guests from using our platform.

In addition to laws and regulations directly applicable to the short-term rental **and longer seasonal** business as discussed in our risk factor titled "Laws, regulations, and rules that affect the short-term rental business have limited, and may continue to limit, the ability or willingness of homeowners to rent through Vacasa and expose our homeowners or us to significant penalties, which have had, and could continue to have, a material adverse effect on our business, results of operations, and financial condition," we are subject to laws and regulations governing our business practices, the Internet, e-commerce, and electronic devices, including those relating to taxation, privacy **and data collection**, data protection **and security**, pricing, content, advertising, discrimination, consumer protection, protection of minors, copyrights, distribution, messaging, mobile communications, electronic device certification, electronic waste, electronic contracts, communications, Internet access, competition, and unfair commercial practices. We are also subject to laws and regulations governing the provision of online payment services, the design and operation of our platform, and the operations, characteristics, and quality of our platform and services.

**As a result of To address** the COVID-19 pandemic, many jurisdictions adopted laws, rules, regulations, and/or decrees, **intended to address the COVID-19 pandemic**, including implementing travel restrictions, restricting access to city centers, limiting accommodation offerings in surrounding areas, or limiting social mobility and gatherings. Governments, corporations, and other authorities may implement **similar** restrictions or policies **in response to future events** that could **further** restrict the ability of our homeowners and guests to participate on our platform.

There is increased governmental interest in regulating technology companies in a number of areas including privacy, tax, **mandatory fees and consumer pricing**, data localization and data access, algorithm-based discrimination, and competition. In addition, climate change and greater emphasis on sustainability could lead to regulatory efforts to address the carbon impact of housing and travel. **In addition, we could face risks related to compliance with insurance regulations.** As a result, governments may enact new laws and regulations and/or view matters or interpret laws and regulations differently than they have in the past, and in a manner that could materially adversely affect our business, results of operations, and financial condition.

Any new or existing laws and regulations applicable to existing or future business areas, including amendments to or repeal of existing laws and regulations, or new interpretations, applications, or enforcement of existing laws and regulations, could expose us to substantial liability, including significant expenses necessary to comply with such laws and regulations, and materially adversely impact bookings on our platform, thereby materially adversely affecting our business, results of operations, and financial condition. Our current and future efforts to influence legislative and regulatory proposals have an uncertain chance of success, could be limited by laws regulating lobbying or advocacy activity in certain jurisdictions, and even if successful, could be expensive and time consuming, and could divert the attention of management from our core business operations.

***We rely on a mix of independent contractors and employees to provide operational services to us, and any potential reclassification of independent contractors as deemed employees could adversely affect our business, results of operations and financial condition.***

We rely on a mix of independent contractors and employees to provide operational services to our business. The state of the law regarding independent contractor status varies from jurisdiction to jurisdiction and is subject to change based on court decisions and regulation. Regulatory authorities and other parties have increasingly asserted within several industries that certain independent

contractors should be classified as employees. As a result, there is significant uncertainty regarding the future of the worker classification regulatory landscape. It is possible that legislative, judicial and regulatory (including tax)

#### [Table of Contents](#)

authorities may introduce proposals or assert interpretations of existing rules and regulations that would change the classification of a significant number of independent contractors doing business with us from independent contractor to employee. In addition, we could also be involved in lawsuits and claims that assert that certain independent contractors should be classified as our employees. Adverse determinations regarding the status of any of our independent contractors, or the enactment of rules and regulations (or changes in the interpretations of existing rules and regulations) that lead to the reclassification of such independent contractors as employees, would result in a significant increase in employment-related costs, such as wages, benefits and taxes, and may subject us to potential penalties, any of which would adversely affect our business, results of operations and financial condition.

***We are subject to regulatory audits, inquiries, litigation, and other disputes from time to time which have in the past materially adversely affected, and may in the future materially adversely affect, our business, results of operations, and financial condition.***

We have been, and expect to continue to be, a party to various legal and regulatory claims, litigation or pre-litigation disputes, and proceedings arising in the normal course of business. The number and significance of these claims, disputes, and proceedings have increased as our company has grown larger, the number of bookings has increased, awareness of our brand has grown, our presence on well-known platforms has increased, and the scope and complexity of our business has expanded, and we expect the number and significance of these claims, disputes and proceedings will continue to increase in the future.

We have been, and expect to continue to be, subject to various government audits, inquiries, investigations, and proceedings related to legal and regulatory requirements such as compliance with laws related to short-term rentals, tax, consumer protection, pricing, advertising, discrimination, data protection, data sharing, payment processing, [trust compliance](#), privacy, and competition. In many cases, these inquiries, investigations, and proceedings can be complex, time consuming, costly to investigate, and require significant company and management attention. For certain matters, we are implementing recommended changes to our products, operations, and compliance practices and removal of noncompliant listings and homes from our service. We are unable to predict the outcomes and implications of such audits, inquiries, investigations, and proceedings on our business, and such audits, inquiries, investigations, and proceedings could result in large fines and penalties, require changes to our products and operations, restrict our ability to operate in certain regions and materially adversely affect our brand, reputation, business, results of operations, and financial condition. In some instances, applicable laws and regulations do not yet exist or are being adapted and implemented to address certain aspects of our business, and such adoption or change in their interpretation could further alter or impact our business and subject us to future government audits, inquiries, investigations, and proceedings.

Legal claims have been asserted against us for alleged discriminatory conduct undertaken by homeowners against certain guests (such as conduct relating to acceptance of service animals), and for our own platform policies or business practices. Changes to the interpretation of the applicability of fair housing, civil rights or other statutes to our business or the conduct of our users could materially adversely impact our business, results of operations, and financial condition. We may also become more vulnerable to third-party claims as U.S. laws such as the Digital Millennium Copyright Act ("DMCA") and the Stored Communications Act, and non-U.S. laws such as the European E-Commerce Directive, are interpreted by the courts or otherwise modified or amended, as our platform and services to our homeowners and guests continue to expand, and as we expand geographically into jurisdictions where the underlying laws with respect to the potential liability of online intermediaries such as ourselves are either unclear or less favorable.

In addition, we face claims and litigation relating to fatalities, shootings, other violent acts, illness (including COVID-19), cancellations and refunds, personal injuries, property damage, carbon monoxide incidents, homeowner disputes, and privacy violations that occurred in connection with a rental through our platform. We also have faced putative class action litigation and government inquiries, and could face additional litigation and government inquiries and fines relating to our business practices, cancellations and other consequences due to natural disasters or other unforeseen events beyond our control such as wars, regional hostilities, health concerns, including epidemics and pandemics such as COVID-19, or law enforcement demands and other regulatory actions.

In addition, in the ordinary course of business, we have been party to disputes that allege we have infringed third parties' intellectual property or in which we agree to provide indemnification to third parties with respect to certain matters, including losses arising from our breach of such agreements or from intellectual property infringement claims, or where we make other contractual commitments to third parties. We also have indemnification agreements with certain of our directors and executive officers that require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. We may be subject to litigation stemming from these obligations.

Adverse results in any regulatory audit, inquiry, litigation, legal proceedings, or claims may include awards of potentially significant monetary damages, including statutory damages for certain causes of action in certain jurisdictions, penalties, fines, injunctive relief, royalty or licensing agreements, or orders preventing us from offering certain [services](#), [services in a region or state](#). Moreover, many

#### [Table of Contents](#)

regulatory audits, inquiries, litigation, legal proceedings, or claims are resolved by settlements that can include both monetary and non-monetary components. Adverse results or settlements may result in changes in our business practices in significant ways, increased operating and compliance costs, and a loss of revenue. In addition, any litigation or pre-litigation claims against us, whether or not meritorious, are time consuming, require substantial expense, and result in the diversion of significant operational resources. We use various software platforms that, in some instances, have limited functionality which may impede our ability to retrieve records in the context of a governmental audit, inquiry or litigation. In addition, our insurance may not cover all potential claims to which we are exposed and may not be adequate to indemnify us for all liability that may be imposed. As we continue to grow, regulatory audits, inquiries, litigation, legal proceedings, and other claims will continue to consume significant company resources and adverse results in future matters could materially adversely affect our business, results of operations, and financial condition.

***We could face liability for information or content that is on, or accessible through, our platform.***

We could face claims relating to information or content that is published or made available on our platform. We generally manage the content that is posted on our site as part of our **property vacation rental** management services. As such, we are exposed to potential claims of defamation, disparagement, negligence, warranty, personal harm, intellectual property infringement, and other alleged damages that could be asserted against us, in addition to our homeowners and guests.

While we rely on a variety of statutory and common-law frameworks and defenses, including those provided by the DMCA and the fair-use doctrine in the United States, differences among statutes, limitations on immunity, requirements to maintain immunity, and moderation efforts in the many jurisdictions in which we operate may affect our ability to rely on these frameworks and defenses, or may create uncertainty regarding liability for information or content on our platform. Moreover, regulators in the United States and in other countries may introduce new regulatory regimes that increase potential liability for information or content available on our platform.

Because liability often flows from information or content on our platform and/or services accessed through our platform, as we continue to expand our offerings, tiers, and scope of business, both in terms of the range of offerings and services and geographical operations, we may face or become subject to additional or different laws and regulations. Our potential liability for information or content created by third parties and posted to our platform could require us to implement additional measures to reduce our exposure to such liability, may require us to expend significant resources, may limit the desirability of our platform to homeowners and guests, may cause damage to our brand and reputation, and may cause us to incur time and costs defending such claims in litigation, thereby materially adversely affecting our business, results of operations, and financial condition.

In the European Union, the Consumer Rights Directive and the Unfair Commercial Practices Directive harmonized consumer rights across the EU member states. If consumer protection regulators find that we are in breach of consumer protection laws, we may be fined or required to change our terms and processes, which may result in increased operational costs. Consumers and certain consumer protection associations may also bring individual claims against us if they believe that our terms and/or business practices are not in compliance with local consumer protection laws. Currently, class actions may also be brought in certain countries in the European Union, and the Collective Redress Directive will extend the right to collective redress across the European Union.

***We are subject to governmental economic and trade sanctions laws and regulations that limit the scope of our offering. Additionally, failure to comply with applicable economic and trade sanctions laws and regulations could subject us to liability and negatively affect our business, results of operations and financial condition.***

We are required to comply with economic and trade sanctions administered by governments where we operate, including the U.S. government (including, without limitation, regulations administered and enforced by the Office of Foreign Assets Control ("OFAC") and the U.S. Department of State). These economic and trade sanctions prohibit or restrict transactions to or from or dealings with certain specified countries, regions, their governments and, in certain circumstances, their nationals, and with individuals and entities that are specially designated, such as individuals and entities included on OFAC's List of Specially Designated Nationals or other sanctions measures. Any future economic and trade sanctions imposed in jurisdictions where we have significant business could materially adversely impact our business, results of operations, and financial condition. Our ability to track and verify transactions and otherwise comply with these regulations require a high level of internal controls, and we cannot guarantee that we have not engaged in dealings with persons sanctioned under applicable sanctions laws. Any non-compliance with economic and trade sanctions laws and regulations or related investigations could result in claims or actions against us and materially adversely affect our business, results of operations, and financial condition. As our business continues to grow and regulations change, we may be required to make additional investments in our internal controls or modify our business.

[Table of Contents](#)

***We have operations in countries known to experience high levels of corruption and any violation of anti-corruption laws could subject us to penalties and other adverse consequences.***

We are subject to the U.S. Foreign Corrupt Practices Act ("FCPA") and other laws in the United States and elsewhere that prohibit improper payments or offers of payments to foreign governments and their officials, political parties, state-owned or controlled enterprises, and/or private entities and individuals for the purpose of obtaining or retaining business. We have operations in and deal with countries known to experience corruption. Our activities in these countries create the risk of unauthorized payments or offers of payments by one of our employees, contractors, agents, or users that could be in violation of various laws, including the FCPA and anti-bribery laws in these countries. We have implemented policies, procedures, systems, and controls designed to ensure compliance with applicable laws and to discourage corrupt practices by our employees, consultants, and agents, and to identify and address potentially impermissible transactions under such laws and regulations; however, our existing and future safeguards, including training programs to discourage corrupt practices by such parties, may not prove effective, and we cannot ensure that all such parties, including those that may be based in or from countries where practices that violate U.S. or other laws may be customary, will not take actions in violation of our policies, for which we may be ultimately responsible. Additional compliance requirements may require us to revise or expand our compliance programs, including the procedures we use to monitor international and domestic transactions. Failure to comply with any of these laws and regulations may result in extensive internal or external investigations as well as significant financial penalties and reputational harm, which could materially adversely affect our business, results of operations, and financial condition.

***Uncertainty in the application of taxes to our homeowners, guests, or platform could increase our tax liabilities and may discourage homeowners and guests from conducting business on our platform.***

We are subject to a variety of taxes and tax collection obligations in the United States (federal, state, and local) and several foreign jurisdictions. New or revised foreign, federal, state, or local tax regulations may subject us or our homeowners and guests to additional indirect taxes, such as lodging, hotel, sales and use, privilege, excise, VAT, goods and services, harmonized sales, business, and gross receipt (together, "indirect taxes"), income, and other taxes, and, depending upon the jurisdiction, could subject us or our homeowners and guests to significant monetary penalties and fines for non-payment of taxes. Any additional tax expenses and other liabilities to which we or our homeowners and/or guests are subject would likely increase the cost of doing business for our homeowners, increase the price paid by guests, and may discourage homeowners and guests from using our platform, which would lead to a decline in revenue. As a result, our business, results of operations, and financial condition could be materially adversely affected by additional taxes of this nature or additional taxes or penalties resulting from our failure to comply with any reporting, collection, and payment obligations. We accrue a reserve for such taxes, and upon examination or audit, such reserves may be insufficient. We are currently subject to tax audit in several states and local jurisdictions.

The application of taxes, particularly indirect taxes, to activities such as ours and to our homeowners and guests is a complex and evolving issue. Laws and regulations relating to taxes as applied to our platform, and to our homeowners and guests, vary greatly among jurisdictions, and it is difficult or impossible to predict how such laws and regulations will be applied. We devote significant resources, including management time, to the application and interpretation of laws and working with various jurisdictions to clarify whether taxes are applicable and the amount of taxes that apply. The application of indirect taxes to our homeowners, guests, and our platform significantly increases our operational expenses as we build the infrastructure and tools to capture data and to report, collect, and remit taxes. The lack of uniformity in the laws and regulations relating to indirect taxes as applied further increases the operational and financial complexity of our systems and processes, and introduces potential for errors or incorrect tax calculations, all of which are costly to our business and results of operations. In addition, certain regulations may be so complex as to make it infeasible for us to be fully compliant. As our business operations expand or change, including as a result of introducing new or enhanced offerings, tiers or features, or due to acquisitions, the application of indirect taxes to our business and to our homeowners and guests will further change and evolve, and could further increase our liability for taxes, discourage homeowners and guests from using our platform, and materially adversely affect our business, results of operations, and financial condition.

***We may have exposure to greater than anticipated tax liabilities.***

The application of domestic and international income and non-income tax laws, rules and regulations to our business is subject to interpretation by the relevant taxing authorities. Given a focus on revenue generation, taxing authorities have become more aggressive in their enforcement of such laws, rules and regulations, resulting in increased audit activity and audit assessments, and legislation. The lack of uniformity in the laws and regulations relating to indirect taxes as applied to our business increases the operational and financial complexity of our systems and processes, and introduces potential for errors or incorrect tax calculations.

#### [Table of Contents](#)

We are subject to regular review and audit by U.S. federal, state, local, and foreign tax authorities. As such, potential tax liabilities may exceed our current tax reserves or may require us to modify our business practices and incur additional cost to comply, any of which may have a material adverse effect on our business.

The determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are many transactions where the ultimate tax determination is uncertain. Our provision for income taxes is also determined by the manner in which we operate our business, and any changes to such operations or laws applicable to such operations may affect our effective tax rate.

Our tax positions or tax returns are subject to change, and therefore we cannot accurately predict whether we may incur material additional tax liabilities in the future, which would materially adversely affect our results of operations and financial condition.

#### ***Changes in tax laws or tax rulings could materially affect our business, results of operations, and financial condition.***

The tax regimes we are subject to or operate under, including income and non-income (including indirect) taxes, are unsettled and may be subject to significant change. Changes in tax laws or tax rulings, or changes in interpretations of existing laws, could materially adversely affect our results of operations and financial condition.

In addition, we are subject to a variety of taxes and tax collection obligations in the United States (federal, state, and local) and numerous foreign jurisdictions. A number of jurisdictions have proposed or implemented new tax laws or interpreted existing laws to explicitly apply various taxes to businesses like ours. Laws and regulations relating to taxes vary greatly among jurisdictions, and it is difficult or impossible to predict how such laws and regulations will be applied. The application of indirect taxes to activities such as ours is a complex and evolving issue.

We may recognize additional tax expenses and be subject to additional tax liabilities, and our business, results of operations, and financial condition could be materially adversely affected by additional taxes of this nature or additional taxes or penalties resulting from our failure to comply with any reporting, collection, and payment obligations. We accrue a reserve for such taxes when the likelihood is probable that such taxes apply to us, and upon examination or audit, such reserves may be insufficient. New or revised taxes and, in particular, the taxes described above and similar taxes would generally increase the price paid by guests and could discourage guests from using our properties, and lead to a decline in revenue, and materially adversely affect our business, results of operations, and financial condition.

#### ***Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.***

We expect to have material net operating loss carryforwards for U.S. federal and state income tax purposes. As of December 31, 2022, our federal net operating loss carryforwards were approximately \$217.1 million. Realization of tax savings from these net operating loss carryforwards will depend on our future taxable income, and there is a risk that some of our existing carryforwards could expire unused and be unavailable to offset future taxable income, which could materially adversely affect our results of operations and financial condition. In addition, under Sections 382 and 383 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), if a corporation undergoes an "ownership change," generally defined as a greater than 50% change (by value) in its equity ownership by significant stockholders or groups of stockholders over a three-year period, the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes, to offset its post-change taxable income or tax liabilities may be limited. Similar rules may apply under state tax laws. We expect that our net operating losses will be subject to limitations under these rules, and we may experience ownership changes in the future because of shifts in our stock ownership, many of which are outside of our control. Our ability to use our pre-change net operating loss carryforwards and other tax attributes to offset future U.S. federal taxable income may be subject to limitations, which could result in increased future tax liability to us. In addition, tax benefits that we derive from certain tax attributes, including net operating losses, that are allocable to us as a result of the transactions undertaken in connection with the Business Combination are subject to the terms of, and may give rise to payments that we will be required to make under, the Tax Receivable Agreement, as discussed below.

#### **Risks Related to our Organizational Structure**

##### ***Our principal stockholders have significant influence over us, including over decisions that require the approval of stockholders, and their interests may conflict with the interests of other stockholders.***

The Silver Lake Stockholders, the Riverwood Stockholders, the Level Equity Stockholders and the EB Stockholder control, as a group, approximately 61.8% of the combined voting power of our Common Stock as a result of their ownership of Class A Common Stock and Class B Common Stock. These parties, together with TPG Sponsor, have entered into the Stockholders

#### [Table of Contents](#)

Agreement, which grants the parties thereto certain director nomination rights with respect to the members of our Board, including removal rights with respect to any director elected pursuant to their respective nomination rights and the right to designate a director to fill any vacancy created by reason of death, removal or resignation of any such director. The Stockholders Agreement automatically terminates in June 2023, at which time we expect to enter into board designation rights agreements with each of the Silver Lake Stockholders, the Riverwood Stockholders, the Level Equity Stockholders and the EB Stockholder. As a result, these stockholders and their affiliates have significant influence over the management and affairs of our company and, acting together, will have the ability to control the outcome of matters submitted to our stockholders for approval, including the election of directors and the approval of significant corporate transactions, including any merger, consolidation or sale of all or substantially all of our assets and the issuance or redemption of equity interests in certain circumstances. The interests of these stockholders may not always coincide with, and in some cases may conflict with, our interests and the interests of our other stockholders. For instance, these stockholders could attempt to delay or prevent a change in control of our company, even if such change in control would benefit our other stockholders, which could deprive our stockholders of an opportunity to receive a premium for their common stock. This concentration of

ownership may also affect the prevailing market price of our common stock due to investors' perceptions that conflicts of interest may exist or arise. As a result, this concentration of ownership may not be in the best interests of other stockholders.

In addition, because these stockholders hold part of their economic interest in our business through Vacasa Holdings LLC ("OpCo"), rather than through Vacasa, Inc., and may hold rights to receive payments under the Tax Receivable Agreement, their interests may further conflict with the interests of holders of Class A Common Stock. For example, such holders may have different tax positions from us, which could influence their decisions regarding whether and when we should dispose of assets or incur new or refinance existing indebtedness, and whether and when we should undergo certain changes of control within the meaning of the Tax Receivable Agreement or terminate the Tax Receivable Agreement. In addition, the structuring of future transactions may take into consideration these tax or other considerations even where no similar benefit would accrue to us. These holders' significant ownership in us and their resulting ability, acting together, to effectively control us may discourage someone from making a significant equity investment in us, or could discourage transactions involving a change in control, including transactions in which holders of shares of our Class A Common Stock might otherwise receive a premium for their shares over the then-current market price.

**We are a "controlled company" within the meaning of the Nasdaq listing rules and, as a result, will qualify for, and may rely on, exemptions from certain corporate governance requirements. Stockholders will not have the same protections afforded to stockholders of companies that are subject to such requirements.**

The parties to the Stockholders Agreement beneficially own, in the aggregate, more than 50% of the combined voting power for the election of the Board. As a result, we qualify as a "controlled company" within the meaning of the Nasdaq listing rules. Under these rules, a listed company of which more than 50% of the voting power is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain corporate governance requirements, including, but not limited to, requirements that:

- a majority of its board of directors consist of directors who qualify as "independent" as defined under Nasdaq listing rules;
- its board of directors have a compensation committee composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities;
- its board of directors have a nominating and corporate governance committee composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and
- its board of directors conduct an annual performance evaluation of its compensation committee and the nominating and corporate governance committee.

We may elect to rely on the foregoing exemptions so long as we remain a "controlled company." Accordingly, stockholders may not have the same protections as those afforded to stockholders of companies that are subject to all of these corporate governance requirements.

**Our Certificate of Incorporation provides that the doctrine of "corporate opportunity" will not apply with respect to any director or stockholder who is not employed by us or our subsidiaries.**

The doctrine of corporate opportunity generally provides that a corporate fiduciary may not develop an opportunity using corporate resources, acquire an interest adverse to that of the corporation or acquire property that is reasonably incident to the present or prospective business of the corporation or in which the corporation has a present or expectancy interest, unless that opportunity is first presented to the corporation and the corporation chooses not to pursue that opportunity. The doctrine of corporate opportunity is intended to preclude officers, directors and other fiduciaries from personally benefiting from opportunities that belong to the corporation. Our Certificate of Incorporation provides that the doctrine of "corporate

#### [Table of Contents](#)

opportunity" does not apply with respect to any stockholder or director (other than any director who is also an officer) of Vacasa, Inc. (each, an "Exempted Person").

The Exempted Persons will therefore have no duty to communicate or present corporate opportunities to us, and will have the right to either hold any corporate opportunity for their own account and benefit or to recommend, assign or otherwise transfer such corporate opportunity to persons other than us, including to any other director or stockholder who is not employed by us or our subsidiaries.

As a result, the Exempted Persons will generally not be prohibited from operating or investing in competing businesses. We therefore may find ourselves in competition with any one or more of these parties, and we may not have knowledge of, or be able to pursue, transactions that could potentially be beneficial to us. To the extent we find ourselves in competition with Exempted Persons, we may lose a corporate opportunity or suffer competitive harm, which could negatively impact our business, results of operations, financial condition or prospects.

**We are a holding company and our principal asset is our indirect equity interests in OpCo and, accordingly, we are dependent upon distributions from OpCo to pay taxes and other expenses.**

We are a holding company and our principal asset is our indirect ownership of OpCo. We have no independent means of generating material revenue. As the initial sole manager of OpCo, we generally intend to cause OpCo to make distributions to its equity holders in amounts sufficient to cover the taxes on their allocable share of the taxable income of OpCo, including for this purpose, any payments we are obligated to make under the Tax Receivable Agreement and other costs or expenses, but we may be limited in our ability to cause OpCo to make distributions to its equity holders (including for purposes of paying corporate and other overhead expenses and dividends) by our contractual arrangements, including the terms of our Revolving Credit Facility and any additional debt facilities that we may enter into in the future. In addition, certain laws and regulations may result in restrictions on OpCo's ability to make distributions to Vacasa, Inc., or the ability of OpCo's subsidiaries to make distributions to it.

To the extent that we need funds and OpCo or its subsidiaries are restricted from making such distributions, under applicable law or regulation or otherwise, we may not be able to obtain such funds on terms acceptable to us or at all and, as a result, could suffer an adverse effect on our liquidity and financial condition. In certain situations, including where OpCo does not have sufficient cash to make tax distributions to all of its members in the full amounts that may be payable in connection with the Fourth Amended and Restated Limited Liability Company Agreement of OpCo (the "OpCo LLC Agreement") (or where tax distributions to the members of OpCo would materially exceed a set percentage of our aggregate taxable income), tax distributions to the equity holders of OpCo may be reduced (such that each member of OpCo may not receive tax distributions sufficient to cover its tax liability). Tax distributions will generally be treated as advances of other distributions made under the OpCo LLC Agreement.

Although OpCo may not always make such distributions, under the OpCo LLC Agreement, we generally expect OpCo, from time to time, to make distributions in cash to its equity holders in amounts sufficient to cover the taxes on their allocable share of the taxable income of OpCo (in addition, Vacasa, Inc. may receive certain non-pro rata distributions from OpCo to cover certain overhead and other expenses, as provided in the OpCo LLC Agreement). As a result of (i) potential differences in the amount of net taxable income indirectly allocable to us and to OpCo's other equity holders, (ii) the lower tax rate applicable to corporations as opposed to the assumed tax rate for making such distributions in the OpCo LLC Agreement, (iii) the favorable tax benefits that we anticipate from Vacasa, Inc.'s acquisition of common units of OpCo ("OpCo Units"), in exchange for, at our election, either cash (based on the market price of a share of our Class A Common Stock) or shares of our Class A



Common Stock and payments under the Tax Receivable Agreement and (iv) the fact that tax distributions made in respect of OpCo Units will generally be made pro rata in respect of such Units as described in the OpCo LLC Agreement, we expect that these tax distributions may be in amounts that exceed our tax liabilities. Our Board will determine the appropriate uses for any excess cash so accumulated, which may include, among other uses, the payment of obligations under the Tax Receivable Agreement and the payment of other expenses. We will have no obligation to distribute such cash (or other available cash) to our stockholders. No adjustments to the exchange ratio for OpCo Units will be made as a result of any cash distribution by us or any retention of cash by us. To the extent we do not distribute such cash as dividends on our Class A Common Stock and instead, for example, hold such cash balances, or lend them to OpCo, this may result in shares of our Class A Common Stock increasing in value relative to the value of OpCo Units. The holders of OpCo Units (the "OpCo Unitholders") may benefit from any value attributable to such cash balances if they acquire shares of our Class A Common Stock in exchange for their OpCo Units. In addition, our payment of tax distributions to the members of OpCo could result in the distribution of cash out of OpCo that is in excess of what is required for such members (or their direct or indirect equityholders) to pay their tax liabilities attributable to their direct or indirect ownership of OpCo, which could have an adverse effect on our liquidity.

[Table of Contents](#)

***We may incur certain tax liabilities attributable to the Blockers as a result of the Business Combination.***

In connection with the Business Combination Agreement, the Blockers were merged with and into Vacasa, Inc. As the successor to these merged entities, Vacasa, Inc. has generally succeeded to and is responsible for any outstanding or historical tax liabilities of the merged entities, including any liabilities that might be incurred as a result of the mergers described in the previous sentence. The pre-Business Combination owners of the Blockers will not indemnify Vacasa, Inc. for any such liabilities, and such liabilities could have an adverse effect on our liquidity and financial condition.

***We may bear certain tax liabilities that are attributable to audit adjustments for taxable periods (or portions thereof) ending prior to the Business Combination, or that are disproportionate to our ownership interest in OpCo in the taxable period for which the relevant adjustment is imposed.***

Pursuant to certain provisions of the Code enacted as part of the Bipartisan Budget Act of 2015 (such provisions, the "Partnership Tax Audit Rules"), partnerships (and not the partners of the partnerships) can be liable for U.S. federal income taxes (and any related interest and penalties) resulting from adjustments made pursuant to an IRS audit or judicial proceedings to the items of income, gain, loss, deduction, or credit shown on the partnership's tax return (or how such items are allocated among the partners), notwithstanding the fact that liability for taxes on partnership income is generally borne by the partners rather than the partnership.

Under the Partnership Tax Audit Rules, a partnership's liability for taxes resulting from adjustments made pursuant to an IRS audit or judicial proceedings may be reduced or avoided in certain circumstances depending on the status or actions of its partners. For example, if partners agree to amend their tax returns and pay the resulting taxes, the partnership's liability can be reduced. Partnerships also may be able to make elections to "push out" the tax liability resulting from the adjustment to the persons who were partners in the prior taxable year that is the subject of the adjustment, and, as a result, avoid having the relevant liability paid at the partnership-level and instead be borne by the persons who are partners at the time the relevant liability is paid.

A representative of the holders of Vacasa Holdings' equity prior to the Business Combination (including, for this purpose, the owners of the Blockers with respect to their indirect interest in Vacasa Holdings equity and the holders of vested Vacasa Holdings unit appreciation rights and the holders of vested options to purchase shares of TK Newco common stock) existing prior to the Business Combination (the "Existing VH Holders") will be entitled to direct whether or not OpCo or its subsidiaries will make the "push out" election described above for adjustments attributable to taxable periods (or portions thereof) ending on or prior to the date of the Business Combination, and whether any such entity will pay any applicable liability at the entity level. The provisions of the OpCo LLC Agreement prohibit OpCo from seeking indemnification or other recoveries from the Existing VH Holders in respect of such liabilities. With respect to the representative's exercise of this authority, its interests will generally differ from the interests of our other equity holders. Moreover, with respect to taxable periods beginning after the Business Combination, there is no requirement that OpCo or any of its subsidiaries make any "push out" election. We accordingly may be required to bear a share of any taxes, interest, or penalties associated with any adjustments to applicable tax returns that exceeds our proportionate share of such liabilities based on our ownership interest in OpCo in the taxable period for which such adjustments are imposed (including periods prior to the effective date of the Business Combination during which we had no interest in OpCo), which could have an adverse effect on our operating results and financial condition.

***Vacasa, Inc. will be required to pay the TRA Parties for certain tax benefits it may claim (or is deemed to realize) in the future, and the amounts it may pay could be significant.***

In connection with the Business Combination, Vacasa, Inc. acquired existing equity interests from certain Existing VH Holders in exchange for the issuance of shares of Class A Common Stock and rights to receive payments under the Tax Receivable Agreement. As a result of these acquisitions, Vacasa, Inc. has succeeded to certain tax attributes of the Blockers and will receive the benefit of tax basis in assets of OpCo and its subsidiaries. In addition, redemptions or exchanges of OpCo Units in exchange for shares of our Class A Common Stock or cash may produce favorable tax attributes that would not be available to Vacasa, Inc. in the absence of such redemptions or exchanges. Such transactions are also expected to result in increases in Vacasa, Inc.'s allocable share of the tax basis in OpCo's tangible and intangible assets. These increases in tax basis may increase (for income tax purposes) depreciation and amortization deductions and therefore reduce the amount of income or franchise tax that Vacasa, Inc. would otherwise be required to pay in the future had such sales and exchanges never occurred.

We have entered into the tax receivable agreement (the "Tax Receivable Agreement") with the Existing VH Holders (other than the holders of Vacasa Holdings unit appreciation rights and other than holders of options to purchase shares of TK Newco common stock, but including, for this purpose, current and former members of management that hold interests in Vacasa Holdings indirectly through a management holding vehicle), which we refer to in this Annual Report on Form 10-K collectively as the "TRA Parties," that provides for the payment by Vacasa, Inc. to such TRA Parties (or their transferees or assignees) of 85% of

[Table of Contents](#)

the net cash savings, if any, in U.S. federal, state and local income tax or franchise tax that Vacasa, Inc. actually realizes (determined by using certain assumptions) in periods after the Business Combination as a result of (i) certain increases in tax basis that occur as a result of (A) any acquisition of OpCo Units from certain Existing VH Holders in the Business Combination, (B) exercises of the redemption rights under the OpCo LLC Agreement (the "Redemption Rights") by certain OpCo Unitholders to exchange their OpCo Units for shares of Class A Common Stock or cash, and (C) payments made under the Tax Receivable Agreement; (ii) any net operating losses or certain other tax attributes that become available to Vacasa, Inc. to offset income or gain realized after the Blocker Mergers; (iii) any existing tax basis associated with assets of OpCo or its subsidiaries, the benefit of which is allocable to Vacasa, Inc. as a result of the exchanges of OpCo Units for Class A Common Stock of Vacasa, Inc. or cash; and (iv) tax benefits related to imputed interest deemed to be paid by Vacasa, Inc. as a result of any payments that Vacasa, Inc. makes under the Tax Receivable Agreement. The Tax Receivable Agreement makes certain simplifying assumptions regarding the determination of the cash savings that Vacasa, Inc. realizes or is deemed to realize from the covered tax attributes, which may result in payments pursuant to the Tax Receivable Agreement in excess of those that would result if such assumptions were not made.

The actual tax benefit, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending upon a number of factors, including, but not limited to, the timing of the redemptions of OpCo Units, the price of Class A Common Stock at the time of each redemption, the extent to which such redemptions are taxable transactions, the amount of tax basis associated with OpCo Units of the redeeming holder at the time of the relevant redemption, the depreciation and amortization periods that apply to the tax basis covered by the Tax Receivable Agreement, the amount, character, and timing of taxable income Vacasa, Inc. generates in the future, the timing and amount of any earlier payments that Vacasa, Inc. may have made under the Tax Receivable Agreement, the income tax rates then applicable to Vacasa, Inc., and the portion of Vacasa, Inc.'s payments under the Tax Receivable Agreement that constitute imputed interest or give rise to depreciable or amortizable tax basis. The payments under the Tax Receivable Agreement are not conditioned upon any TRA Party continuing to own an equity interest in us. To the extent that we are not able to make payments under the Tax Receivable Agreement when due, then (subject to the other provisions of the Tax Receivable Agreement, including those described below regarding the potential acceleration of obligations under the Tax Receivable Agreement) such payments will generally accrue interest until paid.

In addition, the TRA Parties (or their transferees or assignees) will not reimburse Vacasa, Inc. for any payments previously made if any covered tax benefits are subsequently disallowed, except that any excess payments made to any TRA Party (or its transferees or assignees) will be netted against future payments that would otherwise be made under the Tax Receivable Agreement, if any, after the determination of such excess. Vacasa, Inc. could make payments to the TRA Parties under the Tax Receivable Agreement that are greater than its actual cash tax savings and may not be able to recoup those payments, which could negatively impact its liquidity.

Finally, the Tax Receivable Agreement provides that, in the case of a change in control (as defined in the Tax Receivable Agreement), the Tax Receivable Agreement will automatically terminate, and in the case of a material breach of Vacasa, Inc.'s obligations under the Tax Receivable Agreement and certain other events, Vacasa, Inc. may be required to make a payment to the TRA Parties in an amount equal to the present value of future payments (calculated using a discount rate equal to the lesser of 6.50% and LIBOR plus 150 basis points, which may differ from our, or a potential acquirer's, then-current cost of capital) under the Tax Receivable Agreement, which payment would be based on certain assumptions, including those relating to Vacasa, Inc.'s future taxable income. In these situations, Vacasa, Inc.'s obligations under the Tax Receivable Agreement could have a substantial negative impact on its, or a potential acquirer's, liquidity and could have the effect of delaying, deferring, modifying, or preventing certain mergers, asset sales, other forms of business combinations, or other changes of control. These provisions of the Tax Receivable Agreement may result in situations where the TRA Parties have interests that differ from or are in addition to those of our other stockholders. In addition, Vacasa, Inc. could be required to make payments under the Tax Receivable Agreement that are due in advance of any actual realization of such further tax benefits, that are in excess of Vacasa, Inc.'s (or a potential acquirer's) actual cash tax savings, and which could negatively impact our liquidity.

#### Risks Related to Ownership of our Class A Common Stock

***Our focus on the long-term best interests of our company and our consideration of all of our stakeholders, including our stockholders, homeowners, guests, employees, the communities in which we operate, and other stakeholders that we may identify from time to time, may conflict with short- or medium-term financial interests and business performance, which may negatively impact the value of our Class A Common Stock.***

We believe that focusing on the long-term best interests of our company and our consideration of all of our stakeholders, including our stockholders, homeowners, guests, employees, the communities in which we operate, and other stakeholders we may identify from time to time, is essential to the long-term success of our company and to long-term stockholder value. Therefore, we have made decisions, and may in the future make decisions, that we believe are in the long-term best interests of our company and our stockholders, even if such decisions may negatively impact the short- or medium-term performance of our business, results of operations, and financial condition or the short- or medium-term performance of our Class A Common Stock. Our commitment to pursuing long-term value for the company and its stockholders, potentially at the expense of short- or medium-term performance, may materially adversely affect the trading price of our Class A Common Stock, including by making owning our Class A Common Stock less appealing to investors who are focused on returns over a shorter time horizon. Our decisions and actions in pursuit of long-term success and long-term stockholder value, which may include changes to our platform to enhance the experience of our homeowners, guests, and the communities in which we operate, including by improving the trust and safety of our platform, changes in the manner in which we deliver customer support, investing in our relationships with our homeowners, guests, and employees, investing in and introducing new products and services, or changes in our approach to working with local or national jurisdictions on laws and regulations governing our business, may not result in the long-term benefits that we expect, in which case our business, results of operations, and financial condition, as well as the trading price of our Class A Common Stock, could be materially adversely affected.

***Our principal stockholders have significant influence over us, including over decisions that require the approval of stockholders, and their interests may conflict with the interests of other stockholders.***

On June 7, 2023, we entered into four individual director designation agreements (collectively, the "Director Designation Agreements" and each a "Director Designation Agreement") with (i) SLP Venice Holdings, L.P. and SLP V Venice Feeder I, L.P. (together with their affiliates, the "Silver Lake Stockholders"); (ii) RW Vacasa AIV LP, RW Industrious Blocker LP, Riverwood Capital Partners II (Parallel-B) L.P., RCP III Vacasa AIV, L.P., RCP III Blocker Feeder LP, Riverwood Capital Partners III (Parallel-B) L.P., RCP III (A) Blocker Feeder LP and RCP III (A) Vacasa AIV L.P. (together with their affiliates, the "Riverwood Stockholders"); (iii) LEGP I VCS, LLC, LEGP II VCS, LLC, Level Equity Opportunities Fund 2015, L.P., Level Equity Opportunities Fund 2018, L.P., Level Equity - VCS Investors, LLC and LEGP II AIV(B), L.P. (together with their affiliates, the "Level Equity Stockholders"); and (iv) Mossytreet Inc. (together with its affiliates, the "EB Stockholders").

In the aggregate, as of December 31, 2023, the Silver Lake Stockholders, the Riverwood Stockholders, the Level Equity Stockholders and the EB Stockholders controlled approximately 59.0% of the combined voting power of our Common Stock as a result of their ownership of Class A Common Stock and Class B Common Stock. The Director Designation Agreements contain director nominations rights so long as each holder continues to hold prescribed amounts of our Common Stock. As a result, these stockholders and their affiliates have significant influence over the management and affairs of our company and, if they were to decide to act together, would have the ability to control the outcome of matters submitted to our stockholders for approval, including the election of directors and the approval of significant corporate transactions, including any merger, consolidation or sale of all or substantially all of our assets and the issuance or redemption of equity interests in certain circumstances. The interests of one or more of these stockholders may not always coincide with, and in some cases may conflict with, our interests and the interests of our other stockholders. For instance, these stockholders could attempt to delay or prevent a change in control of our company, even if such change in control would benefit our other stockholders, which could deprive our stockholders of an opportunity to receive a premium for their common stock. This concentration of ownership may also affect the prevailing market price of our common stock due to investors' perceptions that conflicts of interest may exist or arise. As a result, this concentration of ownership may not be in the best interests of other stockholders.

In addition, because these stockholders hold part of their economic interest in our business through Vacasa Holdings LLC ("OpCo"), rather than through Vacasa, Inc., and may hold rights to receive payments under the Tax Receivable Agreement, their interests may further conflict with the interests of holders of Class A Common Stock. For example, such holders may have different tax positions from us, which could influence their decisions regarding whether and when we should dispose of assets or incur new or refinance existing indebtedness, and whether and when we should undergo certain changes of control within the meaning of the Tax Receivable Agreement or terminate the Tax Receivable Agreement. In addition, the structuring of future transactions may take into consideration these tax or other considerations even where no similar benefit would accrue to us. These holders' significant ownership in and influence over us may discourage someone from making a significant equity investment in us, or could discourage transactions involving a change in control, including transactions in which holders of shares of our Class A Common Stock might otherwise receive a premium for their shares over the then-current market price.

**The trading price of the shares of our Class A Common Stock may be volatile, and holders of the Class A Common Stock could incur substantial losses.**

Our stock price has been, and may continue to be, volatile. The stock market has experienced extreme volatility that has often been unrelated to the operating performance of particular companies. As a result of this volatility, investors may not be able to sell our Class A Common Stock at or above the price paid for the shares. The market price for our Class A Common Stock may be influenced by many factors, including:

- actual or anticipated variations in our operating results;

#### [Table of Contents](#)

- changes in financial estimates by us or by any securities analysts who might cover our stock;
- conditions or trends in our industry;
- stock market price and volume fluctuations of comparable companies and, in particular, those that operate in the software and information technology industries; companies;
- announcements by us or our competitors of new product or service offerings, significant acquisitions, strategic partnerships or divestitures;
- announcements of investigations or regulatory scrutiny of our operations or lawsuits filed against us;
- [capital commitments;][TBD]
- investors' general perception of our company and our business;
- changes in financial markets or general economic conditions, including the effects of a recession or slow economic growth in the U.S. or abroad, interest rates, fuel prices, international currency fluctuations, corruption, political instability, acts of war, including impacts from the conflict between Russia Ukraine-Russia and Ukraine, Israel-Hamas conflicts and escalations thereof, or similar macroeconomic conditions;
- impacts from the ongoing COVID-19 pandemic or other public health crises; conditions and concerns;
- recruitment or departure of key personnel; and

- sales of our Class A Common Stock, including sales by our directors and officers or specific stockholders.

In the past few years, stock markets have experienced extreme price and volume fluctuations. In the past, following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against these companies. This Such litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

**Future sales of our Class A Common Stock in the public market could cause the market price of our Class A Common Stock to decline significantly, even if our business is doing well.**

The market price ownership of a substantial amount of our Class A Common Stock could decline as a result of sales of a large is concentrated with limited number of shares in the market or the perception that such sales could occur. Lock-up restrictions applicable to a significant portion of our Class A Common Stock outstanding (as well as the shares of our Class A Common Stock issuable upon the exercise and/or settlement of outstanding equity awards) expired in June 2022. Such shares of Class A Common Stock are now eligible for sale in the public market, subject to compliance with applicable securities laws. These sales, or the possibility that these sales may occur, might also make it more difficult for us to raise capital through the issuance and sale of equity securities in the future at a time and at a price that we deem appropriate.

holders. Furthermore, the holders ("OpCo Unitholders") of common units of OpCo ("OpCo Units"), other than Vacasa, Inc., will have the right, pursuant to the Fourth Amended and Restated Limited Liability Company Agreement of OpCo, to cause OpCo to acquire all or a portion of their vested OpCo Units, which may be settled for, at our election, shares of Class A Common Stock at a redemption ratio of one share of Class A Common Stock for each OpCo Unit redeemed (subject to conversion rate adjustments for stock splits, stock dividends and reclassification) or an equivalent amount of cash and, in each case, the cancellation of an equal number of shares of such OpCo Unitholder's Class B Common Stock. Any shares of Class A Common Stock we may issue in connection with such redemptions will also be eligible for sale in the public market, subject to compliance with applicable securities laws. As restrictions on the resale of shares of our Class A Common Stock expire or otherwise lapse, including in connection with the availability of registration statements covering such shares, the The market price of our Class A Common Stock could decline significantly if the holders of these shares sell them or are perceived by the market as intending to sell them. These sales, or the possibility that these sales may occur, might also make it more difficult for us to raise capital through the issuance and sale of equity securities in the future at a time and at a price that we deem appropriate.

**We are an "emerging growth company" within the meaning of the Securities Act, and as a result of the reduced disclosure and governance requirements applicable to emerging growth companies, our Class A Common Stock may be less attractive to investors.**

We are an "emerging growth company," as defined in the Jumpstart Our Business Startups Act of 2012 ("JOBS Act, Act"), and we may take advantage of certain exemptions and relief from various reporting requirements that are applicable to other public companies that are not "emerging growth companies." In particular, while we are an "emerging growth company," we will not be required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act; we are exempt from any rules that could be adopted by the Public Company Accounting Oversight Board requiring mandatory audit firm rotations or a supplement to the auditor's report on financial statements; we are subject to reduced disclosure obligations regarding executive compensation in its our periodic reports and proxy statements; and we are not required to hold non-binding advisory votes on executive compensation or stockholder approval of any golden parachute payments not previously approved.

#### [Table of Contents](#)

In addition, the JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. This allows an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we have elected to opt out of such transition period and, as a result, we will comply with new or revised accounting standards on the dates for which compliance is required for non-emerging growth companies. This election is irrevocable. compensation.

We may be an "emerging growth company" until December 31, 2026, though we may cease to be an "emerging growth company" earlier under certain circumstances, including: (i) the last day of the fiscal year (a) in which (a) we have total annual gross revenue of at least \$1.235 billion, or (b) in which we are deemed to be a large accelerated filer, which means the market value of our common equity that is held by non-affiliates exceeds \$700 million as of the last business day of its our most recently completed second fiscal quarter; and (ii) the date on which we have issued more than \$1.00 billion in non-convertible debt securities during the prior three-year period.

The exact implications of the JOBS Act are subject to interpretation and guidance by the SEC and other regulatory agencies, and we cannot ensure that we will be able to take advantage of all of the benefits of the JOBS Act. In addition, investors may find our Class A Common Stock less attractive to the extent we rely on the exemptions and relief granted by the JOBS Act. If some investors find our Class A Common Stock less attractive as a result, there may be a less active trading market for our Class A Common Stock and our stock price may decline or become more volatile.

***We do not anticipate paying any cash dividends on our Class A Common Stock in the foreseeable future.***

We currently intend to retain our future earnings, if any, to fund the development and growth of our business. In addition, the terms of our Revolving Credit Facility restrict our ability to pay dividends, and the terms of any future debt agreements we may enter into are likely to contain similar restrictions. As a result, capital appreciation, if any, of our Class A Common Stock will be the sole source of gain for the foreseeable future.

## **Item 1B. Unresolved Staff Comments**

None.

## **Item 1C. Cybersecurity**

### **Cybersecurity Risk Management and Strategy**

Vacasa has developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information.

Vacasa has designed its cybersecurity risk management program based upon the National Institute of Standards and Technology Cybersecurity Framework ("NIST CSF"). This does not imply that we meet any particular technical standards, specifications, or requirements, other than those required by regulation and/or contractual obligation, only that we use the NIST CSF as a guide to help us identify, assess, and manage cybersecurity risks relevant to our business.

Vacasa's cybersecurity risk management program is integrated into our overall enterprise risk management program, and shares common methodologies, reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas.

Key elements of our cybersecurity risk management program include, but are not limited to, the following:

- a. risk assessments designed to help identify material cybersecurity risks to our critical systems, information, products, services, and our broader enterprise IT environment;
- b. a dedicated security team principally responsible for managing (1) cybersecurity risk assessment processes, (2) security controls, and (3) response to cybersecurity incidents;
- c. the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls;
- d. systems, including technical, administrative, and physical controls, for protecting IT systems and monitoring for cybersecurity risks and incidents;
- e. cybersecurity education and awareness training of our employees, incident response personnel, and senior management;
- f. a cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- g. a third-party risk management process for service providers, suppliers, and vendors.

Vacasa has not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected, including our operations, business strategy, results of operations, or financial condition. We face certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition.

### **Cybersecurity Governance**

Vacasa's Board of Directors (the "Board") considers cybersecurity risk as part of its risk oversight function and has delegated to its Audit Committee oversight of cybersecurity and other information technology risks. The Audit Committee oversees management's implementation of our cybersecurity risk management program.

The Audit Committee receives regular reports from management on our cybersecurity risks. In addition, management updates the Audit Committee, as necessary, regarding significant cybersecurity incidents.

The Audit Committee reports to the full Board regarding its activities, including those related to cybersecurity. The full Board also receives briefings from management on our cybersecurity risk management program. Board members receive presentations on cybersecurity topics from Vacasa's Vice President of Information Technology and Information Security, internal security staff, or external experts as part of the Board's continuing education on topics that impact public companies.

Vacasa's management team, including the Vice President of Information Technology and Information Security, has overall responsibility for assessing and managing our material risks from cybersecurity threats. The Information Security Team, led by our Chief Technology Officer and our Vice President of Information Technology and Information Security, is primarily responsible for Vacasa's overall cybersecurity risk management program in collaboration with other key members of Vacasa's organization. Our Chief Technology Officer and Vice President of Information Technology and Information Security collectively possess experience in leading information security organizations and technical environments at public companies and in highly regulated industries such as Financial, Healthcare, and the Federal Government.. This includes, but is not limited to, responsibility for the following areas: Information Security Audit, Security Operations, Application Security, security awareness training and education.

## Item 2. Properties

We lease corporate offices in Portland, Oregon, which is the location of our corporate headquarters, and in Boise, Idaho. headquarters. In addition, we own and lease regional offices in various locations in the United States and internationally as necessary or desirable for us to support our central operations and to facilitate our operations at the local levels. We believe our facilities are adequate and suitable for our current needs.

## Item 3. Legal Proceedings

The information set forth under Note 16, *Commitments and Contingencies* to our consolidated financial statements included in Part II, Item 8. of this Annual Report, on Form 10-K, is incorporated herein by reference. For an additional discussion of certain risks associated with legal proceedings, see "Risk Factors" included in Part I, Item 1A.

## Item 4. Mine Safety Disclosures

Not applicable.

# PART II

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

### Market Information for Class A Common Stock

Our Class A Common Stock has been listed on the Nasdaq Global Select Market under the symbol "VCSA."

### Reverse Stock Split

On October 2, 2023, we completed a 1-for-20 reverse stock split of the Company's outstanding Class A Common Stock, Class B Common Stock, and Class G Common Stock (the "Reverse Stock Split"). The Reverse Stock Split had no effect on the number of authorized shares of any class of common stock. Par value remained \$0.00001 per share. Stockholders who would otherwise have been entitled to receive fractional shares as a result of the Reverse Stock Split received a cash payment in lieu of receiving fractional shares. Share and share-related information presented in these consolidated financial statements has been retroactively adjusted for all periods presented to reflect the decreased number of shares outstanding resulting from the Reverse Stock Split.

### Holders of Record

As of March 10, 2023 February 28, 2024, there were approximately 150 140 holders of record of our Class A Common Stock, 20 holders of record of our Class B Common Stock, and 1 holder of record of our Class G Common Stock. These numbers do not include "street name" or beneficial holders, whose shares are held of record by banks, brokers, financial institutions, and other nominees.

### Dividend Policy

We have never declared or paid dividends on our capital stock. We currently intend to retain any future earnings to fund the development and growth of our business, and therefore do not expect to pay any dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of our board of directors, subject to compliance with contractual restrictions and covenants in the agreements governing our current and future indebtedness. Any such determination will also depend upon our business prospects, results of operations, financial condition, cash requirements and availability and other factors that our board of directors may deem relevant.

### Recent Sales of Unregistered Equity Securities

None.

### Issuer Purchases of Equity Securities

None.

Performance Graph

The following performance graph and related information shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of Section 18 of the Exchange Act or incorporated by reference into any filing of Vacasa, Inc. under the Securities Act or the Exchange Act.

The graph below compares the cumulative total stockholder return on our Class A Common Stock with the cumulative total return on the S&P 500 Information Technology Index ("S&P 500 IT") and the Nasdaq Composite Index ("NASDAQ"). The graph assumes \$100 was invested at the market close on December 7, 2021, which was the first day our Class A Common Stock began trading. Data for the S&P 500 IT and the NASDAQ assume reinvestment of dividends. The graph uses the closing market price on December 7, 2021 of \$9.84 \$196.80 per share, which has been retroactively adjusted for the Reverse Stock Split, as the initial value of our Class A Common Stock. The comparisons in the graph below are based upon historical data and are not indicative of, nor intended to forecast, future performance of our Class A Common Stock.

2484

	12/7/2021	12/31/2021	3/31/2022	6/30/2022	9/30/2022	12/31/2022
Vacasa, Inc.	\$ 100.00	\$ 84.55	\$ 84.04	\$ 29.27	\$ 31.20	\$ 12.80
S&P 500 IT	100.00	100.54	92.14	73.49	68.93	72.20
NASDAQ	100.00	99.10	90.08	69.86	66.99	66.30

Item 6. [Reserved]

Item 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. Report. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. As a result of many factors, such as those set forth under the "Risk Risk Factors" and "Cautionary Cautionary Note Regarding Forward-Looking Statements Statements" sections and elsewhere in this Annual Report, on Form 10-K, our actual results may differ materially from those anticipated in these forward-looking statements. Our historical results are not necessarily indicative of the results that may be expected for any period in the future.

We intend for this discussion to provide the reader with information that will assist in understanding our financial statements, the changes in certain key items in those financial statements, and the primary factors that accounted for those changes. Discussion regarding our financial condition and results of operations for the year ended December 31, 2021 December 31, 2022, including

Table of Contents

comparisons with the year ended December 31, 2020 December 31, 2021, is included in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2021 December 31, 2022, filed with the SEC on March 21, 2022 March 15, 2023.

Overview

We are the leading vacation rental management platform in North America with over six million Nights Sold in the fiscal year ended December 31, 2022 December 31, 2023. Our integrated technology and operations platform is designed to optimize vacation rental income and home care for homeowners, offer guests a seamless, reliable and high-quality experience, and provide distribution partners with a variety of home listings.

As a vertically-integrated property vertically integrated vacation rental manager, we act as an agent on behalf of our homeowners, which allows us to avoid the capital requirements and limitations of owning the underlying real estate. We are equipped to manage all aspects of the vacation rental experience for homeowners, from listing creation and multi-channel distribution to pricing, marketing optimization and end-to-end property care. We collect nightly rent on behalf of homeowners and earn the majority of our revenue from homeowner commissions and service fees paid by guests and from additional reservation-related fees paid by guests when a vacation rental is booked directly through our website or app or through our distribution partners. We also earn revenue from home care solutions offered directly to our homeowners, such as home improvement and repair services for a separately agreed upon fee and from providing real estate brokerage services and residential management services to community and homeowner associations. Our listings We are predominantly typically the exclusive to us, vacation rental manager for the homes on our platform, and we are able to capture nearly all of the bookings booking for those properties on through our platform and a greater portion of each transaction, direct channel or through our channel partners.

Since our inception, we have focused primarily on the supply side of the market and on growing our homeowner base. Booking channels such as Airbnb, Booking.com, and Vrbo have historically had more focus on the demand side of the market and collectively drive hundreds of millions of site visits each month. Through our integrated technology and operations platform, we unlock new supply and increase the availability of vacation rental home listings for guests to discover and book. Our comprehensive set of capabilities, enabled by technology, is designed to remove barriers to renting vacation and second homes by solving critical challenges for homeowners, such as listing creation and merchandising, pricing optimization, multi-channel distribution and demand generation, home care, insights and analytics, smart home technology, and customer support.

