

REFINITIV

## DELTA REPORT

### 10-K

ANGI - ANGI INC.

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

The following comparison report has been automatically generated

TOTAL DELTAS 3128

█ CHANGES 258

█ DELETIONS 1422

█ ADDITIONS 1448

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

FORM 10-K

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 No. 001-38220



**Angi Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**

**82-1204801**

(State or other jurisdiction of  
incorporation or organization)

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

**3601 Walnut Street, Denver, CO 80205**

(Address of Registrant's principal executive offices)

**(303) 963-7200**

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol	Name of exchange on which registered
Class A Common Stock, par value \$0.001	ANGI	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 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  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

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

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

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

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

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

As of **February 10, 2023** **February 9, 2024**, the following shares of the **Registrant's registrant's** common stock were outstanding:

Class A Common Stock	<b>82,763,685</b>	80,015,090
Class B Common Stock		422,019,247
Class C Common Stock		—
Total outstanding Common Stock	<b>504,782,932</b>	<b>502,034,337</b>

The aggregate market value of the voting common stock held by non-affiliates of the **Registrant registrant** as of **June 30, 2022** **June 30, 2023** was **\$355,728,266** **\$267,041,722**. For the purpose of the foregoing calculation only, all directors and executive officers of the **Registrant registrant** are assumed to be affiliates of the **Registrant registrant**.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Portions of the **Registrant's registrant's** proxy statement for its **2023** **2024** Annual Meeting of Stockholders are incorporated by reference into Part III herein.

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## PART I

### Item 1. Business

#### OVERVIEW

##### Who We Are

Angi Inc. connects quality home service professionals with consumers across more than 500 different categories, from repairing and remodeling homes to cleaning and landscaping. During the year ended December 31, 2022, over 220,000 domestic Approximately 196,000 transacting service professionals actively sought consumer leads, matches, completed jobs, or advertised work through Angi Inc. platforms, platforms during the three months ended December 31, 2023. Additionally, consumers turned to at least one of our businesses to find a service professional for approximately 29 million 23 million projects during the year ended December 31, 2022 December 31, 2023.

In the fourth quarter of 2022, our segment presentation was changed to reflect out four The Company has three operating segments, which now include: segments: (i) Ads and Leads, (ii) Services, (iii) Roofing, and (iv) International (includes Europe and Canada), and the various businesses within those segments operate under multiple brands including Angi, HomeAdvisor, Handy, Total Home Roofing, Angi Roofing, MyBuilder, and Travaux.com. Our financial information for prior periods has been recast to conform to the current period presentation. Handy.

Angi is a public company controlled by IAC Inc. (formerly known as IAC/InterActiveCorp ("IAC")). As of December 31, 2022 December 31, 2023, IAC's economic and voting interest in Angi were 84.1% 84.2% and 98.1%, respectively.

As used herein, "Angi," the "Company," "we," "our," "us," and similar terms refer to Angi Inc. and its subsidiaries (unless the context requires otherwise).

##### History

We were incorporated in the State of Delaware as ANGI Homeservices Inc. in 2017 in connection with the combination of IAC's HomeAdvisor business and Angie's List, Inc. (the "Combination"), which was completed in September 2017.

In 2018, we acquired Handy Technologies, Inc., a leading platform in the United States for connecting consumers looking for household services with top-quality, pre-screened independent service professionals.

In March 2021, we changed our name to Angi Inc. in connection with an update to one of our leading websites and brands (Angie's List) to Angi and the concentration of our marketing investment in the Angi brand in order to focus marketing, sales, and branding efforts on a single brand.

#### DESCRIPTION OF OUR BUSINESSES

##### Our Domestic Businesses

In the United States, the Company, through several differentiated experiences, provides consumers with tools and resources to help them find local, pre-screened and customer-rated service professionals, matching matches consumers with independently established home services professionals engaged in a trade, occupation and/or businesses that customarily provides such services and provides consumers with tools to communicate with service professionals and pay for related services: services. These experiences primarily include:

- an Ads and Leads experience, where service professionals pay for connections to consumers; and
- a Services experience, where consumers make payment through the Angi platform for a specific job and the Angi platform assigns that job to a service professional who completes it and receives a portion of the job fee; and
- a Roofing business that provides roof replacement and repair services directly to consumers. fee.

##### Ads and Leads Overview

This business connects consumers with service professionals for local services through our nationwide online directory network of service professionals across more than 500 service categories, as well as provides consumers with valuable tools, services (including the ability to book appointments online) and content (including verified reviews of local service professionals), to help them research, shop and hire for local home services. Consumers can access our nationwide online directory network and related basic tools and services free of charge upon registration, as well as by way of purchased membership packages. Our Ads business also sells term-based website and mobile and digital magazine advertising to service professionals, as well as provides them with quoting, invoicing, and payment services. Our Leads digital marketplace service connects consumers with service professionals nationwide for home repair, maintenance, and improvement projects. Our Leads business provides consumers with tools and resources to help them find local, pre-screened and customer-rated service professionals, as well as instantly book appointments online, connect with service professionals

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instantly by telephone, and access several home services-related resources, such as cost guides for different home services projects.

##### Consumer Services

Consumers can search for a service professional in our nationwide online directory and/or be matched with a service professional through our digital marketplace and certain third-party affiliate platforms. They also have access to related basic tools and services, ratings, reviews, and certain promotions. This includes consumers access to Angi's online True Cost Guide, which provides project cost information for more than 400 project types nationwide, as well as a library of home services-related content consisting primarily of articles about home improvement, repair and maintenance, tools to assist consumers with the research, planning and management of their projects, and general advice for working with service professionals.

Matches are made by way of our proprietary algorithm, based on several factors (including the type of services desired, location and the number of service professionals available to fulfill the request). Depending on the nature of the service request and the path through which it was submitted, consumers are generally matched with service professionals from the Leads digital marketplace, a Services service professional or a combination of Ads, Leads, and Leads Services service professionals (as and if available for the given service request). In all cases, service professionals may contact consumers with whom they have been matched with directly and consumers can generally review profiles, ratings and reviews of presented service professionals and select the service professional whom they believe best meets their specific needs. Consumers are under no obligation to work with any service professional(s) referred by or found through any Angi branded or third-party affiliate platform. Consumers are responsible for booking the service and for paying the service professional directly, which can be done by consumers independently.