We have Prior to 2023, we utilized a multi-pronged supply acquisition strategy, which includes included expanding the number of vacation rental properties listed on our platform through individual additions, portfolio transactions and strategic acquisitions. Our For 2023 and in the near future, we have focused on our individual approach, which onboards individual vacation rental properties



through our direct sales force. We utilize proprietary and industry data, along with marketing and advertising strategies, to maintain a homeowner lead database and strategically deploy our sales representatives to target these new homeowner leads. We engage in portfolio transactions and strategic acquisitions to onboard multiple homes in a single transaction. Our portfolio approach identifies, targets and onboards portfolios of homes already being professionally managed by local **property vacation rental** managers. We have also completed strategic acquisitions consisting of our acquisitions of Wyndham Vacation Rentals and TurnKey, both of which contributed to our supply growth. Portfolio transactions and strategic acquisitions are accounted for as business combinations. We will continue to selectively review portfolio and strategic acquisitions, but **expect to we have** meaningfully **reduce reduced** the amount of capital we allocate to such programs.

Homeowners on our platform typically enter into standardized, evergreen contractual arrangements with Vacasa and pay us a commission rate on rent to support the services we provide for them. The homes on our platform are generally exclusive to Vacasa, meaning that every booking for these homes must be coordinated through Vacasa.

We generate bookings by distributing our vacation rental home listings to guests through our direct channel, which includes vacasa.com and our mobile app, and across online distribution channels, including Airbnb, Booking.com, and Vrbo. In fiscal years **2023, 2022, 2021, and 2020, 2021**, we generated approximately **30% 40%, 30%, and 35% 30%**, respectively, of our GBV through our vacasa.com website and our mobile app and **70% 60%, 70%, and 65% 70%**, respectively, of our GBV through our distribution partners. Our guest acquisition strategy for our direct channel is focused on attracting high intent visitors to our platform through search engine optimization, direct traffic, email, and performance marketing channels. When bookings occur through our distribution partners, we pay listing fees for demand generated through these channels.

We deploy local operations teams across **the over 500 hundreds of destinations in which where** we operate. **In some cases, an operating market encompasses more than one destination.** These operations teams are critical to our **vertically-integrated vertically integrated** business model and our ability to attract and onboard new homeowners, **as well as** deliver a differentiated experience to homeowners and guests, including managing home care, maintenance, and support through a single team.

## [Table of Contents](#)

## Recent Developments

### Workforce Reduction **Plan Plans**

On **January 23, 2023 February 27, 2024**, the Board of Directors of the Company approved a workforce reduction plan (the "Plan") designed to align the Company's expected cost base with its **2024** strategic and operating priorities and continued achievement of adjusted EBITDA profitability in 2024. The Plan includes the elimination of approximately 320 positions across the Company, **in both its local operations teams and central teams, representing approximately 5% of the workforce, or approximately 2% of the local operations teams and approximately 6% of the central team.**

The Company expects to incur between \$4.0 million and \$5.0 million of costs, consisting primarily of employee severance and benefit costs and professional services fees in connection with the Plan, most of which are expected to be incurred in the first and second quarters of 2024. All of these costs will result in future cash expenditures. The foregoing estimated amounts do not include any non-cash charges associated with equity-based compensation. These estimates are subject to a number of assumptions and actual results may differ materially. The Company may also incur charges and expenditures not currently contemplated due to unanticipated events that may occur in connection with the Plan.

On January 23, 2023, the Board of Directors of the Company approved a 2023 workforce reduction designed to align the Company's expected cost base with its 2023 strategic and operating priorities. The **Plan 2023 workforce reduction** includes the elimination of approximately 1,300 positions across the Company, in both its local operations teams and central teams, representing approximately 17% of the workforce.

The Company **estimates the aggregate pre-tax costs associated with the Plan to be approximately \$5 million, primarily consisting of incurred severance payments of approximately \$4 million and employee benefits and related costs of approximately \$1 million. The Company expects to incur substantially all of these charges \$5.1 million during 2023, which are included in the first and second quarter of 2023. All of these costs will result in future cash expenditures. The Company expects the reduction in force to be substantially complete by the second quarter of 2023. The estimates of operating costs and expenses that in the Company expects to incur in connection with the Plan are subject to a number consolidated statement of assumptions, and actual results may differ materially, operations.**

### Leadership Updates **Reverse Stock Split**

On **August 22, 2022 October 2, 2023**, the Board of Directors we completed a 1-for-20 reverse stock split of the **Company appointed Rob Greyber Company's outstanding Class A Common Stock, Class B Common Stock, and Class G Common Stock (the "Reverse Stock Split"). The Reverse Stock Split had no effect on the number of authorized shares of any class of common stock. Par value remained \$0.00001 per share. Stockholders who would otherwise have been entitled to receive fractional shares as Chief Executive Officer, effective September 6, 2022. Mr. Greyber succeeded Matt Roberts who ceased serving as a result of the Company's Chief Executive Officer, effective September 6, 2022. Reverse Stock Split received a cash payment in lieu of receiving fractional shares. All share and share-related information presented in these consolidated financial statements has been retroactively adjusted for all periods presented to reflect the decreased number of shares resulting from the Reverse Stock Split.**

**On February 1, 2023, the Board of Directors of the Company appointed John Banczak, the Company's Chief Operating Officer, as the principal operating officer, effective February 6, 2023. Mr. Banczak succeeded Craig Smith, who ceased serving as the Company's Chief Commercial Officer and principal operating officer, effective February 6, 2023.**

Additionally, several other individuals have joined our leadership team throughout February 2023, including new appointees to the positions of Chief Commercial Officer, Chief Legal Officer, Chief Marketing Officer, and Chief Product and Technology Officer. **Corporate Transactions**

### Reverse Recapitalization

On July 28, 2021, we entered into an agreement to become a publicly traded company through a business combination with TPG Pace Solutions Corp., a special purpose acquisition company. On December 6, 2021, we consummated the business combination contemplated by the business combination agreement. The transactions set forth in the business combination agreement are further described in Note 3, *Reverse Recapitalization* to our consolidated financial statements.

### TurnKey Acquisition

On April 1, 2021, we acquired the operations of TurnKey Vacation Rentals, Inc. ("TurnKey"), a provider of **property vacation rental** management and marketing services for residential real estate owners in the United States. The acquisition of TurnKey advanced our strategy to create a premium standard for vacation rentals. The acquisition also increased our market density in certain regions and expanded our footprint into several other top vacation rental destinations. See Note 4, *Acquisitions* to our consolidated financial statements.

**Impact of COVID-19 on our Business**

Since early 2020, the world has been impacted by COVID-19. In an attempt to limit the spread of the virus, governments imposed various restrictions, including stay-at-home orders and travel advisories, most of which have been lifted. While COVID-19 and measures to prevent its spread have impacted our business in a number of ways, we believe that these impacts have largely diminished.

The full extent to which the COVID-19 pandemic will directly or indirectly impact us over the longer term remains uncertain and dependent on future developments that cannot be accurately predicted at this time, such as potential new strains and variants of the virus and their severity and transmission rates, the extent and effectiveness of any containment actions, including mobility restrictions, the timing, availability, and effectiveness of vaccines, and the impact of these and other factors on travel behavior in general and on our business. We have incurred and will continue to incur additional costs to address government regulations and the safety of our employees and guests.

[Table of Contents](#)

**Seasonality**

Our overall business is seasonal, reflecting typical travel behavior patterns over the course of the calendar year. In addition, each market where we operate **has unique** **may have its own** seasonality, events, and weather that can increase or decrease demand for our offerings. Certain holidays, **and the timing of those holidays**, can have an impact on our revenue by increasing **or decreasing** Nights Sold on the holiday itself or during the preceding and subsequent weekends. Typically, our second and third quarters have higher revenue due to increased Nights **Sold. Sold, compared to our first and fourth quarters.** Our Gross Booking Value ("GBV") typically follows the seasonality patterns of Nights Sold. Our operations and support costs also increase in the second and third quarters as we increase our **hourly** staffing to handle increased activity on our platform **and service the homes we manage** in those periods. See additional information about GBV and Nights Sold under the "Key Business Metrics and Non-GAAP Financial Measures" heading below.

**Results of Operations**

The following tables set forth our results of operations for the periods presented and as a percentage of our revenue for these periods. The period to period comparisons of our historical results are not necessarily indicative of our results that may be expected in the future.

Year Ended December 31,				Year Ended December 31,	
Year Ended December 31,					
2022				2021	
2021				2020	
(in thousands)					
2023					
2023					
2023				2022	
(in thousands)				2021	
				(in thousands)	
Revenue	Revenue	\$1,187,950	\$ 889,058	\$491,760	
Operating costs and expenses:	Operating costs and expenses:				
Cost of revenue, exclusive of depreciation and amortization shown separately below <sup>(1)</sup>					
Cost of revenue, exclusive of depreciation and amortization shown separately below <sup>(1)</sup>					
Cost of revenue, exclusive of depreciation and amortization shown separately below <sup>(1)</sup>	Cost of revenue, exclusive of depreciation and amortization shown separately below <sup>(1)</sup>	564,373	440,753	256,086	
Operations and support <sup>(1)</sup>	Operations and support <sup>(1)</sup>	264,068	186,984	116,192	

Technology and development <sup>(1)</sup>	Technology and development <sup>(1)</sup>	68,344	48,709	27,030
Sales and marketing <sup>(1)</sup>	Sales and marketing <sup>(1)</sup>	247,167	187,904	79,971
General and administrative <sup>(1)</sup>	General and administrative <sup>(1)</sup>	107,624	88,835	57,587
Depreciation	Depreciation	21,706	17,110	15,483
Amortization of intangible assets	Amortization of intangible assets	61,629	44,163	18,817
Impairment of long-lived assets				
Impairment of goodwill	Impairment of goodwill	243,991	—	—
Total operating costs and expenses	Total operating costs and expenses	1,578,902	1,014,458	571,166
Loss from operations	Loss from operations	(390,952)	(125,400)	(79,406)
Interest income	Interest income	1,991	36	385
Interest expense	Interest expense	(2,576)	(31,723)	(7,907)
Other income (expense), net		60,410	3,280	(5,725)
Other income, net				
Loss before income taxes	Loss before income taxes	(331,127)	(153,807)	(92,653)
Income tax benefit (expense)		(1,022)	(784)	315
Income tax expense				
Net loss	Net loss	\$ (332,149)	\$ (154,591)	\$ (92,338)

[Table of Contents](#)

(1) Includes equity-based compensation as follows:

Year Ended December 31,					Year Ended December 31,				
Year Ended December 31,					Year Ended December 31,				
2022					2021				
2020					2020				
(in thousands)					(in thousands)				
2023					2023				
2023					2023				
2023					2023				
(in thousands)					(in thousands)				
Cost of revenue	Cost of revenue	\$ 1,025	\$ 113	\$ —					
Operations and support	Operations and support	5,931	2,574	252					
Technology and development	Technology and development	5,733	3,032	641					

Sales and marketing	Sales and marketing	5,554	8,270	372
General and administrative	General and administrative	15,927	12,989	2,084
Total equity-based compensation expense	Total equity-based compensation expense	\$34,170	\$26,978	\$3,349

	Year Ended December 31,		
	2022	2021	2020
Revenue	100 %	100 %	100 %
Operating costs and expenses:			
Cost of revenue, exclusive of depreciation and amortization shown separately below	48 %	50 %	52 %
Operations and support	22 %	21 %	24 %
Technology and development	6 %	5 %	5 %
Sales and marketing	21 %	21 %	16 %
General and administrative	9 %	10 %	12 %
Depreciation	2 %	2 %	3 %
Amortization of intangible assets	5 %	5 %	4 %
Impairment of goodwill	21 %	— %	— %
Total operating costs and expenses	133 %	114 %	116 %
Loss from operations	(33)%	(14)%	(16)%
Interest income	— %	— %	— %
Interest expense	— %	(4)%	(2)%
Other income (expense), net	5 %	— %	(1)%
Loss before income taxes	(28)%	(17)%	(19)%
Income tax benefit (expense)	— %	— %	— %
Net loss	(28)%	(17)%	(19)%

	Year Ended December 31,		
	2023	2022	2021
Revenue	100 %	100 %	100 %
Operating costs and expenses:			
Cost of revenue, exclusive of depreciation and amortization shown separately below	46 %	48 %	50 %
Operations and support	22 %	22 %	21 %
Technology and development	5 %	6 %	5 %
Sales and marketing	19 %	21 %	21 %
General and administrative	7 %	9 %	10 %
Depreciation	2 %	2 %	2 %
Amortization of intangible assets	5 %	5 %	5 %
Impairment of long-lived assets	4 %	— %	— %
Impairment of goodwill	37 %	21 %	— %
Total operating costs and expenses	148 %	133 %	114 %
Loss from operations	(48)%	(33)%	(14)%
Interest income	1 %	— %	— %
Interest expense	— %	— %	(4)%

Other income, net	1 %	5 %	— %
Loss before income taxes	(47)%	(28)%	(17)%
Income tax expense	— %	— %	— %
Net loss	(47)%	(28)%	(17)%

#### Comparison of the Years Ended **December 31, 2022** **December 31, 2023** and **2021** **2022**

##### Revenue

	Year Ended December 31,			2021 to 2022	
	2022	2021	2020	\$ Change	% Change
	(in thousands, except percentages)				
Revenue	\$ 1,187,950	\$ 889,058	\$ 491,760	\$ 298,892	34 %

	Year Ended December 31,			2022 to 2023	
	2023	2022	2021	\$ Change	% Change
	(in thousands, except percentages)				
Revenue	\$ 1,117,950	\$ 1,187,950	\$ 889,058	\$ (70,000)	(6)%

Our revenue is primarily generated from our vacation rental platform in which we generally act as the exclusive agent on the homeowners' behalf to facilitate the reservation **transaction** **transactions** between guests and homeowners. We collect nightly rent from guests on behalf of homeowners and earn the majority of our revenue from commissions on rent and from additional reservation-related fees paid by guests when a vacation rental is booked directly through our website, app, or through our distribution partners. We also earn revenue from home care solutions provided directly to our **homeowner**, **homeowners**, such as home

[Table of Contents](#)

maintenance and improvement services, linen and towel supply programs, supplemental housekeeping services, and other related services, for a separately agreed-upon fee.

In the event a booked reservation is cancelled, we may offer a refund or a future stay credit up to the value of the booked reservation. In certain instances, we may also offer a refund related to a completed stay. We account for refunds as a reduction of revenue. Future stay credits are recognized as a liability on our consolidated balance sheets. Revenue from future stay credits is recognized when redeemed by guests, net of the portion of the booking attributable to funds payable to owners and hospitality and sales taxes payable. We estimate the portion of future stay credits that will not be redeemed by guests and recognize these amounts as breakage revenue in proportion to the expected pattern of redemption or upon expiration. **Through December 31, 2021** **For the year ended December 31, 2023, we did not recognize any the Company recognized** breakage revenue associated with future stay credits, and no future stay credits had yet reached their expiration date. **of \$1.5 million.** For the year ended December 31, 2022, the Company recognized breakage revenue of \$16.0 million, of which \$11.1 million related to expirations that occurred during the first quarter of 2022 and \$4.9 million related to actual and expected breakage associated with future stay credits expiring in later periods.

In addition to our vacation rental platform, we provide other offerings such as **real estate brokerage services and** residential management services to community and homeowner associations. The purpose of these services is to attract and retain homeowners as customers of our vacation rental platform. We **expect to completed the** wind down **of our separate** real estate **buy/sell** brokerage services **by the second quarter of 2023. These brokerage services during 2023, which** represented **approximately 2% less than 1%** of total revenue for the year ended **December 31, 2022** **December 31, 2023.** We will continue to retain real estate brokerage licenses, where required, in order to facilitate our **property vacation rental** management services.

##### Booking Patterns

We continue to experience evolving guest booking and travel demand patterns. We have seen, and continue to see, increased homeowner concerns around their levels of rental income, relative to prior years. These factors increase the difficulty of accurately forecasting our results of operations and, we believe, are continuing to have a negative effect on homeowner retention, relative to our historical experience.

Revenue **increased** **decreased** by **\$298.9 million** **\$70.0 million**, or **34%** **6%**, for the year ended **December 31, 2022** **December 31, 2023**, compared to the year ended **December 31, 2021** **December 31, 2022**, primarily driven by **an increase of \$300.7 million, or 36%, a \$52.9 million decrease in revenue from** our vacation rental platform **and a \$16.8 million decrease in revenue including \$16.0 million related to the recognition from our real estate buy/sell brokerage services, as a result of breakage revenue associated with future stay credits, our wind down of these services.** The **increase** **decrease** in vacation rental platform revenue was mostly driven by **a combination of more Nights Sold and higher decreased GBV per Night Sold, as discussed in the year ended December 31, 2022 more detail below under Key Business Metrics, compared and lower future stay credit breakage revenue, which primarily relates to the year ended December 31, 2021. Nights Sold increased 20%, primarily due first quarter of 2022 when the future stay credits issued during the COVID-19 pandemic first began to the increase in the number of homes added to our platform through our individual sales approach and portfolio additions during or after the year ended December 31, 2021, including as a result of our acquisition of TurnKey in 2021. GBV per Night Sold increased by 11%, primarily due to optimization of rates and fees, as well as the mix of homes rented on our platform. expire.**

##### Cost of revenue

Year Ended December 31,								Year Ended December 31,								2022 to 2023		
	Year Ended December 31,						2021 to 2022											
	2022	2021	2020	\$ Change	% Change													
(in thousands, except percentages)																		
	2023																	
	2023																	
	2023								2022	2021	\$ Change	% Change						
(in thousands, except percentages)																		
Cost of revenue	Cost of revenue	\$ 564,373	\$ 440,753	\$ 256,086	\$ 123,620	28	%	Cost of revenue	\$ 519,651	\$ 564,373	\$ 440,753	\$ (44,722)	(8)	(8) %				
Percentage of revenue	Percentage of revenue	47.5	% 49.6	% 52.1														

Cost of revenue, exclusive of depreciation and amortization, consists primarily of employee compensation costs, which include wages, benefits, and payroll taxes and outside service costs for housekeeping, home maintenance, payment processing fees for merchant fees and chargebacks, laundry expenses, and housekeeping supplies, as well as fixed rent payments on certain owner contracts. Cost of revenue also includes costs associated with our real estate brokerage services and residential management services to community and homeowner associations, associations and also included real estate brokerage services. We expect to completed the wind down of our real estate buy/sell brokerage services by the second quarter of 2023. These brokerage services during 2023, which represented approximately 3% less than 1% of total cost of revenue for the year ended December 31, 2022 December 31, 2023.

Cost of revenue increased decreased by \$123.6 million \$44.7 million, or 28% 8%, for the year ended December 31, 2022 December 31, 2023, compared to the year ended December 31, 2021 December 31, 2022, primarily due to a \$66.6 million increase \$14.8 million decrease in personnel-related expenses costs related to housekeeping, real estate brokerage services, as a \$46.5 million increase result of the wind down of these services, a \$10.1 million decrease in expenses costs related to our home care solutions and home supplies, and a \$9.6 million increase \$7.2 million decrease in payment processing costs. costs, a \$6.2 million decrease in the cost of residential management services to community and homeowner associations we serve, and a \$4.3 million decrease in personnel-related expenses related to housekeeping.

We expect that cost of revenue as a percentage of revenue may fluctuate from period to period depending on the number of Nights Sold **Gross Booking Value** (as defined below under **Key Business Metrics**), **GBV** per Night Sold, and our ability to realize operational efficiencies.

## Table of Contents

### Operations and support

[illegible]

Operations and support costs consist primarily of compensation costs, which include wages, benefits, payroll taxes, and equity-based compensation for employees that support our local operations. The costs also included include the cost of call center customer support, rent expense for local operations, and the allocation of facilities and certain corporate overhead costs.

Operations and support costs **increased** decreased by **\$77.1 million** \$18.4 million, or **41%** 7%, for the year ended **December 31, 2022** December 31, 2023, compared to the year ended **December 31, 2021**, December 31, 2022. The decrease was primarily due to a **\$71.6 million increase** \$21.8 million decrease in personnel-related expenses in our field operations, central operations, and customer experience teams, primarily driven by **increased headcount**. decreased headcount, partially offset by a \$1.6 million increase in outside and professional services costs. The decrease in personnel-related expenses also included a decrease in equity-based compensation of \$4.5 million, partially offset by an increase in severance and related benefits costs of \$1.4 million, both as a result of the workforce reduction we effected in January 2023.



We expect that operations and support costs as a percent of revenue may fluctuate from period to period depending on the number of homes we manage and the number of destinations we operate in, the number of Nights Sold, and our ability to realize operational efficiencies.

#### Technology and development

Year Ended December 31,							Year Ended December 31,				2022 to 2023		
	Year Ended December 31,				2021 to 2022								
	2022	2021	2020		\$ Change	% Change							
(in thousands, except percentages)													
2023													
2023													
2023							2022	2021	\$ Change		% Change		
(in thousands, except percentages)											(in thousands, except percentages)		
Technology and development	Technology and development	\$ 68,344	\$ 48,709	\$ 27,030	\$ 19,635	40 %	Technology and development	\$ 60,800	\$ 68,344	\$ 48,709	\$ (7,544)	(11)	(11) %
Percentage of revenue	Percentage of revenue	5.8	% 5.5	% 5.5	%								

among our decreased sales force headcount and a \$24.4 million \$6.8 million decrease in homeowner and brand advertising, partially offset by a \$2.3 million increase in listing fees paid to our distribution partners, driven by primarily due to channel mix. The decrease in personnel-related expenses also included a 33% increase decrease in GBV. This was equity-based compensation of \$3.1 million, partially offset by an increase in severance and related benefits costs of \$1.2 million, both as a \$2.1 million decrease result of the workforce reduction we effected in advertising to attract homeowners and guests to our platform. January 2023.

We expect that, on an absolute dollar basis, changes in sales and marketing expenses will be primarily driven by headcount and advertising expense, which may fluctuate from period to period based on our business priorities, and payments to distribution partners for guest reservations, which will vary from period to period based on Gross Booking Value GBV generated through our distribution partners.

#### General and administrative

Year Ended December 31,							Year Ended December 31,				2022 to 2023	
Year Ended December 31,							2021 to 2022					
							\$ %					
2022 2021 2020							Change Change					
(in thousands, except percentages)												
2023												
2023												
2023							2022 2021 \$ Change % Change					
(in thousands, except percentages)											(in thousands, except percentages)	
General and administrative	General and administrative	\$ 107,624	\$ 88,835	\$ 57,587	\$ 18,789	21 %	General and administrative	\$ 81,612	\$ 107,624	\$ 88,835	\$ (26,012)	(24) %
Percentage of revenue	Percentage of revenue	9.1 %	10.0 %	11.7 %								

General and administrative expenses primarily consist of compensation costs, which includes wages, benefits, payroll taxes, and equity-based compensation for administrative employees, including finance and accounting, human resources, communications, and legal. legal employees. General and administrative costs also include professional services fees, including accounting, legal and consulting expenses, rent expense for corporate facilities and storage, insurance premiums, and travel and entertainment expenses.

General and administrative expenses increased decreased by \$18.8 million \$26.0 million, or 21% 24%, for the year ended December 31, 2022 December 31, 2023, compared to the year ended December 31, 2021, December 31, 2022. The decrease was primarily due to a \$22.4 million increase \$16.5 million decrease in personnel-related and expenses, driven by lower headcount, a \$5.4 million decrease in professional services expenses, including those related to operating as a public company, and a \$4.0 million increase \$3.0 million decrease in insurance facility-related expenses. The decrease in personnel-related expenses also included a decrease in equity-based compensation of \$6.6 million, partially offset by an increase in severance and related benefits costs of \$5.2 million, both as a \$7.5 million decrease result of the workforce reduction we effected in costs related to the acquisition of TurnKey completed in fiscal 2021. January 2023.

We expect that, on an absolute dollar basis, changes in general and administrative expenses will be primarily driven by headcount and professional fees, which may fluctuate from period to period depending on our business needs and priorities.

[Table of Contents](#)

#### Depreciation and Amortization of intangible assets

Year Ended December 31,							Year Ended December 31,				2022 to 2023	
Year Ended December 31,							2021 to 2022					
							\$ %					
2022 2021 2020							Change Change					
(in thousands, except percentages)												
2023												
2023												
2023							2022 2021 \$ Change % Change					
(in thousands, except percentages)											(in thousands, except percentages)	
Depreciation	Depreciation	\$ 21,706	\$ 17,110	\$ 15,483	\$ 4,596	27 %	Depreciation	\$ 21,357	\$ 21,706	\$ 17,110	\$ (349)	(2) %
Percentage of revenue	Percentage of revenue	1.8 %	1.9 %	3.1 %								

Amortization of intangible assets	Amortization of intangible assets	\$ 61,629	\$ 44,163	\$ 18,817	\$ 17,466	40	%
Amortization of intangible assets							
Amortization of intangible assets					\$ 56,890	\$ 61,629	\$ 44,163 \$ (4,739) (8) %
Percentage of revenue	Percentage of revenue	5.2	% 5.0	% 3.8	%		

Depreciation expense consists of depreciation on capitalized internal-use software, furniture and fixtures, buildings and improvements, leasehold improvements, computer equipment, and vehicles.

Amortization of intangible assets expense consists of non-cash amortization expense of the acquired intangible assets, primarily homeowner contracts, which are amortized on a straight-line basis over their estimated useful lives.

Depreciation expense increased decreased by \$4.6 million \$0.3 million, or 27% 2%, for the year ended December 31, 2022 December 31, 2023, compared to the year ended December 31, 2021 December 31, 2022, primarily due to continued investment in our platform, including capitalized software to support our products and services, decreased capital spending.

Amortization of intangible assets increased decreased by \$17.5 million \$4.7 million, or 40% 8%, for the year ended December 31, 2022 December 31, 2023, compared to the year ended December 31, 2021 December 31, 2022, primarily due to the strategic acquisition long-lived asset impairment charge of TurnKey \$46.0 million recognized during the second quarter of 2021 year ended December 31, 2023. Refer to Note 7, *Intangible Assets, Net and recent portfolio additions*, *Goodwill* to the consolidated financial statements for more information.

We expect that depreciation Depreciation and amortization expenses will vary both on an absolute dollar basis and as a percentage of revenue depending on our level of investment in property and equipment and the rate at which we complete portfolio transactions and strategic acquisitions to support the growth in of our business. We currently expect our depreciation and amortization expenses as a percentage of revenue over the short-term will vary from period to period and decrease over the long term, start to decline.

#### Impairment of Long-lived Assets and Goodwill

Year Ended December 31,							Year Ended December 31,				2022 to 2023		
	Year Ended December 31,				2021 to 2022								
	2022	2021	2020	\$ Change	% Change								
(in thousands, except percentages)													
	2023												
	2023												
	2023						2022	2021	\$ Change		% Change		
(in thousands, except percentages)							(in thousands, except percentages)						
Impairment of long-lived assets							Impairment of long-lived assets						NM <sup>(1)</sup>
				\$	46,000	\$	—	\$	—	\$46,000			
Percentage of revenue													
Impairment of goodwill													
Impairment of goodwill													
Impairment of goodwill	Percentage of revenue	20.5	%	—	%	—	%						

**Interest income, Interest expense and Other income, (expense), net**

Year Ended December 31,								Year Ended December 31,								2022 to 2023											
Year Ended December 31,								2022				2021				2020		2021 to 2022									
								\$				%															
2022								2021				2020				Change		Change									
(in thousands, except percentages)																											
2023																											
2023																											
2023								2022				2021				\$ Change		% Change									
(in thousands, except percentages)																											
Interest income	Interest income	\$	1,991	\$	36	\$	385	\$	1,955	5,431	%	Interest income	\$	7,021	\$	1,991	\$	36	\$	5,030	253	253	%				
Percentage of revenue	Percentage of revenue	0.2	%	—	%	0.1	%																				
Interest expense	Interest expense	\$	(2,576)	\$	(31,723)	\$	(7,907)	\$	29,147	(92)	%																
Interest expense																											
Interest expense								\$ (2,447)				\$ (2,576)				\$ (31,723)				\$ 129		(5)		%			
Percentage of revenue	Percentage of revenue	(0.2)	%	(3.6)	%	(1.6)	%																				
Other income (expense), net																											
Other income, net								\$ 60,410				\$ 3,280				\$ (5,725)				\$ 57,130		1,742		%			
Other income, net																											
Other income, net								\$ 6,115				\$ 60,410				\$ 3,280				\$ (54,295)				(90)		%	
Percentage of revenue	Percentage of revenue	5.1	%	0.4	%	(1.2)	%																				



GBV represents the dollar value of bookings from our distribution partners as well as those booked directly on our platform related to Nights Sold during the period and cancellation fees for bookings cancelled during the period (which may relate to bookings made during prior periods). GBV is inclusive of amounts charged to guests for rent, fees, and the estimated taxes paid by guests when we are responsible for collecting tax.

**Growth** In the year ended December 31, 2023, GBV decreased by 10% to \$2,310.7 million, compared to the year ended December 31, 2022, due to a combination of lower guest demand and an increase in unit inventory in the markets in which we operate.

Changes in GBV reflect our ability to attract add homes by attracting homeowners through our individual additions, sales approach, and through portfolio transactions or strategic acquisitions, retain homeowners and guests, and optimize the availability and sale throughput utilization of nights. Growth the homes on our platform. Changes in GBV also reflect growth reflect changes in Nights Sold and the pricing of rents, fees, and estimated taxes paid by guests.

In Changes in utilization of the year ended December 31, 2022, GBV increased to \$2,555.2 million, a 33% increase compared to the year ended December 31, 2021. The increase was primarily driven by the growth of new homes on our platform and Nights Sold and the optimization pricing of rates and fees, which led to an increase in the GBV per Night Sold.

We experience seasonality in our GBV that is consistent with the seasonality those homes are generally reflective of Nights Sold as described below. Future changes in GBV will be determined by the number of homes we add to our platform and our ability to optimize pricing and throughput of the homes on our platform.

[Table of Contents](#)

guest demand.

### Nights Sold

We define Nights Sold as the total number of nights stayed by guests in homes hosted on our platform in a given period. Nights Sold is a key measure of the scale and quality of homes on our platform and our ability to generate demand and manage yield on behalf of our homeowners. We experience seasonality in the number of Nights Sold. Typically, the second and third quarters of the year each have higher Nights Sold than the first and fourth quarters, as guests tend to travel more during the peak summer travel season.

In the year ended December 31, 2022 December 31, 2023, Nights Sold increased by 1% to 6.2 million 6.3 million, a 20% increase compared to the year ended December 31, 2021 December 31, 2022. The increase in Nights Sold was primarily due to an increase in the average number of homes added to on our platform through our individual sales approach and portfolio additions during or after the year ended December 31, 2021 December 31, 2023 compared to December 31, 2022, including as a result of our acquisition of TurnKey in 2021. activity, partially offset by lower demand from guests.

Future changes in Nights Sold in any period will be determined affected by changes to the number of homes on our platform, guest demand, and how we optimize the combination of pricing and throughput utilization of the homes on our platform.

### Gross Booking Value per Night Sold

GBV per Night Sold represents the dollar value of each night stayed by guests on our platform in a given period. GBV per Night Sold reflects the pricing of rents, fees, and estimated taxes paid by guests.

In the year ended December 31, 2022 December 31, 2023, GBV per Night Sold increased decreased by 10% to \$412, an 11% increase \$369, compared to the year ended December 31, 2021. The December 31, 2022, due to a combination of lower guest demand and an increase in GBV per Night Sold was primarily driven by optimization of rates and fees, as well as unit inventory in the mix of homes rented on our platform. markets in which we operate.

There is a strong relationship correlation between GBV and Nights Sold, and these two variables are managed in concert with one another. Our pricing algorithms and methodologies are continually evaluating the trade-offs between price and occupancy utilization to seek to optimize the mix of Nights Sold and GBV per Night Sold. Future changes in GBV per Night Sold will be determined by how we optimize the combination of pricing and throughput utilization of the homes on our platform.

### Adjusted EBITDA

Adjusted EBITDA is defined as net income (loss) loss excluding: (1) depreciation and acquisition-related items consisting of amortization of intangible assets and impairments of goodwill and intangible assets, if applicable; (2) interest income and expense; (3) any other income or expense not earned or incurred during our normal course of business; (4) any income tax benefit or expense; (5) equity-based compensation costs; (6) one-time costs related to strategic business combinations; and (7) restructuring costs, including workforce reduction costs and certain right-of-use asset impairment costs. We believe this measure is useful for analysts and investors as this measure allows for more meaningful period-to-period comparison of our business performance. The above items are excluded from our Adjusted EBITDA measure because these items are non-cash in nature or the amount and timing of these items is unpredictable or one-time non-recurring in nature, not driven by the performance of our core business operations and renders comparisons with prior periods less meaningful. Adjusted EBITDA as a percentage of Revenue is calculated by dividing Adjusted EBITDA for a period by Revenue for the same period.

Seasonal trends in our Nights Sold impact Adjusted EBITDA for any given quarter. Typically, the second and third quarters of the year have higher Adjusted EBITDA and Adjusted EBITDA as a percentage of revenue, as fixed costs are allocated across a larger number of guest reservations. We expect Adjusted EBITDA and Adjusted EBITDA as a percentage of revenue to fluctuate in the near term due to this seasonality and improve over the medium to long term as we achieve greater operating leverage from scale and density. scale.



Adjusted EBITDA was \$23.5 million for the year ended December 31, 2023, compared to a loss of \$(27.5) million for the year ended December 31, 2022, compared to \$(28.5) million for the year ended December 31, 2021. The favorable change in Adjusted EBITDA is a reflection of the changes in our revenue, operating costs and expenses, as discussed above. Adjusted EBITDA as a percentage of Revenue was 2% for the year ended December 31, 2023, compared to (2)% for the year ended December 31, 2022, compared to (3)% for the year ended December 31, 2021.

#### [Table of Contents](#)

The following table reconciles net loss to Adjusted EBITDA:

Year Ended December 31,					Year Ended December 31,	
Year Ended December 31,					Year Ended December 31,	
2022 2021 2020					2022 2021	
(in thousands, except percentages)					(in thousands, except percentages)	
2023					2022 2021	
2023					2022 2021	
2023					2022 2021	
(in thousands, except percentages)					(in thousands, except percentages)	
Net loss	Net loss	\$ (332,149)	\$ (154,591)	\$ (92,338)		
Add back:	Add back:					
Depreciation and amortization of intangible assets	Depreciation and amortization of intangible assets	83,335	61,273	34,300		
Depreciation and amortization of intangible assets	Depreciation and amortization of intangible assets					
Impairment of long-lived assets	Impairment of long-lived assets					
Impairment of goodwill	Impairment of goodwill	243,991	—	—		
Interest income	Interest income	(1,991)	(36)	(385)		
Interest expense	Interest expense	2,576	31,723	7,907		
Other income (expense), net	Other income (expense), net	(60,410)	(3,280)	5,725		
Income tax benefit (expense)	Income tax benefit (expense)	1,022	784	(315)		
Other income, net	Other income, net					
Income tax expense	Income tax expense					
Equity-based compensation	Equity-based compensation	34,170	26,978	3,349		
Business combination costs <sup>(1)</sup>	Business combination costs <sup>(1)</sup>	601	8,382	—		
Restructuring <sup>(2)</sup>	Restructuring <sup>(2)</sup>	1,379	250	6,805		
Adjusted EBITDA	Adjusted EBITDA	\$ (27,476)	\$ (28,517)	\$ (34,952)		
Adjusted EBITDA as a percentage of Revenue	Adjusted EBITDA as a percentage of Revenue	(2)%	(3)%	(7)%	Adjusted EBITDA as a percentage of Revenue	
					2 % (2) % (3) %	

(1) Represents third-party certain insurance costs associated with from the strategic acquisition of TurnKey and that are expected to be amortized through the first quarter of 2027. In 2022, these costs also included third-party costs associated with our Reverse Recapitalization.

(2) For 2023, these costs represent costs associated with a workforce reduction and certain right-of-use asset impairment costs related to the Company's leased corporate office space in Portland, Oregon and Boise, Idaho. For 2022, these costs are associated with a workforce reduction, primarily in our corporate functions that occurred in the fourth quarter. For 2021, and 2020, these costs represent a reorganization and workforce reductions in response to the COVID-19 pandemic and costs associated with the wind-down of a significant portion of our international operations.

[Table of Contents](#)

## Non-GAAP Operating Expenses

We calculate Non-GAAP cost of revenue, Non-GAAP operations and support expense, Non-GAAP technology and development expense, and Non-GAAP sales and marketing expense by excluding the non-cash expenses arising from the grant of equity-based awards and restructuring costs. We calculate Non-GAAP General general and administrative expense by excluding the non-cash expenses arising from the grant of equity-based awards, one-time costs related to strategic business combinations, and restructuring costs.

Year Ended December 31,					Year Ended December 31,				
Year Ended December 31,									
2022					2021				
2020									
(in thousands)									
2023									
2023									
2023					2022				
(in thousands)					2021				
Cost of revenue	Cost of revenue	\$564,373	\$440,753	\$256,086					
Less: equity-based compensation	Less: equity-based compensation	(1,025)	(113)	—					
Less: restructuring <sup>(1)</sup>	Less: restructuring <sup>(1)</sup>	(45)	—	(517)					
Non-GAAP cost of revenue	Non-GAAP cost of revenue	\$563,303	\$440,640	\$255,569					
Operations and support	Operations and support	\$264,068	\$186,984	\$116,192					
Operations and support	Operations and support								
Less: equity-based compensation	Less: equity-based compensation	(5,931)	(2,574)	(252)					
Less: restructuring <sup>(1)</sup>	Less: restructuring <sup>(1)</sup>	(382)	—	(1,613)					
Non-GAAP operations and support	Non-GAAP operations and support	\$257,755	\$184,410	\$114,327					
Technology and development	Technology and development								
Technology and development	Technology and development	\$ 68,344	\$ 48,709	\$ 27,030					
Less: equity-based compensation	Less: equity-based compensation	(5,733)	(3,032)	(641)					
Less: restructuring <sup>(1)</sup>	Less: restructuring <sup>(1)</sup>	(327)	—	(1,040)					

Non-GAAP technology and development	Non-GAAP technology and development	\$ 62,284	\$ 45,677	\$ 25,349
Sales and marketing	Sales and marketing	\$247,167	\$187,904	\$ 79,971
Sales and marketing				
Sales and marketing				
Less: equity-based compensation	Less: equity-based compensation	(5,554)	(8,270)	(372)
Less: restructuring <sup>(1)</sup>	Less: restructuring <sup>(1)</sup>	(487)	—	(1,187)
Non-GAAP sales and marketing	Non-GAAP sales and marketing	\$241,126	\$179,634	\$ 78,412
General and administrative	General and administrative	\$107,624	\$ 88,835	\$ 57,587
General and administrative				
General and administrative				
Less: equity-based compensation	Less: equity-based compensation	(15,927)	(12,989)	(2,084)
Less: business combination costs <sup>(2)</sup>	Less: business combination costs <sup>(2)</sup>	(601)	(8,382)	—
Less: restructuring <sup>(1)</sup>	Less: restructuring <sup>(1)</sup>	(138)	(250)	(2,448)
Non-GAAP general and administrative	Non-GAAP general and administrative	\$ 90,958	\$ 67,214	\$ 53,055

(1) For 2023, these costs represent costs associated with a workforce reduction and certain right-of-use asset impairment costs related to the Company's leased corporate office space in Portland, Oregon and Boise, Idaho. For 2022, these costs are associated with a workforce reduction primarily in our corporate functions that occurred in the fourth quarter. For 2021, and 2020, these costs represent a reorganization and workforce reductions in response to the COVID-19 pandemic and costs associated with the wind-down of a significant portion of our international operations.

(2) Represents third-party certain insurance costs associated with from the strategic acquisition of TurnKey and that are expected to be amortized through the first quarter of 2027. In 2022, these costs also included third-party costs associated with our Reverse Recapitalization.

## Liquidity and Capital Resources

Since our founding, our principal sources of liquidity have been from proceeds we have received through the issuance of equity and debt financing. We have incurred significant operating losses and generated negative cash flows from operations as we have invested to support the growth of our business. To execute on our strategic initiatives, we may incur operating losses and generate negative cash flows from operations in the future, and as a result, we may require additional capital resources. These capital resources may be obtained through drawing on our existing Revolving Credit Facility, which is discussed in more detail below, additional equity offerings, which will would dilute the ownership of our existing

[Table of Contents](#)

stockholders, or additional debt financings, which may contain covenants that restrict the operations of our business. In the event that additional financing is required from outside sources, we may not be able to raise the financing on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, financial condition, and results of operations could be adversely affected.

As of December 31, 2022 December 31, 2023, we had cash and cash equivalents of \$157.8 88.0 million. In addition, as of December 31, 2022 December 31, 2023, \$81.6 million was available for borrowing under our Revolving Credit Facility (as defined below). Our primary requirements for liquidity and capital are to finance working capital requirements, capital expenditures and other general corporate purposes. In addition, following the Reverse Recapitalization, we expect to need cash to make payments under our tax receivable agreement with the Tax holders of Vacasa Holding's equity prior to the business combination (the "Tax Receivable Agreement, Agreement"). We expect our operations will continue to be financed primarily by equity offerings, debt financing, and cash and cash equivalents. We believe our existing sources of liquidity will be sufficient to fund operations, working capital requirements, capital expenditures, and debt service obligations for at least the next 12 months.

### Reverse Recapitalization

### Revolving Credit Facility

**Borrowings** The June 2023 amendment modified the Credit Agreement to replace the LIBOR-based reference rate options with Adjusted Term Secured Overnight Financing Rate ("SOFR") based reference rate options. Subsequent to the amendment, borrowings under the Revolving Credit Facility are subject to interest, determined as follows:

- In addition to paying interest on the principal amounts outstanding under the Revolving Credit Facility, we are required to pay a commitment fee on unused amounts at a rate of 0.25% per annum. We are also required to pay customary letter of credit and agency fees.

See Note 10, *Debt* to our consolidated financial statements for additional information.

## Table of Contents

## Cash Flows

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

		Year Ended December 31,			Year Ended December 31,		
		Year Ended December 31,					
		2022	2021	2020			
		(in thousands)					
		2023					
		2023					
		2023	2022		2021		
		(in thousands)			(in thousands)		
Net cash provided by (used in) operating activities	Net cash provided by (used in) operating activities	\$ (51,907)	\$ 63,265	\$ (2,427)			
Net cash used in investing activities	Net cash used in investing activities	(108,175)	(114,633)	(12,671)			

Net cash provided by (used in) financing activities	Net cash provided by (used in) financing activities	(39,067)	279,611	96,462
Effect of exchange rate fluctuations on cash, cash equivalents, and restricted cash	Effect of exchange rate fluctuations on cash, cash equivalents, and restricted cash	(327)	(119)	159
Net increase (decrease) in cash, cash equivalents and restricted cash	Net increase (decrease) in cash, cash equivalents and restricted cash	\$(199,476)	\$228,124	\$81,523

#### Operating Activities

Net cash used in operating activities was \$51.7 million for the year ended December 31, 2023, primarily due to a net loss of \$528.2 million, offset by \$564.5 million of non-cash items, including depreciation, amortization of intangible assets, impairment of goodwill, impairment of long-lived assets, reduction in the carrying amount of operating lease right-of-use assets, and equity-based compensation expense. Additional uses of cash flows resulted from changes in working capital, including a \$13.3 million decrease in prepaid expense and other assets, a \$50.5 million decrease in funds payable to owners, a \$21.0 million decrease in deferred revenue and future stay credits, a \$10.7 million decrease in operating lease obligations, and a \$7.1 million decrease in hospitality and sales taxes payable.

Net cash used in operating activities was \$51.9 million for the year ended December 31, 2022, primarily due to a net loss of \$332.1 million, partially offset by \$307.4 million of non-cash items related to depreciation, amortization of intangible assets, impairment of goodwill, reduction in the carrying amount of operating lease right-of-use assets, fair value adjustment on derivative liabilities, and equity-based compensation expense. Additional uses of cash flows resulted from changes in working capital, including a \$42.7 million increase in prepaid expense and other assets, a \$34.6 million decrease in funds payable to owners, a \$17.2 million decrease in deferred revenue and future stay credits, and a \$3.4 million decrease in hospitality and sales taxes payable, partially offset by an \$83.2 million decrease in accounts receivable driven by the settlement of amounts owed by the prior owners of acquired businesses managed under transition services agreements.

Net cash provided by operating activities was \$63.3 million for the year ended December 31, 2021, primarily due to a net loss of \$154.6 million, partially offset by \$117.6 million of non-cash items related to depreciation, amortization of intangible assets, fair value adjustment on derivative liabilities, non-cash interest expense, and equity-based compensation expense. Additional sources of cash flows resulted from changes in working capital, including a \$40.2 million increase in funds payable to owners and a \$11.1 million increase in hospitality and sales taxes payable as a result of increased bookings on our platform, partially offset by a \$3.6 million increase in deferred revenue and future stay credits.

#### Investing Activities

Our primary investing activities include cash paid for business combinations, capitalized internally developed software, and purchases of property and equipment.

Net cash used in investing activities was \$13.4 million for the year ended December 31, 2023, primarily due to \$7.4 million of cash paid for capitalized internally developed software and \$5.3 million of cash paid for purchases of property and equipment.

Net cash used in investing activities was \$108.2 million for the year ended December 31, 2022, primarily due to \$89.5 million of cash paid for business combinations, net of cash and restricted cash acquired, \$9.8 million of cash paid for capitalized internally developed software costs, and \$8.8 million of cash paid for purchases of property and equipment.

Net cash used in investing activities was \$114.6 million for the year ended December 31, 2021, primarily due to \$103.4 million of net cash paid to purchase businesses acquired, \$5.9 million of cash paid for purchases of property and equipment, and \$5.4 million of cash paid for capitalized internally developed software costs.

#### Financing Activities

Our primary financing activities have come from the proceeds from our Reverse Recapitalization in 2021 and issuance of senior secured convertible notes in 2020. These proceeds were partially offset by include cash payments for contingent consideration and deferred payments to sellers in connection with business combinations to grow the number of homes under management in new and adjacent markets served, served as well as financed insurance premiums.

Net cash used in financing activities was \$28.1 million for the year ended December 31, 2023, primarily attributable to \$23.4 million of financing-related cash payments for business combinations and \$5.5 million of repayments of financed insurance premiums.

Net cash used in financing activities was \$39.1 million for the year ended December 31, 2022, primarily attributable to \$38.0 million of financing-related cash payments for business combinations.

[Table of Contents](#)

Net cash provided by financing activities was \$279.6 million for the year ended December 31, 2021, primarily attributable to \$302.6 million of proceeds received from the Reverse Recapitalization, partially offset by \$7.9 million of payments for transaction-related costs. In addition, we made financing-related cash payments of \$13.6 million for business combinations.

#### Material Cash Requirements from Contractual and Other Obligations

As of **December 31, 2022** **December 31, 2023**, our material cash requirements for our known contractual and other obligations were as follows:

- **Operating Leases** – We enter into various non-cancelable lease agreements primarily related to certain field and corporate office facilities. Future minimum lease payments to be made under non-cancelable operating leases with an initial or remaining term greater than one year were **\$35.5 million** **\$29.2 million**, with **\$11.2 million** **\$10.1 million** payable within 12 months. See Note 8, *Leases* to our consolidated financial statements for further detail of our obligations and the timing of expected future payments.
- **Acquisition Liabilities** – In connection with our portfolio transactions, accounted for as business combinations, we record acquisition-related liabilities, if applicable, for any contingent consideration or deferred payments to the seller. Our total acquisition liabilities were **\$41.3 million** **\$16.3 million**, with **\$25.1 million** **\$11.6 million** payable within 12 months.
- **Information Technology Service Agreements** – Information technology service agreements represent outsourced services and licensing costs pursuant to our information technology agreements. We had contractual payments for these agreements of **\$21.5 million** **\$34.7 million**, with **\$15.3 million** **\$15.6 million** payable within 12 months.
- **Revolving Credit Facility** – In October 2021, we entered into the **Revolving Credit Facility**, credit agreement, which, as subsequently amended in December 2021 and June 2023 (as amended, the “Credit Agreement”), provides for borrowings in an aggregate principal amount of up to \$105.0 million, which amount may be borrowed and repaid from time to time. As of **December 31, 2022** **December 31, 2023**, there were no borrowings outstanding under the Revolving Credit Facility. As of **December 31, 2022** **December 31, 2023**, there were letters of credit of \$23.4 million issued under the Revolving Credit Facility, and \$81.6 million was available for borrowings. See “Liquidity and Capital Resources — Revolving Credit Facility” for additional information.
- **Tax Receivable Agreement** – The payments that we may be required to make under the Tax Receivable Agreement that we entered into may be significant, but we are currently unable to estimate the amounts and timing of the payments that may be due thereunder. See Note 2, *Significant Accounting Policies* to our consolidated financial statements for further details about the Tax Receivable agreement.

#### Critical Accounting Policies and Estimates

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

We believe that the following critical accounting policies reflect the more significant estimates and assumptions used in the preparation of our consolidated financial statements.

#### Impairment of Long-lived Assets

##### Description

As discussed in Note 7, *Intangible Assets, Net and Goodwill* to our consolidated financial statements, we performed a long-lived impairment assessment as of September 30, 2023, which resulted in homeowner contracts asset impairment charges of \$46.0 million. The fair value estimate of our homeowner contracts was based on the present value of estimated future cash flows. We prepared cash flow projections based on management's estimates of revenue growth rates and operating margins, taking into consideration the historical performance and the current macroeconomic, industry, and market conditions. We based the discount rate on the weighted-average cost of capital considering company-specific characteristics and the uncertainty related to the reporting unit's ability to execute on the projected cash flows.

##### Judgments and Uncertainties

Revenue growth rates, homeowner retention rates, operating profit margins, and the discount rate applied were the significant assumptions used in the income approach used to determine the fair value of our homeowner contracts. The fair value conclusion is highly sensitive to changes in these assumptions.



#### Effect if Actual Results Differ from Assumptions

If the actual results are not consistent with the assumptions and judgments we have made in determining the fair value of the Company's long-lived assets, our actual impairment losses could vary from our estimated impairment losses. In the event that our estimates vary from actual results, we may record additional impairment losses, which could be material to our results of operations.

#### Impairment of Goodwill

##### Description

As discussed in Note 7, *Intangible Assets, Net and Goodwill* to our consolidated financial statements, we performed a quantitative goodwill impairment assessment as of **December 31, 2022** **September 30, 2023**, which resulted in goodwill impairment charges of **\$244.0 million** **\$411.0 million**. The fair value estimate of our single reporting unit was derived from a combination of an income approach and a market approach. Under the income approach, we estimated the fair value of the reporting unit based on the present value of estimated future cash flows. We prepared cash flow projections based on management's estimates of revenue growth rates and operating margins, taking into consideration the historical performance and the current macroeconomic, industry, and market conditions. We based the discount rate on the weighted-average cost of capital considering company-specific characteristics and the uncertainty related to the reporting unit's ability to execute on the projected cash flows. Under the market approach, we estimated the fair value of the reporting unit based on revenue market multiples derived from

#### Table of Contents

comparable publicly traded companies with similar characteristics as the reporting unit, as well as an estimated control premium.

##### Judgments and Uncertainties

Revenue growth rates, operating profit margins, and the discount rate applied were the significant assumptions used in the income approach used to determine the fair value of our single reporting unit. The forecasted **2023** revenue growth rate, comparable publicly traded companies selected, and estimated control premium were the significant assumptions used in the market approach. The concluded fair value of our single reporting unit, based on a combination of the income and market approach, was reconciled to our market capitalization. The excess of the concluded fair value over our market capitalization represents an implied control premium, which we reviewed for reasonableness by comparison to observed transaction premiums, premium studies, and consideration of specific attributes of the Company. **The fair value conclusion is highly sensitive to changes in these assumptions. Changes in the significant assumptions used to determine the fair value of our homeowner contracts assets would also impact the carrying value of our single reporting unit and the resulting goodwill impairment charge.**

#### Effect if Actual Results Differ from Assumptions

**The goodwill impairment assessment performed as of December 31, 2022 was** **If the first quantitative assessment of actual results are not consistent with the assumptions and judgments we have made in determining the fair value of the Company's** **our single reporting unit, our actual impairment losses could vary from our estimated impairment losses. In the event that has been performed during the last three years. A 100 basis point decrease** **our estimates vary from actual results, we may record additional impairment losses, which could be material to the implied control premium would increase impairment** **our results of goodwill by \$5.0 million, operations.**

#### Valuation of Homeowner Contracts

##### Description

When we engage in a strategic acquisition or portfolio transaction accounted for as a business combination, we estimate the fair value of acquired assets, assumed liabilities, and purchase consideration transferred as of the acquisition date of each business combination. In every acquisition, homeowner contracts are the most significant intangible asset that we acquire. In valuing these homeowner contracts, we may engage a third-party valuation expert to estimate the fair value of these assets using a version of the income approach known as the "multi-period excess earnings method." This method uses a discounted cash flow approach that is derived from assumptions that include revenue growth rates, homeowner retention rates, operating profit margins, and the selection of an appropriate discount rate. We consider this approach the most appropriate valuation technique because the inherent value of our homeowner contracts is their ability to generate current and future income.

##### Judgments and Uncertainties

Revenue growth rates, homeowner retention rates, operating profit margins, and the discount rate applied are the significant assumptions used in the multi-period excess earnings method to determine the fair value of homeowner contracts. These estimates are influenced by many factors, including historical financial information and management's expectations for future growth.

#### Effect if Actual Results Differ from Assumptions

We have not made any changes in the accounting methodology used to determine the fair value of homeowner contracts during the last three years.

During the year ended **December 31, 2023**, **the Company's acquisition activity slowed, and we acquired homeowner contracts of nominal value.**

During the year ended December 31, 2022, we acquired homeowner contracts valued at \$56.4 million. A 10% increase in the calculated fair value of these homeowner contracts would increase have increased amortization expense by \$0.7 million during fiscal year 2022 and by \$1.1 million annually during each full year remaining in their useful life.

During the year ended December 31, 2021, we acquired homeowner contracts valued at \$172.6 million. A 10% increase in the calculated fair value of these homeowner contracts would have increased amortization expense by \$2.1 million during fiscal year 2021 and by \$3.5 million annually during each full year remaining in their useful life.

## Valuation of Equity Units

### Description

Prior to the Reverse Recapitalization, given the absence of a public trading market for our equity units, and in accordance with the American Institute of Certified Public Accountants Accounting and Valuation Guide: Valuation of Privately-Held Company Equity Securities Issued as Compensation, our management and board of directors determined the best estimate of fair value of our common units and redeemable convertible preferred units.

### [Table of Contents](#)

To determine the fair value of our equity units, we engaged a third-party valuation expert. We first determined our business enterprise value ("BEV") and then allocated that equity fair value to our redeemable convertible preferred units, common units and common unit equivalents. We estimated our BEV primarily using a market approach, which is a generally accepted valuation approach. The market approach measures the value of a business through an analysis of recent sales or offerings of comparable investments or assets, and in our case, focused on comparing our business to a group of its peer companies. In applying this method, valuation multiples are derived from historical and forecasted operating data of the peer company group. We then apply the multiples to our operating data (i.e., revenue and EBITDA) to arrive at a range of indicated values of our Company.

At each valuation date, once the BEV for the business was determined, the equity value was allocated to each of our redeemable convertible preferred units, common units and common unit equivalents, using one of the following methods: (1) the option pricing method ("OPM"); (2) a probability weighted expected return method ("PWERM"); or (3) the hybrid method, which is a hybrid between the OPM and PWERM methods.

The OPM treats common units and redeemable convertible preferred units as call options on a business, with exercise prices based on the liquidation preference of the redeemable convertible preferred units. Therefore, the common unit only has value if the funds available for distribution to the holders of common units exceed the value of the liquidation preference of the redeemable convertible preferred units at the time of a liquidity event, such as a merger, sale, or initial public offering, assuming the business has funds available to make a liquidation preference meaningful and collectible by unit holders. The common unit is modeled as a call option with a claim on the business at an exercise price equal to the remaining value immediately after the redeemable convertible preferred units are liquidated.

The PWERM utilizes discrete future exit scenarios to determine the value of our equity units. For each of the various scenarios, an equity value is estimated and the rights and preferences for each unit holder class are considered to allocate the equity value to common units. The equity unit values are then multiplied by a discount factor reflecting the calculated discount rate and the timing of the event. Lastly, the equity unit value is multiplied by an estimated probability for each scenario. Our board of directors and management team evaluated the probability and timing of the discrete future exit scenarios at each valuation date.