Consumers can rate Angi service professionals listed in our nationwide directory on a one- to five- star rating scale based on a variety of criteria, including overall experience, availability, price, quality, responsiveness, punctuality and professionalism and other criteria, depending on the type of service provided. Ratings on each applicable criterion are weighted across all reviews submitted for the service professional to produce such professional's overall rating on Angi. Consumers can also provide a detailed description of their experiences with service providers. Ratings and reviews cannot be submitted anonymously and there are processes in place to prevent service professionals from reporting on themselves or their competitors, as well as to detect fraudulent or otherwise problematic reviews.

#### **Service Professional Services**

Our Ads and Leads business sells term-based website, mobile, and magazine advertising to certified service professionals, as well as provides them with a variety of services and tools, including quoting, invoicing, and payment services. In order to become a certified service professional in the Angi network, service professionals must satisfy certain criteria. Generally, service professionals with an average consumer rating below a "3" are not eligible for certification. In addition to retaining the requisite member rating, service professionals must validate their home services experiences and the owners or principals of businesses affiliated with service professionals must pass certain criminal background checks and attest to applicable state and local licensure requirements.

Once eligibility criteria are satisfied, service professionals become certified and can purchase term-based advertising contracts and be matched with consumers. If a certified service professional fails to meet any eligibility criteria during the applicable contract term, refuses to participate in our complaint resolution process, and/or engages in what we determine to be prohibited behavior through any Angi platform, existing advertising and exclusive promotions will be suspended, and the related advertising contract will be subject to termination.

Certified service professionals rotate among the first service professionals listed are sorted preferentially in our nationwide online directory search results for an applicable category (together with their company name, overall rating, number of reviews, certification badge and basic profile information), with non-certified service professionals appearing below certified service professionals in directory search results. Certified service professionals can also provide exclusive promotions to members. When consumers choose to be matched with a service professional, our proprietary algorithm will determine where a given service professional appears within related results.

Service professionals pay fees for consumer matches, at their election, and subscription fees for Leads memberships, which are available for purchase through our sales force. The basic annual membership package includes membership in our digital marketplace, as well as access to consumer matches (for which additional fees are generally paid) and a listing in our online directory and certain other affiliated directories. Basic annual membership also includes a business profile page on HomeAdvisor.com and Angi.com, a mobile application and access to various online tools designed to help service professionals more effectively market to, manage and connect with, consumers with whom they have been matched.

Once a member, service professionals must maintain at least a three-star customer rating. If a service professional fails to meet any eligibility criteria during the membership term, refuses to participate in the complaint resolution process, or engages

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in what we determine to be prohibited behavior through any Angi platform, the service professional is subject to being removed from the Angi network.

#### **Services Overview**

Through our Services business, we provide a pre-priced offering, service, pursuant to which consumers can request services through Angi and Handy branded platforms and pay for such services on the applicable platform directly. When consumers request household services directly through Services platforms, requests are fulfilled by independently established home services providers engaged in a trade, occupation and/or business that customarily provide such services.

#### **Consumer Services**

Consumers can submit requests for work to be done on the Handy Angi and Angi Handy platforms and referrals will be made based on the type of service desired, location and the date and time the consumer wants the service to be provided. In addition, consumers who purchase furniture, electronics, appliances and other home-related items from select third-party retail partners online (and in certain markets, in store) can simultaneously purchase assembly, installation and other related services to be fulfilled by Services service professionals, which are then paid for by the consumer directly through the applicable third-party retail partner platform.

#### **Service Professional Services**

Services service professionals are provided with access to a pool of consumers seeking service professionals and must validate their home services experiences, experience, as well as attest to holding the requisite license, license(s) and maintain an acceptable rating to remain on Services platforms. In addition, the owner(s) or principal(s) of such service provider must pass certain criminal background checks. Access to Service platforms will be revoked for service professionals that repeatedly receive low customer satisfaction ratings.

#### **Roofing Overview**

The business within our Roofing segment provides roof replacement and repair services, primarily in Florida (and, to a lesser extent, in Arizona and Texas). Requests for roof replacement and repair services are currently fulfilled via Angi Roofing, LLC, the entity that was formed by Angi Inc. in July 2021 to acquire certain assets and liabilities of Total Home Roofing, LLC.

#### **Consumer Services**

Roofing consumers are identified through lead generation services, as well as organically through consumers that reach out directly, who are able to receive roof replacement services.

#### **Service Professional Services**

Angi Roofing contracts with independent roofing professional in each market to fulfil the services.

## Our International Businesses

Through the International (Europe and Canada) segment, Angi Inc. also operates several international businesses that connect consumers with home service professionals, including: (i) Travaux, MyHammer and Werkspot, leading home services marketplaces in France, Germany and the Netherlands, respectively, (ii) MyBuilder, one of the leading home services marketplaces in the United Kingdom, (iii) the Austrian operations of MyHammer, (iv) the Italian operations of Werkspot and (v) Homestars, a leading home services marketplace in Canada. Angi Inc. owns controlling interests in Travaux, MyHammer, Werkspot and MyBuilder and wholly owns Homestars. The business models of the international businesses vary by jurisdiction and differ in certain respects from the business models of Angi Inc.'s various domestic businesses.

## Revenue

Ads and Leads Revenue is primarily derived from (i) revenue includes consumer connection revenue, which is comprised of fees paid by service professionals for consumer matches (regardless of whether the service professional ultimately provides the requested service), (ii) advertising revenue, which includes revenue from service professionals under contract for advertising, and (iii) membership subscription revenue from service professionals and consumers. Consumer connection revenue varies based upon several factors, including the service requested, product experience offered, and geographic location of service. Services revenue primarily reflects revenue from jobs sourced directly pre-priced offerings by which the consumer requests services through the Company's platform and through retail partnerships and completed by the Company engages a service professional assigned by our platform. Roofing is comprised of to perform the service. International revenue from roofing projects. International is primarily comprised of revenue from comprises consumer connection revenue for consumer matches and membership subscription revenue from service professionals and consumers.

## Marketing

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In March 2021, the Company changed its name to Angi Inc. and updated one of its leading websites and brands, Angie's List, to Angi, and concentrated its marketing investment in the Angi brand in order to focus its marketing, sales, and branding efforts to a single brand.

We market our various products and services to consumers primarily through digital marketing (primarily paid and free search engine marketing, display advertising and third-party affiliate agreements), as well as through traditional offline marketing (national television and radio campaigns), and e-mail. Pursuant to third-party affiliate agreements, third parties agree to advertise and promote our various products and services (and those of our various service professionals) on their platforms. In exchange for these efforts, these third parties are paid a fixed fee when visitors from their platforms click through and submit a valid service request through our platforms or when visitors submit a valid service request on the affiliate platform and the affiliate transmits the service request to us. We also market our various products and services to consumers through relationships with select third-party retail partners and, to a lesser extent, through partnerships with other contextually related websites and direct mail.

We market our term-based advertising and related products offered by our Ads business and the matching services and membership subscriptions offered by our Leads business to service professionals primarily through our sales force. These products and services are also marketed together with our Services products and various directories, through paid search engine marketing, digital media advertising and direct relationships with trade associations and manufacturers.

Both generally, and in connection with the brand integration initiative, we We have made, (and and expect we will continue to make) make, substantial investments in digital and traditional offline marketing (with continued expansion into new and existing digital platforms) to consumers and service professionals to promote our products and services and drive visitors to our various platforms and service professionals.

## Technology

Each of our brands and businesses develops its own technology to support its products and services, leveraging both open-source and vendor supported software technology. We have dedicated engineering teams for our domestic and certain international businesses responsible for software development and the creation of new features to support our products and services across a full range of existing, new, and emerging devices and platforms. Our engineering teams use an agile development process that allows us to deploy frequent iterative releases for product and service features.

## Competition

The home services industry is highly competitive and fragmented, and in many important respects, local in nature. We compete with, among others: (i) search engines and online directories, (ii) home and/or local services-related platforms, (iii)

providers of consumer ratings, reviews and referrals and (iv) various forms of traditional offline advertising (primarily local in nature), including radio, direct marketing campaigns, yellow pages, newspapers and other offline directories. We also compete with local and national retailers of home improvement products that offer or promote installation services. We believe our biggest competition comes from the traditional methods most people currently use to find service professionals, which are by word-of-mouth and through referrals.

We believe that our ability to compete successfully will depend primarily upon the following factors:

- our ability to continue to build and maintain awareness of, and trust in and loyalty to, the Angi brand; and
- the functionality of our websites and mobile applications and the attractiveness of their features and our products and services generally to consumers and service professionals, as well as our continued ability to introduce new products and services that resonate with consumers and service professionals generally;
- the ability of the Services business to expand pre-priced booking services, while balancing the overall mix of service requests and directory services on our platforms generally;
- the size, quality, diversity and stability of our network of service professionals and the breadth of our online directory listings;

- our ability to consistently generate service requests and pre-priced bookings through our platforms that convert into revenue for our service professionals in a cost-effective manner;
- our ability to continue to attract (and increase) traffic to our brands and platforms through search engines, including the ability to ensure that information from such brands and platforms and related links are displayed prominently in free search engine results and that paid search marketing efforts are cost-effective, as well as the ability to respond to changes in the usage and functioning of search engines; engines and the introduction of new technology;
- our ability to increasingly engage with consumers directly through our platforms, including our various mobile applications (rather than through search engine marketing or via free search engine referrals); and

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- the quality and consistency of our service professional pre-screening processes and ongoing quality control efforts, as well as the reliability, depth and timeliness of customer ratings and reviews.

## Intellectual Property

We regard our intellectual property rights as critical to our success, in the United States, with our trademarks, service marks and domain names being especially critical to the continued development and awareness of our brands and our marketing efforts.

We protect our intellectual property rights through a combination of registered copyrights, trademarks, and domain name registrations, trade secrets and patent applications, as well as through contractual restrictions and reliance on federal, state and common law. We also enter into confidentiality and proprietary rights agreements with employees, consultants, contractors and business partners, and employees and contractors are also subject to proprietary information and invention assignment provisions.

We have several registered trademarks in the United States (the most significant of which relate to our Angi and HomeAdvisor brands), as well as certain other trademarks in Europe and Canada, and several pending trademark applications in the United States and certain other jurisdictions. We have also registered a variety of domestic and international domain names, the most significant of which relate to our Angi brand. In addition, we have one patent two patents that expires expire in November 2035 and three patent applications pending. 2035.

## Government Regulation

We are subject to laws and regulations that affect companies conducting business on the Internet generally and through mobile applications, including laws relating to the liability of providers of online services for their operations and the activities of their users. As a result, we could be subject to claims based on negligence, various torts and trademark and copyright infringement, among other actions.

In addition, because we receive, transmit, store and use a substantial amount of information received from or generated by consumers and service professionals, we are also impacted by laws and regulations governing privacy, the storage, sharing, use, processing, disclosure and protection of personal data and data breaches. See "Item 1A-Risk Factors-Risks Related to Our Business and Industry Factors-General Risk Factors." The processing, storage, use and disclosure of personal data could give rise to liabilities and increased costs."

We are particularly sensitive to laws and regulations that adversely impact the popularity or growth in use of the Internet and/or online products and services generally, restrict or otherwise unfavorably impact the ability or manner in which we provide our products and services, regulate the practices of third parties upon which we rely to provide our products and services and undermine open and neutrally administered Internet access. For example, the Digital Markets Act and the Digital Services Act (which both came into force in November 2022) form a single set of new rules that will be applicable applies to online intermediaries and platforms across the whole EU to seek to create a safer and more open digital space. our European businesses effective February 17, 2024. Failure to comply with the Digital Services Act could result in the imposition

of fines in an amount of up to 6% of a given online intermediary or platform's annual worldwide turnover in the preceding fiscal year. Further, the In addition, the United Kingdom is expected to enact in 2023 has passed the Online Safety Bill Act 2023 that would significantly increase increases responsibilities of online platforms to control illegal or harmful activity and grant grants broad authority to the UK communications regulator to enforce its provisions. And as proposed, failure to comply with the Online Safety Bill could result in significant fines, blocking of services and personal liability for senior management. To the extent our businesses are required to implement new measures and/or make changes to our products and services to ensure compliance, our business, financial condition and results of operations could be adversely affected. Compliance with this legislation or similar or more stringent legislation in other jurisdictions could be costly, and the failure to comply could result in service interruptions and negative publicity, any or all of which could adversely affect our business, financial condition and results of operations. In addition, in December 2017, the U.S. Federal Communications Commission (the "FCC") adopted an order reversing net neutrality protections in the United States, including the repeal of specific rules against blocking, throttling or "paid prioritization" of content or services by Internet service providers. In the wake of the FCC's repeal of its net neutrality laws, many states, including California and New York, have adopted their own neutrality laws imposing some degree of regulation on internet service providers operating in those states. Many of these regulations remain subject to legal challenge in the courts, although some, including California's have been allowed to take effect while those challenges are concluded. To the extent Internet service providers take such actions, our business, financial condition and results of operations could be adversely affected. Similarly, there have been various legislative efforts to restrict the scope of the protections available to online platforms under Section 230 of the Communications Decency Act and our current protections from liability for third-party content in the United States could decrease or change as a result. Any future adverse changes to Section 230 could result in additional compliance costs for us and/or exposure for to additional liabilities.