### Judgments and Uncertainties

Prior to the Reverse Recapitalization, factors used to determine the value of our equity units included:

- the prices at which others have purchased our redeemable convertible preferred units in arms' length arm's-length transactions;
- the rights, preferences and privileges of our redeemable convertible preferred units relative to those of our common units;
- our operating and financial performance;
- our estimates of future financial performance;
- lack of marketability of our equity units;
- the valuation of comparable companies;
- the industry outlook;
- the likelihood and timing of achieving a liquidity event, such as an initial public offering or sale of our Company given prevailing market conditions;
- the U.S. and global economic and capital market conditions and outlook; and
- additional objective and subjective factors relating to our business.

On July 28, 2021, the Company entered into the Business Combination Agreement to become a publicly traded company through a business combination with TPG Pace Solutions Corp., a special purpose acquisition company. The Business Combination Agreement provided management with a Company-specific indication of fair value of our equity units. This substantially reduced our need to rely on many of the subjective factors described above.

On December 6, 2021, the Company consummated the Reverse Recapitalization (see Note 3, *Reverse Recapitalization* to our consolidated financial statements), and the Company's Class A Common Stock began to trade publicly on December 7, 2021.

### Effect if Actual Results Differ from Assumptions

During fiscal year 2021, the valuation of our equity units impacted the following:

- The loss attributable to remeasurement of our redeemable convertible preferred units was \$426.1 million during fiscal year 2021. These units were no longer remeasured at fair value subsequent to April 1, 2021. A 10% increase in

#### [Table of Contents](#)

the fair value of the redeemable convertible preferred units as of April 1, 2021 would have increased their remeasurement loss by \$119.8 million.

- Remeasurement of our common unit warrant derivative liabilities was \$11.5 million during fiscal year 2021. These warrants were remeasured at fair value until the consummation of the Reverse Recapitalization on December 6, 2021. As of this date, the warrants were remeasured using the valuation indicated by the BCA. As such, there was not significant judgment or uncertainty in their remeasurement.
- Equity-based compensation expense was \$27.0 million during fiscal year 2021. A greater degree of subjectivity was required to determine the grant-date fair value of equity-based compensation awards granted prior to the execution of the BCA. Awards granted during fiscal year 2021 prior to the execution of the BCA had a total grant-date fair value of \$18.8 million. A 10% increase in the grant-date fair value of these awards would increase equity-based compensation expense by \$0.4 million in 2021 and by \$0.5 million annually during each full year remaining in their vesting period.

#### **JOBS Act Accounting Election**

We meet the definition of an emerging growth company under the [Jumpstart Our Business Startups Act of 2012](#) ("JOBS Act, Act"), which permits us to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies. As of January 1, 2022, we elected to irrevocably opt out of the extended transition period.

#### **Recent Accounting Pronouncements**

See Note 2, *Significant Accounting Policies* to the consolidated financial statements included under Part II, Item 8 of this Annual Report [on Form 10-K](#) for a description of recently adopted accounting pronouncements and recently issued accounting pronouncements not yet adopted.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risks**

We are exposed to market risks in connection with our business, which primarily relate to inflation and fluctuations in interest rates.

#### **Inflation Risk**

In recent periods, inflation has increased in the United States and other markets in which we operate. To date, we do not believe these increases have had a material impact on our business, results of operations, cash flows, or financial condition. The prospective impact of inflation on our business, results of operations, cash flows, and financial condition is uncertain and will depend on future developments that we may not be able to accurately predict.

#### **Interest Rate Fluctuation Risk**

We are exposed to interest rate risk related primarily to our investment portfolio. Changes in interest rates affect the interest earned on our total cash, cash equivalents, and marketable securities and the fair value of those securities. Future borrowings under our Revolving Credit Facility, if any, may also be susceptible to interest rate risk.

Our cash and cash equivalents primarily consist of cash deposits and marketable securities. We do not enter into investments for trading or speculative purposes. Because our cash equivalents generally have short maturities, the fair value of our portfolio is relatively insensitive to interest rate fluctuations. Due to the short-term nature of our investments, we have not been exposed to, nor do we anticipate being exposed to, material risks due to changes in interest rates. A hypothetical 100 basis points increase or decrease in interest rates would not have had a material impact on our consolidated financial statements as of [December 31, 2022](#) [December 31, 2023](#).

As we do not have any borrowing under our Revolving Credit Facility as of [December 31, 2022](#) [December 31, 2023](#), we are not currently exposed to the risk related to fluctuations in interest rates to the extent the ABR exceeds the floor.

## **Item 8. Financial Statements and Supplementary Data**

## Index to Consolidated Financial Statements

	Page
<a href="#">Report of Independent Registered Public Accounting Firm (PCAOB ID: 185)</a>	<a href="#">78</a> <a href="#">77</a>
<a href="#">Consolidated Balance Sheets</a>	<a href="#">78</a>
<a href="#">Consolidated Statements of Operations</a>	<a href="#">79</a>
<a href="#">Consolidated Statements of Operations</a>	<a href="#">80</a>
<a href="#">Consolidated Statements of Comprehensive Loss</a>	<a href="#">80</a> <a href="#">79</a>
<a href="#">Consolidated Statements of Cash Flows</a>	<a href="#">82</a> <a href="#">81</a>
<a href="#">Consolidated Statements of Equity (Deficit)</a>	<a href="#">84</a> <a href="#">83</a>
<a href="#">Index to Notes to Consolidated Financial Statements</a>	<a href="#">87</a> <a href="#">86</a>

### Report of Independent Registered Public Accounting Firm

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

#### Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Vacasa, Inc. and subsidiaries (the Company) as of **December 31, 2022**, **December 31, 2023** and **2021, 2022**, the related consolidated statements of operations, comprehensive loss, cash flows, and equity (deficit) for each of the years in the three-year period ended **December 31, 2022**, **December 31, 2023**, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of **December 31, 2022**, **December 31, 2023** and **2021, 2022**, and the results of its operations and its cash flows for each of the years in the three-year period ended **December 31, 2022**, **December 31, 2023**, in conformity with U.S. generally accepted accounting principles.

#### Change in Accounting Principle

As discussed in Note 2 to the consolidated financial statements, the Company has changed its method of accounting for leases as of January 1, 2022 due to the adoption of Accounting Standard Update No. 2016-02 Leases (**Topic 842**) (**Topic 842**), and related amendments.

#### Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2016.

**Portland, Oregon** **Seattle, Washington**  
March **14, 2023** **1, 2024**

### Vacasa, Inc. Consolidated Balance Sheets (in thousands, except par value)

As of December 31,

As of December 31,

	As of December 31,		
	2022	2021	
	2023		
	2023		
	2023		2022
Assets	Assets		
Current assets:	Current assets:		
Current assets:			
Current assets:			
Cash and cash equivalents			
Cash and cash equivalents			
	Cash and cash equivalents	\$ 157,810	\$ 353,842
Cash and cash equivalents	Cash and cash equivalents	\$ 157,810	\$ 353,842
Restricted cash	Restricted cash	161,850	165,294
Accounts receivable, net	Accounts receivable, net	17,204	48,989
Prepaid expenses and other current assets	Prepaid expenses and other current assets	44,499	19,325
Total current assets	Total current assets	381,363	587,450
Property and equipment, net	Property and equipment, net	65,543	67,186
Intangible assets, net	Intangible assets, net	214,851	216,499
Goodwill	Goodwill	585,205	754,506
Other long-term assets	Other long-term assets	58,622	11,269
Total assets	Total assets	\$1,305,584	\$1,636,910
Liabilities, Temporary Equity, and Equity (Deficit)			
Liabilities, Temporary Equity, and Equity			
Current liabilities:			
Current liabilities:			
Current liabilities:			
Accounts payable			
Accounts payable			
Accounts payable	Accounts payable	\$ 35,383	\$ 34,786
Funds payable to owners	Funds payable to owners	228,758	214,301

Hospitality and sales taxes payable	Hospitality and sales taxes payable	52,217	46,958
Deferred revenue	Deferred revenue	124,969	107,252
Future stay credits	Future stay credits	3,369	30,995
Accrued expenses and other current liabilities	Accrued expenses and other current liabilities	85,833	71,833
Total current liabilities	Total current liabilities	530,529	506,125
Long-term debt, net of current portion	Long-term debt, net of current portion	125	512
Other long-term liabilities	Other long-term liabilities	54,987	112,123
Total liabilities	Total liabilities	\$ 585,641	\$ 618,760

Commitments and contingencies (Note 15)

Commitments and contingencies (Note 16)

Commitments and contingencies (Note 16)

Redeemable noncontrolling interests	Redeemable noncontrolling interests	306,943	1,770,096
-------------------------------------	-------------------------------------	---------	-----------

Equity (Deficit):

Class A Common Stock, par value \$0.00001, 1,000,000,000 shares authorized; 236,390,230 and 214,793,795 shares issued and outstanding as of December 31, 2022 and 2021, respectively.

24

21

Class B Common Stock, par value \$0.00001, 487,276,085 shares authorized; 197,445,231 and 212,751,977 shares issued and outstanding as of December 31, 2022 and 2021 respectively.

20

21

Equity:

Class A Common Stock, par value \$0.00001, 1,000,000,000 shares authorized; 12,730,577 and 11,819,511 shares issued and outstanding as of December 31, 2023 and 2022, respectively.<sup>(1)</sup>

Class A Common Stock, par value \$0.00001, 1,000,000,000 shares authorized; 12,730,577 and 11,819,511 shares issued and outstanding as of December 31, 2023 and 2022, respectively.<sup>(1)</sup>



Class A Common Stock, par value \$0.00001, 1,000,000,000 shares authorized; 12,730,577 and 11,819,511 shares issued and outstanding as of December 31, 2023 and 2022, respectively.(1)			
Class B Common Stock, par value \$0.00001, 472,436,863 shares authorized; 9,340,553 and 9,872,261 shares issued and outstanding as of December 31, 2023 and 2022 respectively.(1)			
Additional paid-in capital	Additional paid-in capital	1,355,139	—
Accumulated deficit	Accumulated deficit	(942,185)	(751,929)
Accumulated other comprehensive loss		2	(59)
Total equity (deficit)		413,000	(751,946)
Total liabilities, temporary equity, and equity (deficit)		\$1,305,584	\$1,636,910
Accumulated other comprehensive income (loss)			
Total equity			
Total liabilities, temporary equity, and equity			

(1)Common stock shares issued and outstanding have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on October 2, 2023. Refer to Note 13 - Equity for additional information.

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

Vacasa, Inc.  
**Consolidated Statements of Operations**  
(in thousands except per share data)

Year Ended December 31,			Year Ended December 31,	
	Year Ended December 31,			
	2022	2021	2020	
	2023			
	2023			

2023		2022		2021
Revenue	Revenue	\$1,187,950	\$ 889,058	\$491,760
Operating costs and expenses:	Operating costs and expenses:			
Cost of revenue, exclusive of depreciation and amortization shown separately below				
Cost of revenue, exclusive of depreciation and amortization shown separately below				
Cost of revenue, exclusive of depreciation and amortization shown separately below	Cost of revenue, exclusive of depreciation and amortization shown separately below	564,373	440,753	256,086
Operations and support	Operations and support	264,068	186,984	116,192
Technology and development	Technology and development	68,344	48,709	27,030
Sales and marketing	Sales and marketing	247,167	187,904	79,971
General and administrative	General and administrative	107,624	88,835	57,587
Depreciation	Depreciation	21,706	17,110	15,483
Amortization of intangible assets	Amortization of intangible assets	61,629	44,163	18,817
Impairment of long-lived assets				
Impairment of goodwill	Impairment of goodwill	243,991	—	—
Total operating costs and expenses	Total operating costs and expenses	1,578,902	1,014,458	571,166
Loss from operations	Loss from operations	(390,952)	(125,400)	(79,406)
Interest income	Interest income	1,991	36	385
Interest expense	Interest expense	(2,576)	(31,723)	(7,907)
Other income (expense), net		60,410	3,280	(5,725)
Other income, net				
Loss before income taxes	Loss before income taxes	(331,127)	(153,807)	(92,653)
Income tax benefit (expense)		(1,022)	(784)	315
Income tax expense				
Net loss	Net loss	\$ (332,149)	\$ (154,591)	\$ (92,338)
Loss attributable to remeasurement of redeemable convertible preferred units		—	(426,101)	(202,433)
Less: Loss attributable to remeasurement of redeemable convertible preferred units				

Net loss including remeasurement of redeemable convertible preferred units	Net loss including remeasurement of redeemable convertible preferred units	(332,149)	(580,692)	(294,771)
Less: Net loss including remeasurement of redeemable convertible preferred units prior to Reverse Recapitalization	Less: Net loss including remeasurement of redeemable convertible preferred units prior to Reverse Recapitalization	—	(555,437)	(294,771)
Less: Net loss attributable to redeemable noncontrolling interests	Less: Net loss attributable to redeemable noncontrolling interests	(154,251)	(12,558)	—
Net loss attributable to Class A Common Stockholders	Net loss attributable to Class A Common Stockholders	\$ (177,898)	\$ (12,697)	\$ —
Net loss per share of Class A Common Stock <sup>(1)</sup> :				
Net loss per share of Class A Common Stock <sup>(1)</sup>				
<sup>(2)</sup> :				
Basic and diluted	Basic and diluted	\$ (0.80)	\$ (0.06)	N/A
Weighted-average shares of Class A Common Stock used to compute net loss per share <sup>(1)</sup> :				
Basic and diluted	Basic and diluted	223,423	214,794	N/A
Basic and diluted				
Weighted-average shares of Class A Common Stock used to compute net loss per share <sup>(1)(2)</sup> :				
Basic and diluted				
Basic and diluted				
Basic and diluted				

(1) Basic and diluted net loss per share of Class A Common Stock is applicable only for periods subsequent to December 6, 2021, which is the date of the Reverse Recapitalization (as defined in Note 3, *Reverse Recapitalization*). Basic and diluted loss per share of Class A Common Stock for the year ended December 31, 2021 represents only the period of December 6, 2021 to **December 31, 2021** December 31, 2022. See also Note 15, *Net Loss Per Share*.

(2) Weighted-average shares outstanding used in the computation of basic and diluted earnings (loss) per share have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on October 2, 2023. Refer to Note 13 - *Equity* for additional information.

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

**Vacasa, Inc.**

**Consolidated Statements of Comprehensive Loss**  
(in thousands)

Year Ended December 31,			Year Ended December 31,		
	Year Ended December 31,				
	2022	2021	2020		
	2023				
	2023				
	2023			2022	2021
Net loss	Net loss	\$ (332,149)	\$ (154,591)	\$ (92,338)	
Foreign currency translation adjustments	Foreign currency translation adjustments	5	(358)	(313)	
Total comprehensive loss	Total comprehensive loss	\$ (332,144)	\$ (154,949)	\$ (92,651)	
Less: Comprehensive loss prior to Reverse Recapitalization	Less: Comprehensive loss prior to Reverse Recapitalization	—	(129,720)	(92,651)	
Less: Comprehensive loss attributable to redeemable noncontrolling interests	Less: Comprehensive loss attributable to redeemable noncontrolling interests	(154,307)	(12,545)	—	
Total comprehensive loss attributable to Class A Common Stockholders	Total comprehensive loss attributable to Class A Common Stockholders	\$ (177,837)	\$ (12,684)	\$ —	

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

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

Year Ended December 31,			Year Ended December 31,		
	Year Ended December 31,				
	2022	2021	2020		
	2023				
	2023				
	2023			2022	2021
Cash from operating activities:	Cash from operating activities:				
Net loss	Net loss				
Net loss	Net loss				
Net loss	Net loss	\$ (332,149)	\$ (154,591)	\$ (92,338)	

Adjustments to reconcile net loss to net cash provided by (used in) operating activities:	Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Credit loss expense	Credit loss expense	5,409	4,689	6,403
Credit loss expense				
Credit loss expense				
Depreciation	Depreciation	21,706	17,110	15,483
Amortization of intangible assets	Amortization of intangible assets	61,629	44,163	18,817
Impairment of long-lived assets				
Impairment of goodwill	Impairment of goodwill	243,991	—	—
Impairment of right-of-use assets				
Future stay credit breakage	Future stay credit breakage	(15,993)	—	—
Reduction in the carrying amount of right-of-use assets	Reduction in the carrying amount of right-of-use assets	12,589	—	—
Deferred income taxes	Deferred income taxes	(2,082)	(55)	(556)
Other gains and losses	Other gains and losses	2,186	77	(36)
Fair value adjustment on derivative liabilities	Fair value adjustment on derivative liabilities	(56,437)	(2,889)	6,636
Non-cash interest expense	Non-cash interest expense	216	27,496	5,145
Equity-based compensation expense	Equity-based compensation expense	34,170	26,978	3,349
Change in operating assets and liabilities, net of assets acquired and liabilities assumed:	Change in operating assets and liabilities, net of assets acquired and liabilities assumed:			
Accounts receivable				
Accounts receivable				
Accounts receivable	Accounts receivable	83,152	35,400	2,295

Prepaid expenses and other assets	Prepaid expenses and other assets	(42,660)	(6,178)	13,384
Accounts payable	Accounts payable	(6,639)	8,288	(3,491)
Funds payable to owners	Funds payable to owners	(34,636)	40,199	(17,250)
Hospitality and sales taxes payable	Hospitality and sales taxes payable	(3,430)	11,076	3,952
Deferred revenue and future stay credits	Deferred revenue and future stay credits	(17,162)	3,576	24,980
Operating lease obligations	Operating lease obligations	(10,722)	—	—
Accrued expenses and other liabilities	Accrued expenses and other liabilities	4,955	7,926	10,800
Net cash provided by (used in) operating activities	Net cash provided by (used in) operating activities	(51,907)	63,265	(2,427)
<b>Cash from investing activities:</b>	<b>Cash from investing activities:</b>			
Purchases of property and equipment	Purchases of property and equipment	(8,810)	(5,853)	(1,619)
Purchases of property and equipment				
Purchases of property and equipment				
Cash paid for internally developed software	Cash paid for internally developed software	(9,821)	(5,387)	(7,856)
Cash paid for business combinations, net of cash and restricted cash acquired	Cash paid for business combinations, net of cash and restricted cash acquired	(89,544)	(103,393)	(3,519)
Other investing activities		—	—	323
Net cash used in investing activities	Net cash used in investing activities	(108,175)	(114,633)	(12,671)
<b>Cash from financing activities:</b>	<b>Cash from financing activities:</b>			



Proceeds from Reverse Recapitalization, net	Proceeds from Reverse Recapitalization, net	—	302,638	—				
Proceeds from Reverse Recapitalization, net								
Proceeds from Reverse Recapitalization, net								
Payments of Reverse Recapitalization costs	Payments of Reverse Recapitalization costs	(459)	(7,937)	—				
Cash paid for business combinations	Cash paid for business combinations	(37,993)	(13,647)	(9,461)				
Proceeds from issuance of long-term debt		—	—	115,931				
Payments of long-term debt	Payments of long-term debt	(250)	(125)	(10,169)				
Proceeds from exercise of stock options	Proceeds from exercise of stock options	213	—	—				
Proceeds from issuance of preferred units, net of issuance costs		—	—	500				
Proceeds from Employee Stock Purchase Program	Proceeds from Employee Stock Purchase Program	1,492	—		Proceeds from Employee Stock Purchase Program	1,168	1,492	1,492
Proceeds from borrowings on revolving credit facility	Proceeds from borrowings on revolving credit facility	6,000	—	—				
Repayment of borrowings on revolving credit facility	Repayment of borrowings on revolving credit facility	(6,000)	—	—				
Repayment of financed insurance premiums	Repayment of financed insurance premiums	(307)	—	—				
Other financing activities	Other financing activities	(1,763)	(1,318)	(339)				
Net cash provided by (used in) financing activities	Net cash provided by (used in) financing activities	(39,067)	279,611	96,462				
Effect of exchange rate fluctuations on cash, cash equivalents, and restricted cash	Effect of exchange rate fluctuations on cash, cash equivalents, and restricted cash	(327)	(119)	159				

Net increase (decrease) in cash, cash equivalents and restricted cash	Net increase (decrease) in cash, cash equivalents and restricted cash	(199,476)	228,124	81,523
Cash, cash equivalents and restricted cash, beginning of period	Cash, cash equivalents and restricted cash, beginning of period	519,136	291,012	209,489
Cash, cash equivalents and restricted cash, end of period	Cash, cash equivalents and restricted cash, end of period	\$ 319,660	\$ 519,136	\$291,012

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

Year Ended December 31,			Year Ended December 31,		
	Year Ended December 31,				
	2022	2021	2020		
	2023				
	2023				
	2023			2022	2021
<b>Supplemental disclosures of cash flow information:</b>	<b>Supplemental disclosures of cash flow information:</b>				
Cash paid for income taxes, net of refunds	Cash paid for income taxes, net of refunds	\$ 824	\$ 310	\$ 188	
Cash paid for income taxes, net of refunds					
Cash paid for income taxes, net of refunds					
Cash paid for interest	Cash paid for interest	2,435	3,767	1,280	
Cash paid for operating lease liabilities					
<b>Supplemental disclosures of non-cash investing and financing activities:</b>					
<b>Supplemental disclosures of non-cash activities:</b>					
<b>Supplemental disclosures of non-cash activities:</b>					
<b>Supplemental disclosures of non-cash activities:</b>					
Financed insurance premiums					
Financed insurance premiums					
Financed insurance premiums	Financed insurance premiums	\$ 4,804	\$ —	\$ —	

Issuance of common units for consideration in a business combination	Issuance of common units for consideration in a business combination	—	573,800	—
Issuance of common stock in connection with conversion of D-1 Notes (See Note 10, Debt)	Issuance of common stock in connection with conversion of D-1 Notes (See Note 10, Debt)	—	140,393	—
Lease liabilities exchanged for right-of-use assets				
Reconciliation of cash, cash equivalents and restricted cash:	Reconciliation of cash, cash equivalents and restricted cash:			
Reconciliation of cash, cash equivalents and restricted cash:				
Reconciliation of cash, cash equivalents and restricted cash:				
Cash and cash equivalents				
Cash and cash equivalents				
Cash and cash equivalents	Cash and cash equivalents	\$157,810	\$353,842	\$218,484
Restricted cash	Restricted cash	161,850	165,294	72,528
Total cash, cash equivalents and restricted cash	Total cash, cash equivalents and restricted cash	\$319,660	\$519,136	\$291,012

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

**Vacasa, Inc.**  
**Consolidated Statements of Equity (Deficit)**  
(in thousands, except unit data)

	Redeemable Non-controlling Interests			Redeemable Convertible Preferred Units		Common Units		Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity (Deficit)
	Amount	Units	Amount	Units	Amount	Units	Amount	Shares	Amount	Shares	Amount	Amount	Amount	Amount	Amount
<b>Balance as of December 31, 2019</b>	\$ —	264,310,388	\$ 565,005			176,824,152	\$ —	—	\$ —	—	\$ —	\$ —	\$ (285,669)	\$ 554	\$ (285,115)
Issuance of Series C-1 redeemable convertible preferred units, net of issuance costs		270,387	500												—

Exercise of Series A preferred unit warrant	3,107,279	4,041												—
Equity-based compensation										3,349				3,349
Remeasurement of redeemable convertible preferred units		202,433								(3,349)	(199,084)			(202,433)
Foreign currency translation adjustments													(313)	(313)
Net Loss											(92,338)			(92,338)
<b>Balance as of December 31, 2020</b>	<b>\$ —</b>	<b>267,688,054</b>	<b>\$ 771,979</b>	<b>176,824,152</b>	<b>\$ —</b>	<b>— \$ —</b>	<b>— \$ —</b>	<b>— \$ —</b>	<b>\$ —</b>	<b>\$ (577,091)</b>	<b>\$ 241</b>	<b>\$ (576,850)</b>		

	Redeemable														
	Non- controlling Interests	Redeemable Convertible Preferred Units		Common Units		Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity (Deficit)		
	Amount	Units	Amount	Units	Amount	Shares <sup>(1)</sup>	Amount	Shares <sup>(1)</sup>	Amount	Amount	Amount	Amount	Amount		
Balance as of December 31, 2020	\$ —	267,688,054	\$ 771,979	176,824,152	\$ —	—	\$ —	—	\$ —	\$ —	\$ (577,091)	\$ 241	\$ (576,850)		
Issuance of common units for consideration in a business combination				161,518,057						573,800			573,800		
Equity-based compensation prior to Reverse Recapitalization										6,863			6,863		
Exercise of equity-based options				70,208						73			73		
Remeasurement of redeemable convertible preferred units			426,101							(908)	(425,193)		(426,101)		
Net exercise of common unit warrants				2,020,000									—		
Foreign currency translation adjustments prior to Reverse Recapitalization												(384)	(384)		
Net loss prior to Reverse Recapitalization											(129,336)		(129,336)		
Effects of Reverse Recapitalization, net	508,756	(267,688,054)	(1,198,080)	(340,432,417)		10,739,689	2	10,619,689	2	503,738	562,630	71	1,066,443		
Vesting of employee equity units	431							17,909		(431)			(431)		
Equity-based compensation subsequent to the Reverse Recapitalization	534									19,581			19,581		
Foreign currency translation adjustments subsequent to the Reverse Recapitalization	13											13	13		
Net loss subsequent to Reverse Recapitalization	(12,558)										(12,697)		(12,697)		
Adjustment of redeemable noncontrolling interest to redemption amount	1,272,920									(1,102,716)	(170,204)		(1,272,920)		
Balance as of December 31, 2021	\$ 1,770,096	—	\$ —	—	\$ —	10,739,689	\$ 2	10,637,598	\$ 2	\$ —	\$ (751,891)	\$ (59)	\$ (751,946)		

(1) Common stock shares outstanding have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on October 2, 2023. Refer to Note 13 - Equity for additional information.

**Vacasa, Inc.**  
**Consolidated Statements of Equity (Deficit)**

(in thousands, except unit data)

	Redeemable			Common Units		Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity (Deficit)
	Non-controlling Interests	Convertible Preferred Units											
	Amount	Units	Amount	Units	Amount	Shares	Amount	Shares	Amount	Amount	Amount	Amount	Amount
Balance as of December 31, 2020	\$ —	267,688,054	\$ 771,979	176,824,152	\$ —	—	\$ —	—	\$ —	\$ —	\$ (577,091)	\$ 241	\$ (576,850)
Issuance of common units for consideration in a business combination				161,518,057	—					573,800			573,800
Equity-based compensation prior to Reverse Recapitalization										6,863			6,863
Exercise of equity-based options				70,208	—					73			73
Remeasurement of redeemable convertible preferred units			426,101							(908)	(425,193)		(426,101)
Net exercise of common unit warrants				2,020,000	—								—
Foreign currency translation adjustments prior to Reverse Recapitalization												(384)	(384)
Net loss prior to Reverse Recapitalization											(129,336)		(129,336)
Effects of Reverse Recapitalization, net	508,737	(267,688,054)	(1,198,080)	(340,432,417)		214,793,795	21	212,393,793	21	503,719	562,630	71	1,066,462
Vesting of employee equity units	431							358,184		(431)			(431)
Equity-based compensation subsequent to the Reverse Recapitalization	534									19,581			19,581
Foreign currency translation adjustments subsequent to the Reverse Recapitalization	13											13	13
Net loss subsequent to Reverse Recapitalization	(12,558)										(12,697)		(12,697)
Adjustment of redeemable noncontrolling interest to redemption amount	1,272,939									(1,102,697)	(170,242)		(1,272,939)
Balance as of December 31, 2021	\$ 1,770,096	—	\$ —	—	\$ —	214,793,795	\$ 21	212,751,977	\$ 21	\$ —	\$ (751,929)	\$ (59)	\$ (751,946)

	Redeemable			Common Units		Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity (Deficit)
	Non-controlling Interests	Convertible Preferred Units											
	Amount	Units	Amount	Units	Amount	Shares <sup>(1)</sup>	Amount	Shares <sup>(1)</sup>	Amount	Amount	Amount	Amount	Amount
Balance as of December 31, 2021	\$ 1,770,096	—	\$ —	—	\$ —	10,739,689	\$ 2	10,637,598	\$ 2	\$ —	\$ (751,891)	\$ (59)	\$ (751,946)
Vesting of employee equity units	2,676							113,980		(2,676)			(2,676)
Vesting of restricted stock units and performance stock units	(1,962)					91,741				1,962			1,962
Exercise of equity-based awards	(1,338)					62,705				(121)			(121)
Purchase of shares under Employee Stock Purchase Plan	(978)					46,059				2,204			2,204

Redemption of OpCo units and retirement of Class B Common Stock	(40,182)			879,317	(879,317)		40,142		40	40,182			
Equity-based compensation	5,836						28,334			28,334			
Foreign currency translation adjustments	(16)								21	21			
Net loss	(154,251)						(177,898)			(177,898)			
Adjustment of redeemable noncontrolling interest to redemption amount	(1,272,938)						1,285,296	(12,358)		1,272,938			
Balance as of December 31, 2022	\$ 306,943	—	\$ —	—	\$ —	11,819,511	\$ 2	9,872,261	\$ 2	\$ 1,355,141	\$ (942,147)	\$ 2	\$ 413,000

(1) Common stock shares outstanding have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on October 2, 2023. Refer to Note 13 — Equity for additional information.

**Vacasa, Inc.**  
**Consolidated Statements of Equity (Deficit) - (Continued)**  
(in thousands, except unit data)

	Redeemable Non-controlling Interests										Redeemable Non-controlling Interests		Redeemable Convertible Preferred Units	
	Redeemable Non-controlling Interests	Redeemable Convertible Units	Common Units	Class A Common Stock	Class B Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity (Deficit)					
	Amount	Units Amount	Units Amount	Shares	Amount	Shares	Amount	Amount	Amount	Amount			Units	Amount
<b>Balance as of December 31, 2021</b>	<b>\$ 1,770,096</b>	<b>—</b>	<b>\$ —</b>	<b>—</b>	<b>\$ —</b>	<b>214,793,795</b>	<b>\$ 21</b>	<b>212,751,977</b>	<b>\$ 21</b>	<b>\$ —</b>	<b>\$ (751,929)</b>	<b>\$ (59)</b>	<b>—</b>	<b>\$ (751,946)</b>
	Amount													
	Amount													
	Amount													
<b>Balance as of December 31, 2022</b>														
Vesting of employee equity units	2,676					2,279,604	1	(2,677)						<b>(2,676)</b>
Vesting of restricted stock units and performance stock units	(1,962)				1,834,789	1		1,961						<b>1,962</b>
Vesting of restricted stock units														
Exercise of equity-based awards	(1,338)				1,254,112			(121)						<b>(121)</b>
Purchase of shares under Employee Stock Purchase Plan	(978)				921,184			2,204						<b>2,204</b>
Purchase of shares under the ESPP														



Redemption of OpCo units and retirement of Class B Common Stock	Redemption of OpCo units and retirement of Class B Common Stock	(40,182)			17,586,350	2	(17,586,350)	(2)	40,142		40	40,182		
Equity-based compensation	Equity-based compensation	5,836							28,334			28,334		
Foreign currency translation adjustments	Foreign currency translation adjustments	(16)									21	21		
Net loss	Net loss	(154,251)							(177,898)			(177,898)		
Adjustment of redeemable noncontrolling interest to redemption amount	Adjustment of redeemable noncontrolling interest to redemption amount	(1,272,938)							1,285,296	(12,358)		1,272,938		
Balance as of December 31, 2022		\$ 306,943	—	\$ —	—	\$ —	236,390,230	\$ 24	197,445,231	\$ 20	\$1,355,139	\$ (942,185)	\$ 2	\$ 413,000
Balance as of December 31, 2023														

(1) Common stock shares outstanding have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on October 2, 2023. Refer to Note 13 — Equity for additional information.

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

Index to Notes to Consolidated Financial Statements		Page
Note 1:	<a href="#">Description of Business</a>	<a href="#">88</a> <a href="#">87</a>
Note 2:	<a href="#">Significant Accounting Policies</a>	<a href="#">88</a> <a href="#">87</a>
Note 3:	<a href="#">Reverse Recapitalization</a>	<a href="#">98</a> <a href="#">97</a>
Note 4:	<a href="#">Acquisitions</a>	<a href="#">101</a> <a href="#">99</a>
Note 5:	<a href="#">Fair Value Measurements</a>	<a href="#">104</a> <a href="#">102</a>
Note 6:	<a href="#">Property and Equipment, net</a>	<a href="#">105</a> <a href="#">104</a>
Note 7:	<a href="#">Intangible Assets, Net</a> <a href="#">Net</a> and Goodwill	<a href="#">106</a> <a href="#">104</a>
Note 8:	<a href="#">Leases</a>	<a href="#">107</a> <a href="#">106</a>
Note 9:	<a href="#">Accrued Expenses and Other Current Liabilities</a>	<a href="#">109</a> <a href="#">108</a>
Note 10:	<a href="#">Debt</a>	<a href="#">109</a> <a href="#">108</a>
Note 11:	<a href="#">Other Long-Term Liabilities</a>	<a href="#">111</a> <a href="#">110</a>
Note 12:	<a href="#">Income Taxes</a>	<a href="#">111</a> <a href="#">110</a>
Note 13:	<a href="#">Equity</a>	<a href="#">114</a> <a href="#">113</a>
Note 14:	<a href="#">Equity-Based Compensation</a>	<a href="#">115</a> <a href="#">114</a>
Note 15:	<a href="#">Net Loss Per Share</a>	<a href="#">120</a> <a href="#">119</a>
Note 16:	<a href="#">Commitments and Contingencies</a>	<a href="#">121</a>
Note 17:	<a href="#">Employee Benefit Plan</a>	<a href="#">123</a> <a href="#">122</a>
Note 18:	<a href="#">Workforce Reduction</a>	<a href="#">122</a>
Note 19:	<a href="#">Subsequent Events</a> <a href="#">Event</a>	<a href="#">123</a>

**Vacasa, Inc.**  
**Notes to Consolidated Financial Statements**

[Note 1 — Description of Business](#)**Organization**

Vacasa, Inc. and its subsidiaries (the "Company") operate a **vertically-integrated vertically integrated** vacation rental platform. Homeowners utilize the Company's technology and services to realize income from their rental assets. Guests from around the world utilize the Company's technology and services to search **for** and book **Vacasa-listed Company-listed** properties in the United States, Belize, Canada, Costa Rica, and Mexico. The Company collects nightly rent on behalf of homeowners and earns the majority of its revenue from commissions on rent and from additional reservation-related fees paid by guests when a vacation rental is booked directly through the Company's website or app or through its distribution partners. The Company conducts its business through Vacasa Holdings LLC ("Vacasa Holdings" or "OpCo") and its subsidiaries. The Company is headquartered in Portland, Oregon.

Vacasa, Inc. was incorporated on July 1, 2021, under the laws of the state of Delaware for the purpose of consummating the business combination (the "Business Combination") contemplated by that certain business combination agreement, dated as of July 28, 2021 (as amended, the "Business Combination Agreement"), by and among TPG Pace Solutions Corp., a Cayman Islands exempted company ("TPG Pace"), Vacasa Holdings, Turnkey Vacations, Inc. ("TK Newco"), certain Vacasa Holdings equity holders (together with TK Newco, the "Blockers"), the Company, and certain other parties. On December 6, 2021, the Company consummated the Business Combination, pursuant to which, among other things, TPG Pace merged with and into the Company, the separate corporate existence of TPG Pace ceased, and the Company became the surviving corporation. The Business Combination was accounted for as a reverse recapitalization (the "Reverse Recapitalization") in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Under this method of accounting, Vacasa, Inc. has been treated as the "acquired" company for financial reporting purposes, with Vacasa Holdings considered to be the accounting acquirer. See Note 3, *Reverse Recapitalization* for more details.

**Reverse Stock Split**

On October 2, 2023, the Company completed a 1-for-20 reverse stock split of the Company's Class A Common Stock, Class B Common Stock, and Class G Common Stock (the "Reverse Stock Split"). All share and share-related information presented in these consolidated financial statements has been retroactively adjusted for all periods presented to reflect the decreased number of shares resulting from the Reverse Stock Split. See Note 13, *Equity*, for additional information.

[Note 2 — Significant Accounting Policies](#)**Basis of Presentation**

The consolidated financial statements have been prepared in **accordance conformity with GAAP, GAAP and the rules and regulations of the Securities and Exchange Commission ("SEC")**. The consolidated financial statements include the accounts of the Company, its wholly-owned or majority-owned subsidiaries and entities in which the Company is deemed to have a direct or indirect controlling financial interest based on either a variable interest model or voting interest model. All intercompany balances and transactions have been eliminated in consolidation.

Pursuant to the Reverse Recapitalization, as described in Note 3, *Reverse Recapitalization*, the Company holds **236,390,230 12,730,577** units of Vacasa Holdings ("OpCo Units"), which represents a **54.5% 57.7%** ownership interest as of **December 31, 2022 December 31, 2023**. The portion of the consolidated subsidiaries not owned by the Company and any related activity is eliminated through redeemable noncontrolling interests in the consolidated balance sheets and net income (loss) attributable to redeemable noncontrolling interests in the consolidated statements of operations. The consolidated financial statements of Vacasa Holdings and its subsidiaries have been determined to be the predecessor for accounting and reporting purposes of the period prior to the Reverse Recapitalization.

**Following the consummation of the Business Combination, the The** Company is an emerging growth company ("EGC"), as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), which permits the Company to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies. As of January 1, 2022, the Company elected to irrevocably opt out of the extended transition period.

**Use of Estimates**

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Significant estimates and assumptions reflected in the consolidated financial statements include, but are not limited to, the useful lives of property and equipment and **intangibles intangible** assets, allowance for credit losses, valuation of assets acquired and

**Vacasa, Inc.**  
**Notes to Consolidated Financial Statements**

liabilities assumed in business acquisitions and related contingent consideration, valuation of warrants, valuation of Class G Common Stock, valuation of redeemable convertible preferred units, valuation of equity-based compensation, valuation of goodwill, and **evaluation of recoverability valuation** of long-lived assets. Actual results may differ materially from such estimates. Management believes that the estimates, and judgments upon which they rely, are reasonable based upon information available to them at the time that these estimates and judgments are made. To the extent that there are material differences between these estimates and actual results, the Company's consolidated financial statements will be affected.

## Vacasa, Inc.

### Notes to Consolidated Financial Statements

#### COVID-19 Impacts

COVID-19 and its variants have impacted the Company in a number of ways. Beginning at the end of the Company's first quarter of 2020, the Company experienced a significant decline in revenue resulting from a decrease in bookings and an increase in cancellations, which in turn impacted Nights Sold. In certain markets, vacation homes on the Company's platform and attractions within the local market were subject to shifting government mandates or guidance regarding COVID-19 restrictions. Due to the impact that the reduction in bookings initially had on its financial condition, \$108.1 million \$108.1 million of Senior Secured Convertible Notes ("D-1 Convertible Notes") were issued to provide for liquidity and fund other general corporate initiatives. In connection with the Reverse Recapitalization (see Note 3, Reverse *Recapitalization*), the D-1 Convertible Notes subsequently converted into equity interests in the Company and were no longer outstanding as of December 31, 2021. The Company also took steps to mitigate the adverse impacts from the COVID-19 pandemic through cost reduction measures including lower discretionary and overhead spending, as well as temporary employee furloughs, which primarily occurred in the second quarter of fiscal 2020. In the first half of 2020, the Company initiated an internal reorganization and reduction of its workforce, primarily in North America, resulting in the elimination of approximately 850 positions. As a result of these reductions, the Company recorded expenses in the 2020 consolidated statement of operations of \$5.0 million, of which \$1.5 million was recorded to operations and support, \$1.2 million to sales and marketing, \$1.1 million to general and administrative expenses, \$1.0 million to technology and development, and \$0.2 million to cost of revenue.

The Coronavirus Aid, Relief and Economic Security Act ("CARES Act") was signed into law on March 27, 2020. The Company analyzed the various income tax and non-income tax provisions of the CARES Act based on currently available technical guidance and determined that aside from an impact to the timing of cash flows, there is no material impact to the Company's consolidated financial statements. Specifically, as it relates to the Company, the CARES Act allowed for deferred payment of the employer-paid portion of social security taxes through the end of 2020, with 50% due on December 31, 2021 and the remainder due on December 31, 2022. For the year ended December 31, 2021, the Company deferred approximately \$3.8 million of the employer-paid portion of social security taxes. As of December 31, 2022, there was no remaining deferral included in accrued expenses and other current liabilities on the consolidated balance sheets.

The Canada Emergency Wage Subsidy ("CEWS") was announced on March 27, 2020. Under this program, qualifying businesses can receive a subsidy for up to 75% of their employees' wages, subject to certain limitations. For the years ended December 31, 2022, 2021, and 2020, the Company received \$0.2 million, \$2.2 million, and \$1.7 million, respectively, of wage subsidy from the Canadian government as part of the CEWS, which is included in operating costs and expenses in the consolidated statement of operations.

#### Exit from European and Latin America Operations

In addition to the specific responses to COVID-19 above, in the second half of the year ended December 31, 2020, the Company's management made the decision to realign the Company's business and strategic priorities which resulted in the wind-down of a significant portion of the Company's international operations by December 31, 2020. In connection with the wind-down, the Company recorded restructuring costs of \$1.8 million during the year ended December 31, 2020, which primarily consisted of severance costs of \$1.3 million and contract termination costs of \$0.5 million. Of the total, \$1.4 million was recorded to general and administrative expenses, \$0.3 million to cost of revenue, and \$0.2 million to operations and support in the consolidated statements of operations. While some of these activities were ongoing into 2021, the majority of these actions were completed by December 31, 2020. As of December 31, 2021, accrued restructuring charges were not material.

#### Segments

Operating segments are defined as components of an entity for which discrete financial information is available and is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's Chief Executive Officer is the Company's CODM. The CODM reviews financial information on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. As such, the Company has determined that it operates one reportable segment.

The majority of the Company's revenue is earned in the United States. The Company's revenue earned outside of the United States did not exceed 10% of total revenues for the years ended December 31, 2023, 2022, or 2021 or 2020. Long-lived assets by geographical location is based on the location of the legal entity that owns the asset. As of December 31, 2022 2023, the majority of the Company's long-lived assets were located in the United States.

#### [Index to Notes](#)

## Vacasa, Inc.

### Notes to Consolidated Financial Statements

#### Cash, Cash Equivalents and Restricted Cash

Cash includes demand deposits with banks and financial institutions, as well as cash in transit from payment processors. Cash equivalents includes short-term, highly liquid securities, including money market funds and term deposit investments with maturities of 90 days or less when purchased and their carrying amounts approximate fair value due to their short-term nature. The Company generally places its cash and cash equivalents and investments with major financial institutions deemed to be of high-credit-quality in order to limit its credit exposure. The Company maintains its cash accounts with financial institutions where, at times, deposits exceed federal insurance limits. Restricted cash primarily represents payments made by guests in advance of reservations that are required to be held in escrow accounts until the rescission period expires in accordance with U.S. state regulations.

#### Accounts Receivable, net

Accounts receivable, net primarily represents amounts owed by the prior owners of acquired businesses managed under transition services agreements, amounts owed by homeowners for reimbursable expenses incurred by the Company in accordance with the homeowner contract, amounts owed by third-party distribution partners acting as a merchant of record for guest stays that have commenced, and amounts owed by community and homeowner associations for services provided. provided, and amounts owed by the prior owners of acquired businesses managed under transition services agreements. The allowance for credit losses is estimated based on historical experience, aging of the receivable, the counterparty's ability to pay, condition of general economy and industry, and other factors. The allowance for credit losses reflects the Company's best estimate of probable losses inherent in the accounts receivable balance. Accounts receivable deemed uncollectible are charged against the allowance for credit losses when identified.

As of **December 31, 2022** **December 31, 2023** and **2021, 2022**, the Company's allowance for credit losses related to accounts receivable was **\$11.2 million** **\$11.7 million** and **\$11.6 million** **\$11.2 million**, respectively. For the years ended **December 31, 2022** **December 31, 2023**, **2021, 2022**, and **2020, 2021**, the Company recognized credit loss expense of **\$5.4 million** **\$5.0 million**, **\$4.7 million** **\$5.4 million**, and **\$6.4 million** **\$4.7 million**, respectively, which were recorded as a component of general and administrative expense in the consolidated statements of operations.

[Index to Notes](#)

## **Vacasa, Inc.**

### **Notes to Consolidated Financial Statements**

#### **Property and Equipment, net**

Property and equipment are stated at cost or at fair value for assets acquired as part of a business combination. Costs of maintenance and repairs that do not improve or extend the useful lives of assets are expensed as incurred.

Property and equipment includes capitalized costs related to the development of the Company's technology platform, mobile apps, and marketplace. Software development costs related to software developed or modified solely to meet the Company's internal requirements, with no substantive plans to market such software at the time of development, are capitalized during the application development stage of the project. Costs incurred during the preliminary planning and evaluation stage of the project and during the post implementation operational stage are expensed as incurred. Additionally, the Company capitalizes qualifying costs incurred for upgrades and enhancements that result in additional functionality to existing software. Depreciation of such costs begins when the project milestones are substantially complete and software is ready for its intended use.

Depreciation of property and equipment is calculated using the straight-line method over the estimated useful lives of the assets. Upon retirement or sale, the cost and related accumulated depreciation are removed from the consolidated balance sheet and the resulting gain or loss is recorded as a component of general and administrative expense in the consolidated statements of operations. Gains and losses on disposal of assets were not material for the years ended **December 31, 2022** **December 31, 2023**, **2021, 2022**, and **2020, 2021**.

#### **Intangible Assets, net**

The Company's intangible assets consist primarily of acquired homeowner contracts, databases, photos and property listings, trade names, noncompete agreements, and other. Intangible assets are recorded at fair value as of the date of acquisition and are amortized on a straight-line basis over an estimated economic life ranging from one to ten years. The Company reviews definite-lived intangible assets for impairment in accordance with its policy for long-lived assets.

#### **Impairment of Long-lived Assets**

The Company evaluates its long-lived assets or asset groups for indicators of possible impairment by comparison of the carrying amount to future net undiscounted cash flows expected to be generated by such asset or asset group and its eventual disposal when events or changes in circumstances indicate the carrying amount of an asset or asset group may not be recoverable. If the carrying amount of the long-lived asset is not recoverable on an undiscounted cash flow basis, impairment is recognized to the

[Index to Notes](#)

## **Vacasa, Inc.**

### **Notes to Consolidated Financial Statements**

extent that the carrying amount exceeds its fair value. Fair value is determined primarily using the estimated cash flows discounted at a rate commensurate with the risk involved and based on assumptions representative of market participants. **Long-lived asset impairments are During the third quarter of 2023, the Company recorded as a component of general and administrative expenses in the consolidated statement of operations. Long-lived long-lived asset impairment losses charges of \$46.0 million. There were not material no long-lived asset impairment charges recorded during 2022 and 2021. Refer to Note 7, Intangible Assets, Net and Goodwill, for the years ended December 31, 2022, 2021, and 2020, additional information.**

#### **Business Combinations**

In accordance with applicable accounting standards, the Company estimates the fair value of assets acquired and liabilities assumed as of the acquisition date of each business combination. Any excess purchase price over the fair value of the net tangible and intangible assets acquired is allocated to goodwill. Management makes certain estimates and assumptions when determining the fair values of assets acquired and liabilities assumed, including intangible assets. Critical estimates in valuing certain intangible assets include but are not limited to future expected cash flows from homeowner contracts, databases, photos and property listings, and trade names, as well as discount rates. At the acquisition date, the Company will also record acquisition related liabilities, if applicable, for any contingent consideration or deferred payments to the seller. Contingent consideration is recorded at fair value on the acquisition date based on the Company's expectation of achieving the contractually defined homeowner contract conversion and retention targets. The fair value of the contingent consideration liabilities **are is** remeasured each reporting period after the acquisition date and any changes in the estimated fair value are reflected as gains or losses in general and administrative expense in the consolidated statement of operations. The contingent consideration liabilities were **\$22.3 million** **\$8.0 million** and **\$38.0 million** **\$22.3 million** as of **December 31, 2022** **December 31, 2023** and **2021, 2022**, respectively. The deferred payments to sellers are recognized on the acquisition date at fair value by calculating the risk adjusted present value of the deferred cash payments to be made to the seller. The deferred payments to seller balances were **\$19.0** **\$8.3 million** and **\$26.8** **\$19.0 million** as of **December 31, 2022** **December 31, 2023** and **2021, 2022**, respectively. Contingent consideration liabilities and deferred payments to sellers are recorded as a component of accrued expenses and other current liabilities and other long-term liabilities in the consolidated balance sheets based on the expected timing of settlement.

[Index to Notes](#)

## **Vacasa, Inc.**

### **Notes to Consolidated Financial Statements**

Management's 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. Any changes to provisional amounts identified during the measurement period are recognized in the reporting period in which the adjustment amounts are determined. Transaction costs associated with business combinations are expensed as incurred.

## Goodwill

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in a business combination. The Company has one reporting unit which the Company tests for impairment on the first day of the fourth quarter, or whenever events or changes in circumstances indicate that goodwill might be impaired. The Company reviews goodwill for impairment by initially considering qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill, as a basis for determining whether it is necessary to perform a quantitative analysis. If it is determined that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, a quantitative analysis is performed to identify goodwill impairment. The Company may elect to bypass the qualitative assessment and proceed directly to performing a quantitative analysis.

If the fair value of the reporting unit exceeds its carrying amount, goodwill is not impaired. If the fair value of the reporting unit is less than its carrying amount, a goodwill impairment loss is measured as the excess of the carrying amount of the reporting unit over its fair value (not to exceed the reporting unit's total goodwill balance).

During the fourth quarter of 2022, the Company recorded goodwill impairment charges of \$411.0 million and \$244.0 million, during 2023 and 2022, respectively. There were no goodwill impairment charges recorded during 2021 or 2020. Refer to Note 7, *Intangible Assets, Net and Goodwill*, for additional information.

## Loss Contingencies

The Company is subject to legal proceedings and claims that arise in the ordinary course of business. The Company accrues for losses associated with legal claims when such losses are both probable and reasonably estimable. These accruals are adjusted as additional information becomes available or circumstances change.

## Leases

The Company adopted Accounting Standards Update ("ASU") 2016-02, Leases (Topic 842), and all related amendments on January 1, 2022, on a modified retrospective basis. Under Topic 842, the Company determines if an arrangement is or contains

[Index to Notes](#)

### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

a lease at inception. A contract is or contains a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The lease term includes options to extend the lease when it is reasonably certain that the Company will exercise that option and when doing so is at the Company's sole discretion. The Company has elected the short-term lease exception for all classes of assets, and therefore has not applied the recognition requirements of Topic 842 to leases of 12 months or less. The Company has also elected the practical expedient to not separate lease and non-lease components for all classes of assets.

The Company's classes of assets that are leased include real estate leases and equipment leases. Real estate leases typically pertain to the Company's corporate office locations, field operation locations, or vacation properties whereby the Company takes control of a third party's property during the lease period for the purpose of renting the property on a short-term basis. Most of the Company's leases are operating leases, and activities related to finance leases were not material for any of the periods presented.

The Company recognizes lease expense on a straight-line basis over the lease term. The Company's lease agreements may contain variable costs such as common area maintenance, operating expenses or other costs. Variable lease costs are expensed as incurred on the consolidated statements of operations.

Operating lease right-of-use ("ROU") assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Operating lease liabilities represent the present value of lease payments not yet paid. Operating lease ROU assets represent the Company's right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs, lease incentives, and impairment of operating lease assets. As most of the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The incremental borrowing rate represents the rate of interest the Company would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment.

[Index to Notes](#)

### Vacasa, Inc.

#### Notes to Consolidated Financial Statements


Subrental income is recognized on a straight-line basis over the lease term and is included as a contra-expense within operations and support and general and administrative in the consolidated statements of operations. Where the Company has entered into a sublease arrangement, the Company will evaluate the lease arrangement for impairment. To the extent an impairment of the right-of-use lease asset is recognized, the Company will recognize lease impairment and subsequently amortize the remaining lease asset on a straight-line basis over the remaining lease term within operations and support and general and administrative expenses in the consolidated statements of operations. The Company recorded right-of-use asset impairment charges of \$4.2 million during 2023. There were no right-of-use asset impairment charges recorded during 2022 or 2021. Refer to Note 5, *Fair Value Measurements*, for additional information.

## Fair Value

The Company measures certain assets and liabilities at fair value on a recurring basis based on an expected exit price, which represents the amount that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The accounting guidance for fair value measurements defines a three-level valuation hierarchy for disclosures as follows:

**Level 1** — Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

**Level 2** — Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3  Unobservable inputs reflecting the Company's own assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The carrying amounts of certain of the Company's financial instruments, which include cash equivalents, restricted cash, accounts receivable, net, prepaid expenses and other current assets, accounts payable, and accrued expenses and other current liabilities approximate their fair values due to their short maturities.

#### Related Party Transactions



The Company has certain homeowner contracts with the Company's founder and former Chief Executive Officer, who is also a director of the Company. The Company's revenue recognized related to these agreements was \$1.6 million, \$1.6 million, and \$1.1 million for the years ended December 31, 2022, 2021, and 2020.

On May 21, 2020, the Company issued Senior Secured Convertible Notes with an aggregate principal amount of \$108.1 million. The purchasers were existing holders of the Company's issued and outstanding redeemable convertible preferred units. In connection with the Reverse Recapitalization (see Note 3, *Reverse Recapitalization*), the D-1 Convertible Notes converted into equity interests in the Company and were no longer outstanding subsequent to December 6, 2021.



[Index to Notes](#)

#### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

On December 3, 2020, the  Company sold and issued an aggregate of 270,387 units of Series C-1 preferred units to a certain director of the Company in exchange for gross proceeds of \$0.5 million. Refer to Note 13, *Equity* for additional information.  had no other material related party transactions.

#### Revenue from Contracts with Customers

The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers. The Company operates a  vertically-integrated  vacation rental platform. The Company collects nightly rent on behalf of homeowners and earns the majority of its revenue from commissions on rent and from additional reservation-related fees paid by guests when a vacation rental is booked directly through the Company's website or app or through its distribution partners. The majority of the Company's vacation homes under management are located in the United States. The Company considers both the homeowners and guests to be its customers.

The Company fulfills its obligations to its customers in various ways, depending on the nature of the contract. For all performance obligations, sales taxes are excluded from the transaction price.

#### Vacation Rental Platform

Under the Company's homeowner contracts, the Company generally acts as the exclusive agent on the homeowners' behalf to perform an integrated agency service that consists of (a) acting as the vacation home letting agent and direct intermediary between the homeowner and the guest, (b) performing routine care of the vacation property during the stay and upon guest departure, (c) 24/7 contact center support for guests and homeowners as well as local operations support, and (d) performing

[Index to Notes](#)

#### Vacasa, Inc.


#### Notes to Consolidated Financial Statements

inspections, routine maintenance, minor repairs, and inventory management of required supplies of the property. The integrated agency service provided to homeowners represents a single distinct performance obligation.

The Company markets homes on its platform directly on vacasa.com and its guest app and via its third-party distribution partners. Upon confirmation of a vacation home booking by a guest, the Company, on behalf of a homeowner, agrees to provide use of the vacation home for a specified period of time. At the time of booking, the guest agrees to pay the total booking value which is comprised of the nightly reservation rate, other reservation-related fees, and applicable sales taxes. The transaction price under the homeowner contracts represents variable consideration as the amount to which the Company is entitled depends on the total amount collected for each reservation. The uncertainty associated with the transaction price is generally resolved upon the booking, subject to estimates for cancellations and refunds. In accordance with the Company's homeowner contracts, the Company earns commission revenue for a portion of the nightly rate and the other reservation-related fees for the integrated agency and guest services rendered.

The total booking value is generally due prior to the commencement of the reservation. The total booking value collected in advance of the reservation is recorded on the balance sheets as funds payable to owners, hospitality and sales taxes payable and deferred revenue in the amount obligated to the homeowner, the taxing authority, and the Company, respectively.

While the guest primarily interacts with the Company as part of the booking process, the homeowner is primarily responsible for fulfilling the promise to the guest, and as a result, the Company recognizes commission revenue net of the amount due to the homeowner under the contract. The performance obligation to provide the integrated agency services and guest services meets the criteria for recognition over time as the homeowner and guest simultaneously receive and consume the benefits from the services. The Company recognizes revenue for these services over the duration of each guest stay. The Company primarily remits payments to the homeowners for the portion of the total booking value obligated to the homeowner for completed guest stays on a monthly basis, except in certain regulated markets in which a portion of the amount obligated to the homeowner is paid in advance.