We are also subject to laws governing marketing and advertising activities conducted by/through telephone, e-mail, mobile devices and the Internet, including the Telephone Consumer Protection Act of 1991 (the "TCPA"), the Telemarketing Sales Rule, the CAN-

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**SPAM CAN-SPAM** Act and similar state laws, as well as federal, state, and local laws and agency guidelines governing background screening.

With respect to the TCPA, we are subject to ruling of the Federal Trade Commission's ("FCC"), which requires one-to-one prior express written consent for a business to contact a consumer via phone or text message when using automated technology. The result of this rule is that a business that wishes to contact a consumer for marketing purposes via phone or text using automated technology must receive its own specific express written consent. Certain of our businesses will be required to make changes to our products, services, and third-party affiliate relationships to ensure compliance, and such changes may have an adverse effect on our business, financial condition and results of operations. See "Item 1A—Risk Factors—Risks Related to Our Business and Industry—Changes to certain requirements applicable to certain communications with consumers may adversely impact our ability to generate leads for our service professionals."

In addition, we also are subject to various other federal, state, and local laws, rules and regulations focused on consumer protection. These laws, rules and regulations are enforced by governmental entities such as the Federal Trade Commission and state Attorneys General offices and may confer private rights of action on consumers as well. Changes in these laws, or a proceeding of this nature, could have an adverse effect on us due to legal costs, impacts on business operations, diversion of management resources, negative publicity, and other factors. See "Item 3—Legal Proceedings—FTC Administrative Proceeding against HomeAdvisor."

We are also generally sensitive to the adoption of new tax laws. The European Commission and several European countries have recently adopted (or intend to adopt) proposals that would change impact various aspects of the current tax framework under which our European businesses are taxed, including proposals to change or impose new types of non-income taxes (including digital services taxes based on a percentage of revenue). For example, we are subject to and pay the Digital Services Tax in the United Kingdom, France, and Italy. Certain of our businesses are subject to digital services taxes in one or more of the jurisdictions listed above and similar proposed tax laws could adversely affect our business, financial condition and results of operations. In addition, certain U.S. states have adopted or are considering adopting similar laws applicable to revenue attributable to digital advertising and other forms of digital commerce.

As a provider of products and services with a membership-based element, we are also sensitive to the adoption of laws and regulations affecting the ability of our businesses to periodically charge for recurring membership or subscription payments. For example, In addition, many U.S. states have considered enacting legislation that could impact the ability of our businesses to efficiently process auto-renewal payments for, as well as offer promotional or differentiated pricing. The adoption of any law that adversely affects revenue from recurring membership or subscription payments could adversely affect our business, financial condition and results of operations.

We are particularly sensitive to laws and regulations related to the adoption and interpretation of worker classification laws, specifically, laws that could effectively require us to change our classification of certain of our service professional from independent contractors to employees. See "Item 1A—Risk Factors—Risks Related to Our Business and Industry." There may be adverse tax, legal and other consequences if the contractor classification or employment status of the service professionals who use our platform is challenged."

## Human Capital Management

As of December 31, 2022 December 31, 2023, we employed approximately 4,600 3,800 employees worldwide, the substantial majority of which provided services to our brands and businesses located in the United States. From time to time, we also retain consultants and independent contractors.

### Talent and Development

The development, attraction and retention of employees is critical to our success. We strive to provide an atmosphere that fosters teamwork and growth. We continue to invest in a more productive, engaged, diverse and inclusive workforce. To

support the advancement of our employees, we offer training and development programs and encourage advancement from within. In 2020, we launched a learning management system for broader facilitation of training resources. We leverage both formal and informal programs designed to identify, foster, and retain top talent. In 2022, we expanded our tuition waiver program, both in reimbursement amount that employees are eligible to receive and to include certificate programs to support our team members' pursuit of educational opportunities outside of traditional degree programs. We believe that our culture enables us to create, develop and fully leverage the strengths of our workforce to exceed consumer expectations and meet our growth objectives. We also place a high value on inclusion, engaging employees in our Diversity, Equity and Inclusion Council, or DEI, which is staffed by employees with diverse backgrounds, experiences and/or characteristics who share a common interest in professional development, improving corporate culture and delivering sustained business results. Recent DEI initiatives include unconscious bias training, a women in leadership program, and employee resources groups to promote community and inclusion.

### Total Rewards and Benefits

As part of our compensation philosophy, we believe that we must offer and maintain market competitive total rewards programs for our employees in order to attract and retain superior talent. These programs include base wages and incentives in support of our pay for performance culture, as well as health, welfare, and retirement benefits, vision, dental, life, prescription, and long-term disability insurance plans. We also provide employee paid supplemental life and accident insurance plans. To help employees cover medical expenses pre-tax, we offer employees a Flexible Spending Account. In recent years, we have supported growing families by including adoption and surrogacy support and expanded the time provided for bonding leave. We also focus many programs on employee wellness and have implemented solutions including mental health support access telemedicine, meditation, and fitness programs. We also offer our US-based full-time employees a 401(k) retirement plan with a Company match.

### Community

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We encourage our employees to become involved in their communities by providing full-time employees with paid-time off each year to volunteer in local community-based programs.

### COVID Response

In response to the COVID-19 pandemic, we quickly implemented safety and health standards and protocols for our employees to ensure a safe work environment. Employees in our offices have been working remotely since March 2020 and we have moved our sales employees to work fully remotely. Our corporate employees near our Denver, Colorado, New York City and Indianapolis, Indiana offices returned to the office in mid-2022 and continued to adhere to the recommended protocols of the Centers for Disease Control or local regulations. We have offered paid leave for COVID-related illness that meet local requirements.

#### **Code of Business Conduct and Ethics**

Our US-based employees are required to annually certify to their familiarity and compliance with our Code of Business Conduct and Ethics. We also maintain an ethics hotline that is available to all of our employees to report (anonymously, if desired) any general ethics-related matter of concern. Communications to this hotline (which is facilitated by an independent third party) are routed to appropriate functions (whether Human Resources or Legal) for investigation and resolution. In addition, as required by law, we also maintain a hotline for employees to anonymously report complaints or concerns related to accounting and auditing matters.

#### **Additional Information**

##### **Company Website and Public Filings**

We maintain a website at [www.angi.com](http://www.angi.com). Neither the information on this website, nor the information on the websites of any of our brands and businesses, is incorporated by reference into this annual report, or into any other filings with, or into any other information furnished or submitted to, the U.S. Securities and Exchange Commission ("SEC").