In certain instances, the Company may offer a refund related to a completed stay. The Company accounts for these refunds as variable consideration, which results in a reduction to revenue.  The estimate for variable consideration was not material for any of the periods presented.

In addition to providing the integrated agency services under the homeowner contract, the Company may also provide home care solutions directly to the homeowner, such as home maintenance and improvement services, linen and towel supply programs, supplemental housekeeping services, and other related services, for a separately agreed upon fee. These services may be provided by Company personnel or by third-party contractors acting on the Company's behalf. The Company recognizes this revenue on a gross basis as the Company is primarily responsible for providing these

goods and services to the customer. These services represent distinct performance obligations provided to the homeowner as the Company's customer. Fees for home care solutions are generally charged on a monthly basis in accordance with the homeowner contract and may be recognized at that point in time or over the duration of the service provided.

[Index to Notes](#)

Vacasa, Inc.  
Notes to Consolidated Financial Statements

Other Services

In addition to providing vacation rental platform services, the Company provides other services including real estate brokerage and management services to community associations, associations and previously provided real estate buy/sell brokerage services. The purpose of these services is to attract and retain homeowners as customers of the Company's vacation rental platform.

Under the real estate brokerage services, the Company assists home buyers and sellers in listing, marketing, selling and finding homes. Real estate commissions earned by the Company's real estate brokerage business are recorded as revenue at a point in time which is upon the closing of a real estate transaction (i.e., purchase or sale of a home). The commissions the Company pays to real estate agents are recognized concurrently with associated revenues and presented as cost of revenue in the consolidated statements of operations.

Under the community association management services, the Company provides common area property vacation rental management, community governance, and association accounting services to community and homeowner associations in exchange for a management fee and other incrementally billed services. The services represent an individual performance obligation in which the Company has determined it is primarily responsible. Revenue is recognized over time as services are rendered for the management fee and incrementally billed services are recognized at a point in time.

The Company completed the wind down of its separate real estate buy/sell brokerage services during 2023. Real estate commissions earned by the Company's real estate brokerage business were recorded as revenue at a point in time which is upon the closing of a real estate transaction (i.e., purchase or sale of a home). The commissions the Company paid to real estate agents was recognized concurrently with associated revenues and presented as cost of revenue in the consolidated statements of operations. The Company will continue to retain real estate brokerage licenses, where required, in order to facilitate its vacation rental management services.

[Index to Notes](#)

Vacasa, Inc.  
Notes to Consolidated Financial Statements

Revenue Disaggregation

A disaggregation of the Company's revenues by nature of the Company's performance obligations are as follows (in thousands):

Year Ended December 31,				Year Ended December 31,	
Year Ended December 31,					
	2022	2021	2020		
	2023				
	2023				
	2023			2022	2021
Vacation rental platform	Vacation rental platform	\$1,142,669	\$841,973	\$454,476	
Other services	Other services	45,281	47,085	37,284	
Total	Total	\$1,187,950	\$889,058	\$491,760	

Contract Liability Balances

Contract liability balances on the Company's consolidated balance sheets consist of deferred revenue for amounts collected in advance of a guest stay, limited to the amount of the booking to which the Company expects to be entitled as revenue. The Company's deferred revenue balances exclude funds payable to owners and hospitality and sales taxes payable, as those amounts will not result in revenue recognition. Deferred revenue is recognized into revenue over the period in which a guest completes a stay. Substantially all of the deferred revenue balances at the end of each period are expected to be recognized as revenue within the subsequent 12 months.

Future Stay Credits

In the event a booked reservation made through our website or app is cancelled, the Company may offer a refund or a future stay credit up to the value of the booked reservation. Future stay credits are recognized upon issuance as a liability on the Company's consolidated balance sheets. Revenue from future stay credits is recognized when redeemed by guests, net of the portion of the booking attributable to funds payable to owners and hospitality and sales taxes payable. The Company uses historical breakage rates to estimate the portion of future stay credits that will not be redeemed by guests and recognizes these amounts as breakage revenue in proportion to the expected pattern of redemption or upon expiration.

Future stay credits typically expire fifteen months from the date of issue. As part of the Company's response to the COVID-19 pandemic, certain future stay credits issued during the first three quarters of 2020 were extended from their original expiration, and the first of these future stay credits began to expire during the first quarter of 2022. Prior to the first quarter of 2022, the Company did not recognize breakage revenue associated with future stay credits. The Company determined that any estimate of breakage was fully constrained, primarily due to a lack of historical information to make the estimate since no future stay credits had yet reached their expiration date. For the year ended December 31, 2023, the Company recognized breakage revenue of \$1.5 million. For the year ended



December 31, 2022, the Company recognized breakage revenue of \$16.0 million, \$16.0 million, of which \$11.1 million \$11.1 million related to expirations that occurred during the first quarter of 2022, and \$4.9 million \$4.9 million related to actual and expected breakage associated with future stay credits expiring in later periods.

[Index to Notes](#)

Vacasa, Inc.  
Notes to Consolidated Financial Statements

The table below presents the activity of the Company's future stay credit liability balance (in thousands):

Year Ended December 31,				Year Ended December 31,			
		Year Ended December 31,					
		2022	2021			2022	2021
		2023					
		2023					
		2023				2022	2021
Future stay credit liability at beginning of year	Future stay credit liability at beginning of year	\$ 30,995	\$ 35,140				
Issuances	Issuances	9,404	31,376				
Acquired in business combinations	Acquired in business combinations	378	11,032				
Redemptions	Redemptions	(21,374)	(46,433)				
Breakage recognized in revenue	Breakage recognized in revenue	(15,993)	—				
Foreign currency fluctuations	Foreign currency fluctuations	(41)	(120)				
Future stay credit liability at end of year	Future stay credit liability at end of year	\$ 3,369	\$ 30,995				

Costs to Obtain a Contract

The Company capitalizes certain costs it incurs to obtain new homeowner contracts when those costs are expected to be recovered through revenue generated from that contract. Capitalized amounts are amortized on a straight-line basis over the

[Index to Notes](#)

Vacasa, Inc.  
Notes to Consolidated Financial Statements

estimated life of the customer through sales and marketing expenses in the consolidated statement statements of operations. Capitalized costs Costs to obtain a contract were \$26.4 million and \$12.0 million capitalized as of December 31, 2022 December 31, 2023 and 2021, 2022 were \$34.8 million and \$26.4 million, respectively, and were recorded as a component of prepaid expenses and other current assets and other long-term assets in the consolidated balance sheets. Amortization The amount of these costs amortization recorded for the year ended December 31, 2023, 2022, and 2021 was \$5.5 million \$8.7 million, \$4.0 million \$5.5 million, and \$3.1 million for the years ended December 31, 2022 \$4.0 million, 2021, and 2020, respectively.

Cost of Revenue, Exclusive of Depreciation and Amortization

Cost of revenue, exclusive of depreciation and amortization, consists primarily of employee compensation costs, which includes wages, benefits, and payroll taxes, and outside service costs for housekeeping, home maintenance, payment processing fees for merchant fees and chargebacks, laundry expenses, housekeeping supplies, as well as fixed rent payments on certain owner contracts.

Operations and Support

Operations and support costs consist primarily of compensation costs, which includes wages, benefits, payroll taxes, and equity-based compensation, for employees that support the Company's local operations teams in the field. Also included is the cost of call center customer support and the allocation of facilities and certain corporate costs.

Technology and Development

Technology and development expenses consist primarily of compensation costs, which includes wages, benefits, payroll taxes, and equity-based compensation, for salaried employees and payments to contractors, net of capitalized expenses, engaged in the design, development, maintenance, and testing of the Company's platform, including the Company's websites, mobile applications, and other products. Costs qualifying for capitalization are recorded as a reduction of the Company's technology and development expenses and are capitalized as internal-use software within property and equipment on the consolidated balance sheets. These assets are depreciated over their estimated useful lives and are reported in depreciation on the Company's consolidated statements of operations. Also included within technology and development are information technology costs to support infrastructure, applications, and overall monitoring and security of networks, and other costs including for cloud, licensing, and maintenance.

#### Sales and Marketing

Sales and marketing expenses consist primarily of compensation costs, which includes wages, sales commissions, benefits, payroll taxes, and equity-based compensation, the Company's sales force and marketing personnel, payments to distribution partners for guest reservations, digital and mail-based advertising costs for homeowners, advertising costs for search engine marketing and other digital guest advertising, and brand marketing. The Company expenses advertising and other promotional expenditures as incurred. Advertising expenses were \$34.5 \$31.9 million, \$38.7 million \$34.5 million, and \$7.3 \$38.7 million, for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021, respectively.

[Index to Notes](#)

#### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

#### General and Administrative

General and administrative expenses primarily consist of personnel related personnel-related compensation costs, including equity-based compensation, for administrative employees, including finance and accounting, human resources, communications, and legal, as well as general corporate and director and officer insurance. General and administrative costs also include professional services fees, including accounting, legal and consulting expenses, rent expense for corporate facilities and storage, office supplies, and travel and entertainment expenses.

#### Equity-Based Compensation

The Company measures all equity-based compensation awards based on their estimated fair values on the date of grant. For awards with graded vesting features that contain only service conditions, the Company recognizes compensation expense on a straight-line basis over the requisite service period for the entire award. For awards with graded vesting features that contain either market or performance conditions, the Company recognizes compensation expense over the requisite service period for each separately vesting tranche as though each tranche of the award is, in substance, a separate award. The Company accounts for forfeitures as they occur.

Equity-based compensation awards granted subsequent to the Reverse Recapitalization consist of restricted stock units ("RSUs"), performance stock units ("PSUs"), and rights granted under the employee stock purchase plan ("ESPP"). The fair value of RSUs is measured based on the closing market price of the underlying stock on the date of grant. The fair value of PSUs is

[Index to Notes](#)

#### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

based on certain market performance criteria and is measured using a Monte Carlo simulation pricing model. The fair value of employee stock purchase rights granted under the ESPP is estimated on the date of grant using the Black-Scholes option pricing model.

Equity-based compensation awards granted prior to the Reverse Recapitalization consisted of stock appreciation rights ("SARs"), stock options, and employee equity units. The determination of the grant-date fair value of these awards utilized an option-pricing model that used the value of the Company's equity units on the date of grant, the expected term of the awards, volatility, risk-free interest rate, and discount for lack of marketability. The Company's computation of expected volatility was based on the historical volatility of selected comparable publicly traded companies over a period equal to the expected term of the award. The risk-free interest rate reflected the U.S. Treasury yield curve for a similar instrument with the same expected term in effect at the time of the grant. The value of the Company's equity units was determined by first determining the business enterprise value ("BEV") of Vacasa Holdings and then allocating that equity fair value to Vacasa Holdings' redeemable convertible preferred units, common units, and common unit equivalents. The BEV was estimated primarily using a market approach, which measures the value of a business through an analysis of recent sales or offerings of comparable investments or assets and comparing a business to a group of its peer companies.

#### Income Taxes

Vacasa, Inc. is a corporation and is subject to U.S. federal as well as state income tax, including with respect to the income or loss allocated from its investment in Vacasa Holdings LLC. Vacasa Holdings LLC is taxed as a partnership (including the operations of many of its subsidiaries which are limited liability companies) for which the taxable income or loss is allocated to members.

Certain of the Vacasa Holdings LLC operating subsidiaries are considered taxable Corporations for U.S. or foreign income tax purposes. The Company and its taxable subsidiaries account for income taxes using the asset and liability method which requires the recognition of deferred tax amounts for the expected future tax consequences of events that have been included in the consolidated financial statements and tax carryforwards. Deferred income taxes are recognized by applying enacted statutory tax rates applicable to the year in which the differences are expected to reverse. The deferred tax effect of a change in tax rates is recognized in the consolidated statement of operations in the period that includes the enactment date. The Company accounts for deferred taxes on investments in partnerships using an outside basis difference approach. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance for any tax benefit for which the future realization is not more-likely-than-not based on an evaluation of all available positive and negative evidence.

The tax benefit of an uncertain tax position is recognized only if it is more likely than not to be sustained based solely on its technical merits as of the reporting date. For those tax positions that meet the more-likely-than-not recognition threshold, the Company recognizes the largest amount of tax benefit that is more than 50% likely to be realized upon ultimate settlement with the related tax authorities. The Company recognizes future accrued interest and penalties related to unrecognized tax benefits in income tax expense and in tax related liabilities on the consolidated balance sheet.

[Index to Notes](#)

#### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

## Tax Receivable Agreement

In connection with the Reverse Recapitalization, as described in Note 3, *Reverse Recapitalization*, the Company entered into the Tax Receivable Agreement with certain legacy Vacasa Holdings OpCo unitholders ("Existing VH Holders" or "TRA Parties") that provides for the payment by the Company to such TRA Parties (or their transferees or assignees) of 85% of the net cash savings, if any, in U.S. federal, state and local income tax or franchise tax that the Company **actually** realizes (determined by using certain assumptions) in periods after the Reverse Recapitalization as a result of (i) certain increases in tax basis that occur as a result of (A) any acquisition of OpCo Units from certain Existing VH Holders in the Reverse Recapitalization, (B) future exercises of the redemption rights under the OpCo LLC Agreement (the "Redemption Rights") by certain holders of OpCo Units to exchange their OpCo Units for shares of Class A Common Stock of the Company or cash at the Company's election, and (C) payments made under the Tax Receivable Agreement; (ii) any net operating losses or certain other tax attributes that become available to the Company to offset income or gain realized after the Blocker Mergers; (iii) any existing tax basis associated with Reference Assets (e.g., tangible and intangible assets other than cash, cash equivalents, receivables, inventory, deferred revenue, and prepaid amounts) of OpCo or its subsidiaries, the benefit of which is allocable to the Company as a result of the exchanges of OpCo Units for Class A Common Stock of the Company or cash; and (iv) tax benefits related to imputed interest deemed to be paid by the Company as a result of any payments that the Company makes under the Tax Receivable Agreement.

As of **December 31, 2022** **December 31, 2023**, the Company has concluded, based on applicable accounting standards, that it was not probable that a TRA liability would be incurred. Accordingly, the Company has not recorded a liability related to the tax savings it may realize from utilization of the tax attributes subject to the TRA. If utilization of such tax attributes becomes probable in the future, the

[Index to Notes](#)

## Vacasa, Inc. Notes to Consolidated Financial Statements

Company will record a liability related to the TRA, which will be recognized as expense within the consolidated statements of operations.

## Redeemable Noncontrolling Interest

Redeemable noncontrolling interest includes the economic interest of Vacasa Holdings OpCo Units not owned by the Company. Redeemable noncontrolling interests are initially recorded at the transaction price which is equal to their fair value, and the amount is subsequently adjusted for the proportionate share of earnings and other comprehensive income attributable to the redeemable noncontrolling interests and any dividends or distributions paid to the redeemable noncontrolling interests.

As of **December 31, 2022** **December 31, 2023**, the Company directly owned approximately **54.5%** **57.7%** of the interest in Vacasa Holdings, and the redeemable noncontrolling interest was **45.5%** **42.3%**. As a result of the Reverse Recapitalization, as described in Note 3, *Reverse Recapitalization*, the redeemable noncontrolling interest relates to the economic interests in Vacasa Holdings held by certain Existing VH Holders. These economic interests are held in the form of Vacasa Holdings OpCo Units and an equivalent number of shares of the Company's Class B Common Stock that can be redeemed at the Company's election for shares of Class A Common Stock or cash in an amount equal to the fair market value of Class A Common Stock. Due to the cash redemption and the Existing VH Holders controlling the Board of Directors of the Company, the Company has accounted for the redeemable noncontrolling interest as temporary equity.

## Foreign Currencies

The Company's reporting currency is the U.S. dollar. Operations in the Company's subsidiaries outside the United States ("U.S.") are recorded in the functional currency of each subsidiary which is determined by a review of the environment where each subsidiary primarily generates and expends cash. The results of operations for the Company's foreign subsidiaries outside the U.S. are translated from functional currencies into U.S. dollars using the weighted average currency rate for the period. Assets and liabilities are translated using the period end exchange rates. The U.S. dollar effects that arise from translating the net assets of these subsidiaries are recorded in other comprehensive income (loss).

## Accounting Pronouncements Adopted in Fiscal **2022** **2023**

In **February 2016**, **September 2022**, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2022-04, requiring enhanced disclosures related to supplier financing programs. The ASU No. 2016-02, Leases (Topic 842), which has subsequently been amended by ASUs 2018-01, 2018-10, 2018-11, 2018-20, 2019-01, and 2019-10. The guidance requires an entity to recognize a right-of-use asset and lease liability for all leases with terms greater than 12 months. Recognition, measurement and presentation of expenses will depend on the classification disclosure of the lease either as key terms of the program and a finance or operating lease, rollforward of the related obligation during the annual period, including the amount of obligations confirmed and obligations subsequently paid. The amendments also require certain quantitative and qualitative disclosures about leasing arrangements. The updated guidance new disclosure requirements became effective for the Company on January 1, 2023, except for the rollforward requirement, which will be effective for the Company beginning on **January 1, 2022** **January 1, 2024**. The Company adopted adoption did not have a material impact on the standard using Company's financial statements and related disclosures.

## Accounting Pronouncements Not Yet Adopted

In November 2023, the **method** FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, that modifies the disclosure and presentation requirements of reportable segments. The new guidance requires the disclosure of significant segment expenses that are regularly provided to the CODM and included within each reported measure of segment profit and loss. In addition, the new guidance enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and contains other disclosure requirements. The update is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We are in the process of evaluating the impact of adopting this new guidance on our consolidated financial statement disclosures.

In December 2023, the FASB issued ASU 2023-09, *Improvements to Income Tax Disclosures*, to improve its income tax disclosure requirements. Under the new guidance, public business entities must annually (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that **allowed** meet a quantitative threshold (if the Company to record the **cumulative** effect of **initially applying the guidance at the beginning** those reconciling items is equal to or greater than 5% of the **period** amount computed by multiplying pretax income (loss) by the applicable statutory income tax rate). The new guidance is effective for public business entities for annual periods beginning after December 15, 2024. We are in the process of **adoption**. The Company

elected certain practical expedients, including not reassessing whether any expired or existing contracts are or contain leases, not reassessing evaluating the lease classification for any expired or existing leases, and not reassessing initial direct costs for any existing leases. The Company also elected the practical expedient to not separate impact of adopting this new guidance on our consolidated financial statement disclosures.

[Index to Notes](#)

## Vacasa, Inc. Notes to Consolidated Financial Statements

lease and non-lease components for all classes of assets. Lastly, the Company elected the short-term lease exception for all classes of assets, and therefore has not applied the recognition requirements for leases of 12 months or less. Upon adoption as of January 1, 2022, the Company recognized operating lease right-of-use assets of \$35.1 million and operating lease liabilities of \$36.7 million. See Note 8, Note 3 Leases —, for additional information.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments, Credit Losses (Topic 326), which was subsequently amended by ASUs 2018-19, 2019-04, 2019-05, 2019-11, and 2020-03. Topic 326 replaces the existing incurred loss impairment model with a methodology that incorporates all expected credit loss estimates, resulting in more timely recognition of losses. Under Topic 326, the Company is required to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported financial assets. It also requires credit losses related to available-for-sale debt securities to be recorded through an allowance for credit losses. The Company adopted Topic 326 on January 1, 2022 on a modified retrospective basis. The adoption did not have a material effect on the Company's consolidated financial statements.

In October 2021, the FASB issued ASU 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers, which requires acquirers to recognize and measure contract assets and contract liabilities (deferred revenue) from acquired revenue contracts using the recognition and measurement guidance in Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers (Topic 606). As a result, for deferred revenue acquired in a business combination, the Company will no longer record deferred revenue at fair value and instead will record deferred revenue in accordance with Topic 606. This will generally result in an increase to goodwill and more post-acquisition revenue being recorded. The Company adopted ASU 2021-08 on January 1, 2022, and the new guidance has been applied prospectively to business combinations occurring after this date. The ongoing impact of the new guidance will be dependent on the transactions within its scope.

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes. Key changes outlined within the new standard include hybrid tax regimes, intra-period tax allocation exception, and interim-period accounting for enacted changes in tax law. The Company adopted ASU 2019-12 on January 1, 2022. The adoption did not have a material effect on the Company's consolidated financial statements.

### Accounting Pronouncements Not Yet Adopted

The Company has not identified any recent accounting pronouncements that are expected to have a material impact on the Company's financial position, results of operations, or cash flows.

### Note 3 – Reverse Recapitalization

#### Reverse Recapitalization

On December 6, 2021 (the "Closing Date"), the Company consummated the Business Combination contemplated by the Business Combination Agreement, by and among TPG Pace, Vacasa Holdings, the Blockers, the Company, and certain other parties pursuant to which, among other things, TPG Pace merged with and into the Company, following which the separate corporate existence of TPG Pace ceased, and the Company became the surviving corporation.

At the Closing Date, TPG Pace, the Company and Vacasa Holdings, completed the following transactions ("Reverse Recapitalization"):

- a series of secured convertible notes of Vacasa Holdings converted into a series of preferred units of Vacasa Holdings and all outstanding warrants to purchase equity interests in Vacasa Holdings were exercised in accordance with their terms;
- a restructuring was completed such that, after giving effect to that restructuring, the Blockers directly held equity interests in Vacasa Holdings;
- Vacasa Holdings recapitalized its outstanding equity interests into OpCo Units (subject to substantially the same terms and conditions, including applicable vesting requirements) and certain other rights to acquire equity interests (the "Vacasa Holdings Recapitalization");
- on December 3, 2021, TPG Pace merged with and into the Company, with the Company surviving such merger (the "Domestication Merger");

[Index to Notes](#)

## Vacasa, Inc. Notes to Consolidated Financial Statements

- at the effective time of the Domestication Merger: (a) each then issued and outstanding Class A ordinary share, par value \$0.0001 per share, of TPG Pace converted automatically, on a one-for-one basis, into a share of Class A common stock, par value \$0.00001 per share (Class A Common Stock), of the Company; (b) each then issued and outstanding Class F ordinary share, par value \$0.0001 per share (Class F Ordinary Shares), of TPG Pace converted automatically, on a one-for-one basis, into a share of Class F common stock, par value \$0.00001 per share (Class F Common Stock), of the Company, which shares of Class F Common Stock were thereafter converted into shares of Class A Common Stock in accordance with the Company's amended and restated articles of incorporation; (c) each then issued and outstanding Class G ordinary share, par value \$0.0001 per share (Class G Ordinary Shares), of TPG Pace converted automatically, on a one-for-one basis, into a share of Class G Common Stock, par value \$0.00001 per share (Class G Common Stock), of the Company; and (d) the shares of common stock of the Company held by Vacasa Holdings were cancelled;

- certain investors (the "PIPE Investors") purchased, and the Company issued and sold to such PIPE Investors, an aggregate of 8,157,896 shares of Class A Common Stock pursuant to and as set forth in the subscription agreements against payment by such PIPE Investors of the respective amounts set forth therein;
- certain investors (the "FPA Investors") purchased, and the Company issued and sold to such FPA Investors, an aggregate of 12,763,688 shares of Class A Common Stock pursuant to and as set forth in the Forward Purchase Agreements against payment by such FPA Investors of the respective amounts set forth therein;
- through a series of separate merger transactions, the Blockers merged with and into the Company, with the Company ultimately surviving such merger transactions and owning the interests in Vacasa Holdings previously owned by the Blockers (the "Blocker Mergers");
- in connection with the closing of the transactions contemplated by the Business Combination Agreement, the Company contributed its net assets (other than the OpCo Units it then held) to Vacasa Holdings in exchange for additional OpCo Units, such that the Company will hold a number of OpCo Units equal to the total number of shares of Class A Common Stock; and
- in connection with the Vacasa Holdings Recapitalization and the Blocker Mergers, as applicable: (a) the Company sold a number of shares of its Class B Common Stock, par value \$0.00001 per share, to each Existing VH Holder on a 1:1 basis for an amount per share equal to the par value thereof, (b) each Vacasa Holdings unit appreciation right award that was then outstanding, whether vested or unvested, was converted into a stock appreciation right award ("SAR Award") covering a number of shares of Class A Common Stock determined by application of the exchange ratio

[Index to Notes](#)

## Vacasa, Inc.

### Notes to Consolidated Financial Statements

agreed pursuant to an allocation schedule to the Business Combination Agreement (which exchange ratio was also applied to adjust the per share exercise price of the SAR Award), (c) each option to purchase TK Newco stock that was then outstanding, whether vested or unvested, converted into an option to purchase shares of Class A Common Stock ("Option"), determined by application of the exchange ratio agreed pursuant to an allocation schedule to the Business Combination Agreement (which exchange ratio was also applied to adjust the per share exercise price of the Option), (d) by virtue of each Blocker Merger, the outstanding equity interests in the applicable Blocker converted into the right to receive shares of Class A Common Stock or other equity interests, and certain rights as set forth in the Tax Receivable Agreement, (e) the Company issued an aggregate of 173,898,818 shares of Class A Common Stock to the former holders of equity interests in the Blockers (the "Blocker Holders") as consideration in the Blocker Mergers and (f) the Company issued an aggregate of 1,699,921 shares of Class A Common Stock to certain Existing VH Holders upon the redemption by the Existing VH Holders of an equivalent number of OpCo Units and the cancellation by the Company of a corresponding number of Class B Common Stock.

The Reverse Recapitalization was accomplished through an umbrella partnership corporation ("Up-C") structure, which is often used by partnerships and limited liability companies (operating as partnerships) undertaking an initial public offering. The Up-C structure allowed Existing VH Holders to retain their equity interests in Vacasa Holdings, an entity that is classified as a partnership for U.S. federal and state income tax purposes, and provides potential tax benefits for the Company when Existing VH Holders ultimately redeem their pass-through interests for shares of Class A Common Stock or cash in the Company as a result of the Tax Receivable Agreement (the "Tax Receivable Agreement"). Under the terms of the Tax Receivable Agreement, 85% of these potential future tax benefits realized by the Company as a result of such redemptions will be paid to certain Existing VH Holders or TRA Parties. For additional information, see Note 2, *Significant Accounting Policies*.

[Index to Notes](#)

## Vacasa, Inc.

### Notes to Consolidated Financial Statements

As a result of the Reverse Recapitalization, as of December 6, 2021:

- the Company is a holding company that has no other material assets other than its ownership in Vacasa Holdings and its indirect interests in the subsidiaries of Vacasa Holdings and has no independent means of generating revenue or cash flows;
- Vacasa Holdings, as a result of the contribution by the Company, received proceeds of \$302.6 million, which included (i) cash of \$144.0 million that was held in TPG Pace's trust account from its initial public offering and TPG Pace's operating cash account, after giving effect to redemptions of TPG Pace's Class A ordinary shares held by TPG Pace's public shareholders prior to the Reverse Recapitalization, (ii) proceeds of \$77.5 million from the PIPE Financing, (iii) proceeds of \$122.5 million from the FPA financing, and (iv) the payment of underwriting commissions, advisory fees, and other transaction costs paid directly from proceeds of \$41.4 million. Vacasa Holdings used the cash proceeds to (i) pay additional transaction fees and expenses of **\$7.9 million, \$7.9 million**, and (ii) the remainder of the funds were contributed to Vacasa Holdings balance sheet;
- the Company had the following securities outstanding: (i) 214,793,795 shares of Class A Common Stock, (ii) 212,393,793 shares of Class B Common Stock held by certain Existing VH Holders and (iii) **6,333,333 8,226,848** shares of Class G Common Stock which are convertible into **8,226,848** shares of Class A Common Stock upon the occurrence of certain triggering events set for in the A&R certificate (see Note 13, *Equity* for more information);
- the holders of Vacasa Holdings equity prior to the Business Combination (including for this purpose the Blocker Holders with respect to their indirect interest in Vacasa Holdings equity and the holders of vested SAR Awards and vested Options) own 175,598,739 shares of Class A Common Stock and 212,393,793 shares of Class B Common Stock, representing approximately 90.8% of the combined voting power of the Company's Voting Shares. The Existing VH Holders that own the Class B Common Stock hold an equal number of OpCo Units of Vacasa Holdings which are redeemable on a one-for-one basis for shares of Class A Common Stock of the Company or the cash equivalent thereof at the option of the Company. Upon redemption of the OpCo Units and Class B Common Stock, all redeemed shares of Class B Common Stock will be cancelled. The Class B Common Stock has voting rights and has no economic rights in the Company. The shares of Class B Common Stock are held by the Existing VH Holders and cannot be transferred except to the Company;

- Public stockholders of the Company including certain Existing VH Holders (i) own 214,793,795 shares of Class A Common Stock, which represents 50.3% of the combined voting power of the Company and 100% of the economic interest in the Company and (ii) through the Company's ownership of 214,793,795 OpCo Units, indirectly holds 50.3% of the economic interest in Vacasa Holdings. The Company is the sole manager of Vacasa Holdings; and
- Financial results of Vacasa Holdings and its wholly owned subsidiaries are consolidated with and into the Company following the Reverse Recapitalization transaction on December 6, 2021, and 49.7% of the consolidated net earnings

[Index to Notes](#)

## Vacasa, Inc. Notes to Consolidated Financial Statements

(loss) of Vacasa Holdings are allocated to redeemable noncontrolling interests to reflect the entitlement or absorption of the Existing VH Holders, who retained their interest in Vacasa Holdings, to a portion of the consolidated net income (loss).

The Business Combination was accounted for as a Reverse Recapitalization in accordance with U.S. GAAP. Under this method of accounting, the Company has been treated as the "acquired" company for financial reporting purposes, with Vacasa Holdings considered to be the accounting acquirer. This determination was primarily based on the Existing VH Holders comprising a relative majority of the voting power of the combined company, Vacasa Holdings' operations prior to the acquisition comprising the only ongoing operations of Vacasa, Inc., and Vacasa Holdings' senior management comprising a majority of the senior management of Vacasa, Inc. Accordingly, for accounting purposes, the financial statements of the combined entity represent a continuation of the financial statements of Vacasa Holdings, with the Business Combination being treated as the equivalent of Vacasa Holdings issuing stock for the net assets of Vacasa, Inc. accompanied by a recapitalization. The net assets of the Company were stated at historical costs, with no goodwill or other intangible assets recorded.

### Transaction Costs

In connection with the Reverse Recapitalization, in addition to the transaction costs paid directly from proceeds of \$41.4 million, Vacasa Holdings incurred transaction costs of \$0.7 million that were reported as general and administrative expenses in the consolidated statements of operations during the year ended December 31, 2021, and \$8.4 million that were reported as a reduction of Additional paid-in capital on the consolidated balance sheet at December 31, 2021. Reverse Recapitalization costs incurred but unpaid as of December 31, 2021 were not material.

[Index to Notes](#)

## Vacasa, Inc. Notes to Consolidated Financial Statements

### Note 4 — Acquisitions

The Company has expanded the number of acquired vacation rental properties on its platform through individual additions, portfolio transactions, and strategic acquisitions. While the Company onboards individual vacation rental properties as well as through its sales team, the Company has engaged in portfolio transactions and strategic acquisitions, to onboard where the Company acquires and onboards multiple homes in a single transaction. Portfolio and strategic acquisitions are generally accounted for as business combinations. The goodwill resulting from portfolio transactions and strategic acquisitions arises largely from synergies expected from combining the operations of the businesses acquired with the Company's existing operations and from benefits derived from gaining the related assembled workforce.

### Fiscal 2023

During the year ended December 31, 2023, the Company completed one portfolio acquisition with total consideration of \$0.3 million.

During the year ended December 31, 2023, the Company recorded measurement period adjustments related to certain portfolio acquisitions that occurred in prior periods. The impact of the measurement period adjustments resulted in a decrease in goodwill of \$2.5 million and an increase in intangible assets of \$2.4 million. The remaining changes in acquired assets and assumed liabilities were not material.

### Fiscal 2022

During the year ended December 31, 2022, the Company completed 32 separate portfolio transactions, accounted for as business combinations. Total consideration for these portfolio transactions was \$104.5 million, comprised of \$87.4 million cash paid, net of cash and restricted cash acquired, \$12.5 million of contingent consideration, and \$4.6 million of deferred payments to sellers. The fair value of the contingent consideration was estimated utilizing an income approach and was based on the Company's expectation of achieving the contractually defined homeowner contract conversion and retention targets. The fair value of the deferred payments to sellers recognized on the transaction date was estimated by calculating the risk adjusted present value of the deferred cash payments. The fair values of the assets acquired and liabilities assumed were based on the Company's estimates and assumptions using various market, income, and cost valuation approaches. Of the total consideration for these portfolio transactions, \$69.4 million was attributable to goodwill, \$59.0 million was attributable to intangible assets, \$55.3 million was attributable to receivables, \$74.0 million was attributable to liabilities for advanced deposits received from guests (consisting of funds payable to owners, hospitality and sales taxes payable, deferred revenues, and future stay credits), \$6.9 million was attributable to accounts payable, and the remaining amount was attributable to other acquired assets and assumed liabilities which were not material. The intangible assets primarily consist of homeowner contract contracts intangible assets amortized over five years. Pro forma and historical post-closing results of operations for these transactions were not material to the Company's consolidated statements of operations. Transaction costs associated with business combinations completed during the year ended December 31, 2022 were not material and were expensed as incurred.

[Index to Notes](#)

## Vacasa, Inc. Notes to Consolidated Financial Statements

During the year ended December 31, 2022, the Company recorded measurement period adjustments related to the TurnKey Vacation Rentals, Inc. ("TurnKey") acquisition and certain portfolio transactions that occurred in prior periods. The impact of the measurement period adjustments was an increase in goodwill of \$5.7 million, an increase in intangible assets of \$1.3 million, and an increase in liabilities for advanced deposits received from guests (consisting of funds payable to owners, hospitality and sales taxes payable, deferred revenues, and future stay credits) of \$8.7 million. \$8.7 million. The remaining changes in purchase consideration, acquired assets, and assumed liabilities were not material.

As of December 31, 2022, the purchase price allocations for the portfolio transactions completed during 2022 are preliminary, and the Company has not obtained and evaluated all of the detailed information necessary to finalize the opening balance sheet amounts in all respects. The Company recorded the purchase price allocations based upon information that is currently available information.

#### Fiscal 2021

On April 1, 2021, the Company completed its strategic acquisition of the operations of TurnKey, a provider of property vacation rental management and marketing services for residential real estate owners in the U.S. The acquisition of the operations of TurnKey expands the Company's footprint of vacation properties under management in current and adjacent markets. In accordance with the contribution agreement, the Company acquired all of the issued and outstanding equity interests of Turnkey Vacation Rentals LLC, which comprised of all the historical operations of Turnkey. The equity interests were acquired for total purchase consideration of \$618.8 million which was comprised of the following (in thousands):

	Fair Value	
Cash consideration paid	\$	45,000
Issuance of common units		573,800
Total purchase consideration	\$	618,800

[Index to Notes](#)

#### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

The acquisition was accounted for under the acquisition method of accounting. The fair values assigned to the assets acquired and liabilities assumed were based on the Company's estimates and assumptions using various market, income, and cost valuation approaches. The following table summarizes the allocation of fair value of assets acquired and liabilities assumed in the transaction (in thousands):

	Amount	
Cash and cash equivalents	\$	40,461
Restricted cash		14,444
Accounts receivable, net		3,548
Prepaid expenses and other current assets		7,614
Property and equipment		1,494
Intangible assets		107,600
Total assets acquired		175,161
Accounts payable		(9,334)
Funds payable to owners		(24,711)
Hospitality and sales taxes payable		(5,748)
Deferred revenue		(8,097)
Future stay credits		(10,601)
Accrued expenses and other liabilities		(8,474)
Other long-term liabilities		(6,385)
Total liabilities assumed		(73,350)
Net assets purchased		101,811
Goodwill		516,989
Total purchase consideration	\$	618,800

[Index to Notes](#)

#### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

The Company's identifiable intangible assets acquired consisted of the following as of the acquisition date (in thousands):

	Estimated Useful Life (Years)	Fair Value
Homeowner contracts	5	\$ 102,300



Database and listings	1	3,400
Trademark, trade name, brand name	1	1,900
Total identifiable intangible assets		\$ 107,600

Goodwill is primarily attributable to the assembled workforce and anticipated synergies and economies of scale expected from the integration of the acquired business. The goodwill balance is not deductible for U.S. income tax purposes. Third-party acquisition costs were \$7.7 million for the year ended December 31, 2021. These costs were expensed as incurred as a component of general and administrative expense in the consolidated statement of operations. The Company's consolidated financial statements include the accounts of TurnKey starting as of the acquisition date.

The purchase price allocation for the TurnKey acquisition was finalized as of March 31, 2022.

#### Unaudited Supplemental Pro Forma Information

The pro forma financial information as presented below is for informational purposes only and is not indicative of operations that would have been achieved from the TurnKey acquisition had it occurred at the beginning of fiscal 2020. Supplemental information on an unaudited pro forma basis is as follows (in thousands):

	Year Ended December 31,	
	2021	2020
Revenue	\$ 920,620	\$ 585,848
Net loss	(149,622)	(136,510)

#### [Index to Notes](#)

### Vacasa, Inc. Notes to Consolidated Financial Statements

	Year Ended December 31,	
	2021	2020
Revenue	\$ 920,620	\$ 585,848
Net loss	(149,622)	(136,510)

The unaudited pro forma supplemental amounts have been calculated to reflect additional depreciation and amortization expense that would have been charged assuming the fair value adjustments to the acquired assets and assumed liabilities had been applied from the beginning of fiscal 2020, with the related tax effects.

#### Other Transactions

In addition to the TurnKey acquisition in fiscal 2021, the Company completed 29 separate portfolio transactions, accounted for as business combinations, for total consideration of \$175.7 million, comprised of \$107.8 million cash paid, net of cash and restricted cash acquired, \$42.2 million of contingent consideration, and \$25.7 million of deferred payments to sellers. The fair value of the contingent consideration was estimated utilizing an income approach and was based on the Company's expectation of achieving the contractually defined homeowner contract conversion and retention targets. The fair value of the deferred payments to seller recognized on the transaction date was estimated by calculating the risk adjusted present value of the deferred cash payments. The fair values of the assets acquired and liabilities assumed were based on the Company's estimates and assumptions using various market, income, and cost valuation approaches. Of the total consideration for these transactions, \$123.5 million was attributable to goodwill, \$75.7 million was attributable to intangible assets, net, \$75.0 million was attributable to accounts receivable, net, \$103.2 million \$103.2 million was attributable to liabilities for advanced deposits received from guests (consisting of funds payable to owners, hospitality and sales taxes payable, deferred revenues, and future stay credits) and the remaining amount was attributable to other acquired assets and assumed liabilities which were not material. The intangible assets primarily consist of homeowner contract contracts intangible assets amortized over four to five years. Pro forma and historical post-closing results of operations for these transactions were not material to the Company's consolidated statements of operations. Transaction costs associated with these other business combinations completed as of December 31, 2021 were not material and were expensed as incurred.

#### Fiscal 2020

During the year ended December 31, 2020, the Company completed 18 separate portfolio transactions, accounted for as business combinations, for total consideration of \$7.5 million, comprised of \$2.7 million cash paid, net of cash and restricted cash acquired, \$3.6 million of contingent consideration, and \$1.2 million of deferred payments to sellers. The fair value of the contingent consideration was estimated utilizing an income approach and was based on the Company's expectation of achieving the contractually defined homeowner contract conversion and retention targets. The fair value of the deferred payments to sellers recognized on the acquisition date was estimated by calculating the risk adjusted present value of the deferred cash payments. The fair values of the assets acquired and liabilities assumed were based on the Company's estimates and assumptions using various market, income, and cost valuation approaches. Of the total consideration for these transactions, \$5.5 million was attributable to goodwill, \$5.3 million was attributable to intangible assets, and the remaining amount was attributable to other acquired assets and assumed liabilities which were not material. The intangible assets primarily consist of homeowner contract intangible assets amortized over four years. Pro forma and historical post-closing results of operations for these transactions completed during the year ended December 31, 2020 were not material to the Company's consolidated statements of operations. Transaction costs associated with business combinations completed during the year were not material and were expensed as incurred.

#### [Index to Notes](#)

### Vacasa, Inc. Notes to Consolidated Financial Statements

Note 5 Fair Value Measurements

The following tables set forth the Company's financial assets and liabilities that were measured at fair value on a recurring basis (in thousands):

As of December 31, 2023					As of December 31, 2023				
As of December 31, 2022									
	Level 1	Level 2	Level 3	Total					
	Level 1								
	Level 1								
	Level 1								
	Level 1	Level 2	Level 3		Total				
Liabilities	Liabilities								
Contingent consideration	Contingent consideration	\$ —	\$ —	\$ 22,317	\$ 22,317				
Contingent consideration	Contingent consideration								
Contingent consideration	Contingent consideration								
Class G Common Stock (Note 13)	Class G Common Stock (Note 13)	—	—	5,077	5,077				

As of December 31, 2022					As of December 31, 2022				
As of December 31, 2021									
	Level 1	Level 2	Level 3	Total					
	Level 1								
	Level 1								
	Level 1								
	Level 1	Level 2	Level 3		Total				
Liabilities	Liabilities								
Contingent consideration	Contingent consideration	\$ —	\$ —	\$ 37,966	\$ 37,966				
Contingent consideration	Contingent consideration								
Contingent consideration	Contingent consideration								
Class G Common Stock (Note 13)	Class G Common Stock (Note 13)	—	—	61,514	61,514				

The carrying amounts of certain financial instruments, including cash equivalents, restricted cash, accounts receivable, and accounts payable, approximate fair value due to their short-term maturities and are excluded from the fair value tables above.

Level 3 instruments consist of contingent consideration obligations related to acquired businesses and the liabilities for contingent earnout share consideration represented by the Company's Class G Common Stock.

Contingent Consideration

The contingent consideration obligations are recorded in accrued expenses and other current liabilities and other long-term liabilities on the consolidated balance sheets. The fair value of the contingent consideration is estimated utilizing an income approach and based on the Company's expectation of achieving the contractually defined homeowner contract conversion and retention targets at the acquisition date. The Company assesses the fair value of these obligations at each reporting date thereafter with any changes reflected as gains and losses in general and administrative expenses in the consolidated statements of operations. The charges for changes in fair value of the contingent consideration were not material for the years ended December 31, 2022, December 31, 2023, 2021, 2022, and 2020, 2021, respectively.

Class G Common Stock

The contingent earnout share consideration represented by the Company's Class G Common Stock is recorded in other long-term liabilities on the consolidated balance sheets. The fair value of the Class G Common Stock is estimated on a recurring basis using the Monte Carlo simulation method. The fair value is based on the simulated stock price of the Company over the remaining term of the shares. Pursuant to the **Amended and Restated** Certificate of Incorporation, the Class G Common Stock is automatically converted to Class A shares at certain conversion ratios upon the occurrence of their respective triggering events. Inputs used to determine the estimated fair value of the Class G Common Stock include the remaining contractual term of the shares, the risk-free rate, the volatility of comparable companies over the remaining term, and the price of the Company's Class A Common Stock. The Company assesses the fair value of the Class G Common Stock at each reporting date with any changes reflected **as within** other income, **(expense)**, net in the consolidated statements of operations. See Note 13, *Equity* for further information.

[Index to Notes](#)

Vacasa, Inc.  
Notes to Consolidated Financial Statements

The following table summarizes the changes in the Company's Class G Common Stock measured and recorded at fair value on a recurring basis using significant unobservable inputs (in thousands):

Year Ended December 31,		Year Ended December 31,	
	Year Ended December 31,		
	2022	2021	
	2023		
	2023		
	2023	2022	2021
Balance, beginning of period	Balance, beginning of period	\$ 61,514	\$ —
Recognition of Class G Common Stock <sup>(1)</sup>	Recognition of Class G Common Stock	—	75,860
Change in fair value of Class G Common Stock included in earnings	Change in fair value of Class G Common Stock included in earnings	(56,437)	(14,346)
Balance, end of period	Balance, end of period	\$ 5,077	\$ 61,514

(1) The Class G Common Stock was initially recorded on December 6, 2021 in connection with the Reverse Recapitalization described in Note 3, *Reverse Recapitalization*.

Warrant Derivative Liabilities

Prior to the Reverse Recapitalization, the Company had certain common unit and Series A preferred unit warrants that were measured at fair value upon issuance and each reporting period thereafter. For the **years year** ended December 31, 2021 **and 2020**, other expense recognized in the consolidated statements of operations associated with the change in fair value of these warrants was **\$11.5 million and \$6.6 million, respectively, million**. Immediately prior to the Reverse Recapitalization, all remaining warrants were exercised and were no longer outstanding subsequent to December 6, 2021.

Impairment of Long-lived Assets

During the third quarter of 2023, the Company recorded long-lived asset impairment charges of \$46.0 million. The fair value estimate of the Company's homeowner contract assets was classified in Level 3 of the fair value hierarchy due to the significance of unobservable inputs developed using company-specific information. For more information on the impairment of long-lived assets, refer to **Note 7, Intangible Assets, Net and Goodwill**.

Impairment of Goodwill

**During the third quarter of 2023, the Company recorded goodwill impairment charges of \$411.0 million.** During the fourth quarter of 2022, the Company recorded goodwill impairment charges of \$244.0 million. The fair value estimate of the Company's single reporting unit was classified in Level 3 of the fair value hierarchy due to the significance of unobservable inputs developed using company-specific information. For more information on the impairment of goodwill, refer to **Note 7, Intangible Assets, Net and Goodwill**.

#### Note 6 - Property and Equipment, Net Impairment of Right-of-Use Assets

Property and equipment, net consisted The Company tests long-lived assets for recoverability whenever events or changes in circumstances suggest that the carrying value of an asset or group of assets may not be recoverable. During the three months ended March 31, 2023, the Company took substantive action to negotiate certain sublease agreements for portions of the following (in thousands):

	Useful Lives (Years)		As of December 31,	
			2022	2021
Land	Indefinite	\$	13,394	\$ 13,394
Buildings and building improvements	12 - 35		12,471	12,665
Leasehold improvements	Shorter of estimated useful life or lease term		6,528	6,426
Computer equipment	3		13,510	11,471
Furniture, fixtures, and other	2 - 10		22,096	15,900
Vehicles	2 - 8		7,975	6,457
Internal-use software	4		53,024	43,234
Total			128,998	109,547
Less: Accumulated depreciation			(63,455)	(42,361)
Property and equipment, net		\$	65,543	\$ 67,186

Company's leased corporate office space in Portland, Oregon and Boise, Idaho. Based on these sublease negotiations, the Company determined that the respective right-of-use assets had net carrying values that exceeded their estimated undiscounted future cash flows. The Company then estimated the fair value of the asset groups based on their discounted cash flows. The carrying values of the asset groups exceeded their estimated fair values and, as a result, the Company recorded right-of-use asset impairments of \$4.2 million. The impairment charges are recorded in general and administrative expenses in the consolidated statements of operations. During the three months ended June 30, 2023, the Company executed the sublease agreements for portions of the Company's leased corporate office space in Portland, Oregon. During the three months ended September 30, 2023, the Company executed the sublease agreement for a portion of the Company's leased corporate office space in Boise, Idaho. There were no material changes to the final sublease agreements and, therefore, no incremental impairment charges were recorded.

[Index to Notes](#)

#### Vacasa, Inc. Notes to Consolidated Financial Statements

#### Note 6 —Property and Equipment, Net

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

	Useful Lives (Years)		As of December 31,	
			2023	2022
Land	Indefinite	\$	13,394	\$ 13,394
Buildings and building improvements	12 - 35		12,474	12,471
Leasehold improvements	Shorter of estimated useful life or lease term		6,526	6,528
Computer equipment	3		13,873	13,510
Furniture, fixtures, and other	2 - 10		26,340	22,096
Vehicles	2 - 8		8,276	7,975
Internal-use software	4		60,162	53,024
Total			141,045	128,998
Less: Accumulated depreciation			(84,328)	(63,455)
Property and equipment, net		\$	56,717	\$ 65,543

#### Note 7 —Intangible Assets, Net and Goodwill Goodwill

Intangible assets, net consisted of the following (in thousands):

Weighted Average Useful Life	Weighted Average Useful Life Remaining (Years)	As of December 31, 2023

	Remaining (Years)	Weighted Average Useful Life Remaining (Years)	Gross Carrying Amount	As of December 31, 2022 Accumulated Amortization	Net Carrying Amount	
			Gross Carrying Amount			
			Gross Carrying Amount			
			Gross Carrying Amount	Accumulated Amortization	Impairment	Net Carrying Amount
Homeowner contracts	Homeowner contracts	4	\$311,456	\$ (101,142)	\$210,314	
Databases, photos, and property listings	Databases, photos, and property listings	1	27,450	(23,661)	3,789	
Trade names	Trade names	1	9,942	(9,316)	626	
Other <sup>(1)</sup>	Other <sup>(1)</sup>	2	2,903	(2,781)	122	
Total intangible assets	Total intangible assets		\$351,751	\$ (136,900)	\$214,851	

	Weighted Average Useful Life Remaining (Years)	Weighted Average Useful Life Remaining (Years)	Gross Carrying Amount	As of December 31, 2021 Accumulated Amortization	Net Carrying Amount	As of December 31, 2022 Weighted Average Useful Life Remaining (Years)
			Gross Carrying Amount			
			Gross Carrying Amount			
			Gross Carrying Amount	Accumulated Amortization	Impairment	Net Carrying Amount
Homeowner contracts	Homeowner contracts	5	\$253,359	\$ (48,669)	\$204,690	
Databases, photos, and property listings	Databases, photos, and property listings	1	25,659	(15,953)	9,706	
Trade names	Trade names	1	9,908	(8,370)	1,538	
Other <sup>(1)</sup>	Other <sup>(1)</sup>	4	3,022	(2,457)	565	
Total intangible assets	Total intangible assets		\$291,948	\$ (75,449)	\$216,499	

(1) Other intangible assets consist primarily consisted of noncompete non-compete agreements, websites, and domain names.

**Vacasa, Inc.**  
**Notes to Consolidated Financial Statements**

The Company's estimated future amortization of intangible assets as of **December 31, 2022** December 31, 2023 is expected to be as follows: follows (in thousands):

Year Ending December 31:	Year Ending December 31:	Amount	Year Ending December 31:	Amount
2023		\$ 52,109		
2024	2024	54,209		
2025	2025	50,155		
2026	2026	28,898		
2027	2027	16,419		
2028				
Thereafter	Thereafter	13,061		
Total	Total	<u>\$214,851</u>		

The following table summarizes the changes in the Company's goodwill balance (in thousands):

Year Ended December 31,		Year Ended December 31,	
	Year Ended December 31,		
	2022	2021	
	2023		
	2023		
	2023		2022
Balance at beginning of period	Balance at beginning of period	\$754,506	\$121,487
Acquisitions	Acquisitions	69,362	632,983
Measurement period adjustments	Measurement period adjustments	5,738	—
Impairment of goodwill	Impairment of goodwill	(243,991)	—
Foreign exchange translation and other	Foreign exchange translation and other	(410)	36
Balance at end of period <sup>(1)</sup>	Balance at end of period <sup>(1)</sup>	<u>\$585,205</u>	<u>\$754,506</u>

(1) **Goodwill** The goodwill balance as of December 31, 2022 is net of accumulated impairment losses of \$244.0 million that were recorded to the Company's single reporting unit during the fourth quarter of fiscal 2022. The goodwill balance as of December 31, 2023 is net of accumulated impairment losses of \$655.1 million that were recorded to the Company's single reporting unit during the fourth quarter of fiscal 2022 and the third quarter of fiscal 2023.

#### Impairment

During 2023, the Company experienced a sustained decline in share price that pushed its market capitalization below the carrying value of its stockholders' equity. Further, the Company saw a significant decline in Gross Booking Value ("GBV") during the third quarter of 2023. Based on these factors, the Company concluded the events and changes in circumstances indicated an impairment may exist (the "triggering event") and conducted quantitative impairment assessments of long-lived assets and goodwill as of September 30, 2023.

#### Impairment of Long-lived Assets

The Company evaluates its long-lived assets or asset groups for indicators of possible impairment by comparison of the carrying amount to future net undiscounted cash flows expected to be generated by such asset or asset group and its eventual disposal (the "recoverability test") when there is a triggering event. The Company determined its long-lived assets represent one asset group for purposes of long-lived asset impairment. Based on the results of the recoverability test, the Company concluded the carrying value of the single asset group was not recoverable. To allocate and recognize the impairment charge, the Company determined the individual fair value of the long-lived assets.

The carrying value of the Company's homeowner contracts exceeded the fair value, resulting in a long-lived asset impairment charge of \$46.0 million. No impairment was recognized on the remaining long-lived assets as their carrying values did not exceed their fair values. The Company estimated the fair value of the homeowner contracts based on the present value of estimated future cash flows, which the Company considers to be a Level 3 unobservable input in the fair value hierarchy. The Company prepared cash flow projections based on management's estimates of revenue growth rates and operating margins, taking into consideration the historical performance and the current macroeconomic, industry, and market conditions. The Company based the discount rate on the weighted-average cost of capital considering Company-specific characteristics and changes in the reporting unit's projected cash flows.

[Index to Notes](#)

Vacasa, Inc.  
Notes to Consolidated Financial Statements

Impairment of Goodwill

The Company tested its single reporting unit reviews goodwill for goodwill impairment on annually, as of the first day of the fourth quarter, and determined that there was no goodwill impairment as of the annual testing date. Over the course of the fourth quarter, the Company experienced more frequently if events and or changes in circumstances indicating that goodwill might be impaired. These events and changes in circumstances included a significant decline in indicate an impairment may exist. Based on the Company's stock price and market capitalization during November 2022 that persisted through the end of 2022.

As a result of the events and changes in circumstances described triggering event identified above, the Company performed conducted a quantitative goodwill impairment assessment as of December 31, 2022, which September 30, 2023. The goodwill impairment assessment resulted in goodwill impairment charges of \$244.0 million \$411.0 million. The fair value estimate of the Company's single reporting unit was derived from a combination of an income approach and a market approach. Under the income approach, the Company estimated the fair value of the reporting unit based on the present value of estimated future cash flows, which the Company considers to be a Level 3 unobservable input in the fair value hierarchy. The Company prepared cash flow projections based on management's estimates of revenue growth rates and operating margins, taking into consideration the historical performance and the current macroeconomic, industry, and market conditions. The Company based the discount rate on the weighted-average cost of capital considering Company-specific characteristics and the uncertainty related to changes in the reporting unit's ability to execute on the projected cash flows. Under the market approach, the Company estimated the fair value of the reporting unit based on revenue market multiples derived from comparable publicly traded companies with similar characteristics as the reporting unit, as well as an estimated control premium.

Prior to the quantitative goodwill impairment test described above, the Company tested the recoverability of its long-lived assets, and concluded that such assets were not impaired.

Potential indicators of impairment include significant changes in performance relative to expected operating results, significant negative industry or economic trends, or a significant decline in the Company's stock price and/or market capitalization for a sustained period of time. It is reasonably possible that one or more of these impairment indicators could occur or intensify in the near term, which may result in an further impairment of long-lived assets or further impairment of goodwill.

Note 8 — Leases

The Company's material operating leases consist of certain corporate and field office facilities with remaining lease terms ranging from one to seven six years. Some of the Company's operating leases contain renewal options with varying terms and conditions. The lease term includes renewal options only when it is reasonably certain that the Company will exercise that option. As of December 31, 2022 December 31, 2023, finance lease contracts were not material.

Since the rates implicit in the Company's operating leases are not readily determinable, the Company uses its incremental borrowing rates based on the remaining lease term to determine the present value of future lease payments. The Company's incremental borrowing rate for a lease is the rate of interest it would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms.

The components of lease cost for the year years ended December 31, 2022 December 31, 2023 and 2022 were as follows (in thousands):

	Year Ended December 31,	
	2022	
Operating lease cost	\$	15,394
Variable lease cost		1,264
Short-term lease cost		7,744
Total lease cost	\$	24,402

	Year Ended December 31,			
	2023		2022	
Operating lease cost	\$	13,420	\$	15,394
Variable lease cost		2,602		1,264
Short-term lease cost		6,618		7,744
Total lease cost	\$	22,640	\$	24,402



Of the total lease cost recorded for the year ended December 31, 2023, \$3.4 million was recorded in cost of revenue, \$14.3 million was recorded in operations and support, and \$4.9 million was recorded in general and administrative expense in the consolidated statements of operations.

Of the total lease cost recorded for the year ended December 31, 2022, \$4.6 million was recorded in cost of revenue, \$13.7 million was recorded in operations and support, and \$6.1 million was recorded in general and administrative expense in the consolidated statements of operations.