We also make available, free of charge through our website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K (including related amendments) as soon as reasonably practicable after they have been electronically filed with (or furnished to) the SEC. These reports (including related amendments) are also available at the SEC's website, [www.sec.gov](http://www.sec.gov).

#### **Code of Business Conduct and Ethics**

Our Code of Business Conduct and Ethics applies to all of our employees (including our principal executive officer, principal financial officer and principal accounting officer) and directors and is posted on the Investor Relations section of our website at [ir.angi.com](http://ir.angi.com) under the heading "Code of Ethics." This code complies with Item 406 of SEC Regulation S-K and the rules of The Nasdaq Stock Market LLC. Any changes to this code that affect the provisions required by Item 406 of Regulation S-K (and any waivers of such provisions for our principal executive officer, principal financial officer, principal accounting officer, and directors) will also be disclosed on our website.

#### **RELATIONSHIP WITH IAC**

##### **Equity Ownership and Vote**

We have two classes of capital stock outstanding, Class A common stock and Class B common stock, with one vote and ten votes per share, respectively. Our shares of Class B common stock are convertible into shares of Class A common stock on a share for share basis. As of **December 31, 2022** **December 31, 2023**, IAC owned all of our outstanding shares of Class B common stock, and 2,588,180 outstanding shares of the Company's Class A common stock, in total representing approximately **84.1%** **84.2%** of our total outstanding shares of capital stock and approximately 98.1% of the total combined voting power of our outstanding capital stock.

##### **Intercompany Agreements**

In connection with the Combination, we and IAC entered into certain agreements to govern our relationship following the Combination. These agreements include the following:

##### **Contribution Agreement**

Under the contribution agreement: (i) we agreed to assume all of the assets and liabilities related to the HomeAdvisor business and indemnify IAC against any losses arising out of any breach by us of the contribution agreement or any other transaction related agreement described below and (ii) IAC agreed to indemnify us against any losses arising out of any breach by IAC of the contribution agreement or any other transaction related agreement described below.

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##### **Investor Rights Agreement**

Under the investor rights agreement, IAC has certain registration, preemptive and governance rights related to us and the shares of our capital stock it holds. The investor rights agreement also provides certain governance rights for the benefit of stockholders other than IAC.

##### **Services Agreement**

The services agreement currently governs services that IAC has agreed to provide to us through **September 29, 2021** **September 29, 2024**, with automatic renewal for successive one-year terms, subject to IAC's continued ownership of a majority of the total combined voting power of our voting stock and any subsequent extension(s) or truncation(s) agreed to by us and IAC. **The services agreement has been renewed through September 29, 2023.** Services currently provided to us by IAC pursuant this agreement include: (i) assistance with certain legal, M&A, finance, risk management, internal audit and treasury functions, health and welfare benefits, information security services and insurance and tax affairs, including assistance with certain public company and unclaimed property reporting obligations and (ii) accounting, investor relations, and tax compliance services. The scope, nature and extent of services may be changed from time to time as we and IAC may agree.

##### **Tax Sharing Agreement**

The tax sharing agreement governs our and IAC's rights, responsibilities and obligations with respect to tax liabilities and benefits, entitlements to refunds, preparation of tax returns, tax contests and other tax matters regarding U.S. federal, state, local and foreign income taxes. Under the tax sharing agreement, we are generally responsible and required to indemnify IAC for: (i) all taxes imposed with respect to any consolidated, combined or unitary tax return of IAC or its subsidiaries that includes us or any of our

subsidiaries (to the extent attributable to us or any of our subsidiaries, as determined under the tax sharing agreement) and (ii) all taxes imposed with respect to any consolidated, combined, unitary or separate tax returns of us or our subsidiaries.

#### **Employee Matters Agreement**

The employee matters agreement addresses certain compensation and benefit issues related to the allocation of liabilities associated with: (i) employment or termination of employment; (ii) employee benefit plans and (iii) equity awards. Under the employee matters agreement, our employees participate in IAC's U.S. health and welfare plans, 401(k) plan and flexible benefits plan and we reimburse IAC for the costs of such participation. In the event IAC no longer retains shares representing at least 80% of the aggregate voting power of shares entitled to vote in the election of our board of directors, we will no longer participate in IAC's employee benefit plans, but will establish our own employee benefit plans that will be substantially similar to the plans sponsored by IAC.

In addition, under the employee matters agreement, we are required to reimburse IAC for the cost of any IAC equity awards held by our current and former employees, with IAC having the ability to elect to receive payment either in cash or shares of our Class B common stock. This agreement also provides that IAC has the ability to require that stock appreciation rights granted prior to the closing of the Combination and equity awards denominated in shares of our subsidiaries to be settled in either shares of our Class A common stock or IAC common stock. To the extent that shares of IAC common stock are issued in settlement of these awards, we are obligated to reimburse IAC for the cost of those shares by issuing shares of our Class A common stock in the case of stock appreciation rights granted prior to the closing of the Combination and shares of our Class B common stock in the case of equity awards denominated in shares of our subsidiaries.

Lastly, pursuant to the employee matters agreement, in the event of a distribution of Angi Inc. capital stock to IAC stockholders in a transaction intended to qualify as tax-free for U.S. federal income tax purposes, the Compensation and Human Resources Committee of the IAC board of directors has the exclusive authority to determine the treatment of outstanding IAC equity awards. Such authority includes (but is not limited to) the ability to convert all or part of IAC equity awards outstanding immediately prior to the distribution into equity awards denominated in shares of our Class A Common Stock, which we would be obligated to assume and which would be dilutive to our stockholders.

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

##### **Cautionary Statement Regarding Forward-Looking Information**

This annual report on Form 10-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as "anticipates," "estimates," "expects," "plans," and "believes," among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: our future business, financial condition, results of operations and financial performance, our business strategy, trends in the home services industry and other similar matters. These forward-looking statements are based on the expectations

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and assumptions of our management about future events as of the date of this annual report, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict.

Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others, the risk factors set forth below. Other unknown or unpredictable factors that could also adversely affect our business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, the forward-looking statements discussed in this annual report may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of our management as of the date of this annual report. We do not undertake to update these forward-looking statements.

#### **Risk Factors**

##### **Risks Related to Our Business and Industry**

###### ***Our success will depend, in substantial part, on the continued migration of the home services market online.***

We believe that the digital penetration of the home services market remains low, with the vast majority of consumers continuing to search for, select and hire service professionals offline. While many consumers have historically been (and remain) averse to finding service professionals online, others have demonstrated a greater willingness to embrace the online shift. Service professionals must also continue to embrace the online shift, which will depend, in substantial part, on whether online products and services help them to better connect and engage with consumers relative to traditional offline efforts. The speed and ultimate outcome of the shift of the home services market online for consumers and service professionals is uncertain and may not occur as quickly as we expect, or at all. The failure or delay of a meaningful number of consumers and/or service professionals to migrate online and/or the return of a meaningful number of existing participants in the online home services market to offline solutions, could adversely affect our business, financial condition and results of operations.

###### ***Marketing efforts designed to drive traffic to our brands and businesses may not be successful or cost-effective.***

Attracting consumers and service professionals to our brands and businesses involves considerable expenditures for online and offline marketing. We have made, and expect to continue to make, significant marketing expenditures for digital marketing (primarily paid search engine marketing, display advertising and third-party affiliate agreements) and traditional offline marketing (national television and radio campaigns). These efforts may not be successful or cost-effective. Historically, we have had to increase marketing expenditures over time to attract and retain consumers and service professionals and sustain our growth.

Our ability to market our brands on any given property or channel is subject to the policies of the relevant third-party seller, publisher of advertising (including search engines, web browsers and social media platforms with extraordinarily high levels of traffic and numbers of users) or marketing affiliate. As a result, we cannot assure you that these parties will not limit or prohibit us from purchasing certain types of advertising (including the purchase by Angi of advertising with preferential placement), advertising certain of our products and services and/or using one or more current or prospective marketing channels in the future. If a significant marketing channel took such an action generally, for a significant period of time and/or on a recurring basis, our business, financial condition and results of operations could be adversely affected. In addition, if we fail to comply with the policies of

third-party sellers, publishers and/or marketing affiliates, our advertisements could be removed without notice and/or our accounts could be suspended or terminated, any of which could adversely affect our business, financial condition and results of operations.

In addition, our failure to respond to rapid and frequent changes in the pricing and operating dynamics of search engines, as well as changing policies and guidelines applicable to keyword advertising (which may unilaterally be updated by search engines without advance notice), could adversely affect our paid search engine marketing efforts (and free search engine traffic). Such changes, including any phasing out (or blocking) of third-party cookies by web browsers, could adversely affect paid listings (both their placement and pricing), as well as the ranking of our brands and businesses within search results, any or all of which could increase our marketing expenditures (particularly if free traffic is replaced with paid traffic). Any or all of these events could adversely affect our business, financial condition and results of operations. In addition, if there are changes in the usage and functioning of search engines and/or decreases in consumer use of search engines, for example, as a result of the continued development of artificial intelligence technology, this could negatively impact our ability to drive traffic to our platforms. For example, artificial intelligence could be utilized to better educate homeowners on how to perform their own home improvement projects, thereby reducing the need for our business, or artificial intelligence could eventually transform the way search engines currently work, thereby creating unknown challenges to our marketing channels.

Evolving consumer behavior (specifically, increased consumption of media through digital means) can also affect the availability of profitable marketing opportunities. To continue to reach and engage consumers and service professionals and grow in this environment, we will need to continue to identify and devote more of our overall marketing expenditures to newer digital advertising channels (such as online video, social media, streaming, OTT and other digital platforms), as well as target consumers and service professionals via these channels in a cost-effective manner. As these channels continue to evolve relative to traditional channels (such as television), it could continue to be difficult to assess returns on related marketing investments, which could adversely affect our business, financial condition and results of operations.

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Lastly, in addition, we also enter into various arrangements with third parties to drive visitors to Angi platforms. These arrangements are generally more cost-effective than traditional marketing efforts. If we are unable to renew existing (and enter into new) arrangements of this nature, sales and marketing costs as a percentage of revenue would increase over the long-term, which could adversely affect our business, financial condition and results of operations. In addition, the quality and convertibility of traffic and leads generated through third-party arrangements are dependent on many factors, most of which are outside our control. If the quality and/or convertibility of traffic and leads do not meet the expectations of our users and/or Angi Leads service professionals, they could leave our network and/or decrease their budgets for consumer matches or participation in pre-priced booking services, any or all of which could adversely affect our business, financial condition and results of operations.

***We rely on Internet search engines to drive traffic to our various properties. Certain operators of search services offer products and services that compete directly with our products and services. If links to websites offering our products and services are not displayed prominently in search results, traffic to our properties could decline and our business could be adversely affected.***

In addition to paid marketing, we rely heavily on Internet search engines, such as Google, to drive traffic to our properties through their unpaid search results. Although search results have allowed us to attract a large audience with low organic traffic acquisition costs in the past, if they fail to continue to drive sufficient traffic to our properties, we may need to increase our marketing spend to acquire additional traffic. We cannot assure you that the value we ultimately derive from any such additional traffic would exceed the cost of acquisition, and any increase in marketing expense may in turn harm our operating results.

The amount of traffic we attract from search engines is due in large part to how and where information about our brands (and links to websites offering our products and services) are displayed on search engine results pages. The display, including rankings, of unpaid search results can be affected by a number of factors, many of which are not in our direct control, and may change frequently. Search engines have made changes in the past to their ranking algorithms, methodologies and design layouts that have reduced the prominence of links to websites offering our products and services, and negatively impacted traffic to such websites, and we expect that search engines will continue to make such changes from time to time in the future. In addition, changes in the usage and functioning of search engines and/or decreases in consumer use of search engines, for example, as a result of the continued development of artificial intelligence technology, could negatively impact our ability to drive traffic to our properties.

However, we may not know how (or otherwise be in a position) to influence actions of this nature taken by search engines. With respect to search results in particular, even when search engines announce the details of their methodologies, their parameters may change from time to time, be poorly defined or be inconsistently interpreted.

In addition, in some instances, search engines may change their displays or rankings in order to promote their own competing products or services, or the products or services of one or more of our competitors. Any such action could negatively impact the search rankings of links to websites offering our products and services, or the prominence with which such links appear in search results. Our success depends on the ability of our products and services to maintain a prominent position in search results, and in the event operators of search engines promote their own competing products in the future in a manner that has the effect of reducing the prominence or ranking of our products and services, our business, financial condition and results of operations could be adversely affected.

***The Angi brand integration initiative may continue to involve substantial costs, including as a result of a continued negative impact on our organic search placement.***

In March 2021, we updated one of our leading websites and brands, Angie's List, to Angi, and since then, have concentrated our marketing investment on the Angi brand in order to focus our marketing, sales and branding efforts on a single brand. To date, we have incurred (and we expect to continue to incur) substantial costs as a result of this brand integration initiative and the Angi brand may not be able to achieve or maintain brand name recognition or status that is comparable to the recognition and status previously enjoyed by Angie's List.