Rent expense for the year ended December 31, 2021 totaled \$27.1 million, of which \$5.8 million was recorded in cost of revenue, \$15.2 million was recorded in operations and support, and \$6.1 million was recorded in general and administrative expense in the consolidated statement of operations.

[Index to Notes](#)

# **Vacasa, Inc.** **Notes to Consolidated Financial Statements**

Amounts recognized in the consolidated balance sheet sheets related to operating leases as of December 31, 2022 December 31, 2023 and 2022 were as follows (in thousands):

	As of December 31,	
	2022	
<b>Assets</b>		
Other long-term assets	\$	29,332
<b>Liabilities</b>		
Accrued expenses and other current liabilities	\$	9,490
Other long-term liabilities		21,706
Total lease liabilities	\$	31,196

	As of December 31,			
	2023		2022	
<b>Assets</b>				
Other long-term assets	\$	20,086	\$	29,332
<b>Liabilities</b>				
Accrued expenses and other current liabilities	\$	8,670	\$	9,490
Other long-term liabilities		17,196		21,706
Total lease liabilities	\$	25,866	\$	31,196

Maturities of operating lease liabilities as of December 31, 2022 December 31, 2023 were as follows (in thousands):

	As of December 31,	
	2022	
2023	\$	11,227
2024		7,879
2025		5,557
2026		3,914
2027		2,856
Thereafter		4,039
Total lease payments		35,472
Less: Interest		(4,276)
Total lease liabilities	\$	31,196

As of December 31, 2021, future minimum lease payments for non-cancelable operating leases with an initial or remaining term greater than one year were as follows (in thousands):

As of December 31,	As of December 31,
--------------------------	--------------------

		As of December 31, 2021
2022		\$ 13,820
		2023
		2023
2023	2023	8,221
2024	2024	5,916
2025	2025	4,936
2026	2026	3,770
2027		
2028		
Thereafter	Thereafter	7,285
Total future minimum obligations		\$ 43,948
Total lease payments		
Less: Interest		
Total lease liabilities		

Other information related to operating leases as of December 31, 2022 was December 31, 2023 and 2022 were as follows:

	As of December 31,	
	2022	
Weighted-average remaining lease term (in years)		4.4
Weighted-average discount rate		5.7 %
	As of December 31,	
	2023	2022
Weighted-average remaining lease term (in years)	3.9	4.4
Weighted-average discount rate	6.7 %	5.7 %

[Index to Notes](#)

## Vacasa, Inc. Notes to Consolidated Financial Statements

Supplemental cash flow information related to operating leases for the year ended December 31, 2022 was as follows (in thousands):

	Year Ended December 31,	
	2022	
Cash paid for operating lease liabilities	\$	14,825
Lease liabilities exchanged for right-of-use assets	\$	5,572

### Note 9 — Accrued Expenses and Other Current Liabilities

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

As of December 31,	As of December 31,
--------------------	--------------------

		As of December 31,	
		2022	2021
		2023	
		2023	
		2023	2022
Employee-related accruals	Employee-related accruals	\$ 25,110	\$ 25,599
Homeowner reserves	Homeowner reserves	9,837	6,365
Current portion of acquisition liabilities <sup>(1)</sup>	Current portion of acquisition liabilities <sup>(1)</sup>	25,056	31,444
Current portion of operating lease liabilities	Current portion of operating lease liabilities	9,490	—
Other	Other	16,340	8,425
Total accrued expenses and other current liabilities	Total accrued expenses and other current liabilities	\$ 85,833	\$ 71,833

(1) The current portion of acquisition liabilities includes contingent consideration and deferred payments to sellers due within one year.

#### Note 10 — Debt

The Company's debt obligations consisted of the following (in thousands):

		As of December 31,	
		2022	2021
		2023	
		2023	
		2023	2022
Insurance premium financing	Insurance premium financing	\$ 4,498	\$ —
Other long-term debt	Other long-term debt	375	637
Total debt	Total debt	4,873	637
Less: current maturities <sup>(1)</sup>	Less: current maturities <sup>(1)</sup>	(4,748)	(125)
Long-term portion	Long-term portion	\$ 125	\$ 512

(1) Current maturities of debt are recorded within accrued expenses and other current liabilities on the consolidated balance sheets.

#### Insurance Premium Financing

During the fourth quarter of 2022, the Company has entered into short-term agreements to finance \$4.8 million of certain insurance premiums. The outstanding balance of \$4.5 million\$3.3 million as of December 31, 2022 December 31, 2023 is repayable in monthly installments of principal and interest through November 2023, September 2024, at a weighted-average annual percentage rate of 5.46% 8.99%.

#### Revolving Credit Facility

In October 2021, the Company and its wholly owned subsidiary (the "Borrower") and certain of its subsidiaries (collectively, the "Guarantors" "Guarantors") entered into a credit agreement with JPMorgan Chase Bank, N.A. and the other lenders party thereto from time to time.

The credit agreement, as subsequently amended in December 2021 and June 2023 (as amended, the "Credit "Credit Agreement"; capitalized terms used herein and not otherwise defined are used as defined in the Credit Agreement), provides for a senior secured revolving credit facility in an aggregate principal amount of \$105.0 million ("Revolving Credit Facility"). The Revolving Credit Facility

[Index to Notes](#)

#### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

includes a sub-facility for letters of credit in aggregate face amount of \$40.0 million, which reduces borrowing availability under the Revolving Credit Facility. Proceeds may be used for working capital and general corporate purposes.

#### Borrowings

[Index to Notes](#)

#### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

The June 2023 amendment modified the Credit Agreement to replace the LIBOR-based reference rate options with Adjusted Term Secured Overnight Financing Rate ("SOFR") based reference rate options. Subsequent to the amendment, any borrowings under the Revolving Credit Facility are subject to interest, determined as follows:

- Alternate Base Rate ("ABR") borrowings accrue interest at a rate per annum equal to the ABR plus a margin of 1.50%. The ABR is equal to the greatest of (i) the Prime Rate, (ii) the New York Federal Reserve Bank Rate plus 0.50%, and (iii) the Adjusted London Interbank Offered ("LIBO") Rate Term SOFR for a one-month interest period plus 1.0%, subject to a 1.0% floor. 1.00%.
- Eurocurrency Term SOFR borrowings accrue interest at a rate per annum equal to the Adjusted LIBO Rate Term SOFR plus a margin of 2.50%. The Adjusted LIBO Rate is calculated based on Term SOFR means, for any Interest Period, an interest rate per annum equal to the applicable LIBOR Term SOFR for U.S. dollar deposits, subject to a 0.0% floor, multiplied by a fraction, the numerator of which is one and the denominator of which is one minus the maximum effective reserve percentage for Eurocurrency funding. such Interest Period.

Borrowings under the Revolving Credit Facility do not amortize and are due and payable on October 7, 2026. Amounts outstanding under the Revolving Credit Facility may be voluntarily prepaid at any time and from time to time, in whole or in part, without premium or penalty. In addition to paying interest on the principal amounts outstanding under the Revolving Credit Facility, the Company is required to pay a commitment fee on unused amounts at a rate of 0.25% per annum. The Company is also required to pay customary letter of credit and agency fees.

The Credit Agreement contains a number of covenants that, among other things and subject to certain exceptions, restrict the ability of the Borrower and its restricted subsidiaries to:

- create, incur, assume or permit to exist any debt or liens;
- merge into or consolidate or amalgamate with any other person, or permit any other person to merge into or consolidate with it, or liquidate or dissolve;
- make or hold certain investments;
- sell, transfer, lease, license or otherwise dispose of its assets, including equity interests (and, in the case of restricted subsidiaries, the issuance of additional equity interests);
- pay dividends or make certain other restricted payments;
- substantively alter the character of the business of the Borrower and its restricted subsidiaries, taken as a whole; and
- sell, lease or otherwise transfer any property or assets to, or purchase, lease or otherwise acquire any property or assets from, or otherwise engage in any other transactions with, any of its affiliates.

In addition, beginning on June 30, 2022, the Borrower and its restricted subsidiaries are required to maintain a minimum amount of consolidated revenue, measured on a trailing four-quarter basis, as of the last date of each fiscal quarter, provided that such covenant will only apply if, on such date, the aggregate principal amount of outstanding borrowings under the Revolving Credit Facility and letters of credit (excluding undrawn amounts under any letters of credit in an aggregate face amount of up to \$20.0 million and letters of credit that have been cash collateralized) exceeds 35% of the then-outstanding revolving commitments. The Borrower is also required to maintain liquidity of at least \$15.0 million as of the last date of each fiscal quarter beginning on June 30, 2022.

The obligations of the Borrower and the certain guarantor subsidiaries (the "Guarantors" "Guarantors") are secured by first-priority liens on substantially all of the assets of the Borrower and the Guarantors. As of December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022, there were no borrowings outstanding under the Revolving Credit Facility. As of December 31, 2022 December 31, 2023, there were letters of credit of \$23.4 million issued under the Revolving Credit Facility, and \$81.6 million was available for borrowings. As of December 31, 2022 December 31, 2023, the company Company was in compliance with all covenants under the Credit Agreement.

#### Senior Secured Convertible Notes

On May 21, 2020, the Company issued \$108.1 million in aggregate principal amount of senior secured convertible notes ("D-1 Convertible Notes") pursuant to the Note Purchase Agreement ("Purchase Agreement"), dated May 21, 2020. The total net proceeds from the D-1 Convertible Notes offering, after deducting debt issuance costs paid by the Company, was \$105.9 million. The proceeds of the D-1 Convertible Notes were used to enhance the Company's liquidity position and for general corporate purposes. The notes were to mature on June 20, 2023, but were converted into

approximately 140,392,925 Series D-1 preferred units of Vacasa Holdings immediately prior to the consummation of the Reverse Recapitalization on December 6, 2021 (see Note 3, Reverse Recapitalization). In connection with the conversion, the Company recorded incremental interest expense of \$19.6 million in the consolidated statement of operations during the year ended December 31, 2021.

[Index to Notes](#)

Vacasa, Inc.

Notes to Consolidated Financial Statements

Prior to the Reverse Recapitalization, the D-1 Convertible Notes accrued cash interest daily at 3% per annum, payable annually in arrears on the anniversary date of the initial closing date. Additionally, the D-1 Convertible Notes accrued payment in kind interest fees ("PIK interest") equal to 7% per annum, which was capitalized by adding the full amount of PIK interest to the principal balance on each anniversary date of the initial closing.

Paycheck Protection Program

[Index to Notes](#)

Vacasa, Inc.

In April 2020, the Company entered into a \$10.0 million note payable with J.P. Morgan pursuant Notes to the Paycheck Protection Program ("PPP Loan") under the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") and returned the entire outstanding balance plus interest in May 2020. Consolidated Financial Statements

Prior to the Company's acquisition of TurnKey, TurnKey entered into a \$6.4 million note payable pursuant to the Paycheck Protection Program ("PPP") under the CARES Act. Pursuant to the terms of the business combination, the then-current shareholders of TurnKey were required to set aside an amount equal to the PPP loan obligation in an escrow account for the possible repayment of the obligation assumed by the Company. The total loan obligation was repaid by the TurnKey shareholders in full in June 2021.

Note 11 Other Long-Term Liabilities

Other long-term liabilities consisted of the following (in thousands):

As of December 31,		As of December 31,	
		2022	2021
		2023	
		2023	
		2023	2022
Class G Common Stock (Note 13)	Class G Common Stock (Note 13)	\$ 5,077	\$ 61,514
Long-term portion of acquisition liabilities(1)	Long-term portion of acquisition liabilities(1)	16,226	33,301
Long-term portion of operating lease liabilities	Long-term portion of operating lease liabilities	21,706	—
Other	Other	11,978	17,308
Total other long-term liabilities	Total other long-term liabilities	\$ 54,987	\$ 112,123

(1) The long-term portion of acquisition liabilities includes contingent consideration and deferred payments to sellers due after one year.

Note 12 Income Taxes

For financial reporting purposes, the domestic and foreign components of losses before income taxes were as follows (in thousands):

Year Ended December 31,					Year Ended December 31,				
Year Ended December 31,									
2022					2021				
2023									
2023									
2023					2022				
2023					2021				
United States	United States	\$ (326,328)	\$ (145,346)	\$ (83,232)					
Foreign	Foreign	(4,799)	(8,461)	(9,421)					
Total	Total	<u>\$ (331,127)</u>	<u>\$ (153,807)</u>	<u>\$ (92,653)</u>					

Income tax expense (benefit) consists of the following (in thousands):

		Year Ended December 31,		
		2023	2022	2021
<b>Current:</b>				
Federal U.S.	\$	—	\$ 1,509	\$ (14)
State and local		476	1,122	889
Foreign		93	473	(36)
Total current provision for income taxes		569	3,104	839
<b>Deferred and other:</b>				
Federal U.S.		763	(763)	—
State and local		254	(254)	—
Foreign		—	(1,065)	(55)
Total deferred expense (benefit) for income taxes		1,017	(2,082)	(55)
Total income tax expense (benefit)	\$	1,586	\$ 1,022	\$ 784

Year Ended December 31,					Year Ended December 31,				
	Year Ended December 31,								
	2022	2021	2020						
2023					2022				
2023					2021				
2023					2020				
Income tax expense (benefit) at federal statutory rate	Income tax expense (benefit) at federal statutory rate	21 %	21 %	21 %	Income tax expense (benefit) at federal statutory rate	21 %	21 %	21 %	21 %
Increase (decrease) in tax rate resulting from:	Increase (decrease) in tax rate resulting from:								
Effect of flow-through entity									
Effect of flow-through entity									
Effect of flow-through entity	Effect of flow-through entity	— %	(17)%	(21)%	— %	— %	(17) %	(21) %	(21) %
Noncontrolling Interest	Noncontrolling Interest	(9)%	(2)%	— %	Noncontrolling Interest	(9) %	(9) %	(2) %	(2) %
Fair Value Adjustment for Class G Common Stock	Fair Value Adjustment for Class G Common Stock	— %	2 %	— %	— %	— %	2 %	— %	— %
Valuation Allowance	Valuation Allowance	(12)%	(2)%	— %	Valuation Allowance	(12) %	(12) %	(2) %	(2) %
Other	Other	— %	(2)%	— %	Other	— %	— %	(2) %	(2) %
Income tax expense (benefit)	Income tax expense (benefit)	— %	— %	— %	Income tax expense (benefit)	— %	— %	— %	— %



Deferred Tax Assets		Deferred Tax Assets					
("DTA"):		("DTA"):					
Net operating loss and tax credit carryforwards							
Net operating loss and tax credit carryforwards							
Net operating loss and tax credit carryforwards	Net operating loss and tax credit carryforwards	\$55,179	\$37,000				
Reserves and accruals not currently deductible for tax purposes	Reserves and accruals not currently deductible for tax purposes	42	14	Reserves and accruals not currently deductible for tax purposes	46	42	
Goodwill and other intangibles - DTA	Goodwill and other intangibles - DTA	—	—	Goodwill and other intangibles - DTA	—	—	
ASC 718 Adjustment	ASC 718 Adjustment	6,817	—	ASC 718 Adjustment	7,121	6,817	
Property, plant, and equipment	Property, plant, and equipment	121	1	Property, plant, and equipment	90	121	
Investment in Vacasa Holdings, LLC	Investment in Vacasa Holdings, LLC	20,672	283	Investment in Vacasa Holdings, LLC	83,453	20,672	
Investment in Subsidiaries	Investment in Subsidiaries	140	61	Investment in Subsidiaries	95	140	
Intangibles	Intangibles	3,004	803	Intangibles	6,729	3,004	
Other - DTA	Other - DTA	1,703	312	Other - DTA	4,414	1,703	
Gross deferred tax assets	Gross deferred tax assets	87,678	38,474	Gross deferred tax assets	157,871	87,678	
Less: valuation allowance	Less: valuation allowance	(86,451)	(38,376)	Less: valuation allowance	(157,610)	(86,451)	
Total deferred tax assets	Total deferred tax assets	\$ 1,227	\$ 98				
Deferred Tax Liabilities		Deferred Tax Liabilities					
("DTL"):		("DTL"):					
Accrued Expenses							
Accrued Expenses							
Accrued Expenses							
Property, plant and equipment	Property, plant and equipment	(14)	(72)	Property, plant and equipment	—	(14)	
Goodwill and other intangibles - DTL	Goodwill and other intangibles - DTL	—	(1,157)	Goodwill and other intangibles - DTL	—	—	
Other - DTL	Other - DTL	(197)	(4)	Other - DTL	(194)	(197)	

Total	Total		
deferred tax	deferred tax	\$ (211)	\$ (1,233)
liabilities	liabilities		
<b>Net deferred</b>	<b>Net deferred</b>		
<b>tax asset</b>	<b>tax asset</b>	\$ 1,016	\$ (1,135)
<b>(liability)<sup>(1)</sup></b>	<b>(liability)<sup>(1)</sup></b>		

(1) Net deferred tax assets are recorded within other long-term assets on the consolidated balance sheets. Net deferred tax liabilities are recorded primarily within other long-term liabilities on the consolidated balance sheets.

For the year ended December 31, 2023, the change in valuation allowance was \$71.2 million. For the year ended December 31, 2022, the change in valuation allowance was \$48.1 million, of which \$40.1 million was recorded to income tax benefit in the consolidated statement of operations.

For the year ended December 31, 2021, the change in valuation allowance was \$36.7 million, of which \$3.6 million was recorded to income tax benefit in the consolidated statement of operations.

In determining the need for a valuation allowance, the Company weighs both positive and negative evidence in the various jurisdictions in which it operates to determine whether it is more likely than not that its deferred tax assets are recoverable. In assessing the ultimate realizability of its deferred tax assets, the Company considers all available evidence, including cumulative historic historical and forecasted losses. The Company has had significant cumulative book and tax losses and is currently generating losses, and as such, does not believe it is more likely than not that its U.S. and foreign deferred tax assets will be realized. Accordingly, a full valuation allowance has been established in the U.S., and foreign jurisdictions, and no deferred tax assets and related tax benefit have been recognized in the financial statements. There is no valuation allowance in certain foreign jurisdictions that have cumulative income and expected future income.

As of December 31, 2022 December 31, 2023 and 2021, 2022, the Company did not have any unrecognized tax benefits. The Company did not recognize interest or penalties associated with unrecognized tax benefits during any of the periods presented.

[Index to Notes](#)

## Vacasa, Inc.

### Notes to Consolidated Financial Statements

#### Operating Loss and Tax Credit Carryforwards

The Company has federal tax net operating loss ("NOL") carryforwards related to its domestic and foreign operations of approximately \$217.1 million \$218.6 million as of December 31, 2022 December 31, 2023, of which \$9.8 million will begin to expire in 2035, and the remaining of which have an indefinite carryforward.

[Index to Notes](#)

## Vacasa, Inc.

### Notes to Consolidated Financial Statements

The Company is subject to taxation in the U.S. and various states and foreign jurisdictions. With few exceptions, as of December 31, 2022 December 31, 2023, the Company is no longer subject to U.S. federal, state, local, or foreign examinations by tax authorities for years before 2019, 2020.

#### Note 13 — Equity

Subsequent to the Reverse Recapitalization, as described in Note 3, *Reverse Recapitalization*, the Company had one class of preferred stock authorized and three classes of common stock: Class A Common Stock, Class B Common Stock and Class G Common Stock. Holders of the Class A Common Stock and Class B Common Stock will vote together as a single class on all matters submitted to stockholders for their vote or approval, except as required by applicable law. Each share of Class A and Class B Common Stock will be entitled to one vote on such matters. Holders of the Class G Common Stock will not be entitled to vote (except as required by applicable law).

#### Reverse Stock Split

On October 2, 2023, we completed a 1-for-20 Reverse Stock Split of the Company's outstanding Class A Common Stock, Class B Common Stock, and Class G Common Stock. The Reverse Stock Split had no effect on the number of authorized shares of any class of common stock. Par value remained \$0.00001 per share. Stockholders who would otherwise have been entitled to receive fractional shares as a result of the Reverse Stock Split received a cash payment in lieu of receiving fractional shares. All share and share-related information presented in these consolidated financial statements has been retroactively adjusted for all periods presented to reflect the decreased number of shares resulting from the Reverse Stock Split.

#### Preferred Stock

The Company has been authorized to issue 30,000,000 shares of preferred stock with a par value of \$0.00001 per share. Voting and other rights and preferences may be determined from time to time by the Company's Board of Directors. As of December 31, 2022 December 31, 2023, there were no shares of preferred stock issued and outstanding.

#### Class A Common Stock

The Company is authorized to issue 1,000,000,000 shares of Class A Common Stock, par value \$0.00001 per share. As of December 31, 2022 December 31, 2023, there were 236,390,230 12,730,577 shares of Class A Common Stock outstanding. The holders of the Company's Class A Common Stock are entitled to receive dividends when, as and if declared by the Company's Board out of legally available funds.

#### Class B Common Stock

The Company is authorized to issue 487,276,085 472,436,863 shares of Class B Common Stock, par value \$0.00001 per share, which shares were issued to Existing VH Holders that continued to hold their investment in OpCo Units of Vacasa Holdings in connection with the Reverse Recapitalization, as described in Note 3, *Reverse Recapitalization*. The holders of the Class B Common Stock hold an equal number of OpCo Units in Vacasa Holdings. From time to time, the Class B Common Stock and OpCo Units held by the Existing VH Holders may be exchanged for one share of Class A Common Stock of the Company or cash (based on the market price for a share of Class A Common Stock) at the election of the Company's Board. As of December 31, 2022 December 31, 2023, there were 197,445,231 9,340,553 shares of Class B Common Stock outstanding.

#### *Class G Common Stock*

The Company is authorized to issue 30,000,000 shares of Class G Common Stock, par value \$0.00001 per share. The holders of the Company's Class G Common Stock will not be entitled to vote (except as required by applicable law). As of December 31, 2022 December 31, 2023, there were 6,333,333 316,666 shares of Class G Common Stock outstanding.

Pursuant to the Certificate of Incorporation, the shares of the Company's Class G Common Stock issued will be automatically converted into shares of the Company's Class A Common Stock to the extent certain triggering events occur prior to the 10th anniversary of the Reverse Recapitalization, including specified strategic transactions and other triggering events based on the shares of the Class A Common Stock closing trading price equaling or exceeding certain price thresholds for any 20 days within a 30 trading-day period. The first price threshold is \$12.50 \$250.00 per share, the second price threshold is \$15.00 \$300.00 per share, and the third price threshold is \$17.50 \$350.00 per share (in each case, as adjusted for share subdivisions, share capitalizations, reorganizations, recapitalizations and the like). Upon the occurrence of the first price threshold, second price threshold, and third price threshold, the number of shares of the Company's Class A Common Stock that will be issued upon the conversion of the applicable shares of the Company's Class G Common Stock will equal 2,419,662, 2,722,118, 120,983, 136,105, and 3,085,068, 154,253, respectively. Any shares of Class G Common Stock that remain outstanding on the tenth anniversary of the closing date of the Reverse

[Index to Notes](#)

### **Vacasa, Inc.** **Notes to Consolidated Financial Statements**

Recapitalization will be automatically transferred to the Company for no consideration and will be retired and cancelled in accordance with the Certificate of Incorporation.

[Index to Notes](#)

### **Vacasa, Inc.** **Notes to Consolidated Financial Statements**

The Company's Class G Common Stock is not indexed to the common stock of the Company and, therefore, is accounted for as liability classified instruments in accordance with ASC 815-40, as the events that determine the number of shares of Class G Common Stock required to be released or issued, as the case may be, include events that are not solely indexed to the fair value of the Company's Class A Common Stock. The Class G Common Stock was measured at the Reverse Recapitalization date, and subsequently will be measured at each reporting date until settled, or it meets the criteria for equity classification. Changes in the fair value are recorded as a component of other income, (expense), net in the consolidated statements of operations. See Note 5, *Fair Value Measurements* for further information.

#### *Dividends and Conversion*

The holders of the Company's Class B Common Stock and Class G Common Stock will not have any right to receive dividends other than stock dividends consisting of shares of the Company's Class B Common Stock and Class G Common Stock, respectively, paid proportionally with respect to each outstanding share of the applicable class of the Company's common stock, in connection with a stock dividend declared and paid on the Company's Class A Common Stock. Stock dividends with respect to each class of the Company's common stock may only be paid with shares of the Company's common stock of the same class.

Shares of Class A Common Stock and Class B Common Stock are not subject to any conversion right.

#### *Redeemable Noncontrolling Interest*

The redeemable noncontrolling interest relates to the economic interest of Vacasa Holdings OpCo Units not owned by the Company. As of December 31, 2022 December 31, 2023, the Company directly owned approximately 54.5% 57.7% of the interest in Vacasa Holdings and the redeemable noncontrolling interest was 45.5% 42.3%. The Existing VH Holders that hold the OpCo Units of Vacasa Holdings own an equal number of shares of Class B Common Stock. Due to the cash redemption and the Existing VH Holders controlling the Board of Directors of the Company, the Company has accounted for the redeemable noncontrolling interest as temporary equity.

#### *Vacasa Holdings LLC Equity*

For periods prior to the Reverse Recapitalization, Vacasa Holdings LLC had preferred units, Class A common units, Class B common units, Class C common units, preferred unit warrants, and common unit warrants. As discussed in Note 3, *Reverse Recapitalization*, all of the existing holders of Vacasa Holdings preferred units, common units, and warrants exchanged their interests in Vacasa Holdings for Class A Common Stock or Class B Common Stock and OpCo Units in Vacasa Holdings, pursuant to the terms of the Business Combination Agreement, as amended. For additional information on the Reverse Recapitalization, see Note 3, *Reverse Recapitalization*. The conversion of the historical preferred units and warrants were consistent with the terms of the instruments at such date.

For the year ended December 31, 2020 and through the year-to-date period ended April 1, 2021, Vacasa Holdings redeemable convertible preferred units were probable of becoming redeemable in the future and were recorded at their maximum redemption amount, which was the greater of the original preferred unit issue price plus an amount equal to the preferred unpaid return or the then current fair value, at each balance sheet date. The Company recorded losses of \$426.1 million and \$202.4 million to remeasure its Redeemable Convertible Preferred Units to their maximum redemption values during the years year ended December 31, 2021 and 2020, respectively. †

## [Note 14](#) [Equity-Based Compensation](#)

In connection with the Reverse Recapitalization, the Company adopted the Vacasa Inc. 2021 Incentive Award Plan (the "2021 Plan") and the Vacasa, Inc. 2021 Non-Qualified Employee Stock Purchase Plan (the "ESPP Plan" "ESPP").

### *2021 Plan*

Under the 2021 Plan, the Board of Directors may grant incentive stock options ("ISOs") to employees of the Company and certain subsidiaries and nonqualified stock options ("NSOs"), restricted stock ("RSAs"), restricted stock units ("RSUs"), stock appreciation rights ("SARs"), performance units and performance bonus awards, and performance stock units ("PSUs") to employees, members of the Board of Directors and consultants of the Company and its subsidiaries.

### [Index to Notes](#)

#### **Vacasa, Inc.**

#### **Notes to Consolidated Financial Statements**

Under the 2021 Plan, ISOs, NSOs and SARs may be granted at a price not less than 100% of the fair market value of the underlying Class A Common Stock on the date of grant (110% of fair value for ISOs issued to holders of 10% or more of voting

### [Index to Notes](#)

#### **Vacasa, Inc.**

#### **Notes to Consolidated Financial Statements**

stock). Options and SARs are exercisable over a period not to exceed 10 years (five years for incentive stock options granted to holders of 10% or more of the voting stock) from the date of grant. The term of each stock award under the plan will not exceed 10 years and each award generally vests between one and four years.

As of [December 31, 2022](#) [December 31, 2023](#), there were [13,613,239](#) [418,256](#) shares of the Company's Class A Common Stock reserved for future grants under the 2021 Plan. The number of shares reserved for issuance is subject to an annual increase on the first day of each fiscal year beginning in 2022 and ending in 2031, equal to the [least lesser](#) of (a) 3% of the shares of our Class A Common Stock outstanding on the last day of the immediately preceding fiscal year, (b) an amount of additional shares such that the total number of shares available for issuance under the 2021 Plan on such first day of the year, after giving effect to the additional shares, equals 5% of the shares of our Class A Common Stock outstanding on the last day of the immediately preceding fiscal year and (c) such smaller number of shares of our Class A Common Stock as determined by our Board; provided, however, that no more than 25,000,000 shares of our Class A Common Stock may be issued upon the exercise of ISOs. Pursuant to the annual increase provision, an additional [334,520](#) [662,134](#) shares of our Class A Common Stock became reserved for issuance effective [January 1, 2023](#) [January 1, 2024](#).

### *ESPP Plan*

In connection with the Reverse Recapitalization, the Company adopted the [ESPP Plan](#), [ESPP](#). The [ESPP Plan](#) authorizes the issuance of shares of Class A Common Stock pursuant to purchase rights granted to employees.

As of [December 31, 2022](#) [December 31, 2023](#), there were [7,946,327](#) [258,858](#) shares of our Class A Common Stock reserved for future sale to employees under the [ESPP Plan](#), [ESPP](#). The number of shares reserved for issuance is subject to an annual increase on the first day of each fiscal year beginning in 2022 and ending in 2031, equal to the [least lesser](#) of (a) 1% of the shares of our Class A Common Stock outstanding on the last day of the immediately preceding fiscal year, (b) an amount of additional shares such that the total number of shares available for issuance under the ESPP on such first day of the year, after giving effect to the additional shares, equals 2% of the shares of our Class A Common Stock outstanding on the last day of the immediately preceding fiscal year, and (c) such number of shares of our Class A Common Stock as determined by our Board. The shares reserved for issuance under the ESPP may be authorized but unissued shares or reacquired shares. Pursuant to the annual increase provision, an additional [133,808](#) [220,711](#) shares of our Class A Common Stock became reserved for issuance effective [January 1, 2023](#) [January 1, 2024](#).

### *SARs and Options*

Prior to the Reverse Recapitalization, Vacasa Holdings granted unit appreciation rights ("UARs") to employees, consultants, and board members under the UAR plan. Following the effectiveness of the 2021 Plan at the date of the Reverse Recapitalization, the Company ceased granting UAR awards. In connection with the Reverse Recapitalization, UARs were converted into Company SAR Awards, which entitle the holder to receive a number of shares of the Company's Class A Common Stock, cash or other assets equal to the appreciation in value between the grant date and the exercise date.

The historical UARs were generally subject to both service-based and liquidity-based vesting conditions. The service-based vesting condition is satisfied based on continued service over a period of time that is set forth in the applicable award agreement. The liquidity-based vesting condition is satisfied upon (i) a change in control (as defined in the UAR Plan) or (ii) the occurrence of the date that is six months and one day following an initial public offering of the Company's securities. The Business Combination Agreement, as described in Note 3, *Reverse Recapitalization*, provides that the liquidity-based vesting condition will be deemed satisfied if the holder of a Vacasa SAR Award (into which UARs were converted) remains a service provider of the company through the 180th day following the closing of the Reverse Recapitalization. In connection with the Reverse Recapitalization, each UAR that was outstanding immediately prior to the Reverse Recapitalization was converted into a SAR of the Company on terms substantially identical to those in effect prior to the Reverse Recapitalization, except for adjustments to the underlying number of shares and the exercise price based on the determined exchange ratio. The exchange was treated as a modification of the awards which did not result in any incremental compensation expense at the closing of the Reverse Recapitalization. Through December 6, 2021, no equity-based compensation expense had been recognized for the historical UAR awards with the liquidity-event performance-based vesting condition based on the occurrence of a qualifying event, as such qualifying event was not probable. Upon the Reverse Recapitalization, the liquidity-event performance-based condition was met and \$18.4 million of equity-based compensation expense was recognized related to these awards.

Prior to the Reverse Recapitalization, Vacasa Holdings recognized equity-based compensation for option awards granted and outstanding under the TurnKey Vacations, Inc., 2014 Equity Incentive Plan, as a result of the TurnKey Acquisition. As a result of the Reverse Recapitalization, stock options outstanding under such plan were converted into [5,553,275](#) [277,663](#) of Class A stock options of

the Company based on the Exchange Ratio determined in accordance with the terms of the Reverse Recapitalization. The exchange of such stock options for stock options of the Company's Class A Common Stock was treated as a modification of the

[Index to Notes](#)

Vacasa, Inc.  
Notes to Consolidated Financial Statements

awards. The modification of the stock options did not result in any incremental compensation expense to be recognized at the closing of the Reverse Recapitalization.

[Index to Notes](#)

Vacasa, Inc.  
Notes to Consolidated Financial Statements

Equity-based Award Activities

Restricted Stock Units

A summary of the RSU activity during the periods indicated was as follows during the period indicated:

Activity Type	Restricted Stock Units (in thousands)	Weighted Average Grant Date Fair Value
Outstanding as of December 31, 2021	—	\$ —
Granted	7,998	5.49
Vested <sup>(1)</sup>	(1,425)	6.68
Forfeited <sup>(1)</sup>	(1,192)	6.41
Outstanding as of December 31, 2022	5,381	4.96

(1) In connection with his departure as Chief Executive Officer, Matt Roberts received accelerated vesting of 280,200 of his RSUs. The remaining 217,933 of his unvested RSUs were forfeited.

Activity Type	Restricted Stock Units (in thousands)	Weighted Average Grant Date Fair Value
Outstanding as of December 31, 2021	—	\$ —
Granted	399	109.80
Vested	(71)	133.60
Forfeited	(59)	128.20
Outstanding as of December 31, 2022	269	99.20
Granted	825	19.14
Vested	(161)	75.30
Forfeited	(100)	60.33
Outstanding as of December 31, 2023	833	27.58

As of December 31, 2022 December 31, 2023, there was unrecognized compensation expense of \$19.3 \$20.1 million related to unvested RSUs, which is expected to be recognized over a weighted-average period of 3.2 2.4 years.

Performance Stock Units

The Company has granted PSUs to certain members of its leadership team, which vest based upon the achievement of performance criteria and requisite service. The performance criteria are based on the achievement of certain share price appreciation targets. Attainment of each share price appreciation target is measured based on either the trailing 45-day or 60-day average closing trading price of our Class A Common Stock or, in the event of a change in control, the amount per share of Class A Common Stock to be paid to a stockholder in connection with such change in control. For certain of the awards, depending on the performance achieved, the actual number of shares of Class A Common Stock issued to the holder may range from 0% to 200% of the target number of PSUs granted. The number of PSUs granted included in the table below is based on the maximum potential achievement for all awards. In the event that performance criteria and requisite service are not achieved, the corresponding portion of the PSUs that do not vest will be forfeited.

A summary of the PSU activity during the periods indicated was as follows during the period indicated:

	Performance Stock Units (in thousands)	Weighted Average Grant Date Fair Value
Outstanding as of December 31, 2021	—	\$ —
Granted	3,596	2.72
Vested <sup>(1)</sup>	(405)	2.33
Forfeited <sup>(1)</sup>	(1,078)	2.53

Outstanding as of December 31, 2022	2,113	2.90
-------------------------------------	-------	------

(1) In connection with his departure as Chief Executive Officer, Matt Roberts received accelerated vesting of 404,732 of his PSUs. The remaining 840,598 of his unvested PSUs were forfeited.

	Performance Stock Units (in thousands)	Weighted Average Grant Date Fair Value
Outstanding as of December 31, 2021	—	\$ —
Granted	179	54.40
Vested	(20)	46.60
Forfeited	(54)	50.60
Outstanding as of December 31, 2022	105	58.00
Granted	150	9.68
Forfeited	(5)	75.82
Outstanding as of December 31, 2023	250	29.40

As of **December 31, 2022** **December 31, 2023**, there was unrecognized compensation expense of **\$5.3** **\$4.1** million related to unvested PSUs, which is expected to be recognized over a weighted-average period of **2.8** **1.9** years.

[Index to Notes](#)

## Vacasa, Inc. Notes to Consolidated Financial Statements

### Stock Appreciation Rights

A summary of the SARs activity **during the periods indicated** was as **follows during the period indicated; follows:**

	Stock Appreciation Rights (in thousands)	Weighted Average Exercise Price
Outstanding as of January 1, 2021	—	\$ —
Effect of Reverse Recapitalization	5,028	2.95
Forfeited	(14)	3.56

	Stock Appreciation Rights (in thousands)	Stock Appreciation Rights (in thousands)	Weighted Average Exercise Price
Outstanding as of December 31, 2021	Outstanding as of December 31, 2021	2.95	
	5,014		
Exercised	Exercised	(2,758)	2.68
Forfeited	Forfeited	(515)	4.06
Outstanding as of December 31, 2022	Outstanding as of December 31, 2022	3.06	
	1,741		
Forfeited			
Outstanding as of December 31, 2023			

The aggregate intrinsic value of SARs exercised during the year ended December 31, 2022 was \$5.4 million. As of **December 31, 2022** **December 31, 2023**, there was **\$0.6 million** **\$0.1 million** of unrecognized compensation expense for the Company's SARs that will be recognized over a weighted-average remaining recognition period of **1.1** **0.6** years. As of **December 31, 2022** **December 31, 2023**, the Company's outstanding SARs had a weighted-average remaining contractual life of **6.3** **5.5** years and no intrinsic value.

## Stock Options

A summary of the stock options activity during the periods indicated was as follows during the period indicated: follows:

Activity Type	Stock Options (in thousands)	Weighted Average Exercise Price	Activity Type	Stock Options (in thousands)	Weighted Average Exercise Price
Outstanding as of January 1, 2021	—	\$ —			
Effect of Reverse Recapitalization	5,553	0.93			
Forfeited	(92)	1.64			
Outstanding as of December 31, 2021	5,461	0.91			
Exercised	(472)	0.45			
Forfeited	(292)	1.60			
Outstanding as of December 31, 2022	4,697	0.92			
Exercised					
Forfeited					
Outstanding as of December 31, 2023					

The aggregate intrinsic value of stock options exercised during the year ended December 31, 2022 December 31, 2023 was \$1.5 million \$0.4 million. As of December 31, 2022 December 31, 2023, there was \$0.3 million \$0.1 million of unrecognized compensation expense for the Company's stock options that will be recognized over a weighted-average remaining recognition period of 1.6 0.9 years. As of December 31, 2022 December 31, 2023, the Company's outstanding stock options had a weighted-average remaining contractual life of 5.4 4.7 years and an intrinsic value of \$2.3 million \$0.1 million.

[Index to Notes](#)

## Vacasa, Inc. Notes to Consolidated Financial Statements

### Employee Equity Units

A summary of the Vacasa Employee Holdings LLC employee equity units is activity during the periods indicated was as follows:

	Employee Equity Units (in thousands)	Weighted-Average Grant Date Fair Value
Balance as of December 31, 2020	6,074	\$ 0.93
Granted	2,931	6.41
Vested in connection with Reverse Recapitalization	(3,693)	0.76
Unvested balance as of Reverse Recapitalization	5,312	4.10
Vested after Reverse Recapitalization	(358)	0.69
Forfeited or cancelled	—	—
Unvested outstanding as of December 31, 2021	4,954	\$ 4.34
Vested	(2,280)	4.05
Forfeited	(654)	1.48
Unvested outstanding as of December 31, 2022	2,020	5.60

	Employee Equity Units (in thousands)	Weighted-Average Grant Date Fair Value
Unvested outstanding as of December 31, 2021	247	\$ 86.80
Vested	(114)	81.00
Forfeited	(32)	29.60
Unvested outstanding as of December 31, 2022	101	112.00
Vested	(26)	98.31
Forfeited	(70)	122.95
Unvested outstanding as of December 31, 2023	5	29.63

As of **December 31, 2022** **December 31, 2023**, there was **\$11.0 million** **\$0.1 million** of unrecognized compensation expense related to unvested employee equity units, which is expected to be recognized over a weighted-average period of **2.2** **0.7** years.

Prior to the Reverse Recapitalization, Vacasa Holdings had granted its executives "employee equity units" of Vacasa Employee Holdings LLC, which are intended to constitute "profits interests" within the meaning of IRS Revenue Procedure 93-27, as clarified by IRS Revenue Procedure 2001-43. The employee equity units have no intrinsic value on the date of grant, and have actual value to the executive only to the extent the equity value of Vacasa Holdings appreciates following the grant date.

Employee equity units are subject to a time-based vesting condition. The time-based vesting condition is generally satisfied over four years with 25% of the units vesting on the one year anniversary of the vesting commencement date of the award, followed by 1/48th of the units vesting each month over the subsequent three years.

Prior to the consummation of the Reverse Recapitalization (as described in Note 3, *Reverse Recapitalization*), Vacasa Holdings effectuated the Vacasa Holdings Recapitalization, pursuant to which all outstanding employee equity units were recapitalized in accordance with the OpCo LLC Agreement, which continue to be subject to the same vesting conditions as applied to such employee equity units before the recapitalization. Upon vesting of each employee equity unit, a corresponding OpCo unit vests and a Class B common share of the Company is issued. The modification did not result in any incremental compensation expense to be recognized. No grants of employee equity units are to be made following the Reverse Recapitalization.

Prior to the consummation of the Reverse Recapitalization, the determination of the fair value of awards on the date of grant utilized an option-pricing model which used the value of the Company's equity units on the date of grant, the expected term of the awards, volatility, risk-free interest rate, and discount for lack of marketability. The Company's computation of expected volatility was based on the historical volatility of selected comparable publicly traded companies over a period equal to the expected term of the award. The risk-free interest rate reflected the U.S. Treasury yield curve for a similar instrument with the same expected term in effect at the time of the grant. The value of the Company's equity units was determined by first determining the BEV of Vacasa Holdings and then allocating that equity fair value to Vacasa Holdings' redeemable convertible preferred units, common units and common unit equivalents. The BEV was estimated primarily using a market approach, which measures the value of a business through an analysis of recent sales or offerings of comparable investments or assets and comparing a business to a group of its peer companies.

#### Employee Stock Purchase Plan

In connection with the Business Combination, the Company adopted the 2021 Nonqualified ESPP. Under the ESPP, eligible participants may purchase shares of the Company's Class A Common Stock using payroll deductions, which may not exceed 15% of their total cash compensation. Offering and purchase periods begin on June 1 and December 1 of each year. Participants will be granted the right to purchase shares at a price per share that is 85% of the lesser of the fair market value of the shares at (i) the participant's entry date into the applicable one-year offering period or (ii) the end of each six-month purchase period within the offering period.

[Index to Notes](#)

#### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

The ESPP does not meet the criteria of Section 423 of the Internal Revenue Code and is considered a non-qualified plan for federal tax purposes. The Company has treated the ESPP as a compensatory plan under GAAP.

[Index to Notes](#)

#### Vacasa, Inc.

#### Notes to Consolidated Financial Statements

For the year ended **December 31, 2022** **December 31, 2023**, there were **915,464** **145,148** shares of Class A Common Stock purchased under the ESPP at a weighted-average price of **\$1.33** **\$9.47** per share.

#### Equity-Based Compensation Expense

The Company recorded equity-based compensation expense for the periods presented in the consolidated statements of operations as follows (in thousands):

Year Ended December 31,	Year Ended December 31,
	Year Ended December 31,
	2022 2021 2020
2023	
2023	



		2023	2022	2021
Cost of revenue	Cost of revenue	\$ 1,025	\$ 113	\$ —
Operations and support	Operations and support	5,931	2,574	252
Technology and development	Technology and development	5,733	3,032	641
Sales and marketing	Sales and marketing	5,554	8,270	372
General and administrative	General and administrative	15,927	12,989	2,084
Total equity-based compensation expense	Total equity-based compensation expense	\$34,170	\$26,978	\$3,349

#### Vacasa Holdings LLC Equity

For the year-to-date period ended April 1, 2021, Vacasa Holdings redeemable convertible preferred units were probable of becoming redeemable in the future and were recorded at their maximum redemption amount, which was the greater of the original preferred unit issue price plus an amount equal to the preferred unpaid return or the then current fair value, at each balance sheet date. The Company recorded a loss of \$426.1 million remeasurement of its redeemable convertible preferred units during the year ended December 31, 2021. Subsequent to April 1, 2021, the Company did not adjust the carrying amount of the Vacasa Holdings redeemable convertible preferred units to the deemed liquidation value of such units, as a qualifying liquidation event was not probable. In connection with the Reverse Recapitalization on December 6, 2021, all of the existing holders of Vacasa Holdings preferred units exchanged their interests in Vacasa Holdings for Class A Common Stock or Class B Common Stock and OpCo Units in Vacasa Holdings, and the Vacasa Holdings redeemable convertible preferred units are no longer outstanding.

For the year ended December 31, 2021, Vacasa Holdings common unit warrants were measured and recorded at fair value on a recurring basis. The Company recorded a loss of \$11.5 million to remeasure the common unit warrants to their fair values during the year ended December 31, 2021. In connection with the Reverse Recapitalization on December 6, 2021, these warrants were net exercised in accordance with their terms and were no longer outstanding as of December 31, 2021.

#### Note 15 — Net Loss Per Share

The Company calculates net income (loss) per share of Class A Common Stock in accordance with ASC 260, Earnings Per Share, which requires the presentation of basic and diluted net income (loss) per share. Basic net income (loss) per share is calculated by dividing net income (loss) attributable to Vacasa, Inc. by the weighted-average shares of Class A Common Stock outstanding without the consideration for potential potentially dilutive shares of common stock. Diluted net income (loss) per share represents basic net income (loss) per share adjusted to include the potentially dilutive effect of RSUs, PSUs, SARs, stock options, employee equity units, purchases shares expected to be purchased under the ESPP, and Class G Common Stock. Diluted net income (loss) per share is computed by dividing the net income (loss) by the weighted-average number of Class A Common Stock equivalents outstanding for the period determined using the treasury stock method and if-converted method, as applicable. During periods of net loss, diluted loss per share is equal to basic net loss per share because the antidilutive effect of potential shares of common shares stock is disregarded.

The Company analyzed the calculation of net income (loss) per share for periods prior to the Reverse Recapitalization as described in Note 3, *Reverse Recapitalization*, and determined that it resulted in values that would not be meaningful to the users of the consolidated financial statements. Therefore, loss per share information has not been presented for periods prior to the Reverse Recapitalization on December 6, 2021. The basic and diluted loss per share of Class A Common Stock for the year ended December 31, 2021 represents only the period of December 6, 2021 to December 31, 2021.

#### [Index to Notes](#)

### Vacasa, Inc. Notes to Consolidated Financial Statements

The following is a reconciliation of basic and diluted loss per share of Class A Common Stock for the year years ended December 31, 2023 and December 31, 2022, and for the period December 6, 2021 through December 31, 2021 (in thousands, except per share data):

	Year Ended December 31,	December 6 - December 31,
	2022	2021
Net loss attributable to Class A Common Stockholders for basic and diluted net loss per share	\$ (177,898)	\$ (12,697)
Weighted-average shares for basic and diluted loss per share <sup>(1)</sup>	223,423	214,794
Basic and Diluted loss per share of Class A Common Stock	\$ (0.80)	\$ (0.06)

	Year Ended December 31,	December 6 - December 31,
	2023	2021

Net loss attributable to Class A Common Stockholders for basic and diluted net loss per share	\$	(298,703)	\$	(177,898)	\$	(12,697)
Weighted-average shares for basic and diluted loss per share <sup>(1)(2)</sup>		12,202		11,171		10,739
Basic and Diluted loss per share of Class A Common Stock <sup>(1)(2)</sup>	\$	(24.48)	\$	(15.92)	\$	(1.18)

(1) Basic and diluted weighted-average shares outstanding include restricted stock units that have vested but whose settlement have not yet settled into shares of Class A Common Stock.

(2) Weighted-average shares outstanding and equity awards used in the computation of basic and diluted loss per share for prior years have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on October 2, 2023. Refer to Note 13 - Equity for additional information.

Shares of the Company's Class B Common Stock and Class G Common Stock do not participate in earnings or losses of the Company and are therefore not participating securities. As such, separate presentation of basic and diluted earnings (loss) loss per share of Class B Common Stock and Class G Common Stock under the two-class method has not been presented.

The following outstanding potentially dilutive securities were excluded from the calculation of diluted net income (loss) loss per share of Class A Common Stock either because their impact would have been antidilutive for the period periods presented or because they were contingently issuable upon the satisfaction of certain market conditions (in thousands)<sup>(3)</sup>:

	Year Ended December 31
	2022
OpCo units <sup>(1)</sup>	197,445
Restricted stock units	5,381
Performance stock units <sup>(2)</sup>	2,113
Stock appreciation rights	1,741
Stock options	4,697
Employee equity units	2,020
Employee stock purchase plan	3,499
Class G Common Stock	8,227
Common shares excluded from calculation of diluted net income (loss) per share	225,123

	Year Ended December 31,		December 6- December 31
	2023	2022	2021
OpCo units <sup>(2)</sup>	9,341	9,872	10,638
Restricted stock units	833	269	—
Performance stock units <sup>(3)</sup>	250	105	—
Stock appreciation rights	45	87	250
Stock options	156	234	273
Employee equity units	5	101	247
Employee stock purchase plan	200	174	—
Class G Common Stock	411	411	411
Common shares excluded from calculation of diluted net loss per share	11,241	11,253	11,819

(1) The share amounts for prior years have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on October 2, 2023. Refer to Note 13 - Equity for additional information.

(2) These securities are neither dilutive or nor anti-dilutive for the period presented as their assumed redemption for shares of Class A Common Stock would cause a proportionate increase to Net net income (loss) attributable to Class A Common Stockholders, diluted.

(2) (3) PSUs are contingently issuable upon the satisfaction of certain market conditions. As of December 31, 2022 December 31, 2023, none of the requisite market conditions have been met, and therefore all such contingently issuable shares have been excluded from the calculation of diluted loss net income (loss) per share of Class A Common Stock.

[Index to Notes](#)

## Vacasa, Inc.

### Notes to Consolidated Financial Statements

#### Note 16 — Commitments and Contingencies

##### Leases

See Note 8, *Leases*.

## Regulatory Matters and Legal Proceedings

The Company's operations are subject to laws, rules, and regulations that vary by jurisdiction. In addition, the Company has been and is currently a party to various legal proceedings, including employment and general litigation matters, which arise in the ordinary course of business. Such proceedings and claims can require the Company to expend significant financial and operational resources.

[Index to Notes](#)

### Vacasa, Inc.

## Notes to Consolidated Financial Statements

### Regulatory Matters

The Company's core business operations consist of the management of short-term vacation rental stays, with such operations which are subject to local, city, and or county ordinances, together with various state, U.S. and foreign laws, rules and regulations. Such laws, rules, and regulations are complex and subject to change, and in several instances, jurisdictions have yet to codify or implement applicable laws, rules or regulations. Other ancillary components of the Company's business activities include the management of long-term rental stays and homeowner association management, and real estate activity, management. In addition to laws governing the aforementioned business lines, these activities, the Company must comply with laws in relation to travel, tax, privacy and data protection, intellectual property, competition, health and safety, consumer protection, employment and many others. These business operations expose the Company to inquiries and potential claims related to its compliance with applicable laws, rules, and regulations. Given the shifting landscape with respect to the short-term rental laws, changes in existing laws or the implementation of new laws could have a material impact on the Company's business.

### Tax Matters

Some states and localities in the U.S. and elsewhere in the world impose transient occupancy, lodging accommodations, and sales taxes ("Hospitality and Sales Taxes") on the use or occupancy of lodging accommodations or and other traveler services. The Company collects and remits Hospitality and Sales Taxes collected from guests on behalf of its homeowners. Such Hospitality and Sales Taxes are generally remitted to tax jurisdictions within a 30 day 30-day period following the end of each month, quarter, or year end.

As of December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022, the Company had an obligation to remit Hospitality and Sales Taxes collected from guests in these jurisdictions totaling \$17.9 \$14.7 million and \$12.5 \$17.9 million, respectively. These payables are recorded in hospitality and sales taxes payable on the consolidated balance sheets.

The Company's potential obligations with respect to Hospitality and Sales Taxes could be affected by various factors, which include, but are not limited to, whether the Company determines, or any tax authority asserts, that the Company has a responsibility to collect lodging and related taxes on either historical or future transactions or by the introduction of new ordinances and taxes that subject the Company's operations to such taxes. The Company is under audit and inquiry by various domestic tax authorities with regard to non-income hospitality and sales tax matters.

The Company has estimated liabilities in certain jurisdictions with respect to state, city, and local taxes related to lodging where management believes it is probable that the Company has additional liabilities, and the related amounts can be reasonably estimated. The subject matter of these These contingent liabilities primarily arises arise from the Company's Company's transactions with its homeowners, guests, and service contracts. The disputes involve contracts and relate to the applicability of transactional taxes (such as sales, value-added, information reporting, and similar taxes) to services provided. As of December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022, accrued obligations related to these estimated taxes, including estimated penalties and interest, totaled \$11.8 \$10.7 million and \$13.1 \$11.8 million, respectively. Due to the inherent complexity and uncertainty of these matters and judicial processes in certain jurisdictions, the final outcomes of such matters may result in obligations that exceed the estimated liabilities recorded.

The Company has estimated other contingent non-income tax related liabilities related to domestic and foreign taxing authorities. The subject matter of these contingent liabilities arises from transactions with homeowners and the related information reporting requirements and potential back-up withholding on certain homeowner payments. As of December 31, 2023 and December 31, 2022, accrued obligations related to the information reporting requirements, including estimated penalties and interest, totaled \$1.9 million and \$1.2 million, respectively. With respect to potential back-up withholding on certain homeowner payments, any estimated liability is inherently subjective due to the complexity and uncertainty of this matter; therefore, any reasonably possible loss or range of loss cannot be estimated.

[Index to Notes](#)

### Vacasa, Inc.

## Notes to Consolidated Financial Statements

Refer to Note 12, *Income Taxes*, for further discussion on other income tax matters.

### Litigation

The Company has been and is currently involved in litigation and legal proceedings and subject to legal claims in the ordinary course of business. These include legal claims asserting, among other things, commercial, competition, tax, employment, discrimination, wage-and-hour, consumer, personal injury, negligence, and property rights.

In January 2023, the Company was served with a complaint filed against multiple subsidiaries of the Company alleging, among other things, wrongful death relating to a fire in 2020 at rental units managed by a subsidiary of the Company. The complaint was filed in Dare County Superior Court in the State of North Carolina and seeks damages related to the deaths of three individuals. The Company believes it has meritorious defenses to the allegations in the complaint and will vigorously contest the allegations.

The Company does not believe, based on currently available facts and circumstances, that the final outcome of any pending legal proceedings or ongoing regulatory investigations, taken individually or as a whole, will have a material adverse effect on our consolidated financial statements. However, lawsuits may involve complex questions of fact and law and may require the expenditure of significant funds and other resources to defend. The results of litigation or regulatory investigations are inherently uncertain, and material adverse outcomes are possible. From time to time, the Company may enter into confidential discussions regarding the potential settlement of such lawsuits. Any settlement of pending litigation could require us to incur substantial costs and other ongoing expenses.

**Vacasa, Inc.**  
**Notes to Consolidated Financial Statements**

During the periods presented, no material amounts have been accrued or disclosed in the accompanying consolidated financial statements with respect to loss contingencies associated with any regulatory matter or legal proceeding. These matters are subject to many uncertainties, and the ultimate outcomes are not predictable. There can be no assurances that the actual amounts required to satisfy any liabilities arising from the regulatory matters and legal proceedings described above will not have a material adverse effect on the Company's business, results of operations, financial condition, or cash flows.

**Accommodations Protection Program**

The Company offers an Accommodations Protection Program (the "Program") that covers the Company and the homeowner for covered incidents that occur during the period of a confirmed rental reservation for the property that is booked through the Company. The Program is administered by a third-party insurer under a commercial liability insurance policy and is subject to the policy terms and Program rules that are in effect at the time of an occurrence. The Program includes various market-standard conditions, limitations, and exclusions. Homeowners who sign a new vacation rental services agreement with the Company are automatically enrolled in the Program and charged a fixed amount per night of each confirmed vacation rental stay. A homeowner may opt out of the Program at any time by completing an opt-out form. If a homeowner opts out of the Program, the homeowner's insurance policies, or the homeowner personally if the homeowner does not carry insurance, become primary for all occurrences and incidents that happen in or about the home.

**Indemnification**

As a matter of ordinary course, the Company provides agrees to indemnification clauses in commercial agreements where appropriate, in accordance with industry standards, desirable or appropriate. As a result, the Company may be obligated to indemnify third parties for losses or damages incurred in connection with the Company's operations or its non-compliance with contractual obligations. Additionally, the Company has entered into indemnification agreements with its officers and directors, and its bylaws contain certain indemnification obligations for officers and directors. It is not possible to determine the aggregate maximum potential loss pursuant to the aforementioned indemnification provisions and obligations due to the unique facts and circumstances involved in each particular situation. As of December 31, 2023, the Company did not have any material indemnification claims that were probable or reasonably possible.

**Note 17 — Employee Benefit Plan**

The Company maintains the Vacasa 401(k) Plan ("401(k) Plan"), a defined contribution benefit plan, for its employees who satisfy certain eligibility requirements. The 401(k) Plan allows eligible employees to make voluntary contributions at the discretion of the employee, up to the maximum annual contribution subject to Internal Revenue Code limitations. The Company matches contributions made by 401(k) Plan participants equal to 100% of the elective deferrals up to 6% of a participant's annual eligible compensation. Both employee contributions and the Company's matching contributions are fully vested upon contribution. For the years ended December 31, 2022, December 31, 2023, 2021, 2022, and 2020, 2021, the Company recognized matching contribution expense of \$10.5 million \$9.2 million, \$7.9 million \$10.5 million, and \$4.4 million \$7.9 million, respectively.

**Note 18 — 8 – Subsequent Events Workforce Reduction**

**Workforce Reduction Plan** In January 2023, the Company implemented a workforce reduction plan designed to align the Company's expected cost base with its 2023 strategic and operating priorities. The 2023 workforce reduction included the elimination of approximately 1,300 positions across the Company, in both the Company's local operations teams and central teams, representing approximately 17% of the workforce.

In connection with the 2023 workforce reduction, the Company incurred severance and employee benefits costs of approximately \$5.1 million, during the year ended December 31, 2023, which are included in operating costs and expenses in the consolidated statements of operations.

**Vacasa, Inc.**  
**Notes to Consolidated Financial Statements**

**Note 19 — Subsequent Event**

On January 23, 2023 February 27, 2024, the Board of Directors of the Company approved a workforce reduction plan (the "Plan") designed to align the Company's expected cost base with its 2023 strategic and operating priorities, priorities and continued achievement of adjusted EBITDA profitability in 2024. The Plan includes the elimination of approximately 1,300 320 positions across the Company, in both its local operations teams and central teams, representing approximately 17% 5% of the workforce, workforce, or approximately 2% of the local operations teams and approximately 6% of the central team.

The Company estimates the aggregate pre-tax costs associated with the Plan to be approximately \$5 million, primarily consisting of severance payments of approximately \$4 million and employee benefits and related costs of approximately \$1 million. The Company expects to incur substantially all between \$4.0 million and \$5.0 million of these charges costs, consisting primarily of employee severance and benefit costs and professional services fees in connection with the Plan, most of which are expected to be incurred in the first and second quarter quarters of 2023, 2024. All of these costs will result in future cash expenditures. The Company expects the reduction in force to be substantially complete by the second quarter of 2023. The foregoing estimated amounts do not include any non-cash charges associated with equity-based compensation. These estimates of costs and expenses that the Company expects to incur in connection with the Plan are subject to a number of assumptions and actual results may differ materially. The Company may also incur charges and expenditures not currently contemplated due to unanticipated events that may occur in connection with the Plan.

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

None.

**Item 9A. Controls and Procedures**

## Limitations on Effectiveness of Controls and Procedures

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

## Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated, as of the end of the period covered by this Annual Report, on Form 10-K, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of December 31, 2022 December 31, 2023, our disclosure controls and procedures were effective at the reasonable assurance level.

As permitted by related SEC staff interpretive guidance for newly acquired businesses, the operations of one of our portfolio transactions (the "Acquired Business") were excluded from the evaluation of the effectiveness of our disclosure controls and procedures as of December 31, 2022. The operations of the Acquired Business were excluded from the evaluation of the effectiveness of our disclosure controls and procedures only for the period (not beyond one year from the date of acquisition) and extent to which the operations had not yet been integrated into our existing control environment. The Acquired Business represented approximately 2.4% and 1.3% of our total assets (excluding goodwill and intangible assets) and revenue, respectively, as of and for the year ended December 31, 2022.

## Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the quarter ended December 31, 2022 December 31, 2023 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Management's Report on Internal Control over Financial Reporting

As required by SEC rules and regulations implementing Section 404 of the Sarbanes-Oxley Act, our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with GAAP. Our internal control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of our company,
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect errors or misstatements in our financial statements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate. Management assessed the effectiveness of our internal control over financial reporting at December 31, 2022 December 31, 2023. In making these assessments, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework (2013). Based on our assessments and those criteria, management determined that our internal control over financial reporting was effective at December 31, 2022 December 31, 2023.

This Annual Report on Form 10-K does not include an attestation of internal controls from our independent registered public accounting firm due to our status as an emerging growth company under the JOBS Act.

## Item 9B. Other Information

None. During the three months ended December 31, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" as each term is defined in Item 408 of Regulation S-K.

## Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None.

## PART III

## Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item will be included in our Proxy Statement for the 2023 2024 Annual Meeting of Stockholders (the "2023 "2024 Proxy Statement") to be filed with the SEC, within 120 days of the fiscal year ended December 31, 2022 December 31, 2023 and is incorporated herein by reference.

Code of Business Conduct and Ethics

We have a Code of Business Conduct and Ethics that applies to all of our executive officers, directors and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions. A copy of our Code of Business Conduct and Ethics is available on our website, investors.vacasa.com. We intend to make any legally required disclosures regarding amendments to, or waivers of, provisions of our Code of Business Conduct and Ethics on our website rather than by filing a Current Report on Form 8-K.

Item 11. Executive Compensation

The information required by this Item is incorporated by reference to the 2023 2024 Proxy Statement.

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

The information required by this Item is incorporated by reference to the 2023 2024 Proxy Statement.

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

The information required by this Item is incorporated by reference to the 2023 2024 Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this Item is incorporated by reference to the 2023 2024 Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this Annual Report on Form 10-K: Report:

(1) Consolidated Financial Statements

Our consolidated financial statements are listed in the "Index to Consolidated Financial Statements and Schedule" Statements under Part II, Item 8 of this Annual Report on Form 10-K. Report.

(2) Financial Statement Schedules

All financial statement schedules have been omitted because they are not applicable, not material or the required information is shown in Part II, Item 8 of this Annual Report on Form 10-K. Report.

(3) Exhibits

The documents listed in the Exhibit Index of this Annual Report on Form 10-K are herein incorporated by reference or are filed with this Annual Report, on Form 10-K, in each case as indicated herein (numbered in accordance with Item 601 of Regulation S-K).

Item 16. Form 10-K Summary

None.

Exhibit Index

Incorporated by Reference						
Exhibit Number	Exhibit Description	Form	File Number	Date	Exhibit	Filed/Furnished Herewith

2.1	<a href="#">Business Combination Agreement, dated as of July 28, 2021, by and among TPG Pace Solutions Corp., TK Newco, Vacasa Holdings LLC, and certain other parties named therein.</a>	S-4/A	333-258739	10/22/21	Annex A
2.2	<a href="#">Contribution Agreement, dated as of March 7, 2021, by and among TurnKey Vacation Rentals, Inc., Turnkey Vacations, Inc. and Vacasa Holdings LLC.</a>	S-4/A	333-258739	10/22/21	2.2
3.1	<a href="#">Amended and Restated Certificate of Incorporation of the Company.</a>	8-K	001-41130	12/09/21	3.1
3.2	<a href="#">Amended and Restated Bylaws of the Company.</a>	8-K	001-41130	12/09/21	3.2
4.1	<a href="#">Specimen Class A Common Stock Certificate of Vacasa, Inc.</a>	S-4/A	333-258739	10/22/21	4.1
4.2	<a href="#">Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934, as Amended.</a>				*
10.1	<a href="#">Stockholders Agreement, dated as of December 6, 2021.</a>	8-K	001-41130	12/09/21	10.1
10.2	<a href="#">Amendment No. 1 to Stockholders Agreement, dated as of August 16, 2022</a>				*
10.3	<a href="#">Registration Rights Agreement, dated as of December 6, 2021.</a>	8-K	001-41130	12/09/21	10.2
10.4	<a href="#">Tax Receivable Agreement, dated as of December 6, 2021, by and among Vacasa, Inc., Vacasa Holdings LLC and certain other parties named therein.</a>	8-K	001-41130	12/09/21	10.3

Incorporated by Reference						Filed/Furnished Herewith
Exhibit Number	Exhibit Description	Form	File Number	Date	Exhibit	
2.1	<a href="#">Business Combination Agreement, dated as of July 28, 2021, by and among TPG Pace Solutions Corp., TK Newco, Vacasa Holdings LLC, and certain other parties named therein.</a>	S-4/A	333-258739	10/22/21	Annex A	
2.2	<a href="#">Contribution Agreement, dated as of March 7, 2021, by and among TurnKey Vacation Rentals, Inc., Turnkey Vacations, Inc. and Vacasa Holdings LLC.</a>	S-4/A	333-258739	10/22/21	2.2	
3.1	<a href="#">Amended and Restated Certificate of Incorporation of the Company.</a>	8-K	001-41130	12/09/21	3.1	
3.2	<a href="#">Amended and Restated Bylaws of the Company.</a>	8-K	001-41130	12/09/21	3.2	
3.3	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Vacasa, Inc. dated May 23, 2023.</a>	8-K	001-41130	05/25/23	3.1	
3.4	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Vacasa, Inc. dated October 2, 2023.</a>	8-K	001-41130	10/02/23	3.1	
4.1	<a href="#">Specimen Class A Common Stock Certificate of Vacasa, Inc.</a>	S-4/A	333-258739	10/22/21	4.1	
4.2	<a href="#">Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934, as Amended.</a>					*
10.1	<a href="#">Stockholders Agreement, dated as of December 6, 2021.</a>	8-K	001-41130	12/09/21	10.1	

10.5	<a href="#">Fourth Amended and Restated Limited Liability Company Agreement of Vacasa Holdings LLC, dated as of December 6, 2021.</a>	8-K	001-41130	12/09/21	10.4
10.6	<a href="#">Form of Indemnification and Advancement Agreement.</a>	S-4/A	333-258739	11/08/21	10.24

10.7	<a href="#">Revolving Credit Agreement, dated as of October 7, 2021, by and among Vacasa Holdings LLC, V-Revolver Sub LLC, the Lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent, Collateral Agent and an Issuing Bank, Amendment No. 1, dated December 8, 2021, to the Credit Agreement, dated as of October 7, 2021, by and among</a>	S-4/A	333-258739	10/22/21	10.19
10.8	<a href="#">Vacasa Holdings LLC, V-Revolver Sub LLC, the Lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent, Collateral Agent and Issuing Bank, Collateral Agreement, dated as of December 6, 2021, by and among Vacasa Holdings LLC, V-Revolver Sub LLC, the other grantors party thereto, and JPMorgan Chase Bank, N.A., as Collateral Agent.</a>	8-K	001-41130	12/09/21	10.6
10.9	<a href="#">Guarantee Agreement, dated as of October 7, 2021, by and among Vacasa Holdings LLC, V-Revolver Sub LLC, the subsidiary guarantors identified therein, and JPMorgan Chase Bank, N.A., as Administrative Agent.</a>	8-K	001-41130	12/09/21	10.7
10.10	<a href="#">Vacasa, Inc. Non-Employee Director Compensation Program.</a>	S-4/A	333-258739	10/22/21	10.20
10.11#	<a href="#">Vacasa, Inc. 2021 Incentive Award Plan.</a>	8-K	001-41130	12/09/21	10.8
10.12#	<a href="#">Form of Stock Option Grant Notice under the Vacasa, Inc. 2021 Incentive Award Plan.</a>	S-8	333-261693	12/16/21	99.3
10.13#	<a href="#">Form of Restricted Stock Unit Award Grant Notice under the Vacasa, Inc. 2021 Incentive Award Plan.</a>	S-1	333-261922	12/28/21	10.9.1
10.14#	<a href="#">Form of Performance Stock Unit Award Grant Notice under the Vacasa, Inc. 2021 Incentive Award Plan.</a>	S-1	333-261922	12/28/21	10.9.2
10.15#	<a href="#">Vacasa, Inc. 2021 Nongqualified Employee Stock Purchase Plan.</a>	10-Q	001-41130	11/10/22	10.4
10.16#	<a href="#">TurnKey Vacation Rentals, Inc. 2014 Equity Incentive Plan, as amended.</a>	S-8	333-261693	12/16/21	99.4
10.17#	<a href="#">Vacasa, Inc. 2016 Equity Compensation Incentive Plan.</a>	S-8	333-261693	12/16/21	99.1
10.18#		S-8	333-261693	12/16/21	99.2

10.2	<a href="#">Amendment No. 1 to Stockholders Agreement, dated as of August 16, 2022.</a>	10-K	001-41130	03/14/23	10.2
10.3	<a href="#">Director Designation Agreement, dated June 7, 2023, between Vacasa, Inc. and the Silver Lake Stockholders.</a>	8-K	001-41130	06/08/23	10.1
10.4	<a href="#">Director Designation Agreement, dated June 7, 2023, between Vacasa, Inc. and the Riverwood Stockholders.</a>	8-K	001-41130	06/08/23	10.2
10.5	<a href="#">Director Designation Agreement, dated June 7, 2023, between Vacasa, Inc. and the Level Equity Stockholders.</a>	8-K	001-41130	06/08/23	10.3
10.6	<a href="#">Director Designation Agreement, dated June 7, 2023, between Vacasa, Inc. and the EB Stockholders.</a>	8-K	001-41130	06/08/23	10.4
10.7	<a href="#">Registration Rights Agreement, dated as of December 6, 2021.</a>	8-K	001-41130	12/09/21	10.2
10.8	<a href="#">Tax Receivable Agreement, dated as of December 6, 2021, by and among Vacasa, Inc., Vacasa Holdings LLC and certain other parties named therein.</a>	8-K	001-41130	12/09/21	10.3
10.9	<a href="#">Fourth Amended and Restated Limited Liability Company Agreement of Vacasa Holdings LLC, dated as of December 6, 2021.</a>	8-K	001-41130	12/09/21	10.4
10.10	<a href="#">Form of Indemnification and Advancement Agreement.</a>	S-4/A	333-258739	11/08/21	10.24
10.11	<a href="#">Revolving Credit Agreement, dated as of October 7, 2021, by and among Vacasa Holdings LLC, V-Revolver Sub LLC, the Lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent, Collateral Agent and an Issuing Bank.</a>	S-4/A	333-258739	10/22/21	10.19



10.12	<a href="#">Amendment No. 1, dated December 8, 2021, to the Credit Agreement, dated as of October 7, 2021, by and among Vacasa Holdings LLC, V-Revolver Sub LLC, the Lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent, Collateral Agent and Issuing Bank.</a>	8-K	001-41130	12/09/21	10.6
10.13	<a href="#">Amendment No. 2 to the Credit Agreement, dated June 20, 2023, between Vacasa Holdings LLC, V-Revolver Sub LLC, and JPMorgan Chase Bank, N.A.</a>	10-Q	001-41130	08/08/23	10.7
10.14	<a href="#">Collateral Agreement, dated as of December 6, 2021, by and among Vacasa Holdings LLC, V-Revolver Sub LLC, the other grantors party thereto, and JPMorgan Chase Bank, N.A., as Collateral Agent.</a>	8-K	001-41130	12/09/21	10.7

10.15
10.16
10.16
10.16
10.17
10.17
10.17
10.18#
10.18#
10.18#

10.19#	10.19#	<a href="#">Offer Letter, dated August 22, 2022, between Vacasa LLC and Robert Greyber.</a>	10-Q	001-41130	11/10/22	10.1
--------	--------	---	------	-----------	----------	------

10.19#
10.19#
10.20#
10.20#

10.20#	10.20#	<a href="#">Change in Control and Retention Agreement, dated September 6, 2022, between Vacasa LLC and Robert Greyber.</a>	10-Q	001-41130	11/10/22	10.2
--------	--------	--	------	-----------	----------	------

<a href="#">Vacasa, Inc. 2021 Incentive Award Plan, as amended and restated on May 23, 2023.</a>	
--	--

10.21#	10.21#	<a href="#">Separation and Release Agreement, dated August 22, 2022, between Vacasa LLC and Matthew Roberts.</a>	10-001-Q	41130	11/10/22	10.3
10.22#	10.22#	<a href="#">Offer Letter, dated October 28, 2021, between Vacasa, Inc. and Barbara Messing.</a>	S-4/A	333-258739	11/08/21	10.25
10.22#						
10.22#						
10.23#						
10.23#	10.23#	<a href="#">Offer Letter, dated December 8, 2020, between Vacasa LLC and Jamie Cohen.</a>	10-001-K	41130	3/21/22	10.18
10.24#	10.24#	<a href="#">Change in Control and Retention Agreement, dated March 1, 2021, between Vacasa LLC and Jamie Cohen.</a>	10-001-K	41130	3/21/22	10.19
10.24#						
10.24#						
10.25#	10.25#	<a href="#">Offer Letter, date April 6, 2021, between Vacasa LLC and Craig Smith.</a>	10-001-K	41130	3/21/22	10.20
10.26#^		<a href="#">Change in Control and Retention Agreement, dated April 12, 2021, between Vacasa LLC and Craig Smith.</a>	10-001-K	41130	3/21/22	10.21
10.26#						
10.26#						
10.26#						

[Vacasa, Inc. 2021 Nongqualified Employee Stock Purchase Plan, as amended and restated on May 23, 2023.](#) \*

		<a href="#">Vacasa LLC</a>				
		<a href="#">Executive</a>				
10.27#	10.27#	<a href="#">Incentive</a>	001-			
		<a href="#">Compensation</a>	10-	41130		
		<a href="#">Plan.</a>	K	3/21/22	10.23	
		<a href="#">Note</a>				
		<a href="#">Purchase</a>				
		<a href="#">Agreement.</a>				
		<a href="#">dated as of</a>				
		<a href="#">May 21, 2020.</a>				
		<a href="#">by and among</a>				
		<a href="#">Vacasa</a>				
		<a href="#">Holdings LLC.</a>				
		<a href="#">the</a>				
		<a href="#">purchasers</a>				
10.28		<a href="#">party thereto</a>	S- 333-	10/22/21	10.17	
		<a href="#">and</a>	4/A 258739			
		<a href="#">Wilmington</a>				
		<a href="#">Savings Fund</a>				
		<a href="#">Society, FSB.</a>				
		<a href="#">as the</a>				
		<a href="#">Administrative</a>				
		<a href="#">Agent and</a>				
		<a href="#">Collateral</a>				
		<a href="#">Agent, as</a>				
		<a href="#">amended.</a>				
		<a href="#">Guarantee</a>				
		<a href="#">and Collateral</a>				
		<a href="#">Agreement.</a>				
		<a href="#">dated as of</a>				
		<a href="#">May 21, 2020.</a>				
		<a href="#">by and among</a>				
		<a href="#">Vacasa</a>				
		<a href="#">Holdings LLC.</a>				
10.29		<a href="#">the other Note</a>	S- 333-	10/22/21	10.18	
		<a href="#">Parties</a>	4/A 258739			
		<a href="#">identified</a>				
		<a href="#">therein, and</a>				
		<a href="#">Wilmington</a>				
		<a href="#">Savings Fund</a>				
		<a href="#">Society, FSB.</a>				
		<a href="#">as Collateral</a>				
		<a href="#">Agent.</a>				
		<a href="#">List of</a>				
21.1		<a href="#">Subsidiaries</a>				*
		<a href="#">of Vacasa,</a>				
		<a href="#">Inc.</a>				
		<a href="#">Consent of</a>				
		<a href="#">Independent</a>				
23.1		<a href="#">Registered</a>				*
		<a href="#">Public</a>				
		<a href="#">Accounting</a>				
		<a href="#">Firm.</a>				
24.1		<a href="#">Power of</a>				*
		<a href="#">Attorney.</a>				

31.1	<a href="#">Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	*
10.27#		
10.27#		
10.28#		
10.28#		
10.28#		

10.29#	<a href="#">Offer Letter, dated October 28, 2021, between Vacasa, Inc. and Barbara Messing.</a>	S-4/A	333-258739	11/08/21	10.25
10.30#	<a href="#">Transition Agreement, dated May 3, 2023, between Vacasa LLC and Jamie Cohen.</a>	8-K	001-41130	05/09/23	10.2
10.31#	<a href="#">Offer Letter, dated April 6, 2021, between Vacasa LLC and Craig Smith.</a>	10-K	001-41130	03/21/22	10.20
10.32#^	<a href="#">Change in Control and Retention Agreement, dated April 12, 2021, between Vacasa LLC and Craig Smith.</a>	10-K	001-41130	03/21/22	10.21
10.33#	<a href="#">Separation and Release Agreement, dated February 6, 2023, between Vacasa, LLC and Craig Smith.</a>	10-Q	001-41130	08/08/23	10.4
10.34#	<a href="#">Offer Letter, dated May 3, 2023, between Vacasa, LLC and Bruce Schuman.</a>	8-K	001-41130	08/08/23	10.1
10.35#	<a href="#">Change in Control and Retention Agreement, dated June 1, 2023, between Vacasa, LLC and Bruce Schuman.</a>	10-Q	001-41130	08/08/23	10.2
10.36#	<a href="#">Amended and Restated Offer Letter, dated February 6, 2023, between Vacasa LLC and John Banczak.</a>	10-Q	001-41130	05/09/23	10.1
10.37#	<a href="#">Vacasa LLC Executive Incentive Compensation Plan.</a>	10-K	001-41130	03/21/22	10.23
10.38#	<a href="#">Vacasa Annual Incentive Plan for Executives.</a>	8-K	001-41130	02/16/24	10.1
10.39	<a href="#">Note Purchase Agreement, dated as of May 21, 2020, by and among Vacasa Holdings LLC, the purchasers party thereto and Wilmington Savings Fund Society, FSB, as the Administrative Agent and Collateral Agent, as amended.</a>	S-4/A	333-258739	10/22/21	10.17
10.40	<a href="#">Guarantee and Collateral Agreement, dated as of May 21, 2020, by and among Vacasa Holdings LLC, the other Note Parties identified therein, and Wilmington Savings Fund Society, FSB, as Collateral Agent.</a>	S-4/A	333-258739	10/22/21	10.18
21.1	<a href="#">List of Subsidiaries of Vacasa, Inc.</a>				*
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>				*

31.1	<a href="#">Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	*
31.2	<a href="#">Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	*
32.1	<a href="#">Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>	**
32.2	<a href="#">Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>	**
97.1	<a href="#">Vacasa, Inc. Policy for Recovery of Erroneously Awarded Compensation</a>	*
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	
101.SCH	Inline XBRL Taxonomy Extension Schema Document.	
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.	
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.	
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document.	
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.	
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.	

\* Filed herewith.

\*\* Furnished herewith.

# Indicates management contract or compensatory plan.

^ Certain portions of this exhibit (indicated by "[\*\*\*]") have been omitted as we have determined the omitted information is (i) not material and (ii) the type of information that we both customarily and actually treat as private and confidential.

## 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.

**Vacasa, Inc.**

By: /s/ Robert Greyber

Robert Greyber

Chief Executive Officer

Date: March 14, 2023 1, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on March 14, 2023 March 1, 2024, by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name and Signature	Title	Date
<div>/s/ Robert Greyber</div> <div>Robert Greyber</div>	Chief Executive Officer and Director (Principal Executive Officer)	March 14, 2023 1, 2024
<div>/s/ Jamie Cohen Bruce Schuman</div> <div>Jamie Cohen Bruce Schuman</div>	Chief Financial Officer (Principal Financial and Officer)	March 14, 2023 1, 2024
<div>/s/ Tad Larsen</div> <div>Tad Larsen</div>	Principal Accounting Officer Officer (Principal Accounting Officer)	March 1, 2024
<div>/s/ Joerg Adams</div> <div>Joerg Adams</div>	Director	March 14, 2023 1, 2024
<div>/s/ Ryan Bone</div> <div>Ryan Bone</div>	Director	March 14, 2023 1, 2024
<div>/s/ Chad Cohen</div> <div>Eric Breon</div>	Director	March 14, 2023
<div></div> <div>Chad Cohen</div>	Director	March 14, 2023 1, 2024
<div>/s/ Benjamin Levin</div> <div>Benjamin Levin</div>	Director	March 14, 2023 1, 2024
<div>/s/ Barbara Messing</div> <div>Barbara Messing</div>	Director	March 14, 2023 1, 2024
<div>/s/ Jeffrey Parks</div> <div>Jeffrey Parks</div>	Chairman of the Board of Directors	March 14, 2023 1, 2024
<div>/s/ Karl Peterson</div> <div>Karl Peterson</div>	Director	March 14, 2023 1, 2024
<div>/s/ Chris Terrill</div> <div>Chris Terrill</div>	Director	March 14, 2023 1, 2024
<div></div> <div></div>	Director	March 1, 2024
<div>*By: /s/ Jamie Cohen Kimberly White</div> <div>Jamie Cohen</div> <div>Attorney-in-fact</div> <div>March 14, 2023</div>		

**DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

The following description of the capital stock of Vacasa, Inc. (the "Company," "we," "us," and "our") and certain provisions of our Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), our Amended and Restated Bylaws (the "Bylaws"), the Stockholders Agreement, dated as of December 6, 2021 (the "Stockholders Agreement"), by and among the Company and the Silver Lake Stockholders, the Riverwood Stockholders, the Level Equity Stockholders, the TPG Stockholders and the EB Stockholders (each as defined therein), and the General Corporation Law of the State of Delaware (the "DGCL"), and is qualified in its entirety by reference to the full text of our Certificate of Incorporation and Bylaws, and the Stockholders Agreement, copies of which have been filed with the Securities and Exchange Commission (the "SEC"), and the applicable provisions of the DGCL. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in our Certificate of Incorporation Bylaws and Stockholders Agreement, Bylaws, as applicable.

Our Certificate of Incorporation authorizes capital stock consisting of:

- 1,000,000,000 shares of Class A Common Stock, par value \$0.00001 per share (the "Class A Common Stock");
- 500,000,000 shares of Class B Common Stock, par value \$0.00001 per share (the "Class B Common Stock");
- 30,000,000 shares of Class G Common Stock, par value \$0.00001 per share (the "Class G Common Stock" and, together with the Class A Common Stock and Class B Common Stock, the "Common Stock"); and
- 30,000,000 shares of Preferred Stock, par value \$0.00001 per share (the "Preferred Stock").

As of December 31, 2022 December 31, 2023, the Company had one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), our Class A Common Stock.

#### **Common Stock**

##### **Voting**

Pursuant to our Certificate of Incorporation, the holders of our Class A Common Stock and Class B Common Stock vote together as a single class on all matters submitted to stockholders for their vote or approval, except as required by applicable law.

Holders of our Class A Common Stock and our Class B Common Stock are entitled to one vote per share on all matters submitted to stockholders for their vote or approval. The holders of our Class G Common Stock are not entitled to vote (except as required by applicable law).

The Silver Lake Stockholders, the Riverwood Stockholders, the Level Equity Stockholders, the TPG Stockholders, and the EB Stockholder control, as a group, combined voting power of more than a majority of our Common Stock as a result of their ownership of our Class A Common Stock and our Class B Common Stock and the Stockholders Agreement. Accordingly, the Silver Lake Stockholders, the Riverwood Stockholders, the Level Equity Stockholders, the TPG Stockholders, and the EB Stockholders Certain stockholders have significant influence over the management and affairs of the Company and, acting together, have the ability to control the outcome of matters submitted to our stockholders for approval, including the election of directors and the approval of significant corporate transactions, including any merger, consolidation or sale of all or substantially all of our assets and the issuance or redemption of equity interests in certain circumstances. Company. This concentration of ownership and voting power could delay, defer or even prevent an acquisition by a third party or other change of control of the Company and may

1

make some transactions more difficult or impossible without the support of the Silver Lake Stockholders, the Riverwood Stockholders, the Level Equity Stockholders, the TPG Stockholders, and the EB Stockholders, such stockholders, even if such events are in the best interests of minority stockholders.

Our Class G Common Stock is non-voting and is not entitled to any votes on any matter that is submitted to a vote of our stockholders, except as required by Delaware law. Delaware law would permit holders of our Class G Common Stock to vote, with one vote per share, on a matter if we were to:

- change the par value of our Class G Common Stock; or

- amend our Certificate of Incorporation to alter the powers, preferences, or special rights of our Class G Common Stock as a whole in a way that would adversely affect the holders of our Class G Common Stock.

As a result, in these limited instances, the holders of a majority of our Class G Common Stock could defeat any amendment to the Certificate of Incorporation. For example, if a proposed amendment to the Certificate of Incorporation provided for our Class G Common Stock to rank junior to our Class A Common Stock or our Class B Common Stock with respect to (i) any dividend or distribution, (ii) the distribution of proceeds were we to be acquired, or (iii) any other right, Delaware law would require the separate vote of the holders of our Class G Common Stock, with each share of our Class G Common Stock entitled to one vote per share. In this instance, the holders of a majority of our Class G Common Stock could defeat that amendment to the Certificate of Incorporation.

#### **Dividends**

The holders of our Class A Common Stock are entitled to receive dividends when, as and if declared by the Board of Directors (the "Board") of the Company out of legally available funds.

The holders of our Class B Common Stock and our Class G Common Stock will not have any right to receive dividends other than stock dividends consisting of shares of our Class B Common Stock and our Class G Common Stock, respectively, paid proportionally with respect to each outstanding share of the applicable class of our Common Stock, in connection with a stock dividend declared and paid on our Class A Common Stock. Stock dividends with respect to each class of our Common Stock may only be paid with shares of our Common Stock of the same class.

#### **Merger, Consolidation or Tender or Exchange Offer**

The holders of our Class A Common Stock, our Class B Common Stock and our Class G Common Stock will not be entitled to receive economic consideration for their shares in a form that is different from, or in an amount that is in excess of the per share amount payable to, the other holders of the applicable class of our Common Stock in the event of a merger, consolidation or other business combination requiring the approval of our stockholders or a tender or exchange offer to acquire any shares of our Common Stock; *provided* that holders of our Class B Common Stock will not be entitled to receive consideration in the form of cash or property (other than stock consideration) in connection with any such merger, consolidation or other business combination.

#### **Liquidation or Dissolution**

Upon our liquidation or dissolution, the holders of all classes of our Common Stock are entitled to their respective par value, and the holders of our Class A Common Stock will then be entitled to share ratably in those of its assets that are legally available for distribution to stockholders after payment of liabilities and subject to the prior rights of any holders of our Preferred Stock then outstanding. Other than their par value, the holders of our Class B Common Stock and our Class G Common Stock will not have any right to receive a distribution upon our liquidation or dissolution.

#### **Conversion and Exchange**

Subject to the terms of the Fourth Amended and Restated Limited Liability Company Agreement of Vacasa Holdings LLC ("OpCo"), dated as of December 6, 2021 (the "OpCo LLC Agreement"), the members of OpCo (other than the Company) may, from time to time, cause OpCo to redeem any or all



of their vested common units of OpCo ("OpCo Units") in exchange for, at our election (subject to certain exceptions), either cash (based on the market price for a share of our Class A Common Stock) or shares of our Class A Common Stock. At our election, such transactions may be effectuated via a direct exchange of our Class A Common Stock by us for the redeemed OpCo Unit. In the event that OpCo Units are redeemed (whether for cash or shares of Class A Common Stock), our Certificate of Incorporation provides that we will cause an equal number of shares of Class B Common Stock to be retired, which shares of Class B Common Stock may not be reissued.

Pursuant to the Certificate of Incorporation, the shares of our Class G Common Stock issued converted into shares of our Class A Common Stock, in increments of one-third each, when the closing price of our Class A Common Stock on the securities exchange on which they are then listed equals or exceeds certain price thresholds for any 20 days within a 30 trading-day period. The first price threshold is ~~\$12.50~~ **\$250.00** per share, the second price threshold is ~~\$15.00~~ **\$300.00** per share, and the third price threshold is ~~\$17.50~~ **\$350.00** per share (in each case, as adjusted for share subdivisions, share capitalizations, reorganizations, recapitalizations and the like). **The Upon the occurrence of the first price threshold, second price threshold, and third price threshold, the number of shares of our the Company's Class A Common Stock that will be issued upon the conversion of the applicable shares of our the Company's Class G Common Stock following the satisfaction of each trading price condition described above will equal the Class G First Conversion Amount (as defined below) upon the occurrence of the first price threshold, the Class G Second Conversion Amount (as defined below) upon the occurrence of the second price threshold, 120,983, 136,105, and the Class G Third Conversion Amount (as defined below) upon the occurrence of the third price threshold.**

The "Class G First Conversion Amount" is determined by adding the Class G First FPA Conversion Amount plus the Class G First IPO Conversion Amount. The "Class G First FPA Conversion Amount" is defined as (A) the quotient of (i) the total number of shares of our Class A Common Stock to be issued pursuant to the Forward Purchase Agreements (including a designated number of shares of our Class A Common Stock to be issued to a certain PIPE Investor and excluding a number of shares of our Class A Common Stock equal to the sum of (x) the number of shares of our Class A Common Stock issued at a price per share of less than \$10.00 under the Forward Purchase Agreements or Subscription Agreements minus (y) the number of shares of our Class A Common Stock that would have been issued under the Forward Purchase Agreements or Subscription Agreements at a price per share of \$10.00) (the "FPA Shares") divided by (ii) 85%, minus (B) the sum of (i) the FPA Shares and (ii) the quotient of the FPA Shares divided by 90%, minus the FPA Shares (the "Class F FPA Conversion Amount"). The "Class G First IPO Conversion Amount" is defined as the product of (1) (A) the quotient of (i) the total number of all Class A ordinary shares ("TPG Pace Class A Shares") of TPG Pace Solutions Corp. ("TPG Pace") issued and outstanding upon completion of the initial public offering (the "TPG Pace IPO") of TPG Pace (the "SPAC IPO Shares") divided by (ii) 85%, minus (B) the sum of (i) the SPAC IPO Shares and (ii) the product of (1) (A) the quotient of (i) the SPAC IPO Shares divided by (ii) 90%, minus (B) the SPAC IPO Shares, multiplied by (2) one minus the Forfeiture Rate (the "Class F IPO Conversion Amount"), multiplied by (2) one minus the Forfeiture Rate. The "Forfeiture Rate" means a number which shall not be less than zero, equal to (x) the product of (A) the quotient of (i) the number of shares of TPG Pace Class A Shares redeemed prior to the closing of the Business Combination (the "Closing") divided by (ii) the SPAC IPO Shares, minus (B) 20%, multiplied by (y) 50%.

The "Class G Second Conversion Amount" is determined by adding the Class G Second FPA Conversion Amount plus the Class G Second IPO Conversion Amount. The "Class G Second FPA Conversion Amount" is defined as (A) the quotient of (i) the FPA Shares divided by (ii) 80%, minus (B) the sum of (i) the FPA Shares, (ii) the Class F FPA Conversion Amount and (iii) the Class G First FPA Conversion Amount. The "Class G Second IPO Conversion Amount" is defined as the product of (1) (A) the quotient of (i) the SPAC IPO Shares divided by (ii) 80% minus (B) the sum of (i) the SPAC IPO Shares, (ii) the Class F IPO Conversion Amount and (iii) the Class G First IPO Conversion Amount, multiplied by (2) one minus the Forfeiture Rate.

The "Class G Third Conversion Amount" is determined by adding the Class G Third FPA Conversion Amount plus the Class G Third IPO Conversion Amount. The "Class G Third FPA Conversion

Amount" is defined as (A) the quotient of (i) the FPA Shares divided by (ii) one minus 25%, minus (B) the sum of (i) the FPA Shares, (ii) the Class F FPA Conversion Amount, (iii) the Class G First FPA Conversion Amount and (iv) the Class G Second FPA Conversion Amount. "Class G Third IPO Conversion Amount" is defined as the product of (1) (A) the quotient of (i) the SPAC IPO Shares divided by (ii) one minus 25%, minus (B) the sum of (i) the SPAC IPO Shares, (ii) the Class F IPO Conversion Amount, (iii) the Class G First IPO Conversion Amount and (iv) the Class G Second IPO Conversion Amount, multiplied by (2) one minus the Forfeiture Rate. **154,253, respectively.**

In addition, immediately prior to the closing of any Strategic Transaction (as defined in the Certificate of Incorporation, but primarily including certain change-in-control transactions) that results in all of the holders of our Class A Common Stock having the right to exchange their shares of Class A Common Stock for cash, securities or other property of another person, the Class G Common Stock then outstanding will automatically convert into shares of Class A Common Stock at the Class G Strategic Transaction Ratio and, as a result, will be entitled to share in the cash, securities or other property received by the holders of Class A Common Stock in connection with such Strategic Transaction. The "Class G Strategic Transaction Ratio" is defined as a ratio such that the aggregate number of shares of

Class A Common Stock issuable upon the conversion of all shares of Class F Common Stock and Class G Common Stock in the aggregate, on an as-converted basis, would represent no more than 25% of the sum of (i) the total number of all TPG Pace Class A Shares issued and outstanding upon completion of the TPG Pace IPO (without giving effect to any redemptions in connection with the Closing), plus (ii) the total number of shares of Class A Common Stock issued or deemed issued or issuable upon the conversion of the shares of Class F Common Stock and Class G Common Stock, plus (iii) unless waived by the holders of a majority of the shares of Class G Common Stock then in issue, the FPA Shares, equal to: (A) the number of shares of Class G Common Stock then outstanding, multiplied by (B) a fraction, the numerator of which is the Black Scholes per share value of the Class G Common Stock (as determined by a third-party selected by the Board) and the denominator of which is the per share value of the Class A Common Stock in the strategic transaction as of immediately prior to the closing of such transaction; provided the fraction shall not exceed 1.

Any shares of Class G Common Stock that remain outstanding on December 6, 2031 will be automatically transferred to the Company for no consideration and will be retired and cancelled in accordance with our Certificate of Incorporation.

Our Class A Common Stock and our Class B Common Stock are not subject to any conversion rights.

#### Other Provisions

3

None of our Class A Common Stock, Class B Common Stock or Class G Common Stock has any pre-emptive or other subscription rights.

#### Preferred Stock

The Certificate of Incorporation authorizes the issuance of up to 30,000,000 shares of our Preferred Stock. Our Board will be authorized, subject to limitations prescribed by Delaware law and the Certificate of Incorporation, to determine the terms and conditions of our Preferred Stock, including whether the shares of our Preferred Stock will be issued in one or more series, the number of shares to be included in each series and the powers (including the voting power), designations, preferences, and rights of the shares. Our Board will also be authorized to designate any qualifications, limitations, or restrictions on the shares without any further vote or action by the stockholders. The issuance of our Preferred Stock may have the effect of delaying, deferring, or preventing a change in control of Vacasa, the Company, Inc. and may adversely affect the voting and other rights of the holders of our Class A Common Stock, Class B Common Stock and Class G Common Stock, which could have a negative impact on the market price of our Class A Common Stock. We have no current plan to issue any shares of our Preferred Stock.

#### Exclusive Forum

4

The Certificate of Incorporation provides that, unless we consent in writing to the selection of an alternative forum, (A) the Court of Chancery of the State of Delaware (the "Court of Chancery") will be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of us, (2) any action asserting a claim of breach of fiduciary duty owed by any current or former director, officer, agent, or other employee or stockholder of ours to us or our stockholders, (3) any action asserting a claim arising pursuant to any provision of the DGCL, our Certificate of Incorporation or Bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery, of the State of Delaware, or (4) any action asserting a claim governed by the internal affairs doctrine, in each case subject to such Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein or, if such court does not have subject matter jurisdiction thereof, the federal district court of the State of Delaware; and (B) the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act, Act of 1933, as amended (the "Securities Act"). Notwithstanding the foregoing, the exclusive forum provision shall not apply to claims seeking to enforce any liability or duty created by the Exchange Act, or any other claim for which the federal courts of the United States have exclusive jurisdiction. The Certificate of Incorporation also provides that, to the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring or holding any interest in shares of its capital stock shall be deemed to have notice of and consented to the foregoing. By agreeing to this provision, however, stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder.

#### Anti-Takeover Effects of Provisions of the Certificate of Incorporation and Bylaws

The provisions of our Certificate of Incorporation and the Bylaws and of the DGCL summarized below may have an anti-takeover effect and may delay, defer or prevent a tender offer or takeover attempt that you might consider in your best interest, including an attempt that might result in your receipt of a premium over the market price for your shares of our Class A Common Stock.

Our Certificate of Incorporation and Bylaws contain certain provisions that are intended to enhance the likelihood of continuity and stability in the composition of our Board and that may have the

4

---

effect of delaying, deferring, or preventing a future takeover or change in control of us unless such takeover or change in control is approved by our Board.

These provisions include:

*Classified Board.* Our Certificate of Incorporation provides that our Board is divided into three classes of directors, with the classes as nearly equal in number as possible. As a result, approximately one-third of our Board will be elected each year. The classification of directors will have the effect of making it more difficult for stockholders to change the composition of our Board. Our Certificate of Incorporation also provides that, subject to any rights of holders of any series of our Preferred Stock then outstanding to elect additional directors under specified circumstances, **and to the Stockholders Agreement (if then in effect)**, the number of directors will be fixed exclusively pursuant to a resolution adopted by the Board.

In addition, our Certificate of Incorporation provides that, other than directors elected by holders of any series of our Preferred Stock then outstanding pursuant to the terms of such Preferred Stock, **and subject to obtaining any required stockholder votes or consents under the Stockholders Agreement**, (i) until the Sunset Date (as defined in our Certificate of Incorporation), directors may be removed with or without cause by the affirmative vote of holders representing a majority of the total voting power of the issued and outstanding Common Stock, voting together as a single class, and (ii) from and after the Sunset Date, directors may only be removed for cause and by the affirmative vote of the holders of a majority of the total voting power of the issued and outstanding Common Stock, voting together as a single class.

*Action by Written Consent; Special Meetings of Stockholders.* Our Certificate of Incorporation provides that **subject to the Stockholders Agreement**, (i) until the Sunset Date, stockholder action may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth the action to be taken is signed by stockholders having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote

5

---

thereon were present and voted, and (ii) after the Sunset Date, stockholder action can be taken only at an annual or special meeting of stockholders and cannot be taken by written consent in lieu of a meeting. Our Certificate of Incorporation and Bylaws also provide that, subject to any special rights of the holders of any series of our Preferred Stock and except as otherwise required by law, (i) until the Sunset Date, special meetings of the stockholders can be called by the Secretary at the request of holders representing 25% of the total voting power of our Common Stock, and (ii) after the Sunset Date, special meetings of the stockholders can only be called by our Board. Except as described above, stockholders are not permitted to call a special meeting or to require our Board to call a special meeting.

*Advance Notice Procedures.* The Bylaws have established an advance notice procedure for stockholder proposals to be brought before an annual meeting of our stockholders, and for stockholder nominations of persons for election to the Board to be brought before an annual or special meeting of stockholders. Stockholders at an annual meeting will only be able to consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of the Board or by a stockholder who was a stockholder of record on the record date for the meeting, who is entitled to vote at the meeting and who has given our Secretary timely written notice, in proper form, of the stockholder's intention to bring that business or nomination before the meeting; *provided* that, subject to our Certificate of Incorporation, **and the Stockholders Agreement**, until the Sunset Date, any holder of record of at least 25% in voting power of our outstanding capital stock entitled to vote in an election of directors may nominate any person for election at an annual meeting or at a special meeting in person at the annual

meeting or special meeting, without prior notice. Although the Bylaws do not give the Board the power to approve or disapprove stockholder nominations of candidates or proposals regarding other business to be

5

---

conducted at a special or annual meeting, as applicable, the Bylaws may have the effect of precluding the conduct of certain business at a meeting if the proper procedures are not followed or may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect its own slate of directors or otherwise attempting to obtain control of **Vacasa, Inc. the Company**.

***Super-Majority Approval Requirements.*** The DGCL generally provides that the affirmative vote of the holders of a majority of the total voting power of the shares entitled to vote on any matter is required to amend the Certificate of Incorporation, unless the Certificate of Incorporation requires a greater percentage. Our Certificate of Incorporation provides that, following the Sunset Date, the affirmative vote of holders representing 66 2/3% of the total voting power of our issued and outstanding Common Stock eligible to vote in the election of directors, voting together as a single class, will be required to amend, alter, change, or repeal specified provisions of the Certificate of Incorporation, including those relating to the classified board, actions by written consent of stockholders, calling of special meetings of stockholders, and amendment of our Certificate of Incorporation and Bylaws, among others. The Certificate of Incorporation provides that, following the Sunset Date, the affirmative vote of the holders of 66 2/3% of the total voting power of our outstanding Common Stock entitled to vote in the election of directors will be required for the stockholders to amend our Bylaws. This requirement of a super-majority vote to approve amendments to the Certificate of Incorporation and Bylaws could enable a minority of our stockholders to exercise veto power over any such amendments.

***Authorized but Unissued Shares.*** Authorized but unissued shares of our Common Stock and Preferred Stock will be available for future issuance without stockholder approval. These additional shares may be utilized for a variety of corporate purposes, including future public offerings to raise additional capital, corporate acquisitions, and employee benefit plans. The existence of authorized but unissued shares of our Common Stock and Preferred Stock could render more difficult or discourage an attempt to obtain control of a majority of our Common Stock by means of a proxy contest, tender offer, merger, or otherwise.

***Business Combinations with Interested Stockholders.*** Our Certificate of Incorporation provides that we are not subject to Section 203 of the DGCL, an anti-takeover law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination, such as a merger, with an "interested stockholder" (which includes a person or group owning 15% or more of the corporation's voting stock) for a period of three years following the date the person became an interested stockholder, unless (with certain exceptions) the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Accordingly, we are not subject to any anti-takeover effects of Section 203. Nevertheless, the Certificate of

6

---

Incorporation contains provisions that have a similar effect to Section 203, except that they provide that the Existing VH Holders, their respective affiliates and successors and their direct and indirect transferees will not be deemed to be "interested stockholders," regardless of the percentage of our voting stock owned by them and, accordingly, will not be subject to such restrictions.

#### **Limitations on Liability and Indemnification of Directors and Officers**

Our Certificate of Incorporation limits the liability of our directors and officers to the fullest extent permitted by the DGCL and provides that we will provide them with customary indemnification and advancement of expenses. We have entered into customary indemnification agreements with each of our executive officers and directors that provide them, in general, with customary indemnification in connection with their service to us or on our behalf.

6

## Corporate Opportunities

Our Certificate of Incorporation provides that, to the fullest extent permitted by law, we renounce any interest or expectancy in any transaction or matter that may be a corporate opportunity for us, and no stockholder or director (other than any of our directors who is also an officer) (each, an "Exempted Person") will have any duty to present such corporate opportunity to us, nor will any Exempted Person be liable to us or our affiliates or stockholders for breach of any duty by reason of such Exempted Person pursuing such opportunity, directing such opportunity to another person, or otherwise failing to present such opportunity to us. Our Certificate of Incorporation further provides that no Exempted Person will have any duty not to engage in the same or similar business activities or lines of business as us or any of our subsidiaries, including those deemed to be in competition with us.

## Registration Rights

Holders of the Founder Shares and Private Placement Shares are entitled to registration rights pursuant to a registration rights agreement. The holders of these securities are entitled to make up to three demands that we register such securities. In addition, the holders have certain "piggy-back" registration rights with respect to other registration statements filed by us and rights to require us to register for resale such securities pursuant to Rule 415 under the Securities Act. However, the registration rights agreement provides that we will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable Lock-Up Period. We will bear the expenses incurred in connection with the filing of any such registration statements.

## Transfer Agent and Registrar

The transfer agent for our common stock is Continental Stock Transfer & Trust Company. Each person investing in our Class A Common Stock held through The Depository Trust Company must rely on the procedures thereof and on institutions that have accounts therewith to exercise any rights of a holder of our Class A Common Stock.

For as long as any shares of our Class A Common Stock are listed on Nasdaq Global Select Market ("Nasdaq") or on any other stock exchange operating in the United States, the laws of the State of New York shall apply to the property law aspects of our Class A Common Stock (including securities exercisable for or convertible into our Class A Common Stock) reflected in the register administered by our transfer agent.

## Listing of Class A Common Stock

Our Class A Common Stock is listed on Nasdaq under the symbol "VCSA."

7

Exhibit 10.2 10.20

### AMENDMENT NO. 1 TO

### VACASA, INC. STOCKHOLDERS AGREEMENT 2021 INCENTIVE AWARD PLAN

(as amended and restated on May 23, 2023)

### ARTICLE I. PURPOSE

The Plan's purpose is to enhance the Company's ability to attract, retain and motivate persons who make (or are expected to make) important contributions to the Company by providing these individuals with equity ownership opportunities.

### This Amendment No. 1 (this ARTICLE II. DEFINITIONS

As used in the Plan, the following words and phrases have the meanings specified below, unless the context clearly indicates otherwise:

II.1 **"Amendment Administrator"** means the Board or a Committee to the extent that the Board's powers or authority under the Plan have been delegated to such Committee. With reference to the Board's or a Committee's powers or authority under the Plan that have been delegated to one or more officers pursuant to Section 4.2, the term "Administrator" shall refer to such officer(s) unless and until such delegation has been revoked.

II.2 **"Applicable Law"** means any applicable law, including without limitation: (a) provisions of the Code, the Securities Act, the Exchange Act and any rules or regulations thereunder; (b) corporate, securities, tax or other laws, statutes, rules, requirements or regulations, whether federal, state, local or foreign; and (c) rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded.

II.3 **"Award"** means an Option, Stock Appreciation Right, Restricted Stock award, Restricted Stock Unit award, Performance Bonus Award, Performance Stock Unit award, Dividend Equivalents award or Other Stock or Cash Based Award granted to a Participant under the Plan.

II.4 **"Award Agreement"** means an agreement evidencing an Award, which may be written or electronic, that contains such terms and conditions as the Administrator determines, consistent with and subject to the terms and conditions of the Plan.

II.5 **"Board"** means the Board of Directors of the Company.

II.6 **"Cause"** shall have the meaning ascribed to such term, or term of similar effect, in any offer letter, employment, severance or similar agreement, including any Award Agreement, between the Participant and the Company; provided, that in the absence of an offer letter, employment, severance or similar agreement containing such definition, Cause means, with respect to a Participant, the occurrence of any of the following: (a) an act of dishonesty made by the Participant in connection with the Participant's responsibilities as a Service Provider; (b) the Participant's conviction of, or plea of *nolo contendere* to, a felony or any crime involving fraud, embezzlement or any other act of moral turpitude, or a material violation of federal or state law by the Participant that the Administrator reasonably determines has had or will have a material detrimental effect on the reputation or business of the Company or any of its Subsidiaries; (c) the Participant's gross misconduct; (d) the Participant's willful and material unauthorized use or disclosure of any proprietary information or trade secrets of the Company or any other party to whom the Participant owes an obligation of nondisclosure as a result of the Participant's relationship with the Company or any of its Subsidiaries; (e) the Participant's willful breach of any material obligations under any written agreement or covenant with the Company or any of its Subsidiaries; or (f) the Participant's continued substantial failure to perform the Participant's duties as a Service Provider (other than as a result of the Participant's physical or mental incapacity) after the Participant has received a written demand for performance that specifically sets forth the factual basis for the determination that the Participant has not substantially performed the Participant's duties and has

US-DOCS124107892.7

failed to cure such non-performance to the Administrator's reasonable satisfaction within 20 business days after receiving such notice. For purposes of this definition, no act or failure to act shall be considered willful unless it is done in bad faith and without reasonable intent that the act or failure to act was in the best interest of the Company or required by law. Any act, or failure to act, based upon authority or instructions given to the Participant pursuant to a direct instruction from the Company's chief executive officer or based on the advice of counsel for the Company will be conclusively presumed to be done or omitted to be done by the Participant in good faith and in the best interest of the Company.

II.7 **"Change in Control"** means the occurrence of any of the following events:

(a) any "person" or "group" (within the meaning of Sections 13(d) and 14(d) of the Exchange Act, but excluding any employee benefit plan of such person and its subsidiaries, and any person or entity acting in its capacity as trustee, agent or other fiduciary or administrator of any such plan) becomes the "beneficial owner" (within the meaning of Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of shares of Common Stock, preferred stock and/or any other class or classes of capital stock of the Company (if any) representing in the aggregate more than 50% of the voting power of all of the outstanding shares of capital stock of the Company entitled to vote;

(b) the stockholders of the Company approve a plan of complete liquidation or dissolution of the Company or there is consummated an agreement or series of related agreements for the sale or other disposition, directly or indirectly, by the Company of all or substantially all of the Company's assets (including a sale of all or substantially all of the assets of Vacasa Holdings); or

(c) there is consummated a merger or consolidation of the Company with any other corporation or entity, and, immediately after the consummation of such merger or consolidation, the voting securities of the Company immediately prior to such merger or consolidation do not continue to represent, or are not converted into, more than 50% of the combined voting power of the then outstanding voting securities of the Person resulting from such merger or consolidation or, if the surviving company is a Subsidiary, the ultimate parent thereof.

V.1 Notwithstanding the foregoing, a “Change in Control” shall not be deemed to have occurred by virtue of the consummation of any transaction or series of integrated transactions immediately following which the record holders of the Common Stock, preferred stock and/or any other class or classes of capital stock of the Company immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in and voting control over, and own substantially all of the shares of, an entity which owns all or substantially all of the assets of the Company immediately following such transaction or series of transactions.

Additionally, notwithstanding the foregoing, if a Change in Control constitutes a payment event with respect to any Award (or any portion of an Award) that provides for the deferral of compensation that is subject to Section 409A, to the extent required to avoid the imposition of additional taxes under Section 409A, the transaction or event described in subsection (a), (b) or (c) of this definition with respect to such Award (or portion thereof) shall only constitute a Change in Control for purposes of the payment timing of such Award if such transaction also constitutes a “change in control event,” as defined in Treasury Regulation Section 1.409A-3(i)(5).

The Administrator shall have full and final authority, which shall be exercised in its sole discretion, to determine conclusively whether a Change in Control has occurred pursuant to the above definition, the date of such Change in Control and any incidental matters relating thereto; provided that any exercise of authority in conjunction with a determination of whether a Change in Control is a “change in control event” as defined in Treasury Regulation Section 1.409A-3(i)(5) shall be consistent with such regulation.

II.8 “**Code**” means the U.S. Internal Revenue Code of 1986, as amended, and all regulations, guidance, compliance programs and other interpretative authority issued thereunder.

II.9 “**Committee**” means one or more committees or subcommittees of the Board, which may include one or more Company directors or executive officers, to the extent permitted by Applicable Law. To the extent required to comply with the provisions of Rule 16b-3, it is intended that each member of the

2

US-DOCS\124107892.7

Committee will be, at the time the Committee takes any action with respect to an Award that is subject to Rule 16b-3, a “non-employee director” within the meaning of Rule 16b-3; however, a Committee member’s failure to qualify as a “non-employee director” within the meaning of Rule 16b-3 will not invalidate any Award granted by the Committee that is otherwise validly granted under the Plan.

II.10 “**Common Stock**” means the Class A common stock of the Company.

II.11 “**Company**” means Vacasa, Inc., a Delaware corporation, or any successor.

II.12 “**Consultant**” means any person, including any adviser, engaged by the Company or a Subsidiary to render services to such entity if the consultant or adviser: (i) renders bona fide services to the Company or a Subsidiary; (ii) renders services not in connection with the offer or sale of securities in a capital-raising transaction and does not directly or indirectly promote or maintain a market for the Company’s securities; and (iii) is a natural person.

II.13 “**Designated Beneficiary**” means, if permitted by the Company, the beneficiary or beneficiaries the Participant designates, in a manner the Company determines, to receive amounts due or exercise the Participant’s rights if the Participant dies. Without a Participant’s effective designation, “Designated Beneficiary” will mean the Participant’s estate or legal heirs.

II.14 “**Director**” means a Board member.

II.15 “**Disability**” means a permanent and total disability under Section 22(e)(3) of the Code.

II.16 “**Dividend Equivalents**” means a right granted to a Participant to receive the equivalent value (in cash or Shares) of dividends paid on a specified number of Shares. Such Dividend Equivalent shall be converted to cash or additional Shares, or a combination of cash and Shares, by such formula and at such time and subject to such limitations as may be determined by the Administrator.

II.17 “**DRO**” means a “domestic relations order” as defined by the Code or Title I of the Employee Retirement Income Security Act of 1974, as amended, or the rules thereunder.