We rely heavily on free (or organic) search results from search engine optimization and paid search engine marketing efforts to drive traffic to Angi platforms. The brand integration initiative initially adversely affected the placement and ranking of our websites, particularly [Angi.com](#), in organic search results as Angi does not have the same domain history as Angie's List. Organic search results have continued to decline year-over-year and remain below pre-March 2021 levels. In addition, the shift of marketing support to the Angi brand (away from the HomeAdvisor brand) continues to negatively affect (and we expect that it will continue to negatively affect) the efficiency of our search engine marketing efforts. The continuing occurrence of any or all of these events and trends could adversely affect our business, financial condition and results of operations.

**Our success depends on our ability to continue to expand our pre-priced offerings, while balancing the overall mix of our service requests and directory services on Angi platforms.**

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Our Services business provides a pre-priced offering, pursuant to which consumers can request services through Services platforms and pay for such services on the applicable platform directly. These service requests are then fulfilled by independently established home services providers engaged in a trade, occupation and/or business that customarily provide such services. Increases in pre-priced offerings (which we expect to be the case over time) could reduce the levels of service professional participation in our Ads and Leads offerings, which could adversely affect our business, financial condition and results of operations.

**Our success depends, in substantial part, on our ability to establish and maintain relationships with quality and trustworthy service professionals.**

We must continue to attract, retain and grow the number of skilled and reliable service professionals who can provide services across our platforms. If we do not offer innovative products and services that resonate with consumers and service professionals generally, as well as provide service professionals with an attractive return on their marketing and advertising investments, the number of service professionals affiliated with our platforms would decrease. Any such decrease would result in smaller and less diverse networks and directories of service professionals, and in turn, decreases in service requests, pre-priced offerings and directory searches, which could adversely impact our business, financial condition and results of operations.

In addition to skill and reliability, consumers want to work with service professionals whom they can trust to work in their homes and with whom they can feel safe. While we maintain screening processes (which generally include certain, limited background checks) to try and prevent unsuitable service professionals from joining our platforms, these processes have limitations and, even with these safety measures, no assurances can be provided regarding the future behavior of any service provider on our platforms. Inappropriate and/or unlawful behavior of service professionals generally (particularly any such behavior that compromises the trustworthiness of service providers and/or the safety of consumers), could result in decreases in service requests, bad publicity and related damage to our reputation, brands and brand-building efforts and/or actions by governmental and regulatory authorities, criminal proceedings and/or litigation. The occurrence or any of these events could, in turn, adversely affect our business, financial condition and results of operations.

**Our success depends, in part, on our ability to continue to develop and monetize versions of our products and services for mobile and other digital devices.**

As consumers increasingly access our products and services through mobile and other digital devices (including through digital voice assistants), we will need to continue to devote significant time and resources to ensure that our products and services are accessible across these platforms (and multiple platforms generally). If we do not keep pace with evolving online, market and industry trends including the introduction of new and enhanced digital devices and changes in the preferences and needs of consumers and service professionals generally, offer new and/or enhanced products and services in response to such trends that resonate with consumers and service professionals, monetize products and services for mobile and other digital devices as effectively as our traditional products and services and/or maintain related systems, technology and infrastructure in an efficient and cost-effective manner, our business, financial condition and results of operations could be adversely affected.

In addition, the success of our mobile and other digital products and services depends on their interoperability with various third-party operating systems, technology, infrastructure and standards, over which we have no control. Any changes to any of these things that compromise the quality or functionality of our mobile and other digital products and services could adversely affect their usage levels and/or our ability to attract consumers and service professionals, which could adversely affect our business, financial condition and results of operations.

**Our success depends, in part, on our ability to access, collect and use personal data about consumers.**

We depend on search engines, digital app stores and social media platforms, in particular, those operated by Google, Apple and Facebook, to market, distribute and monetize our products and services. Consumers engage with these platforms directly, and as a result, these platforms generally receive personal data about consumers that we would otherwise receive if we transacted with them directly. Certain of these platforms have restricted (and continue to restrict) our access to personal data about users of our products and services obtained through their platforms. In addition, the privacy and data collection policies of certain platforms require users to opt-in to sharing their devices' unique identifiers with our businesses, which allow them to recognize a given device and track related activity across applications and websites, primarily for marketing purposes. If these platforms continue to limit, eliminate or otherwise interfere with our ability to access, collect and use personal data about users of our products and services, our ability to identify, communicate with, and market to a meaningful portion of our user base may be adversely impacted. If so, our customer relationship management efforts, our ability to identify, target and reach new segments of our user base and the population generally, and the efficiency of our paid marketing efforts could be adversely affected. We cannot assure you that search engines, digital app stores, and social media platforms upon which we rely will not continue to limit, eliminate or otherwise interfere with our ability to access, collect and use personal data about users of our products and services. To the extent that any or all of them do so, our business, financial condition and results of operations could be adversely affected.

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**Our ability to communicate with consumers and service professionals via e-mail email (or other sufficient means) is critical to our success.**

Historically, one of our primary means of communicating with consumers and service professionals and keeping them engaged with our products and services has been via e-mail email communication. Through e-mail email, we provide consumers and service professionals with service request and pre-priced offering updates, as well as present or suggest new products and services (among other things) and market our products and services in a cost-effective manner. As consumers increasingly communicate via mobile and other digital devices and messaging and social media apps, usage of e-mail email (particularly among younger consumers) has declined and we expect this trend to continue. In addition, deliverability and other restrictions could limit or prevent our ability to send e-mails emails to consumers and service professionals. Recently, email providers have tightened their spam thresholds. Exceeding these more stringent spam thresholds could result in some or all of the emails from our businesses being delayed or blocked, and therefore less likely to be opened. A continued and significant erosion in our ability to communicate with consumers and service professionals via e-mail email could adversely impact the overall user experience, consumer and service professional engagement levels and conversion rates, which could adversely affect our business, financial condition and results of operations. We cannot assure you that any alternative means of communication (for example, push notifications and text messaging) will be as effective as e-mail email has been historically.