II.18 “**Effective Date**” has the meaning set forth in Section 11.3.

II.19 “**Employee**” means any employee of the Company or any of its Subsidiaries.



II.20 **"Equity Restructuring"** means a nonreciprocal transaction between the Company and its stockholders or Vacasa Holdings and its members holding Vacasa Units, such as a stock dividend, unit distribution, stock or Vacasa Unit split (including a reverse stock or unit split), spin-off or recapitalization through a large, nonrecurring cash dividend or distribution, that affects the number or kind of Shares or Vacasa Units (or other Company or Vacasa Holdings securities) or the share price of Common Stock or Vacasa Units (or other Company or Vacasa Holdings securities) and causes a change in the per share value of the Common Stock or Vacasa Units underlying outstanding Awards.

II.21 **"Exchange Act"** means the U.S. Securities Exchange Act of 1934, as amended, and all regulations, guidance and other interpretative authority issued thereunder.

II.22 **"Fair Market Value"** means, as of any date, the value of a Share determined as follows: (i) if the Common Stock is listed on any established stock exchange, the value of a Share will be the closing sales price for a Share as quoted on such exchange for such date, or if no sale occurred on such date, the last day preceding such date during which a sale occurred, as reported in *The Wall Street Journal* or another source the Administrator deems reliable; (ii) if the Common Stock is not listed on an established stock exchange but is quoted on a national market or other quotation system, the value of a Share will be the closing sales price for a Share on such date, or if no sales occurred on such date, then on the last date preceding such date during which a sale occurred, as reported in *The Wall Street Journal* or another source the Administrator deems reliable; or (iii) if the Common Stock is not listed on any

3

US-DOCS\124107892.7

established stock exchange or quoted on a national market or other quotation system, the value established by the Administrator in its sole discretion.

II.23 **"Greater Than 10% Stockholder"** means an individual then owning (within the meaning of Section 424(d) of the Code) more than 10% of the total combined voting power of all classes of stock of the Company or any parent corporation or subsidiary corporation of the Company, as determined in accordance with in Section 424(e) and (f) of the Code, respectively.

II.24 **"Incentive Stock Option"** means an Option that meets the requirements to qualify as an "incentive stock option" as defined in Section 422 of the Code.

II.25 **"Non-Employee Director"** means a Director who is not an Employee.

II.26 **"Nonqualified Stock Option"** means an Option that is not an Incentive Stock Option.

II.27 **"Option"** means a right granted under Article VI to purchase a specified number of Shares at a specified price per Share during a specified time period. An Option may be either an Incentive Stock Option or a Nonqualified Stock Option.

II.28 **"Other Stock or Cash Based Awards"** means cash awards, awards of Shares, and other awards valued wholly or partially by referring to, or are otherwise based on, Shares or other property.

II.29 **"Overall Share Limit"** means the sum of (i) 32,488,997 Shares; (ii) any Shares that are subject to Prior Plan Awards that become available for issuance under the Plan pursuant to Article V; and (iii) an annual increase on the first day of each fiscal year beginning in 2024 and ending in 2033, equal to the lesser of (A) 3% of the Shares outstanding on the last day of the immediately preceding fiscal year (determined on an as-converted basis taking into account all securities convertible into, exercisable, exchangeable or redeemable for Shares, including, without limitation, the Vacasa Units that are redeemable pursuant to the Vacasa Holdings LLCAs), and (B) such smaller number of Shares as determined by the Board or the Committee.

II.30 **"Pace"** means TPG Pace Solutions Corp., an exempted company incorporated in the Cayman Islands.

II.31 **"Participant"** means a Service Provider who has been granted an Award.

II.32 **"Performance Bonus Award"** has the meaning set forth in Section 8.3.

II.33 **"Performance Stock Unit"** means a right granted to a Participant pursuant to Section 8.1 and subject to Section 8.2, to receive Shares, the payment of which is contingent upon achieving certain performance goals or other performance-based targets established by the Administrator.

II.34 **"Permitted Transferee"** means, with respect to a Participant, any "family member" of the Participant, as defined in the General Instructions to Form S-8 Registration Statement under the Securities Act (or any successor form thereto), or any other transferee specifically approved by the Administrator after taking into account Applicable Law.



II.35 **"Plan"** means this 2021 Incentive Award Plan, as amended.

II.36 **"Prior Plans"** means, collectively, the TurnKey Vacations, Inc. Stockholders Agreement, dated 2014 Equity Incentive Plan and the Vacasa, Inc. 2016 Equity Compensation Incentive Plan, each as amended.

II.37 **"Prior Plan Award"** means an award outstanding under a Prior Plan as of December 6, 2021 the Effective Date.

II.38 **"Restricted Stock"** means Shares awarded to a Participant under Article VII, subject to certain vesting conditions and other restrictions.

4

US-DOCS124107892.7

II.39 **"Restricted Stock Unit"** means an unfunded, unsecured right to receive, on the applicable settlement date, one Share or an amount in cash or other consideration determined by the Administrator to be of equal value as of such settlement date, subject to certain vesting conditions and other restrictions.

II.40 **"Rule 16b-3"** means Rule 16b-3 promulgated under the Exchange Act.

II.41 **"Section 409A"** means Section 409A of the Code.

II.42 **"Securities Act"** means the Securities Act of 1933, as amended, and all regulations, guidance and other interpretative authority issued thereunder.

II.43 **"Service Provider"** means an Employee, Consultant or Director.

II.44 **"Shares"** means shares of Common Stock.

II.45 **"Stock Appreciation Right" or "SAR"** means a right granted under Article VI to receive a payment equal to the excess of the Fair Market Value of a specified number of Shares on the date the right is exercised over the exercise price set forth in the applicable Award Agreement.

II.46 **"Subsidiary"** means a corporation, partnership, or any other entity (other than the Company), whether U.S. or non-U.S., in an unbroken chain of entities beginning with the Company if each of the entities other than the last entity in the unbroken chain beneficially owns, at the time of the determination, securities or interests representing at least 50% of the total combined voting power of all classes of securities or interests in one of the other entities in such chain (including, for clarity, Vacasa Holdings).

II.47 **"Substitute Awards"** means Awards granted or Shares issued by the Company in assumption of, or in substitution or exchange for, awards previously granted, or the right or obligation to make future awards, in each case by a company or other entity acquired by the Company or any Subsidiary or with which the Company or any Subsidiary combines.

II.48 **"Tax-Related Items"** means any U.S. and non-U.S. federal, state and/or local taxes (including, without limitation, income tax, social insurance contributions, fringe benefit tax, employment tax, stamp tax and any employer tax liability which has been transferred to a Participant) for which a Participant is liable in connection with Awards and/or Shares.

II.49 **"Termination of Service"** means:

(a) As to a Consultant, the time when the engagement of a Participant as a Consultant to the Company or a Subsidiary is terminated for any reason, with or without cause, including, without limitation, by resignation, discharge, death or retirement, but excluding terminations where the Consultant simultaneously commences or remains in employment or service with the Company or any Subsidiary.

(b) As to a Non-Employee Director, the time when a Participant who is a Non-Employee Director ceases to be a Director for any reason, including, without limitation, a termination by resignation, failure to be elected, death or retirement, but excluding terminations where the Participant simultaneously commences employment or service or remains in service with the Company or any Subsidiary.

(c) As to an Employee, the time when the employee-employer relationship between a Participant and the Company or any Subsidiary is terminated for any reason, including, without limitation, a termination by resignation, discharge, death, disability or retirement; but excluding terminations where the Participant simultaneously commences or remains in employment or service with the Company or any Subsidiary.

5

V.2 The Company, in its sole discretion, shall determine the effect of all matters and questions relating to any Termination of Service, including, without limitation, whether a Termination of Service has occurred, whether a Termination of Service resulted from a discharge for Cause and all questions of whether particular leaves of absence constitute a Termination of Service. For purposes of the Plan, a Participant's employee-employer relationship or consultancy relationship shall be deemed to be terminated in the event that the Subsidiary employing or contracting with such Participant ceases to remain a Subsidiary following any merger, sale of stock or other corporate transaction or event (including, without limitation, a spin-off), even though the Participant may subsequently continue to perform services for that entity.

II.50 "**Vacasa Holdings**" means Vacasa Holdings LLC, a Delaware limited liability company.

II.51 "**Vacasa Holdings LLCA**" means the Fourth Amended and Restated Limited Liability Company Agreement of Vacasa Holdings (as it may be amended from time to time).

II.52 "**Vacasa Units**" means a limited liability company unit of Vacasa Holdings that is redeemable for one Share, pursuant to the Vacasa Holdings LLCA.

V.3

### ARTICLE III. ELIGIBILITY

Service Providers are eligible to be granted Awards under the Plan, subject to the limitations described herein. No Service Provider shall have any right to be granted an Award pursuant to the Plan and neither the Company nor the Administrator is obligated to treat Service Providers, Participants or any other persons uniformly.

### ARTICLE IV. ADMINISTRATION AND DELEGATION

#### IV.1 Administration.

(a) The Plan is administered by the Administrator. The Administrator has authority to determine which Service Providers receive Awards, grant Awards and set Award terms and conditions, subject to the conditions and limitations in the Plan. The Administrator also has the authority to take all actions and make all determinations under the Plan, to interpret the Plan and Award Agreements and to adopt, amend and repeal Plan administrative rules, guidelines and practices as it deems advisable. The Administrator may correct defects and ambiguities, supply omissions, reconcile inconsistencies in the Plan or any Award and make all other determinations that it deems necessary or appropriate to administer the Plan and any Awards. The Administrator (and each member thereof) is entitled to, in good faith, rely or act upon any report or other information furnished to it, him or her by any officer or other employee of the Company or any Subsidiary, the Company's independent certified public accountants, or any executive compensation consultant or other professional retained by the Company to assist in the administration of the Plan. The Administrator's determinations under the Plan are in its sole discretion and will be final, binding and conclusive on all persons having or claiming any interest in the Plan or any Award.

(b) Without limiting the foregoing, the Administrator has the exclusive power, authority and sole discretion to: (i) designate Participants; (ii) determine the type or types of Awards to be granted to each Participant; (iii) determine the number of Awards to be granted and the number of Shares to which an Award will relate; (iv) subject to the limitations in the Plan, determine the terms and conditions of any Award and related Award Agreement, including, but not limited to, the exercise price, grant price, purchase price, any performance criteria, any restrictions or limitations on the Award, any schedule for vesting, lapse of forfeiture restrictions or restrictions on the exercisability of an Award, and accelerations, waivers or amendments thereof; (v) determine whether, to what extent, and under what circumstances an Award may be settled in, or the exercise price of an Award may be paid in cash, Shares, or other property, or an Award may be canceled, forfeited, or surrendered; and (vi) make all other

decisions and determinations that may be required pursuant to the Plan or as the Administrator deems necessary or advisable to administer the Plan.

#### **IV.2 Delegation of Authority.**

To the extent permitted by Applicable Law, the Board or any Committee may delegate any or all of its powers under the Plan to one or more Committees or officers of the Company or any of its Subsidiaries; provided, however, that in no event shall an officer of the Company or any of its Subsidiaries be delegated the authority to grant Awards to, or amend Awards held by, the following individuals: (a) individuals who are subject to Section 16 of the Exchange Act, or (b) officers of the Company or any of its Subsidiaries or Directors to whom authority to grant or amend Awards has been delegated hereunder. Any delegation hereunder shall be subject to the restrictions and limits that the Board or Committee specifies at the time of such delegation or that are otherwise included in the applicable organizational documents, and the Board or Committee, as applicable, may at any time rescind the authority so delegated or appoint a new delegatee. At all times, the delegatee appointed under this Section 4.2 shall serve in such capacity at the pleasure of the Board or the Committee, as applicable, and the Board or the Committee may abolish any committee at any time and re-vest in itself any previously delegated authority. Further, regardless of any delegation, the Board or a Committee may, in its discretion, exercise any and all rights and duties as the Administrator under the Plan delegated thereby, except with respect to Awards that are required to be determined in the sole discretion of the Committee under the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded.

### **ARTICLE V. STOCK AVAILABLE FOR AWARDS**

#### **V.1 Number of Shares.**

Subject to adjustment under Article IX and the terms of this Article V, Awards may be made under the Plan covering up to the Overall Share Limit. As of the Effective Date, the Company ceased granting awards under the Prior Plans; however, Prior Plan Awards remain subject to the terms of the Prior Plans. Shares issued or delivered under the Plan may consist of authorized but unissued Shares, Shares purchased on the open market or treasury Shares.

#### **V.2 Share Recycling.**

(a) If all or any part of an Award or Prior Plan Award expires, lapses or is terminated, converted into an award in respect of shares of another entity in connection with a spin-off or other similar event, exchanged for or settled in cash, surrendered, repurchased, canceled without having been fully exercised or forfeited, in any case, in a manner that results in the Company acquiring Shares covered by the Award or Prior Plan Award at a price not greater than the price (as adjusted to reflect any Equity Restructuring) paid by the Participant for such Shares or not issuing any Shares covered by the Award or Prior Plan Award, the unused Shares covered by the Award or Prior Plan Award will, as applicable, become or again be available for Awards under the Plan. The payment of Dividend Equivalents in cash in conjunction with any outstanding Awards or Prior Plan Awards shall not count against the Overall Share Limit.

(b) In addition, the following Shares shall be available for future grants of Awards: (i) Shares tendered by a Participant or withheld by the Company in payment of the exercise price of an Option or any stock option granted under a Prior Plan; (ii) Shares tendered by the Participant or withheld by the Company to satisfy any tax withholding obligation with respect to an Award or any Prior Plan Award; and (iii) Shares subject to a Stock Appreciation Right or stock appreciation right granted under a Prior Plan that are not issued in connection with the stock settlement of the Stock Appreciation Right or stock appreciation right on exercise thereof. Notwithstanding the provisions of this Section 5.2(b), no Shares may again be optioned, granted or awarded pursuant to an Incentive Stock Option if such action would cause such Option to fail to qualify as an incentive stock option under Section 422 of the Code.

#### **V.3 Incentive Stock Option Limitations.**

7

US-DOCS124107892.7

Notwithstanding anything to the contrary herein, no more than 25,000,000 Shares (as adjusted to reflect any Equity Restructuring) may be issued pursuant to the exercise of Incentive Stock Options.

#### **V.4 Substitute Awards.**

In connection with an entity's merger or consolidation with the Company or any Subsidiary or the Company's or any Subsidiary's acquisition of an entity's property or stock, the Administrator may grant Awards in substitution for any options or other stock or stock-based awards granted before such merger or consolidation by such entity or its affiliate. Substitute Awards may be granted on such terms and conditions as the Administrator deems appropriate, notwithstanding limitations on Awards in the Plan. Substitute Awards will not count against the Overall Share Limit (nor shall Shares subject to a Substitute Award be added to the Shares available for Awards under the Plan as provided above), except that Shares acquired by exercise of substitute Incentive Stock Options will count against the

maximum number of Shares that may be issued pursuant to the exercise of Incentive Stock Options under the Plan. Additionally, in the event that a company acquired by the Company or any Subsidiary or with which the Company or any Subsidiary combines has shares available under a pre-existing plan approved by stockholders and not adopted in contemplation of such acquisition or combination, if elected by the Administrator, the shares available for grant pursuant to the terms of such pre-existing plan (as appropriately adjusted to reflect the transaction) may be used for Awards under the Plan and shall not reduce the Shares authorized for grant under the Plan (and Shares subject to such Awards may again become available for Awards under the Plan as provided under Section 5.2 above); provided that Awards using such available shares shall not be made after the date awards or grants could have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not Employees, Directors or Consultants prior to such acquisition or combination.

#### V.5 Non-Employee Director Award Limit.

Notwithstanding any provision to the contrary in the Plan or in any policy of the Company regarding non-employee director compensation, the sum of the grant date fair value (determined as of the grant date in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, or any successor thereto) of all equity-based Awards and the maximum amount that may become payable pursuant to all cash-based Awards that may be granted to a Service Provider as compensation for services as a Non-Employee Director during any calendar year shall not exceed \$1,500,000.

### ARTICLE VI. STOCK OPTIONS AND STOCK APPRECIATION RIGHTS

#### VI.1 General.

The Administrator may grant Options or Stock Appreciation Rights to one or more Service Providers, subject to such terms and conditions not inconsistent with the Plan as the Administrator shall determine. The Administrator will determine the number of Shares covered by each Option and Stock Appreciation Right, the exercise price of each Option and Stock Appreciation Right and the conditions and limitations applicable to the exercise of each Option and Stock Appreciation Right. A Stock Appreciation Right will entitle the Participant (or other person entitled to exercise the Stock Appreciation Right) to receive from the Company upon exercise of the exercisable portion of the Stock Appreciation Right an amount determined by multiplying the excess, if any, of the Fair Market Value of one Share on the date of exercise over the exercise price per Share of the Stock Appreciation Right by the number of Shares with respect to which the Stock Appreciation Right is exercised, subject to any limitations of the Plan or that the Administrator may impose and payable in cash, Shares valued at Fair Market Value on the date of exercise or a combination of the two as the Administrator may determine or provide in the Award Agreement.

#### VI.2 Exercise Price.

The Administrator will establish each Option's and Stock Appreciation Right's exercise price and specify the exercise price in the Award Agreement. Subject to Section 6.6, the exercise price will not be

less than 100% of the Fair Market Value on the grant date of the Option or Stock Appreciation Right. Notwithstanding the foregoing, in the case of an Option or Stock Appreciation Right that is a Substitute Award, the exercise price per share of the Shares subject to such Option or Stock Appreciation Right, as applicable, may be less than the Fair Market Value per share on the date of grant; provided that the exercise price of any Substitute Award shall be determined in accordance with the applicable requirements of Sections 424 and 409A of the Code.

#### VI.3 Duration of Options.

Subject to Section 6.6, each Option or Stock Appreciation Right will be exercisable at such times and as specified in the Award Agreement, provided that the term of an Option or Stock Appreciation Right will not exceed ten years; provided, further, that, unless otherwise determined by the Administrator or specified in the Award Agreement, (a) no portion of an Option or Stock Appreciation Right which is unexercisable at a Participant's Termination of Service shall thereafter become exercisable and (b) the portion of an Option or Stock Appreciation Right that is unexercisable at a Participant's Termination of Service shall automatically expire on the date of such Termination of Service. In addition, in no event shall an Option or Stock Appreciation Right granted to an Employee who is a non-exempt employee for purposes of overtime pay under the U.S. Fair Labor Standards Act of 1938 be exercisable earlier than six months after its date of grant. Notwithstanding the foregoing, if the Participant, prior to the end of the term of an Option or Stock Appreciation Right, commits an act of Cause (as determined by the Administrator), or violates any non-competition, non-solicitation or confidentiality provisions of any employment contract, confidentiality and nondisclosure agreement or other agreement between the Participant and the Company or any of its Subsidiaries, the right to exercise the Option or Stock Appreciation Right, as applicable, may be terminated by the Company and the Company may suspend the Participant's right to exercise the Option or Stock Appreciation Right when it reasonably believes that the Participant may have participated in any such act or violation.

#### VI.4 Exercise.

Options and Stock Appreciation Rights may be exercised by delivering to the Company (or such other person or entity designated by the Administrator) a notice of exercise, in a form and manner the Company approves (which may be written, electronic or telephonic and may contain representations and warranties deemed advisable by the Administrator), signed or authenticated by the person authorized to exercise the Option or Stock Appreciation Right, together with, as applicable, (a) payment in full of the exercise price for the number of Shares for which the Option is exercised in a manner specified in Section 6.5 and (b) satisfaction in full of any withholding obligation for Tax-Related Items in a manner specified in Section 10.5. The Administrator may, in its discretion, limit exercise with respect to fractional Shares and require that any partial exercise of an Option or Stock Appreciation Right be with respect to a minimum number of Shares.

#### VI.5 Payment Upon Exercise.

The Administrator shall determine the methods by which payment of the exercise price of an Option shall be made, including, without limitation:

(a) Cash, check or wire transfer of immediately available funds; provided that the Company may limit the use of one of the foregoing methods if one or more of the methods below is permitted;

(b) If there is a public market for Shares at the time of exercise, unless the Company otherwise determines, (A) delivery (including electronically or telephonically to the extent permitted by the Company) of a notice that the Participant has placed a market sell order with a broker acceptable to the Company with respect to Shares then issuable upon exercise of the Option and that the broker has been directed to deliver promptly to the Company funds sufficient to pay the exercise price, or (B) the Participant's delivery to the Company of a copy of irrevocable and unconditional instructions to a broker acceptable to the Company to deliver promptly to the Company an amount sufficient to pay the exercise price by cash, wire transfer of immediately available funds or check; provided that such amount is paid to the Company at such time as may be required by the Company;

9

US-DOCS124107892.7

(c) To the extent permitted by the Administrator, delivery (either by actual delivery or attestation) of Shares owned by the Participant valued at their Fair Market Value on the date of delivery;

(d) To the extent permitted by the Administrator, surrendering Shares then issuable upon the Option's exercise valued at their Fair Market Value on the exercise date;

(e) To the extent permitted by the Administrator, delivery of a promissory note or any other lawful consideration; or

(f) To the extent permitted by the Administrator, any combination of the above payment forms.

#### VI.6 Additional Terms of Incentive Stock Options.

The Administrator may grant Incentive Stock Options only to employees of the Company, any of its present or future parent or subsidiary corporations, as defined in Sections 424(e) or (f) of the Code, respectively, and any other entities the employees of which are eligible to receive Incentive Stock Options under the Code. If an Incentive Stock Option is granted to a Greater Than 10% Stockholder, the exercise price will not be less than 110% of the Fair Market Value on the Option's grant date, and the term of the Option will not exceed five years. All Incentive Stock Options (and Award Agreements related thereto) will be subject to and construed consistently with Section 422 of the Code. By accepting an Incentive Stock Option, the Participant agrees to give prompt notice to the Company of dispositions or other transfers (other than in connection with a Change in Control) of Shares acquired under the Option made within (a) two years from the grant date of the Option or (b) one year after the transfer of such Shares to the Participant, specifying the date of the disposition or other transfer and the amount the Participant realized, in cash, other property, assumption of indebtedness or other consideration, in such disposition or other transfer. Neither the Company nor the Administrator will be liable to a Participant, or any other party, if an Incentive Stock Option fails or ceases to qualify as an "incentive stock option" under Section 422 of the Code. Any Incentive Stock Option or portion thereof that fails to qualify as an "incentive stock option" under Section 422 of the Code for any reason, including becoming exercisable with respect to Shares having a fair market value exceeding the \$100,000 limitation under Treasury Regulation Section 1.422-4, will be a Nonqualified Stock Option.

### ARTICLE VII.

#### RESTRICTED STOCK; RESTRICTED STOCK UNITS

VII.1 General. The Administrator may grant Restricted Stock, or the right to purchase Restricted Stock, to any Service Provider, subject to forfeiture or the Company's right to repurchase all or part of such shares at their issue price or other stated or formula price from the Participant if conditions the Administrator specifies in the Award Agreement are not satisfied before the end of the applicable restriction period or periods that the Administrator establishes for such Award. In

addition, the Administrator may grant Restricted Stock Units, which may be subject to vesting and forfeiture conditions during the applicable restriction period or periods, as set forth in an Award Agreement, to Service Providers. The Administrator shall establish the purchase price, if any, and form of payment for Restricted Stock and Restricted Stock Units; provided, however, that if a purchase price is charged, such purchase price shall be no less than the par value, if any, of the Shares to be purchased, unless otherwise permitted by Applicable Law. In all cases, legal consideration shall be required for each issuance of Restricted Stock and Restricted Stock Units to the extent required by Applicable Law. The Award Agreement for each Award of Restricted Stock and Restricted Stock Units shall set forth the terms and conditions not inconsistent with the Plan as the Administrator shall determine.

#### VII.2 Restricted Stock.

(a) *Stockholder Rights.* Unless otherwise determined by the Administrator, each Participant holding shares of Restricted Stock will be entitled to all the rights of a stockholder with respect to such Shares, subject to the restrictions in the Plan and the applicable Award Agreement, including the right to receive all dividends and other distributions paid or made with respect to the Shares

10

US-DOCS124107892.7

to the extent such dividends and other distributions have a record date that is on or after the date on which such Participant becomes the record holder of such Shares; provided, however, that with respect to a share of Restricted Stock subject to restrictions or vesting conditions, except in connection with a spin-off or other similar event as otherwise permitted under Section 9.2, dividends which are paid to Company stockholders prior to the removal of restrictions and satisfaction of vesting conditions shall only be paid to the Participant to the extent that the restrictions are subsequently removed and the vesting conditions are subsequently satisfied and the share of Restricted Stock vests.

(b) *Stock Certificates.* The Company may require that the Participant deposit in escrow with the Company (or its designee) any stock certificates issued in respect of shares of Restricted Stock, together with a stock power endorsed in blank.

(c) *Section 83(b) Election.* If a Participant makes an election under Section 83(b) of the Code to be taxed with respect to the Restricted Stock as of the date of transfer of the Restricted Stock rather than as of the date or dates upon which such Participant would otherwise be taxable under Section 83(a) of the Code, such Participant shall be required to deliver a copy of such election to the Company promptly after filing such election with the Internal Revenue Service along with proof of the timely filing thereof.

VII.3 Restricted Stock Units. The Administrator may provide that settlement of Restricted Stock Units will occur upon or as soon as reasonably practicable after the Restricted Stock Units vest or will instead be deferred, on a mandatory basis or at the Participant's election, subject to compliance with Applicable Law.

### ARTICLE VIII. OTHER TYPES OF AWARDS

#### VIII.1 General.

The Administrator may grant Performance Stock Unit awards, Performance Bonus Awards, Dividend Equivalents or Other Stock or Cash Based Awards, to one or more Service Providers, in such amounts and subject to such terms and conditions not inconsistent with the Plan as the Administrator shall determine.

#### VIII.2 Performance Stock Unit Awards.

Each Performance Stock Unit award shall be denominated in a number of Shares or in unit equivalents of Shares or units of value (including a dollar value of Shares) and may be linked to any one or more of performance or other specific criteria, including service to the Company or Subsidiaries, determined to be appropriate by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. In making such determinations, the Administrator may consider (among such other factors as it deems relevant in light of the specific type of award) the contributions, responsibilities and other compensation of the particular Participant.

#### VIII.3 Performance Bonus Awards.

Each right to receive a bonus granted under this Section 8.3 shall be denominated in the form of cash (but may be payable in cash, stock or a combination thereof) (a "**Performance Bonus Award**") and shall be payable upon the attainment of performance goals that are established by the Administrator and relate to one or more of performance or other specific criteria, including service to the Company or Subsidiaries, in each case on a specified date or dates or over any period or periods determined by the Administrator.

#### VIII.4 Dividend Equivalents.

If the Administrator provides, an Award (other than an Option or Stock Appreciation Right) may provide a Participant with the right to receive Dividend Equivalents. Dividend Equivalents may be paid

11

US-DOCS\124107892.7

currently or credited to an account for the Participant, settled in cash or Shares and subject to the same restrictions on transferability and forfeitability as the Award with respect to which the Dividend Equivalents are granted and subject to other terms and conditions as set forth in the Award Agreement. Notwithstanding anything to the contrary herein, Dividend Equivalents with respect to an Award subject to vesting shall either (i) to the extent permitted by Applicable Law, not be paid or credited or (ii) be accumulated and subject to vesting to the same extent as the related Award. All such Dividend Equivalents shall be paid at such time as the Administrator shall specify in the applicable Award Agreement.

#### VIII.5 Other Stock or Cash Based Awards.

Other Stock or Cash Based Awards may be granted to Participants, including Awards entitling Participants to receive cash or Shares to be delivered in the future and annual or other periodic or long-term cash bonus awards (whether based on specified performance criteria or otherwise), in each case subject to any conditions and limitations in the Plan. Such Other Stock or Cash Based Awards will also be available as a payment form in the settlement of other Awards, as standalone payments and as payment in lieu of compensation to which a Participant is otherwise entitled. Other Stock or Cash Based Awards may be paid in Shares, cash or other property, as the Administrator determines. Subject to the provisions of the Plan, the Administrator will determine the terms and conditions of each Other Stock or Cash Based Award, including any purchase price, performance goal(s), transfer restrictions, and vesting conditions, which will be set forth in the applicable Award Agreement. Except in connection with a spin-off or other similar event as otherwise permitted under Article IX, dividends that are paid prior to vesting of any Other Stock or Cash Based Award shall only be paid to the applicable Participant to the extent that the vesting conditions are subsequently satisfied and the Other Stock or Cash Based Award vests.

### ARTICLE IX. ADJUSTMENTS FOR CHANGES IN COMMON STOCK AND CERTAIN OTHER EVENTS

#### ARTICLE IX. IX.1 Equity Restructuring.

(a) In connection with any Equity Restructuring, notwithstanding anything to the contrary in this Article IX, the Administrator will equitably adjust the terms of the Plan and each outstanding Award as it deems appropriate to reflect the Equity Restructuring, which may include (i) adjusting the number and type of securities subject to each outstanding Award or with respect to which Awards may be granted under the Plan (including, but not limited to, adjustments of the limitations in Article V hereof on the maximum number and kind of shares that may be issued); (ii) adjusting the terms and conditions of (including the grant or exercise price), and the performance goals or other criteria included in, outstanding Awards; and (iii) granting new Awards or making cash payments to Participants. The adjustments provided under this Section 9.1 will be nondiscretionary and final and binding on all interested parties, including the affected Participant and the Company; provided that the Administrator will determine whether an adjustment is equitable.

IX.2 Corporate Transactions. In the event of any dividend or other distribution (whether in the form of cash, Common Stock, other securities, or other property), reorganization, merger, consolidation, split-up, spin off, combination, amalgamation, repurchase, recapitalization, liquidation, dissolution, or sale, transfer, exchange or other disposition of all or substantially all of the assets of the Company or Vacasa Holdings, or sale or exchange of Common Stock, Vacasa Units or other securities of the Company or Vacasa Holdings, Change in Control, issuance of warrants or other rights to purchase Common Stock, Vacasa Units or other securities of the Company or Vacasa Holdings, other similar corporate transaction or event, other unusual or nonrecurring transaction or event affecting the Company or its financial statements or Vacasa Holdings or any change in any Applicable Law or accounting principles, the Administrator, on such terms and conditions as it deems appropriate, either by the terms of the Award or by action taken prior to the occurrence of such transaction or event (except that action to give effect to a change in Applicable Law or accounting principles may be made within a reasonable period of time after such change), is hereby authorized to take any action the Administrator determines to be appropriate in order to (x) prevent dilution or enlargement of the benefits or potential benefits intended by the Company to be made available under the Plan or with respect to any Award granted or issued under the Plan, (y)

12

US-DOCS\124107892.7



---

facilitate such transaction or event or (z) give effect to such changes in Applicable Law or accounting principles, including, without limitation, any of the following:

(a) To provide for the cancellation of any such Award in exchange for either an amount of cash or other property with a value equal to the amount that could have been obtained upon the exercise or settlement of the vested portion of such Award or realization of the Participant's rights under the vested portion of such Award, as applicable; provided that, if the amount that could have been obtained upon the exercise or settlement of the vested portion of such Award or realization of the Participant's rights, in any case, is equal to or less than zero, then the Award may be terminated without payment;

(b) To provide that such Award shall vest and, to the extent applicable, be exercisable as to all Shares (or other property) covered thereby, notwithstanding anything to the contrary in the Plan or the provisions of such Award;

(c) To provide that such Award be assumed by the successor or survivor corporation or entity, or a parent or subsidiary thereof, or shall be substituted for by awards covering the stock of the successor or survivor corporation or entity, or a parent or subsidiary thereof, with appropriate adjustments as to the number and kind of shares and applicable exercise or purchase price, in all cases, as determined by the Administrator;

(d) To make adjustments in the number and type of shares of Common Stock (or other securities or property) subject to outstanding Awards or with respect to which Awards may be granted under the Plan (including, but not limited to, adjustments of the limitations in Article V hereof on the maximum number and kind of shares which may be issued) or in the terms and conditions of (including the grant or exercise price), and the criteria included in, outstanding Awards;

(e) To replace such Award with other rights or property selected by the Administrator; or

(f) To provide that the Award will terminate and cannot vest, be exercised or become payable after the applicable event.

#### **IX.3 Administrative Stand Still.**

In the event of any pending stock dividend, stock split, combination or exchange of shares, merger, consolidation or other distribution (other than normal cash dividends) of Company assets to stockholders, or any other extraordinary transaction or change affecting the Shares or the share price of Common Stock (including any Equity Restructuring or any securities offering or other similar transaction) or for reasons of administrative convenience or to facilitate compliance with any Applicable Law, the Company may refuse to permit the exercise or settlement of one or more Awards for such period of time as the Administrator may determine to be reasonably appropriate under the circumstances.

#### **IX.4 General.**

Except as expressly provided in the Plan or the Administrator's action under the Plan, no Participant will have any rights due to any subdivision or consolidation of Shares of any class, dividend payment, increase or decrease in the number of Shares of any class or dissolution, liquidation, merger, or consolidation of the Company or other corporation. Except as expressly provided with respect to an Equity Restructuring under Section 9.1 above or the Administrator's action under the Plan, no issuance by the Company of Shares of any class, or securities convertible into Shares of any class, will affect, and no adjustment will be made regarding, the number of Shares subject to an Award or the Award's grant or exercise price. The existence of the Plan, any Award Agreements and the Awards granted hereunder will not affect or restrict in any way the Company's right or power to make or authorize (i) any adjustment, recapitalization, reorganization or other change in the Company's capital structure or its business, (ii) any merger, consolidation, spinoff, dissolution or liquidation of the Company or sale of Company assets or (iii) any sale or issuance of securities, including securities with rights superior to those of the Shares or securities convertible into or exchangeable for Shares.

---

## **ARTICLE X. PROVISIONS APPLICABLE TO AWARDS**

### **X.1 Transferability.**



(a) No Award may be sold, assigned, transferred, pledged or otherwise encumbered, either voluntarily or by operation of law, except by will or the laws of descent and distribution, or, subject to the Administrator's consent, pursuant to a DRO, unless and until such Award has been exercised or the Shares underlying such Award have been issued, and all restrictions applicable to such Shares have lapsed. During the life of a Participant, Awards will be exercisable only by the Participant, unless it has been disposed of pursuant to a DRO. After the death of a Participant, any exercisable portion of an Award may, prior to the time when such portion becomes unexercisable under the Plan or the applicable Award Agreement, be exercised by the Participant's personal representative or by any person empowered to do so under the deceased Participant's will or under the then-Applicable Law of descent and distribution. References to a Participant, to the extent relevant in the context, will include references to a transferee approved by the Administrator.

(b) Notwithstanding Section 10.1(a), the Administrator, in its sole discretion, may determine to permit a Participant or a Permitted Transferee of such Participant to transfer an Award other than an Incentive Stock Option (unless such Incentive Stock Option is intended to become a Nonqualified Stock Option) to any one or more Permitted Transferees of such Participant, subject to the following terms and conditions: (i) an Award transferred to a Permitted Transferee shall not be assignable or transferable by the Permitted Transferee other than (A) to another Permitted Transferee of the applicable Participant with the Administrator's consent (in its sole discretion) or (B) by will or the laws of descent and distribution or, subject to the consent of the Administrator, pursuant to a domestic relations order; (ii) an Award transferred to a Permitted Transferee shall continue to be subject to all the terms and conditions of the Award as applicable to the original Participant (other than the ability to further transfer the Award to any Person other than another Permitted Transferee of the applicable Participant); (iii) the Participant (or transferring Permitted Transferee) and the receiving Permitted Transferee shall execute any and all documents requested by the Administrator, including, without limitation documents to (A) confirm the status of the transferee as a Permitted Transferee, (B) satisfy any requirements for an exemption for the transfer under Applicable Law and (C) evidence the transfer; and (iv) any transfer of an Award to a Permitted Transferee shall be without consideration, except as required by Applicable Law. In addition, and further notwithstanding Section 10.1(a), the Administrator, in its sole discretion, may determine to permit a Participant to transfer Incentive Stock Options to a trust that constitutes a Permitted Transferee if, under Section 671 of the Code and other Applicable Law, the Participant is considered the sole beneficial owner of the Incentive Stock Option while it is held in the trust.

(c) Notwithstanding Section 10.1(a), if permitted by the Administrator, a Participant may, in the manner determined by the Administrator, designate a Designated Beneficiary. A Designated Beneficiary, legal guardian, legal representative, or other person claiming any rights pursuant to the Plan is subject to all terms and conditions of the Plan and any Award Agreement applicable to the Participant and any additional restrictions deemed necessary or appropriate by the Administrator. If the Participant is married or a domestic partner in a domestic partnership qualified under Applicable Law and resides in a community property state, a designation of a person other than the Participant's spouse or domestic partner, as applicable, as the Participant's Designated Beneficiary with respect to more than 50% of the Participant's interest in the Award shall not be effective without the prior written or electronic consent of the Participant's spouse or domestic partner. Subject to the foregoing, a beneficiary designation may be changed or revoked by a Participant at any time; provided that the change or revocation is delivered in writing to the Administrator prior to the Participant's death.

## **X.2 Documentation.**

Each Award will be evidenced in an Award Agreement in such form as the Administrator determines in its discretion. Each Award may contain such terms and conditions as are determined by the Administrator in its sole discretion, to the extent not inconsistent with those set forth in the Plan.

## **X.3 Discretion.**

Except as the Plan otherwise provides, each Award may be made alone or in addition or in relation to any other Award. The terms of each Award to a Participant need not be identical, and the Administrator need not treat Participants or Awards (or portions thereof) uniformly.

## **X.4 Changes in Participant's Status.**

The Administrator will determine how the disability, death, retirement, authorized leave of absence or any other change or purported change in a Participant's Service Provider status affects an Award and the extent to which, and the period during which, the Participant, the Participant's legal representative, conservator, guardian or Designated Beneficiary may exercise rights under the Award, if applicable. Except to the extent otherwise required by Applicable Law or expressly authorized by the Company or by the Company's written policy on leaves of absence, no service credit shall be given for vesting purposes for any period the Participant is on a leave of absence.

## **X.5 Withholding.**

Each Participant must pay the Company or a Subsidiary, as applicable, or make provision satisfactory to the Administrator for payment of, any Tax-Related Items required by Applicable Law to be withheld in connection with such Participant's Awards and/or Shares by the date of the event creating the liability for Tax-

Related Items. At the Company's discretion and subject to any Company insider trading policy (including black-out periods), any withholding obligation for Tax-Related Items may be satisfied by (i) deducting an amount sufficient to satisfy such withholding obligation from any payment of any kind otherwise due to a Participant; (ii) accepting a payment from the Participant in cash, by wire transfer of immediately available funds, or by check made payable to the order of the Company or a Subsidiary, as applicable; (iii) accepting the delivery of Shares, including Shares delivered by attestation; (iv) retaining Shares from the Award creating the withholding obligation for Tax-Related Items, valued on the date of delivery, (v) if there is a public market for Shares at the time the withholding obligation for Tax-Related Items is satisfied, selling Shares issued pursuant to the Award creating the withholding obligation for Tax-Related Items, either voluntarily by the Participant or mandatorily by the Company; (vi) accepting delivery of a promissory note or any other lawful consideration; or (vii) any combination of the foregoing payment forms. The amount withheld pursuant to any of the foregoing payment forms shall be determined by the Company and may be up to, but no greater than, the aggregate amount of such obligations based on the maximum statutory withholding rates in the applicable Participant's jurisdiction for all Tax-Related Items that are applicable to such taxable income. If any tax withholding obligation will be satisfied under clause (v) of the preceding paragraph, each Participant's acceptance of an Award under the Plan will constitute the Participant's authorization to the Company and instruction and authorization to any brokerage firm selected by the Company to effect the sale to complete the transactions described in clause (v).

#### X.6 Amendment of Award; Repricing.

The Administrator may amend, modify or terminate any outstanding Award, including by substituting another Award of the same or a different type, changing the exercise or settlement date, and converting an Incentive Stock Option to a Nonqualified Stock Option. The Participant's consent to such action will be required unless (i) the action, taking into account any related action, does not materially and adversely affect the Participant's rights under the Award, or (ii) the change is permitted under Article IX or pursuant to Section 11.6. In addition, the Administrator shall, without the approval of the stockholders of the Company, have the authority to (a) amend any outstanding Option or Stock Appreciation Right to reduce its exercise price per Share, or (b) cancel any Option or Stock Appreciation Right in exchange for cash or another Award.

#### X.7 Conditions on Delivery of Stock.

The Company will not be obligated to deliver any Shares under the Plan or remove restrictions from Shares previously delivered under the Plan until (i) all Award conditions have been met or removed to the Company's satisfaction, (ii) as determined by the Company, all other legal matters regarding the issuance and delivery of such Shares have been satisfied, including, without limitation, any applicable securities laws and stock exchange or stock market rules and regulations, (iii) any approvals from

15

US-DOCS124107892.7

governmental agencies that the Company determines are necessary or advisable have been obtained, and (iv) the Participant has executed and delivered to the Company such representations or agreements as the Administrator deems necessary or appropriate to satisfy Applicable Law. The inability or impracticability of the Company to obtain or maintain authority from any regulatory body having jurisdiction, which authority is deemed by the Company's counsel to be necessary to the lawful issuance and sale of any Shares hereunder, shall relieve the Company of any liability in respect of the failure to issue or sell such Shares as to which such requisite authority shall not have been obtained, and shall constitute circumstances in which the Administrator may determine to amend or cancel Awards pertaining to such Shares, with or without consideration to the Participant.

#### X.8 Acceleration.

The Administrator may at any time provide that any Award will become immediately vested and fully or partially exercisable, free of some or all restrictions or conditions, or otherwise fully or partially realizable.

### **ARTICLE XI. MISCELLANEOUS**

#### XI.1 No Right to Employment or Other Status.

No person will have any claim or right to be granted an Award, and the grant of an Award will not be construed as giving a Participant the right to continue employment or any other relationship with the Company or a Subsidiary. The Company and its Subsidiaries expressly reserve the right at any time to dismiss or otherwise terminate its relationship with a Participant free from any liability or claim under the Plan or any Award, except as expressly provided in an Award Agreement or other written agreement between the Participant and the Company or any Subsidiary.

#### XI.2 No Rights as Stockholder; Certificates.

Subject to the Award Agreement, no Participant or Designated Beneficiary will have any rights as a stockholder with respect to any Shares to be distributed under an Award until becoming the record holder of such Shares. Notwithstanding any other provision of the Plan, unless the Administrator otherwise determines or Applicable Law requires, the Company will not be required to deliver to any Participant certificates evidencing Shares issued in connection with any Award and instead such Shares may be recorded in the books of the Company (or, as applicable, its transfer agent or stock plan administrator). The Company may place legends on any share certificate or book entry to reference restrictions applicable to the Shares (including, without limitation, restrictions applicable to Restricted Stock).

#### XI.3 Effective Date.

The Plan originally became effective (the “**Stockholders Agreement Effective Date**”) on the date immediately prior to the date of the closing of the transactions contemplated by that certain Business Combination Agreement entered into on July 28, 2021, by and among Vacasa Inc. (the “Holdings, Pace and certain other parties. No Incentive Stock Option may be granted pursuant to the Plan after the tenth anniversary of the earlier of (i) the date the Plan was approved by the Board and (ii) the date the Plan was approved by the Company’s shareholders.

#### XI.4 Issuer Amendment of Plan”).

The Board may amend, suspend or terminate the **Silver Lake Stockholders**, Plan at any time and from time to time; provided that no amendment, other than an increase to the **Riverwood Stockholders**, Overall Share Limit or pursuant to Article IX or Section 11.6, may materially and adversely affect any Award outstanding at the **Level Equity Stockholders**, time of such amendment without the **TPG Stockholders** affected Participant’s consent. No Awards may be granted under the Plan during any suspension period or after Plan termination. Awards outstanding at the time of any Plan suspension or termination will continue to be governed by the Plan and the **EB Stockholders**, is Award Agreement, as in effect before such suspension or

16

US-DOCS\124107892.7

termination. The Board will obtain stockholder approval of any Plan amendment to the extent necessary to comply with Applicable Law.

#### XI.5 Provisions for Foreign Participants.

The Administrator may modify Awards granted to Participants who are nationals of a country other than the United States or employed or residing outside the United States, establish subplans or procedures under the Plan or take any other necessary or appropriate action to address Applicable Law, including (a) differences in laws, rules, regulations or customs of such jurisdictions with respect to tax, securities, currency, employee benefit or other matters, (b) listing and other requirements of any non-U.S. securities exchange, and (c) any necessary local governmental or regulatory exemptions or approvals.

#### XI.6 Section 409A.

(a) *General.* The Company intends that all Awards be structured to comply with, or be exempt from, Section 409A, such that no adverse tax consequences, interest, or penalties under Section 409A apply. Notwithstanding anything in the Plan or any Award Agreement to the contrary, the Administrator may, without a Participant’s consent, amend this Plan or Awards, adopt policies and procedures, or take any other actions (including amendments, policies, procedures and retroactive actions) as are necessary or appropriate to preserve the intended tax treatment of Awards, including any such actions intended to (A) exempt this Plan or any Award from Section 409A, or (B) comply with Section 409A, including regulations, guidance, compliance programs and other interpretative authority that may be issued after an Award’s grant date. The Company makes no representations or warranties as to an Award’s tax treatment under Section 409A or otherwise. The Company will have no obligation under this Section 11.6 or otherwise to avoid the taxes, penalties or interest under Section 409A with respect to any Award and will have no liability to any Participant or any other person if any Award, compensation or other benefits under the Plan are determined to constitute noncompliant “nonqualified deferred compensation” subject to taxes, penalties or interest under Section 409A.

(b) *Separation from Service.* If an Award constitutes “nonqualified deferred compensation” under Section 409A, any payment or settlement of such Award upon a Participant’s Termination of Service will, to the extent necessary to avoid taxes under Section 409A, be made only upon the Participant’s “separation from service” (within the meaning of Section 409A), whether such “separation from service” occurs upon or after the Participant’s Termination of Service. For purposes of this Plan or any Award Agreement relating to any such payments or benefits, references to a “termination,” “termination of employment” or like terms means a “separation from service.”

(c) *Payments to Specified Employees.* Notwithstanding any contrary provision in the Plan or any Award Agreement, any payment(s) of “nonqualified deferred compensation” required to be made under an Award to a “specified employee” (as defined under Section 409A and entered into as the Administrator determines) due to his or her “separation from service” will, to the extent necessary to avoid taxes under Section 409A(a)(2)(B)(i) of August 16, 2022 the Code, be delayed for the six-month period immediately following such “separation from service” (or, if earlier, until the specified employee’s death) and will

instead be paid (as set forth in the Award Agreement) on the day immediately following such six-month period or as soon as administratively practicable thereafter (without interest). Any payments of “nonqualified deferred compensation” under such Award payable more than six months following the Participant’s “separation from service” will be paid at the time or times the payments are otherwise scheduled to be made.

#### XI.7 Limitations on Liability.

Notwithstanding any other provisions of the Plan, no individual acting as a director, officer or other employee of the Company or any Subsidiary will be liable to any Participant, former Participant, spouse, beneficiary, or any other person for any claim, loss, liability, or expense incurred in connection with the Plan or any Award, and such individual will not be personally liable with respect to the Plan because of any contract or other instrument executed in his or her capacity as an Administrator, director, officer or other employee of the Company or any Subsidiary. The Company will indemnify and hold harmless each director, officer or other employee of the Company or any Subsidiary that has been or will be granted or delegated any duty or power relating to the Plan’s administration or interpretation, against

17

US-DOCS124107892.7

any cost or expense (including attorneys’ fees) or liability (including any sum paid in settlement of a claim with the Administrator’s approval) arising from any act or omission concerning this Plan unless arising from such person’s own fraud or bad faith; provided that he or she gives the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf.

#### XI.8 Data Privacy.

As a condition for receiving any Award, each Participant explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of personal data as described in this Section 11.8 by and among the Issuer, Company and its Subsidiaries and affiliates exclusively for implementing, administering and managing the Silver Lake Stockholders, Participant’s participation in the Riverwood Stockholders, Plan. The Company and its Subsidiaries and affiliates may hold certain personal information about a Participant, including the Level Equity Stockholders, Participant’s name, address and telephone number; birthdate; social security, insurance number or other identification number; salary; nationality; job title(s); any Shares held in the TPG Stockholders Company or its Subsidiaries and affiliates; and Award details, to implement, manage and administer the Plan and Awards (the “Data”). The Company and its Subsidiaries and affiliates may transfer the Data amongst themselves as necessary to implement, administer and manage a Participant’s participation in the Plan, and the EB Stockholders, Capitalized Company and its Subsidiaries and affiliates may transfer the Data to third parties assisting the Company with Plan implementation, administration and management. These recipients may be located in the Participant’s country, or elsewhere, and the Participant’s country may have different data privacy laws and protections than the recipients’ country. By accepting an Award, each Participant authorizes such recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, to implement, administer and manage the Participant’s participation in the Plan, including any required Data transfer to a broker or other third party with whom the Company or the Participant may elect to deposit any Shares. The Data related to a Participant will be held only as long as necessary to implement, administer, and manage the Participant’s participation in the Plan. A Participant may, at any time, view the Data that the Company holds regarding such Participant, request additional information about the storage and processing of the Data regarding such Participant, recommend any necessary corrections to the Data regarding the Participant or refuse or withdraw the consents in this Section 11.8 in writing, without cost, by contacting the local human resources representative. The Company may cancel Participant’s ability to participate in the Plan and, in the Administrator’s sole discretion, the Participant may forfeit any outstanding Awards if the Participant refuses or withdraws the consents in this Section 11.8. For more information on the consequences of refusing or withdrawing consent, Participants may contact their local human resources representative.

#### XI.9 Severability.

If any portion of the Plan or any action taken under it is held illegal or invalid for any reason, the illegality or invalidity will not affect the remaining parts of the Plan, and the Plan will be construed and enforced as if the illegal or invalid provisions had been excluded, and the illegal or invalid action will be null and void.

#### XI.10 Governing Documents.

If any contradiction occurs between the Plan and any Award Agreement or other written agreement between a Participant and the Company (or any Subsidiary), the Plan will govern, unless such Award Agreement or other written agreement was approved by the Administrator and expressly provides that a specific provision of the Plan will not apply.

#### XI.11 Governing Law.

The Plan and all Awards will be governed by and interpreted in accordance with the laws of the State of Delaware, without regard to the conflict of law rules thereof or of any other jurisdiction.

All Awards (including the gross amount of any proceeds, gains or other economic benefit the Participant actually or constructively receives upon receipt or exercise of any Award or the receipt or resale of any Shares underlying the Award) will be subject to recoupment by the Company to the extent required to comply with Applicable Law or any policy of the Company providing for the reimbursement of incentive compensation, whether or not such policy was in place at the time of grant of an Award.

XI.13 Titles and Headings.

The titles and headings in the Plan are for convenience of reference only and, if any conflict, the Plan's text, rather than such titles or headings, will control.

XI.14 Conformity to Applicable Law.

Participant acknowledges that the Plan is intended to conform to the extent necessary with Applicable Law. Notwithstanding anything herein to the contrary, the Plan and all Awards will be administered only in a manner intended to conform with Applicable Law. To the extent Applicable Law permits, the Plan and all Award Agreements will be deemed amended as necessary to conform to Applicable Law.

XI.15 Relationship to Other Benefits.

No payment under the Plan will be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare or other benefit plan of the Company or any Subsidiary, except as expressly provided in writing in such other plan or an agreement thereunder.

XI.16 Unfunded Status of Awards. The Plan is intended to be an "unfunded" plan for incentive compensation. With respect to any payments not yet made to a Participant pursuant to an Award, nothing contained in the Plan or Award Agreement shall give the Participant any rights that are greater than those of a general creditor of the Company or any Subsidiary.

XI.17 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan, the Plan and any Award granted or awarded to any individual who is then subject to Section 16 of the Exchange Act shall be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including Rule 16b-3 of the Exchange Act and any amendments thereto) that are requirements for the application of such exemptive rule. To the extent permitted by Applicable Law, the Plan and Awards granted or awarded hereunder shall be deemed amended to the extent necessary to conform to such applicable exemptive rule.

XI.18 Prohibition on Executive Officer Loans. Notwithstanding any other provision of the Plan to the contrary, no Participant who is a Director or an "executive officer" of the Company within the meaning of Section 13(k) of the Exchange Act shall be permitted to make payment with respect to any Awards granted under the Plan, or continue any extension of credit with respect to such payment, with a loan from the Company or a loan arranged by the Company in violation of Section 13(k) of the Exchange Act.

XI.19 Broker-Assisted Sales.

In the event of a broker-assisted sale of Shares in connection with the payment of amounts owed by a Participant under or with respect to the Plan or Awards, including amounts to be paid under the final sentence of Section 10.5: (a) any Shares to be sold through the broker-assisted sale will be sold on the day the payment first becomes due, or as soon thereafter as practicable; (b) such Shares may be sold as part of a block trade with other Participants in the Plan in which all Participants receive an average price; (c) the applicable Participant will be responsible for all broker's fees and other costs of sale, and by accepting an Award, each Participant agrees to indemnify and hold the Company harmless from any losses, costs, damages, or expenses relating to any such sale; (d) to the extent the Company or its designee receives proceeds of such sale that exceed the amount owed, the Company will pay such excess in cash to the applicable Participant as soon as reasonably practicable; (e) the Company and its designees are under no

obligation to arrange for such sale at any particular price; and (f) in the event the proceeds of such sale are insufficient to satisfy the Participant's applicable obligation, the Participant may be required to pay immediately upon demand to the Company or its designee an amount in cash sufficient to satisfy any remaining portion of the Participant's obligation.

\* \* \* \* \*

20

US-DOCS124107892.7

Exhibit 10.24

**VACASA, INC.**  
**2021 NONQUALIFIED EMPLOYEE STOCK PURCHASE PLAN**

(as amended and restated on May 23, 2023)

**ARTICLE 1**  
**PURPOSE**

The Plan's purpose is to assist employees of the Company and its Designated Subsidiaries in acquiring a stock ownership interest in the Company, and to help such employees provide for their future security and to encourage them to remain in the employment of the Company and its Subsidiaries. The Plan is not intended to qualify as an "employee stock purchase plan" under Section 423 of the Code.

**ARTICLE 2**  
**DEFINITIONS**

As used in the Plan, the following words and phrases have the meanings specified below, unless the context clearly indicates otherwise:

- 2.1 **"Administrator"** means the Committee, or such individuals to which authority to administer the Plan has been delegated under Section 7.1 hereof.
- 2.2 **"Agent"** means the brokerage firm, bank or other financial institution, entity or person(s), if any, engaged, retained, appointed or authorized to act as the agent of the Company or an Employee with regard to the Plan.
- 2.3 **"Board"** means the Board of Directors of the Company.
- 2.4 **"Business Combination Agreement"** means that certain Business Combination Agreement entered into on July 28, 2021, by and among Vacasa Holdings, Pace and certain other parties thereto.
- 2.5 **"Code"** means the U.S. Internal Revenue Code of 1986, as amended, and all regulations, guidance, compliance programs and other interpretative authority issued thereunder.
- 2.6 **"Committee"** means the Compensation Committee of the Board.
- 2.7 **"Common Stock"** means the Class A common stock of the Company.
- 2.8 **"Company"** means Vacasa, Inc., a Delaware corporation, or any successor.
- 2.9 **"Compensation"** of an Employee means the regular cash earnings or base salary, bonuses and commissions paid to the Employee on each Payday as compensation for services to the Company or any Designated Subsidiary, before deduction for any salary deferral contributions made by the Employee to any tax-qualified or nonqualified deferred compensation plan, including overtime, shift differentials, vacation pay, salaried production schedule premiums, holiday pay, jury duty pay, funeral leave pay, paid time off, military pay, prior week adjustments and weekly bonus, but excluding education or tuition reimbursements, imputed income arising under any group insurance or benefit program, travel expenses, business and moving reimbursements, including tax gross ups and taxable mileage allowance, income received in connection with any stock options, restricted stock, restricted stock units or other compensatory equity awards and all contributions made by the Company or any Designated Subsidiary for the Employee's benefit under any employee benefit plan now or hereafter established. Such Compensation shall be calculated before deduction of any income or employment tax withholdings, but shall be withheld from the Employee's net income.

2.10 **"Designated Subsidiary"** means each Subsidiary, including any Subsidiary in existence on the Effective Date and any Subsidiary formed or acquired following the Effective Date, that has been

[US-DOCS\124280623.8]

designated by the Administrator from time to time in its sole discretion as eligible to participate in the Plan, in accordance with Section 7.2 hereof. Vacasa Holdings and Vacasa LLC are each Designated Subsidiaries.

2.11 **"Effective Date"** means the date immediately prior to the date of the closing of the transactions contemplated by the Business Combination Agreement.

2.12 **"Eligible Employee"** means an Employee (i) who is customarily scheduled to work at least 20 hours per week, (ii) whose customary employment is more than six consecutive months in a calendar year, and (iii) who, after the granting of the Option, would not be deemed for purposes of Section 423(b)(3) of the Code to possess 5% or more of the total combined voting power or value of all classes of stock of the Company or any Subsidiary. Notwithstanding the foregoing, the Administrator may limit eligibility further within the Company or a Designated Subsidiary so as to only designate some Employees of the Company or a Designated Subsidiary as Eligible Employees, and, to the extent the restrictions in the first sentence in this definition are not consistent with applicable local laws, the applicable local laws shall control.

2.13 **"Employee"** means any person who renders services to the Company or a Designated Subsidiary in the status of an employee, and shall not include any director of the Company or a Designated Subsidiary who does not render services to the Company or a Designated Subsidiary in the status of an employee. The Administrator, in its sole discretion, shall determine the effect of all matters and questions relating to whether the employee status of any person has begun or been terminated, including all matters and questions related to whether a particular leave of absence constitutes a termination of a person's employee status.

2.14 **"Enrollment Date"** means the first date of each Offering Period.

2.15 **"Exercise Date"** means the last Trading Day of each Purchase Period, except as provided in Section 5.2 hereof.

2.16 **"Exchange Act"** means the Securities Exchange Act of 1934, as amended.

2.17 **"Fair Market Value"** means, as of any date, the value of a share of Common Stock determined as follows: (i) if the Common Stock is listed on any established stock exchange, the value of a share of Common Stock will be the closing sales price for a share of Common Stock as quoted on such exchange for such date, or if no sale occurred on such date, the last day preceding such date during which a sale occurred, as reported in *The Wall Street Journal* or another source the Administrator deems reliable; (ii) if the Common Stock is not listed on an established stock exchange but is quoted on a national market or other quotation system, the value of a share of Common Stock will be the closing sales price for a share of Common Stock on such date, or if no sales occurred on such date, then on the last date preceding such date during which a sale occurred, as reported in *The Wall Street Journal* or another source the Administrator deems reliable; or (iii) if the Common Stock is not listed on any established stock exchange or quoted on a national market or other quotation system, the value established by the Administrator in its sole discretion.

2.18 **"Grant Date"** means the first day of an Offering Period.

2.19 **"New Exercise Date"** has the meaning set forth in Section 5.2(b) hereof.

2.20 **"Offering"** means an offer under the Plan of an Option that may be exercised during an Offering Period as further described in Section 4 hereof. Unless otherwise specified by the Administrator, each Offering to the Eligible Employees of the Company or a Designated Subsidiary shall be deemed a separate Offering, even if the dates and other terms used of the applicable Purchase Periods of each such Offering are identical and the provisions of the Plan will separately apply to each Offering. The terms of each separate Offering need not be identical.

2.21 **"Offering Period"** means each 12 month period commencing on such dates as determined by the Administrator, in its discretion, and with respect to which Options shall be granted to Participants.

[US-DOCS\124280623.8]



The duration and timing of Offering Periods may be established or changed by the Administrator at any time, in its sole discretion.

2.22 **"Option"** means the right to purchase shares of Common Stock pursuant to the Plan during each Offering Period.

2.23 **"Option Price"** means the purchase price of a share of Common Stock hereunder as provided in Section 4.2 hereof.

2.24 **"Pace"** means TPG Pace Solutions Corp., an exempted company incorporated in the Cayman Islands.

2.25 **"Parent"** means a corporation, partnership, or any other entity, whether U.S. or non-U.S., in an unbroken chain of entities ending with the Company if each of the entities other than the Company beneficially owns, at the time of the determination, securities or interests representing at least 50% of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

2.26 **"Participant"** means any Eligible Employee who elects to participate in the Plan.

2.27 **"Payday"** means the regular and recurring established day for payment of Compensation to an Employee of the Company or any Designated Subsidiary.

2.28 **"Plan"** means this 2021 Nonqualified Employee Stock Purchase Plan, including any other sub-plans or appendices hereto, as amended from time to time.

2.29 **"Plan Account"** means a bookkeeping account established and maintained by the Company in the name of each Participant.

2.30 **"Purchase Period"** means each consecutive six-month period commencing on such dates as determined by the Administrator, in its discretion, within each Offering Period. The first Purchase Period of each Offering Period shall commence on the Grant Date and end with the next Exercise Date. The duration and timing of Purchase Periods may be established or changed by the Administrator at any time, in its sole discretion. Notwithstanding the foregoing, in no event may a Purchase Period exceed the duration of the Offering Period under which it is established.

2.31 **"Section 409A"** means Section 409A of the Code.

2.32 **"Subsidiary"** means a corporation, partnership, or any other entity (other than the Company), whether U.S. or non-U.S., in an unbroken chain of entities beginning with the Company if each of the entities other than the last entity in the unbroken chain beneficially owns, at the time of the determination, securities or interests representing at least 50% of the total combined voting power of all classes of securities or interests in one of the other entities in such chain (including, for clarity, Vacasa Holdings).

2.33 **"Trading Day"** means a day on which national stock exchanges in the United States are open for trading.

2.34 **"Treas. Reg."** means U.S. Department of the Treasury regulations.

2.35 **"Vacasa Holdings"** means Vacasa Holdings LLC, a Delaware limited liability company.

2.36 **"Vacasa Holdings LLCA"** means the Fourth Amended and Restated Limited Liability Company Agreement of Vacasa Holdings (as it may be amended from time to time).

2.37 **"Vacasa Units"** means a limited liability company unit of Vacasa Holdings that is redeemable for one share of Common Stock, pursuant to the Vacasa Holdings LLCA.

### 3

[US-DOCS\124280623.8]

2.38 **"Withdrawal Election"** has the meaning set forth in Section 6.1(a) hereof.

## ARTICLE 3 PARTICIPATION



3.1 **Eligibility.** Any Eligible Employee who is employed by the Company or a Designated Subsidiary on a given Enrollment Date for an Offering Period shall be eligible to participate in the Plan during such Offering Period, subject to the requirements of Articles 4 and 5 hereof.

3.2 **Election to Participate; Payroll Deductions**

(a) Except as provided in Sections 3.2(e) and 3.3 hereof, an Eligible Employee may become a Participant in the Plan only by means of payroll deduction. Each individual who is an Eligible Employee as of an Offering Period's Enrollment Date may elect to participate in such Offering Period and the Plan by delivering to the Company a payroll deduction authorization no later than the period of time prior to the applicable Enrollment Date that is determined by the Administrator, in its sole discretion.

(b) Except as may otherwise be determined by the Administrator, payroll deductions (i) shall equal at least 1% of the Participant's Compensation as of each Payday of the Offering Period following the Enrollment Date, but not more than 15% of the Participant's Compensation as of each Payday of the Offering Period following the Enrollment Date; and (ii) may be expressed either as a whole number percentage, or a fixed dollar amount. Amounts deducted from a Participant's Compensation with respect to an Offering Period pursuant to this Section 3.2 shall be deducted each Payday through payroll deduction and credited to the Participant's Plan Account.

(c) Following at least one payroll deduction, a Participant may decrease (to as low as zero) the amount deducted from such Participant's Compensation only once during an Offering Period, which will be effective no later than the beginning of the second payroll period following the date of the Company's receipt of the notice of such decrease. A Participant may not increase the amount deducted from such Participant's Compensation during an Offering Period. The Administrator may, for future Offering Periods, change the foregoing limitations on increases and decreases to amounts deducted from Participants' Compensation.

(d) Upon the completion of an Offering Period, each Participant in such Offering Period shall automatically participate in the immediately following Offering Period at the same payroll deduction percentage or fixed amount as in effect at the termination of such Offering Period, unless such Participant delivers to the Company a different election with respect to the successive Offering Period in accordance with Section 3.2(a) hereof, or unless such Participant becomes ineligible for participation in the Plan.

(e) Notwithstanding any other provisions of the Plan to the contrary, in non-U.S. jurisdictions where participation in the Plan through payroll deductions is prohibited, the Administrator may provide that an Eligible Employee may elect to participate through contributions to the Participant's account under the Plan in a form acceptable to the Administrator in lieu of or in addition to payroll deductions.

3.3 **Leave of Absence.** During leaves of absence approved by the Company, a Participant may continue participation in the Plan by making cash payments to the Company on the Participant's normal payday equal to the Participant's authorized payroll deduction.

**ARTICLE 4  
PURCHASE OF SHARES**

4.1 **Grant of Option.** The Company may make one or more Offerings under the Plan, which may be successive or overlapping with one another, until the earlier of: (i) the date on which the shares of Common Stock available under the Plan have been sold or (ii) the date on which the Plan is suspended or terminates. The Administrator shall designate the terms and conditions of each Offering in writing, including without limitation, the Offering Period and the Purchase Periods. Each Participant shall be

4

[US-DOCS\124280623.8]

granted an Option with respect to an Offering Period on the applicable Grant Date. The number of shares of Common Stock subject to a Participant's Option shall be determined by dividing (a) such Participant's payroll deductions accumulated prior to an Exercise Date and retained in the Participant's Plan Account on such Exercise Date by (b) the applicable Option Price; *provided* that in no event shall a Participant be permitted to purchase during each Offering Period more than 100,000 shares of Common Stock (subject to any adjustment pursuant to Section 5.2 hereof). The Administrator may, for future Offering Periods, increase or decrease, in its absolute discretion, the maximum number of shares of Common Stock that a Participant may purchase during such future Offering Periods. Each Option shall expire on the last Exercise Date for the applicable Offering Period immediately after the automatic exercise of the Option in accordance with Section 4.3 hereof, unless such Option terminates earlier in accordance with Article 6 hereof.

4.2 **Option Price.** The "**Option Price**" per share of Common Stock to be paid by a Participant upon exercise of the Participant's Option on an Exercise Date for an Offering Period shall equal 85% of the lesser of the Fair Market Value of a share of Common Stock on (a) the applicable Grant Date and (b) the

applicable Exercise Date, or such other price designated by the Administrator; *provided* that in no event shall the Option Price per share of Common Stock be less than the par value per share of the Common Stock.

#### 4.3 Purchase of Shares.

(a) On each Exercise Date for an Offering Period, each Participant shall automatically and without any action on such Participant's part be deemed to have exercised the Participant's Option to purchase at the applicable per share Option Price the largest number of whole shares of Common Stock which can be purchased with the amount in the Participant's Plan Account. Any balance less than the per share Option Price that is remaining in the Participant's Plan Account (after exercise of such Participant's Option) as of the Exercise Date shall be carried forward to the next Purchase Period or Offering Period, unless the Participant has elected to withdraw from the Plan pursuant to Section 6.1 hereof or, pursuant to Section 6.2 hereof, such Participant has ceased to be an Eligible Employee. Any balance not carried forward to the next Purchase Period or Offering Period in accordance with the prior sentence shall be promptly refunded to the applicable Participant. In no event shall an amount greater than or equal to the per share Option Price as of an Exercise Date be carried forward to the next Purchase Period or Offering Period.

(b) As soon as practicable following each Exercise Date (but no later than 30 days thereafter), the number of shares of Common Stock purchased by such Participant pursuant to Section 4.3(a) hereof shall be delivered (either in share certificate or book entry form), in the Company's sole discretion, to either (i) the Participant or (ii) an account established in the Participant's name at a stock brokerage or other financial services firm designated by the Company. If the Company is required to obtain from any commission or agency authority to issue any such shares of Common Stock, the Company shall seek to obtain such authority. Inability of the Company to obtain from any such commission or agency authority which counsel for the Company deems necessary for the lawful issuance of any such shares shall relieve the Company from liability to any Participant except to refund to the Participant such Participant's Plan Account balance, without interest thereon.

4.4 Automatic Termination of Offering Period. Except as otherwise determined by the Administrator for a future Offering Period, if the Fair Market Value of a share of Common Stock on any Exercise Date (except the final scheduled Exercise Date of any Offering Period) is lower than the Fair Market Value of a share of Common Stock on the Grant Date for an Offering Period, then such Offering Period shall terminate on such Exercise Date after the automatic exercise of the Option in accordance with Section 4.3 hereof, and each Participant shall automatically be enrolled in the Offering Period that commences immediately following such Exercise Date and such Participant's payroll deduction authorization shall remain in effect for such Offering Period.

4.5 Transferability of Rights. An Option granted under the Plan shall not be transferable, other than by will or the applicable laws of descent and distribution, and is exercisable during the Participant's lifetime only by the Participant. No option or interest or right to the Option shall be available to pay off any debts, contracts or engagements of the Participant or the Participant's successors in interest

## 5

[US-DOCS\124280623.8]

or shall be subject to disposition by pledge, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy), and any attempt at disposition of the Option shall have no effect.

### ARTICLE 5 PROVISIONS RELATING TO COMMON STOCK

5.1 Common Stock Reserved. Subject to adjustment as provided in Section 5.2 hereof, the maximum number of shares of Common Stock that shall be made available for sale under the Plan shall be the sum of (a) 8,995,599 shares and (b) an annual increase on the first day of each year beginning in 2024 and ending in 2033 equal to the lesser of (i) 1% of the shares of Common Stock outstanding (determined on an as converted basis, taking into account all securities convertible into, exercisable, exchangeable or redeemable for shares of Common Stock, including, without limitation, the Vacasa Units that are redeemable pursuant to the Vacasa Holdings LLCA) on the last day of the immediately preceding fiscal year, and (ii) such smaller number of shares as may be determined by the Board or the Committee. Shares made available for sale under the Plan may be authorized but unissued shares, treasury shares of Common Stock, or reacquired shares reserved for issuance under the Plan.

#### 5.2 Adjustments Upon Changes in Capitalization, Dissolution, Liquidation, Merger or Asset Sale.

(a) Changes in Capitalization. Subject to any required action by the stockholders of the Company, the number of shares of Common Stock which have been authorized for issuance under the Plan but not yet placed under Option, as well as the price per share and the number of shares of Common Stock covered by each Option under the Plan which has not yet been exercised shall be proportionately adjusted for any increase or decrease in the number

of issued shares of Common Stock or outstanding Vacasa Units resulting from a stock or unit split, reverse stock or unit split, stock dividend or unit distribution, combination or reclassification of the Common Stock or Vacasa Units, or any other increase or decrease in the number of shares of Common Stock or Vacasa Units effected without receipt of consideration by the Company or Vacasa Holdings (as applicable); *provided, however*, that conversion of any convertible securities of the Company or Vacasa Holdings shall not be deemed to have been "effected without receipt of consideration." Such adjustment shall be made by the Administrator, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issuance by the Company or Vacasa Holdings of shares of stock of any class or Vacasa Units, or securities convertible into shares of stock of any class or Vacasa Units, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Common Stock subject to an Option.

(b) **Dissolution or Liquidation.** In the event of the proposed dissolution or liquidation of the Company or Vacasa Holdings, the Offering Periods then in progress shall be shortened by setting a new Exercise Date (the "**New Exercise Date**"), and shall terminate immediately prior to the consummation of such proposed dissolution or liquidation, unless provided otherwise by the Administrator. The New Exercise Date shall be before the date of the Company's or Vacasa Holdings' proposed dissolution or liquidation. The Administrator shall notify each Participant in writing prior to the New Exercise Date, that the Exercise Date for the Participant's Option has been changed to the New Exercise Date and that the Participant's Option shall be exercised automatically on the New Exercise Date, unless prior to such date the Participant has withdrawn from the Offering Period as provided in Section 6.1 hereof or the Participant has ceased to be an Eligible Employee as provided in Section 6.2 hereof.

(c) **Merger or Asset Sale.** In the event of a proposed sale of all or substantially all of the assets of the Company or Vacasa Holdings, or the merger of the Company or Vacasa Holdings with or into another corporation, each outstanding Option shall be assumed or an equivalent Option substituted by the successor corporation or a Parent or Subsidiary of the successor corporation. If the successor corporation refuses to assume or substitute for the Option, any Offering Periods then in progress shall be shortened by setting a New Exercise Date and any Offering Periods then in progress shall end on the New

## 6

[US-DOCS\124280623.8]

Exercise Date. The New Exercise Date shall be before the date of the Company's proposed sale or merger. The Administrator shall notify each Participant in writing prior to the New Exercise Date, that the Exercise Date for the Participant's Option has been changed to the New Exercise Date and that the Participant's Option shall be exercised automatically on the New Exercise Date, unless prior to such date the Participant has withdrawn from the Offering Period as provided in Section 6.1 hereof or the Participant has ceased to be an Eligible Employee as provided in Section 6.2 hereof.

5.3 **Insufficient Shares.** If the Administrator determines that, on a given Exercise Date, the number of shares of Common Stock with respect to which Options are to be exercised may exceed the number of shares of Common Stock remaining available for sale under the Plan on such Exercise Date, the Administrator shall make a pro rata allocation of the shares of Common Stock available for issuance on such Exercise Date in as uniform a manner as shall be practicable and as it shall determine in its sole discretion to be equitable among all Participants exercising Options to purchase Common Stock on such Exercise Date, and unless additional shares are authorized for issuance under the Plan, no further Offering Periods shall take place and the Plan shall terminate pursuant to Section 7.5 hereof. If an Offering Period is so terminated, then the balance of the amount credited to the Participant's Plan Account which has not **otherwise defined herein** been applied to the purchase of shares of Common Stock shall be paid to such Participant in one lump sum in cash within 30 days after such Exercise Date, without any interest thereon.

5.4 **Rights as Stockholders.** With respect to shares of Common Stock subject to an Option, a Participant shall not be deemed to be a stockholder of the Company and shall not have any of the rights or privileges of a stockholder. A Participant shall have the **meanings assigned** rights and privileges of a stockholder of the Company when, but not until, shares of Common Stock have been deposited in the designated brokerage account following exercise of the Participant's Option.

## ARTICLE 6 TERMINATION OF PARTICIPATION

### 6.1 **Cessation of Contributions: Voluntary Withdrawal.**

(a) A Participant may cease payroll deductions during an Offering Period and elect to withdraw from the Plan by delivering written notice of such election to the Company in such form and at such time prior to the Exercise Date for such Offering Period as may be established by the Administrator (a "**Withdrawal Election**"). A Participant electing to withdraw from the Plan may elect to either (i) withdraw all of the funds then credited to the Participant's Plan Account as of the date on which the Withdrawal Election is received by the Company, in which case amounts credited to such **terms** Plan Account shall be returned to the Participant in one lump-sum payment in cash within 30 days after such election is received by the Company, without any interest thereon, and the Participant shall cease to participate in the **Stockholders Agreement**.

## RECITALS

WHEREAS, the Issuer, the Silver Lake Stockholders, the Riverwood Stockholders, the Level Equity Stockholders, the TPG Stockholders Plan and the EB Stockholders are parties Participant's Option for such Offering Period shall terminate; or (ii) exercise the Option for the maximum number of whole shares of Common Stock on the applicable Exercise Date with any remaining Plan Account balance returned to the Stockholders Agreement (the "Parties"); Participant in one lump-sum payment in cash within 30 days after such Exercise Date, without any interest thereon, and after such exercise cease to participate in the Plan. Upon receipt of a Withdrawal Election, the Participant's payroll deduction authorization and the Participant's Option shall terminate.

WHEREAS, (b) A Participant's withdrawal from the Parties desire Plan shall not have any effect upon the Participant's eligibility to amend participate in any similar plan which may hereafter be adopted by the Stockholders Agreement as set forth Company or in this Amendment; and

WHEREAS, Section 6.1 succeeding Offering Periods which commence after the termination of the Stockholders Agreement provides Offering Period from which the Participant withdraws.

(c) A Participant who ceases contributions to the Plan during any Offering Period shall not be permitted to resume contributions to the Plan during that Offering Period.

6.2 Termination of Eligibility. Upon a Participant's ceasing to be an Eligible Employee, for any reason, such Participant's Option for the terms applicable Offering Period shall automatically terminate, the Participant shall be deemed to have elected to withdraw from the Plan, and such Participant's Plan Account shall be paid to such Participant or, in the case of the Participant's death, to the person or persons

7

[US-DOCS\124280623.8]

entitled thereto pursuant to applicable law, within 30 days after such cessation of being an Eligible Employee, without any interest thereon.

## ARTICLE 7 GENERAL PROVISIONS

### 7.1 Administration.

(a) The Plan shall be administered by the Committee, which shall be composed of members of the Board. The Committee may delegate administrative tasks under the Plan to the services of an Agent or Employees to assist in the administration of the Plan, including establishing and maintaining an individual securities account under the Plan for each Participant.

(b) It shall be the duty of the Administrator to conduct the general administration of the Plan in accordance with the provisions of the Stockholders Agreement Plan. The Administrator shall have the power, subject to, and within the limitations of, the express provisions of the Plan:

(i) To establish and terminate Offerings;

(ii) To determine when and how Options shall be granted and the provisions and terms of each Offering (which need not be identical);

(iii) To select Designated Subsidiaries in accordance with Section 7.2 hereof;

(iv) To impose a mandatory holding period pursuant to which Participants may be modified not dispose of or amended transfer shares of Common Stock purchased under the Plan for a period of time determined by the Administrator in its discretion; and

(v) To construe and interpret the Plan, the terms of any Offering and the terms of the Options and to adopt such rules for the administration, interpretation, and application of the Plan as are consistent therewith and to interpret, amend or revoke any such rules. The Administrator, in the exercise of this power, may correct any defect, omission or inconsistency in the Plan, any Offering or any Option, in a manner and to the extent it shall deem necessary or expedient to administer the Plan.

(c) The Administrator may adopt rules or procedures relating to the operation and administration of the Plan to accommodate the specific requirements of local laws and procedures. Without limiting the generality of the foregoing, the Administrator is specifically authorized to adopt rules and procedures regarding handling of participation elections, payroll deductions, payment of interest, conversion of local currency, payroll tax, withholding procedures and handling

of stock certificates which vary with local requirements. In its absolute discretion, the Board may at any time and from time to time exercise any and all rights and duties of the Administrator under the Plan.

(d) The Administrator may adopt sub-plans applicable to particular Designated Subsidiaries or locations. The rules of such sub-plans may take precedence over other provisions of this Plan, with the exception of Section 5.1 hereof, but unless otherwise superseded by the written consent terms of such sub-plan, the provisions of this Plan shall govern the operation of such sub-plan.

(e) All expenses and liabilities incurred by the Administrator in connection with the administration of the Parties.

NOW, THEREFORE, in consideration Plan shall be borne by the Company. The Administrator may, with the approval of the foregoing Committee, employ attorneys, consultants, accountants, appraisers, brokers or other persons. The Administrator, the Company and its officers and directors shall be entitled to rely upon the covenants advice, opinions or valuations of any such persons. All actions taken and agreements contained herein all interpretations and determinations made by the Administrator in good faith shall be final and binding upon all Participants, the Company and all other interested persons. No member of the Board or Administrator shall be personally liable for other any action, determination or interpretation made in good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Parties agree as follows:

#### AGREEMENT

1. Amendments faith with respect to the Stockholders Agreement. Plan or the options, and all

(i) Section 2.1(a) of the Stockholders Agreement is hereby amended by adding the following provision as Section 2.1(a)(vi):

Section 2.1(a)(vi). If requested by Stockholders holding a majority of the Common Stock held by all Stockholders, the Issuer shall include in its slate of nominees the Chief Executive Officer of the Company at the time of such nomination (any such designee, the "CEO Designee"). For clarity, if no such request is made, the Board may also cause the Issuer to include in its slate of nominees the Chief Executive Officer of the Company at the time of such nomination.

8

(ii) Section 2.1(f) of the Stockholders Agreement is hereby amended and restated in its entirety as follows:

Section 2.1(f). Except as provided above and subject to the applicable provisions of the Amended and Restated Certificate of Incorporation of the Issuer, each Stockholder (or, in the case of the CEO Designee under clause (ii), the Stockholders holding a majority of the Common Stock held by all Stockholders) shall have the sole and exclusive right to (i) direct the other Stockholders to vote all their shares of Common Stock immediately for the removal of such Stockholder's designees to the Board (excluding, for clarity, the CEO Designee) and (ii) designate a Silver Lake Designee, Riverwood Designee, Level Equity Designee, TPG Designee, EB Designee or CEO Designee, as applicable (serving in the same class as the predecessor), to fill vacancies on the Board pursuant to Section 2.1(a) that are created by reason of death, removal or resignation of such Stockholder's

[US-DOCS\124280623.8]

designees, members of the Board or Administrator shall be fully protected by the Company in respect to any such action, determination, or interpretation.

7.2 Designation of Subsidiary Corporations. The Board or Administrator shall designate from time to time the Subsidiaries that shall constitute Designated Subsidiaries. The Board or Administrator may designate a Subsidiary, or terminate the designation of a Subsidiary, without the approval of the stockholders of the Company.

7.3 Reports. Individual accounts shall be maintained for each Participant in the Plan. Statements of Plan Accounts shall be given to Participants at least annually, which statements shall set forth the amounts of payroll deductions, the Option Price, the number of shares purchased and the remaining cash balance, if any.

7.4 No Right to Employment. Nothing in the Plan shall be construed to give any person (including any Participant) the right to remain in the employ of the Company, a Parent or a Subsidiary or to affect the right of the Company, any Parent or any Subsidiary to terminate the employment of any person (including any Participant) at any time, with or without cause, which right is expressly reserved.

## 7.5 Amendment and Termination of the Plan.

(a) The Board may, in its sole discretion, amend, suspend or terminate the Plan at any time and from time to time. To the extent necessary to comply with any applicable law, regulation or stock exchange rule, the Company shall obtain stockholder approval of any such amendment to the Plan in such a manner and to such a degree as required by such law, regulation or rule.

(b) If the Administrator determines that the ongoing operation of the Plan may result in unfavorable financial accounting consequences, the Administrator may in its discretion modify or amend the Plan to reduce or eliminate such accounting consequence including, but not limited to:

(i) altering the Option Price for any Offering Period including an Offering Period underway at the time of the change in Option Price;

(ii) shortening any Offering Period so that the Offering Period ends on a new Exercise Date, including an Offering Period underway at the time of the Administrator action; and

(iii) allocating shares of Common Stock.

Such modifications or amendments shall not require stockholder approval or the consent of any Participant.

(c) Upon termination of the Plan, the balance in each Participant's Plan Account shall be refunded as soon as practicable after such termination, without any interest thereon.

7.6 **Use of Funds; No Interest Paid.** All funds received by the Company by reason of purchase of shares of Common Stock under the Plan shall be included in the general funds of the Company free of any trust or other restriction and may be used for any corporate purpose. No interest shall be paid to any Participant or credited under the Plan.

7.7 **Term; Approval by Stockholders.** No Option may be granted during any period of suspension of the Plan or after termination of the Plan. The Plan shall be submitted for the approval of the Company's stockholders within 12 months after the date of the Board's initial adoption of the Plan. Options may be granted prior to such stockholder approval; *provided, however*, that such Options shall not be exercisable prior to the time when the Plan is approved by the stockholders; *provided, further* that if such approval has not been obtained by the end of the 12-month period, all Options previously granted under the Plan shall thereupon terminate and be canceled and become null and void without being exercised.

7.8 **Effect Upon Other Plans.** The adoption of the Plan shall not affect any other compensation or incentive plans in effect for the Company, any Parent or any Subsidiary. Nothing in the Plan shall be construed to limit the right of the Company, any Parent or any Subsidiary (a) to establish any other forms of incentives or compensation for Employees of the Company or any Parent or any Subsidiary, or (b) to grant or assume Options otherwise than under the Plan in connection with any proper corporate purpose, including, but not by way of limitation, the grant or assumption of options in connection with the acquisition, by purchase, lease, merger, consolidation or otherwise, of the business, stock or assets of any corporation, firm or association.

7.9 **Conformity to Securities Laws.** Notwithstanding any other provision of the Plan, the Plan and the participation in the Plan by any individual who is then subject to Section 2.1(d) and (e), and/or the CEO Designee. Upon any such designations by the applicable Stockholders, the Board may act to fill any applicable vacancies with a Silver Lake Designee, Riverwood Designee, Level Equity Designee, TPG Designee, EB Designee or CEO Designee, as applicable (serving in the same class as the predecessor).

2. Waiver. Except as expressly provided herein, this Amendment shall not constitute an amendment, modification or waiver of any provision 16 of the Stockholders Agreement or any rights or obligations of any party under or in respect of the Stockholders Agreement. Except as modified by this Amendment, the Stockholders Agreement shall continue in full force and effect. Upon the execution of this Amendment by the Parties, each reference in the Stockholders Agreement to "this Agreement" or the words "hereunder," "hereof," "herein" or words of similar effect referring to the Stockholders Agreement shall mean and be a reference to the Stockholders Agreement as amended by this Amendment, and a reference to the Stockholders Agreement in any other instrument or document shall be deemed a reference to the Stockholders Agreement as amended by this Amendment. This Amendment Exchange Act shall be subject to shall form a part any additional limitations set forth in any applicable exemption rule under Section 16 of and the Exchange Act (including any amendment to Rule 16b-3 of the Exchange Act) that are requirements for the application of such exemptive rule. To the extent permitted by applicable law, the Plan shall be governed deemed amended to the extent necessary to conform to such applicable exemptive rule.



**7.10 Tax Withholding.** The Company or any Designated Subsidiary shall have the authority and the right to deduct or withhold, or require a Participant to remit to the Company or such Designated Subsidiary, an amount sufficient to satisfy federal, state, local and foreign taxes (including the Participant's FICA or employment tax obligation) required by law to be withheld with respect to any taxable event concerning a Participant arising as a result of the Plan. Notwithstanding anything in the Plan to the contrary, the Company or a Designated Subsidiary may in its sole discretion satisfy any such tax withholding obligations, in whole or in part, by withholding accumulated payroll deductions in a Participant's Plan Account and applying them towards tax withholding obligations, and applying the remaining net amount in such Participant's Plan Account to the purchase of shares of Common Stock on an Exercise Date. The Company may in its sole discretion and in satisfaction of tax withholding obligations, withhold or have surrendered, or allow a Participant to elect to have the Company withhold or surrender, shares of Common Stock otherwise issuable upon exercise of an Option or held by the Participant. Unless determined otherwise by the Administrator, the number of shares of Common Stock which may be so withheld or surrendered shall be limited to the number of shares which have a Fair Market Value on the date of withholding or surrender no greater than the aggregate amount of such liabilities based on the maximum statutory withholding rates for federal, state, local and foreign income tax and payroll tax purposes that are applicable to such supplemental taxable income. The Company shall also have the authority and right to initiate, or permit a Participant to initiate, a broker-assisted sell-to-cover transaction whereby shares are sold by such broker and the proceeds of such sale are remitted to the Company or a Designated Subsidiary to satisfy tax withholding obligations.

**7.11 Governing Law.** The Plan and all rights and obligations thereunder shall be construed and enforced in accordance with the laws of the State of Delaware, without regard to the conflict of law rules thereof or of any other jurisdiction.

**7.12 Notices.** All notices or other communications by a Participant to the Company under or in connection with the Plan shall be deemed to have been duly given when received in the form specified by the Company at the location, or by the person, designated by the Company for the receipt thereof.

**7.13 Conditions To Issuance of Shares.**

(a) Notwithstanding anything herein to the contrary, the Company shall not be required to issue or deliver any certificates or make any book entries evidencing shares of Common Stock pursuant to the exercise of an Option by a Participant, unless and until the Administrator has determined, with advice of counsel, that the issuance of such shares of Common Stock is in compliance with all applicable laws, regulations of governmental authorities and, if applicable, the requirements of any securities exchange or automated quotation system on which the shares of Common Stock are listed or traded, and the shares of Common Stock are covered by an effective registration statement or applicable exemption from registration. In addition to the terms and conditions provided herein, the Administrator may require that a Participant make such reasonable covenants, agreements, and representations as the Administrator, in its discretion, deems advisable in order to comply with any such laws, regulations, or requirements.

10

[US-DOCS\124280623.8]

(b) All certificates for shares of Common Stock delivered pursuant to the Plan and all shares of Common Stock issued pursuant to book entry procedures are subject to any stop-transfer orders and other restrictions as the Committee deems necessary or advisable to comply with federal, state, or foreign securities or other laws, rules and regulations and the rules of any securities exchange or automated quotation system on which the shares of Common Stock are listed, quoted, or traded. The Committee may place legends on any certificate or book entry evidencing shares of Common Stock to reference restrictions applicable to the shares of Common Stock.

(c) The Committee shall have the right to require any Participant to comply with any timing or other restrictions with respect to the settlement, distribution or exercise of any Option, including a window-period limitation, as may be imposed in the sole discretion of the Committee.

(d) Notwithstanding any other provision of the Plan, unless otherwise determined by the Committee or required by any applicable law, rule or regulation, the Company may, in lieu of delivering to any Participant certificates evidencing shares of Common Stock issued in connection with any Option, record the issuance of shares of Common Stock in the books of the Company (or, as applicable, its transfer agent or stock plan administrator).

(e) Any shares of Common Stock acquired by a Participant under this Plan will be subject to the Company's insider trading policy.

**7.14 Equal Rights and Privileges.** All Eligible Employees of the Company (or of any Designated Subsidiary) granted Options pursuant to an Offering shall have the same rights and privileges under this Plan within the meaning of Section 423(b)(5) of the Code.

**7.15 Rules Particular to Specific Countries.** Notwithstanding anything herein to the contrary, the terms and conditions of the Plan with respect to Participants who are tax residents of a particular non-U.S. country or who are foreign nationals or employed in non-U.S. jurisdictions may be subject to an addendum to the Plan in the form of an appendix or sub-plan. To the extent that the terms and conditions set forth in the Stockholders Agreement, as amended by this Amendment.

3. General. Article VI an appendix or sub-plan conflict with any provisions of the Stockholders Agreement Plan, the provisions of the appendix or sub-plan shall apply govern. The adoption of any such appendix or sub-plan shall be pursuant to this Amendment *mutatis mutandis*. Section 7.1 above. Without limiting the foregoing, the Administrator is specifically authorized to adopt rules and procedures, with respect to Participants who are foreign nationals or employed in non-U.S. jurisdictions, regarding the exclusion of particular Subsidiaries from participation in the Plan, eligibility to participate, the definition of Compensation, handling of payroll deductions or other contributions by Participants, payment of interest, conversion of local currency, data privacy security, payroll tax, withholding procedures, establishment of bank or trust accounts to hold payroll deductions or contributions.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]7.16 Section 409A. The Plan and the Options granted hereunder are intended to be exempt from the application of Section 409A. No Option is intended to constitute or provide for "nonqualified deferred compensation" within the meaning of Section 409A. Notwithstanding any provision of the Plan to the contrary, if the Administrator determines that any Option granted under the Plan may be or become subject to Section 409A or that any provision of the Plan may cause an Option granted under the Plan to be or become subject to Section 409A, the Administrator may adopt such amendments to the Plan and/or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions as the Administrator determines are necessary or appropriate to avoid the imposition of taxes under Section 409A, either through compliance with the requirements of Section 409A or with an available exemption therefrom.

\* \* \* \* \*

211

|US-DOCS\131840669.2|124280623.8||

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first written above by their respective officers thereunto duly authorized.

VACASA, INC.

By /s/ Lisa Jurinka

Name: Lisa Jurinka

Title: Chief Legal Officer

[Signature Page to Amendment to Vacasa, Inc. Stockholders Agreement]

SLP V VENICE FEEDER I, L.P.

By: Silver Lake Technology Associates V, L.P., its general partner

By: SLTA V (GP), L.L.C.,  
its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ Andrew J. Schader

Name: Andrew J. Schader

Title: Managing Director and General Counsel

SLP VENICE HOLDINGS, L.P.



By: SLP V Aggregator GP, L.L.C.  
By: Silver Lake Technology Associates V, L.P., its general partner  
By: SLTA V (GP), L.L.C.,  
its general partner  
By: Silver Lake Group, L.L.C., its managing member  
  
By: /s/ Andrew J. Schader  
Name: Andrew J. Schader  
Title: Managing Director and General Counsel  
[Signature Page to Amendment to Vacasa, Inc. Stockholders Agreement]

---

LEVEL EQUITY OPPORTUNITIES FUND 2015, L.P.

By: Level Equity Partners II (GP), L.P.,  
its general partner  
By: Level Equity Associates II, LLC,  
its general partner

By: /s/ Nathan Linn  
Name: Nathan Linn  
Title: Chief Operating Officer

LEVEL EQUITY OPPORTUNITIES FUND 2018, L.P.

By: Level Equity Partners IV (GP), L.P., its general partner  
By: Level Equity Associates IV, LLC,  
its general partner

By: /s/ Nathan Linn  
Name: Nathan Linn  
Title: Chief Operating Officer

[Signature Page to Amendment to Vacasa, Inc. Stockholders Agreement]

---

LEGP II AIV(B), L.P.

By: /s/ Nathan Linn  
Name: Nathan Linn  
Title: Chief Operating Officer

LEGP I VCS, LLC

By: /s/ Nathan Linn  
Name: Nathan Linn

Title: Chief Operating Officer

LEGP II VCS, LLC

By: /s/ Nathan Linn

Name: Nathan Linn

Title: Chief Operating Officer

LEVEL EQUITY-VCS INVESTORS, LLC

By: Level Equity Management, LLC,  
its manager

By: /s/ Nathan Linn

Name: Nathan Linn

Title: Chief Operating Officer

[Signature Page to Amendment to Vacasa, Inc. Stockholders Agreement]

---

RW VACASA AIV L.P.

By: Riverwood Capital II L.P., its general partner

By: Riverwood Capital GP II Ltd., its general partner

By: /s/ Jeff Parks

Name: Jeff Parks

Title: Director

RW INDUSTRIOUS BLOCKER L.P.

By: Riverwood Capital II L.P., its general partner

By: Riverwood Capital GP II Ltd., its general partner

By: /s/ Jeff Parks

Name: Jeff Parks

Title: Director

RIVERWOOD CAPITAL PARTNERS II

(PARALLEL-B) L.P.

By: Riverwood Capital II L.P., its general partner

By: Riverwood Capital GP II Ltd.,  
its general partner

By: /s/ Jeff Parks

Name: Jeff Parks

Title: Director

[Signature Page to Amendment to Vacasa, Inc. Stockholders Agreement]

---

RCP III VACASA AIV L.P.

By: Riverwood Capital III L.P., its general partner

By: Riverwood Capital GP III Ltd., its general partner

By: /s/ Jeff Parks

Name: Jeff Parks

Title: Director

RCP III BLOCKER FEEDER L.P.

By: Riverwood Capital III L.P., its general partner

By: Riverwood Capital GP III Ltd., its general partner

By: /s/ Jeff Parks

Name: Jeff Parks

Title: Director

RIVERWOOD CAPITAL PARTNERS III

(PARALLEL-B) L.P.

By: Riverwood Capital III L.P., its general partner

By: Riverwood Capital GP III Ltd., its general partner

By: /s/ Jeff Parks

Name: Jeff Parks

Title: Director

RCP III (A) BLOCKER FEEDER L.P.

By: Riverwood Capital III L.P., its general partner

By: Riverwood Capital GP III Ltd., its general partner

By: /s/ Jeff Parks

Name: Jeff Parks

Title: Director

[Signature Page to Amendment to Vacasa, Inc. Stockholders Agreement]

---

RCP III (A) VACASA AIV L.P.

By: Riverwood Capital III L.P., its general partner

By: Riverwood Capital GP III Ltd., its general partner

By: /s/ Jeff Parks

Name: Jeff Parks

Title: Director

[Signature Page to Amendment to Vacasa, Inc. Stockholders Agreement]

---

MOSSYTREE INC.

By: /s/ Eric Breon

Name: Eric Breon

Title: President

[Signature Page to Amendment to Vacasa, Inc. Stockholders Agreement]

---

TPG PACE SOLUTIONS SPONSOR, SERIES LLC

By: /s/ Ken Murphy

Name: Ken Murphy

Title: Chief Operating Officer

[Signature Page to Amendment to Vacasa, Inc. Stockholders Agreement]

Exhibit 21.1

Name	State or Other Jurisdiction of Incorporation or Organization
Vacasa Holdings LLC	Delaware
V-Revolver Sub LLC	Delaware
TurnKey Vacation Rentals, LLC	Delaware
Vacasa LLC	Delaware
Vacasa Alabama LLC	Alabama
Vacasa Arizona LLC	Arizona
Vacasa DC LLC	District of Columbia
Vacasa Delaware LLC	Delaware
Vacasa Florida LLC	Florida
Vacasa Georgia LLC	Georgia
Vacasa Iowa LLC	Iowa
Vacasa Illinois LLC	Illinois
Vacasa Kentucky LLC	Kentucky
Vacasa Louisiana L.L.C.	Louisiana
Vacasa of Arkansas LLC	Arkansas
Vacasa Michigan LLC	Michigan
Vacasa Minnesota LLC	Minnesota
Vacasa Missouri LLC	Missouri
Vacasa Nebraska LLC	Nebraska
Vacasa Nevada LLC	Nevada
Vacasa North Carolina LLC	North Carolina
Vacasa North Dakota LLC	North Dakota
Vacasa New Hampshire LLC	New Hampshire
Vacasa New Mexico LLC	New Mexico
Vacasa New Jersey LLC	New Jersey
Vacasa New York LLC	New York
Vacasa Ohio LLC	Ohio
Vacasa Pennsylvania LLC	Pennsylvania
Vacasa Real Estate LLC	Delaware
Vacasa Rhode Island LLC	Rhode Island
Vacasa South Carolina LLC	South Carolina
Vacasa Tennessee LLC	Tennessee
Vacasa Vacation Rentals of Hawaii LLC	Hawaii
Vacasa Resort Rentals of Hilton Head Island LLC	South Carolina
Vacasa Vacation Rentals of Montana LLC	Montana
Vacasa Virginia LLC	Virginia
Vacasa West Virginia LLC	West Virginia
Vacasa Wisconsin LLC	Wisconsin
Vacasa Wyoming LLC	Wyoming
Vacasa Association Management Solutions LLC	Oregon
Vacasa Association Management Solutions - Florida LLC	Florida

Vacasa Association Management Solutions - Mountain States LLC	Colorado
Vacasa del Pacifico Central de Costa Rica Limitada	Costa Rica
Vacasa Chile SpA	Chile
Vacasa Belize Ltd.	Belize
Vacasa Cascade LLC	Oregon
Vacasa Americas LLC	Oregon
Vacasa New Zealand Limited	New Zealand
Vacasa Vacation Rentals of Mexico S. de R.L. de C.V.	Mexico
Vacasa Canada ULC	British Columbia
Vacasa Real Estate Corporation	Delaware
Vacasa Seasonals Inc.	Delaware
ResortQuest Colorado, LLC	Delaware
RQI Acquisition, LLC	Delaware
ResortQuest Real Estate of Florida, LLC	Florida
Peak Ski Rentals LLC	Colorado
TOPS'L DEVELOPMENT, LLC	Delaware
Tops'l Development II, LLC	Delaware
ResortQuest Northwest Florida, LLC	Florida
Tops'l Club of NW Florida, LLC	Florida
Abbott & Andrews Realty, LLC	Florida
Abbott Resorts, LLC	Florida
W - Acq. Vacation Rentals North America, LLC	Delaware
W - Acq. HQ, LLC	Delaware
ResortQuest Real Estate of Alabama, LLC	Delaware
Vacation Palm Springs Real Estate, Inc.	California
W - Acq. South Carolina, LLC	Delaware
Beach Referrals, LLC	Delaware
W - Acq. Central Florida, LLC	Delaware
Atlantic Breeze Ocean Resort, LLC	South Carolina
GSH NC Resort Management, LLC	Virginia
Vacasa Real Estate Referrals LLC	Florida
W - Acq. Colorado, LLC	Delaware
Bay Watch, LLC	South Carolina
Hatteras Realty, LLC	North Carolina
Vacasa Colorado LLC	Colorado
W - Acq. Vacation Rentals HHI, LLC	Delaware
Camelot Ventures, LLC	South Carolina
Kaiser Realty, LLC	Alabama
Carolinian, LLC	South Carolina
ResortQuest Delaware, LLC	Delaware
Smoky Mountain Property Management, LLC	Tennessee
Harbourgate Resort, LLC	South Carolina
ResortQuest Delaware Real Estate, LLC	Delaware
W - Acq. Vacation Rentals CHI, LLC	Delaware
Oceana Resorts, LLC	South Carolina
The Tops'l Group, LLC	Florida
Patricia Grand Resort, LLC	South Carolina
Avocet Properties, LLC	South Carolina
Oreo Canadian Acquisition Parent, LLC	Delaware
Oreo Canadian Acquisition Subco Ltd.	British Columbia

1036514 B.C. Ltd.  
Vacasa South Dakota LLC  
ResortQuest Whistler Property Management, Inc.  
0994840 B.C. Ltd.  
0798056 B.C. Ltd.  
Whistler Exclusive Property Management Ltd.  
Vacasa Employee Holdings LLC  
Vacation Rental Referrals LLC  
LJ Florida Property Services, LLC  
Vacasa MRO LLC  
Vacasa Oregon LLC  
RSP Solutions LLC  
Vacasa Prague s.r.o.  
VCAS Central Support S. de R. L.

British Columbia  
South Dakota  
British Columbia  
British Columbia  
British Columbia  
Delaware  
Delaware  
Florida  
Delaware  
Delaware  
Delaware  
Czech Republic  
Mexico

3

Exhibit 23.1

#### Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (Nos. 333-265347 and 333-261922) on Form S-3 and (No. 333-261693) 333-261693 and No. 333-272150) on Form S-8 of our report dated March 14, 2023 March 1, 2024, with respect to the consolidated financial statements of Vacasa, Inc.

/s/ KPMG LLP

Portland, Oregon Seattle, Washington  
March 14, 2023

Exhibit 24.1

#### POWER OF ATTORNEY

WHEREAS, Vacasa, Inc., a Delaware corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, an annual report on Form 10-K for the year ended December 31, 2022; and

WHEREAS, each of the individuals identified below is a director of the Company;

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Robert Greyber and/or Jamie Cohen and/or Rebecca Boyden the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as director of the Company to said annual report on Form 10-K and any amendments thereto, and other documents in connection therewith, and, for the performance of the same

acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 10th day of March, 2023:

Joerg Adams, Director

/s/ Joerg Adams

Ryan Bone, Director

/s/ Ryan Bone

Eric Breon, Director

/s/ Eric Breon

Chad Cohen, Director

/s/ Chad Cohen

Benjamin Levin, Director

/s/ Benjamin Levin

Barbara Messing, Director

/s/ Barbara Messing

Jeffrey Parks, Chairman of the Board of Directors

/s/ Jeffrey Parks

Karl Peterson, Director

/s/ Karl Peterson

Chris Terrill, Director

/s/ Chris Terrill

1, 2024

Exhibit 31.1

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

I, Robert Greyber, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023 of Vacasa, 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.

Date: **March 14, 2023** **March 1, 2024**

By:

/s/ Robert Greyber

Robert Greyber

Chief Executive Officer

(principal executive officer)

Exhibit 31.2

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

I, **Jamie Cohen**, **Bruce Schuman**, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended **December 31, 2022** **December 31, 2023** of Vacasa, 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.

Date: March 14, 2023 March 1, 2024

By:

/s/ Jamie Cohen Bruce Schuman

Jamie Cohen Bruce Schuman

Chief Financial Officer  
(principal financial officer)

Exhibit 32.1

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

In connection with the Annual Report of Vacasa, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: ~~March 14, 2023~~ March 1, 2024

By:

\_\_\_\_\_  
/s/ Robert Greyber  
Robert Greyber  
Chief Executive Officer  
(principal executive officer)

Exhibit 32.2

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

In connection with the Annual Report of Vacasa, Inc. (the "Company") on Form 10-K for the fiscal year ended ~~December 31, 2022~~ December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: ~~March 14, 2023~~ March 1, 2024

By:

\_\_\_\_\_  
/s/ ~~Jamie Cohen~~ Bruce Schuman  
~~Jamie Cohen~~ Bruce Schuman  
Chief Financial Officer  
(principal financial officer)

Exhibit 97.1

VACASA, INC.

POLICY FOR RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

Vacasa, Inc. (the "**Company**") has adopted this Policy for Recovery of Erroneously Awarded Compensation (the "**Policy**"), effective as of December 1, 2023 (the "**Effective Date**"). Capitalized terms used in this Policy but not otherwise defined herein are defined in Section 11.

**1. Persons Subject to Policy**

This Policy shall apply to current and former Officers.

**2. Compensation Subject to Policy**

This Policy shall apply to Incentive-Based Compensation received on or after the Effective Date. For purposes of this Policy, the date on which Incentive-Based Compensation is "received" shall be determined under the Applicable Rules, which generally provide that Incentive-Based Compensation is "received" in the

Company's fiscal period during which the relevant Financial Reporting Measure is attained or satisfied, without regard to whether the grant, vesting or payment of the Incentive-Based Compensation occurs after the end of that period.

## **2. Recovery of Compensation**

In the event that the Company is required to prepare a Restatement, the Company shall recover, reasonably promptly and in accordance with Section 4 below, the portion of any Incentive-Based Compensation that is Erroneously Awarded Compensation, unless the Committee has determined that recovery from the relevant current or former Officer would be Impracticable. Recovery shall be required in accordance with the preceding sentence regardless of whether the applicable Officer engaged in misconduct or otherwise caused or contributed to the requirement for the Restatement and regardless of whether or when restated financial statements are filed by the Company. For clarity, the recovery of Erroneously Awarded Compensation under this Policy will not give rise to any Officer's right to voluntarily terminate employment for "good reason" or due to a "constructive termination" (or any similar term of like effect) under any plan, program or policy of or agreement with the Company or any of its affiliates.

## **3. Manner of Recovery; Limitation on Duplicative Recovery**

The Committee shall, in its sole discretion, determine the manner of recovery of any Erroneously Awarded Compensation, which may include, without limitation, reduction or cancellation by the Company or an affiliate of the Company of Incentive-Based Compensation or Erroneously Awarded Compensation, reimbursement or repayment by any person subject to this Policy of the Erroneously Awarded Compensation, and, to the extent permitted by law, an offset of the Erroneously Awarded Compensation against other compensation payable by the Company or an affiliate of the Company to such person. Notwithstanding the foregoing, unless otherwise prohibited by the Applicable Rules, to the extent this Policy provides for recovery of Erroneously Awarded Compensation already recovered by the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 or Other Recovery Arrangements, the amount of Erroneously Awarded Compensation already recovered by the Company from the recipient of such Erroneously Awarded Compensation may be credited to the amount of Erroneously Awarded Compensation required to be recovered pursuant to this Policy from such person.

---

Exhibit 97.1

## **4. Administration**

This Policy shall be administered, interpreted and construed by the Committee, which is authorized to make all determinations necessary, appropriate or advisable for such purpose. The Board may re-vest in itself the authority to administer, interpret and construe this Policy in accordance with applicable law, and in such event references herein to the "Committee" shall be deemed to be references to the Board. Subject to any permitted review by the applicable national securities exchange or association pursuant to the Applicable Rules, all determinations and decisions made by the Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including the Company and its affiliates, stockholders and employees. The Committee may delegate administrative duties with respect to this Policy to one or more directors or employees of the Company, as permitted under applicable law, including any Applicable Rules.

## **5. Interpretation**

This Policy shall be interpreted and applied in a manner that is consistent with the requirements of the Applicable Rules, and to the extent this Policy is inconsistent with such Applicable Rules, it shall be deemed amended to the minimum extent necessary to ensure compliance therewith.

## **6. No Indemnification; No Liability**

The Company shall not indemnify or insure any person against the loss of any Erroneously Awarded Compensation pursuant to this Policy, nor shall the Company directly or indirectly pay or reimburse any person for any premiums for third-party insurance policies that such person may elect to purchase to fund such person's potential obligations under this Policy. None of the Company, an affiliate of the Company or any member of the Committee or the Board shall have any liability to any person as a result of actions taken under this Policy.

## **7. Application; Enforceability**

This Policy is effective as of the Effective Date. Except as otherwise determined by the Committee or the Board, the adoption of this Policy does not limit, and is intended to apply in addition to, any Other Recovery Arrangements. Subject to Section 4, the remedy specified in this Policy shall not be exclusive and shall be in addition to every other right or remedy at law or in equity that may be available to the Company or an affiliate of the Company or is otherwise required by applicable law and regulations.

## 8. Severability

The provisions in this Policy are intended to be applied to the fullest extent of the law; provided, however, to the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

## 9. Amendment and Termination

The Board or the Committee may amend, modify or terminate this Policy in whole or in part at any time and from time to time in its sole discretion. This Policy will terminate automatically (and no further recovery of Incentive-Based Compensation will be required under

---

Exhibit 97.1

this Policy) when the Company does not have a class of securities listed on a national securities exchange or association.

## 11. Definitions

**"Applicable Rules"** means Section 10D of the Exchange Act, Rule 10D-1 promulgated thereunder, the listing rules of the national securities exchange or association on which the Company's securities are listed, and any applicable rules, standards or other guidance adopted by the Securities and Exchange Commission or any national securities exchange or association on which the Company's securities are listed.

**"Board"** means the Board of Directors of the Company.

**"Committee"** means the Compensation Committee of the Board or, in the absence of such a committee, a majority of the independent directors serving on the Board.

**"Erroneously Awarded Compensation"** means the amount of Incentive-Based Compensation received by a current or former Officer that exceeds the amount of Incentive-Based Compensation that would have been received by such current or former Officer based on a restated Financial Reporting Measure, as determined on a pre-tax basis in accordance with the Applicable Rules.

**"Exchange Act"** means the Securities Exchange Act of 1934, as amended.

**"Financial Reporting Measure"** means any measure determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures derived wholly or in part from such measures, including GAAP and non-GAAP financial measures, as well as stock price and total stockholder return.

**"GAAP"** means United States generally accepted accounting principles.

**"Impracticable"** means (a) the direct expense paid to third parties to assist in enforcing recovery would exceed the Erroneously Awarded Compensation; provided that the Company has (i) made reasonable attempt(s) to recover the Erroneously Awarded Compensation, (ii) documented such reasonable attempt(s), and (iii) provided such documentation to the relevant listing exchange or association, (b) the recovery would violate the Company's home country laws adopted prior to November 28, 2022 pursuant to an opinion of home country counsel; provided that the Company has (i) obtained an opinion of home country counsel, acceptable to the relevant listing exchange or association, that recovery would result in such a violation, and (ii) provided such opinion to the relevant listing exchange or association, or (c) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder.

**"Incentive-Based Compensation"** means, with respect to a Restatement, any compensation that is granted, earned, or vested based wholly or in part upon the attainment of one or more Financial Reporting Measures and received by a person: (a) after such person began service as an Officer; (b) who served as an Officer at any time during the performance period for that compensation; (c) while the Company has a class of securities listed on a national securities exchange or association; and (d) during the applicable Three-Year Period.

**"Officer"** means each person who the Company determines serves as a Company officer, as defined in Section 16 of the Exchange Act.

**"Other Recovery Arrangements"** means any clawback, recoupment, forfeiture or similar policies or provisions of the Company or its affiliates, including any such policies or provisions of such effect contained in any employment agreement, bonus plan, incentive plan, equity-based plan or award agreement thereunder or similar plan, program or agreement of the Company or an affiliate or required under applicable law.

**"Restatement"** means an accounting restatement to correct the Company's material noncompliance with any financial reporting requirement under securities laws, including restatements that correct an error in previously issued financial statements (a) that is material to the previously issued financial statements or (b) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

**"Three-Year Period"** means, with respect to a Restatement, the three completed fiscal years immediately preceding the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare such Restatement, or, if earlier, the date on which a court, regulator or other legally authorized body directs the Company to prepare such Restatement. The "Three-Year Period" also includes any transition period (that results from a change in the Company's fiscal year) within or immediately following the three completed fiscal years identified in the preceding sentence. However, a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months shall be deemed a completed fiscal year.

#### DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODIC REPORTS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON DATA AND TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2024, Refinitiv. All rights reserved. Patents Pending.