## **Changes to certain requirements applicable to certain communications with consumers may adversely impact our ability to generate leads for our service professionals.**

In connection with the marketing of our products and services and efforts to generate leads for our service professionals, we have historically relied on our ability (and the ability of our service professionals) to communicate with consumers via phone and text, in some cases using automated technology, as have third party affiliates through which we market our products and services. In an effort to reduce robocalls and robotexts, there has been an increased effort by U.S. regulatory authorities and telecommunications carriers to ensure that consumers opt in to receiving certain marketing calls and texts from businesses. For example, the FCC has adopted an amendment to the express consent requirements of the TCPA to require a 1:1 consent for a business to contact a consumer via phone or text using automated technology. This means that each business that wishes to contact a consumer for marketing purposes via phone or text using automated technology must receive its own specific express written consent from the consumer. While the amendment is not yet finalized, as proposed, it will require revisions to some of our processes and certain aspects of our product experience as well as to our third-party affiliate relationships. These revisions could result in increased expenses. Further, the increased disclosures and consent requirements under the proposed rule could adversely impact consumer engagement levels and consumer conversion in the case of our products and services, which would decrease leads generated on our platforms, as well as our ability to obtain leads through our third party affiliate relationships, which, in turn, could adversely affect our business, financial condition and results of operations. Independent of the proposed TCPA amendment, phone carriers increasingly dictate rules for obtaining consumers' consent to receive text messages. This may reduce the number of consumers who opt-in to receiving both marketing and transactional texts from us and our service professionals, which could further adversely impact our ability to generate leads for our service professionals and, in turn, our business, financial condition and results of operation.

**There may be adverse tax, legal and other consequences if the contractor classification or employment status of the service professionals who use our platform is challenged.**

We are particularly sensitive to the adoption of worker classification laws, specifically, laws that could effectively require us to change our classification of certain of our service professionals from independent contractors to employees, as well as changes to state and local laws or judicial decisions related to the definition and/or classification of independent contractors. For example, in 2019, California passed a We continue to monitor the worker classification statute (AB 5), which effectively narrowed the definition of an independent contractor, using a strict test laws to determine a given worker's classification and placing the burden of proof for meeting that test on the hiring entity. AB5 also provided enforcement powers to the state and certain cities, leading the state and certain cities to initiate litigation to enforce the new law, particularly against app-based platform companies. AB 5 has been the subject of widespread national discussion, leading other jurisdictions (including Massachusetts, New Jersey and New York, among others) to bring enforcement action against alleged independent contractor misclassification and/or to propose legislation adopting a legal test similar to the one set forth in AB 5. At the same time, there has been a trend of the Internal Revenue Service entering into work and information sharing agreements ensure compliance with the U.S. Department of Labor and state taxing authorities to address worker classification issues. Since we currently treat service professionals who provide services through our business as independent contractors for all purposes, we do not withhold federal, state and local income or other employment related taxes, make federal or state unemployment tax or Federal Insurance Contributions Act payments or provide workers' compensation insurance with respect to these individuals, their laws. If we are required to reclassify these individuals as service professionals from independent contractors to employees and/or their classification is challenged for any reason, we could be exposed to various liabilities and additional costs for prior and future periods, including under federal, state and local tax laws, workers' compensation and unemployment benefits, minimum and overtime wage laws, and other labor and employment laws, as well as potential liability for penalties and interest. If the amounts related to such liabilities and additional costs are significant, our business, financial condition and results of operations could be adversely affected. As of the date of this report, we are involved in certain legal proceedings See Item 8 - Consolidated Financial Statements and investigations challenging the classification of these individuals as independent contractors, none of which we believe could have a material adverse effect on our business, financial condition and results of operations, and may become involved in other proceedings and investigations of this nature in the future. Supplementary Data - Note 15 - Contingencies.

## **General Risk Factors**

**Our brands and businesses operate in an especially competitive and evolving industry.**

The home services industry is competitive, with a consistent and growing stream of new products, services and entrants. Some of our competitors may enjoy better competitive positions in certain geographical areas, with certain consumer and service professional demographics and/or in other key areas that we currently serve or may serve in the future. Generally, we compete with search engines, online marketplaces and social media platforms that can market their products and services online in a more prominent and cost-effective manner than we can, as well as better tailor their products and services to individual users. Any of these advantages could enable these competitors to offer products and services that are more appealing to consumers and service professionals than our products and services, respond more quickly and/or cost effectively than we do to evolving market opportunities and trends, and/or display their own integrated or related home services products and services in search results and elsewhere in a more prominent manner than our products and services, which could adversely affect our business, financial condition and results of operations.

In addition, since most of our home services products and services are offered to consumers for free, consumers can easily switch among home services offerings (or use multiple home services offerings simultaneously) at no cost to them. And while service professionals may incur additional or duplicative near-term costs, the costs for switching to a competing platform over the long term are generally not prohibitive. Low switching costs, coupled with the propensity of consumers to try new products and services generally, will most likely result in the continued emergence of new products and services, entrants and business

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models in the home services industry. Our inability to continue to innovate and compete effectively against new products, services and competitors could result in decreases in the size and level of engagement of our consumer and service professional bases, any of which could adversely affect our business, financial condition and results of operations.

**Our brands and businesses are sensitive to general economic events and trends, particularly those that adversely impact consumer confidence and spending behavior, behavior, as well as general geopolitical risks.**

We have historically been, and will continue to be, particularly sensitive to events and trends that result in consumers delaying or foregoing home services projects and/or service professionals being less likely to pay for consumer matches and subscriptions. Such factors include general economic conditions and other factors, such as consumer confidence in future economic conditions, recessionary concerns, rising interest rates, increased inflation, the availability and cost of consumer credit, levels of unemployment and

tax rates. As global economic conditions continue to be volatile and/or economic uncertainty remains, particularly in light of increasing high inflation and interest rates, trends affecting our business also remain unpredictable. Any such event or trend could result in decreases in service requests, pre-priced bookings and directory searches. Any such decreases could adversely impact the number and quality of service professionals and/or adversely impact the reach of, (and breadth and breadth of, our services offered through) the Leads and Services and our directories, offerings, any or all of which could adversely affect our business, financial condition and results of operations.

Lastly, In addition, we have historically been, and will continue to be, sensitive to events and trends that could result in decreased marketing and advertising expenditures by service professionals. Adverse economic conditions and trends could result in service professionals decreasing and/or delaying fees paid for consumer matches, pre-priced bookings, membership subscriptions and/or time-based advertising spend, any or all of which would result in decreased revenue and could adversely affect our business, financial condition and results of operations.

Lastly, given the adverse financial and operational impact we experienced as a result of the coronavirus and measures designed to contain its spread, any future outbreak of a widespread health epidemic or pandemic could adversely impact our ability to conduct ordinary course business activities and employee productivity and increase operating costs. Moreover, we could also experience business disruption if the ordinary course operations of our third-party affiliates, partners and vendors are adversely affected, which could adversely affect our business, financial condition and results of operation.

**Our success depends, in substantial part, on our ability to maintain and/or enhance our brands, which could be negatively impacted by various factors.**

We own and operate two of the leading home services brands in the United States (Angi and HomeAdvisor), as well as leading brands in several foreign jurisdictions. In March 2021, we updated one of our leading websites and brands, Angie's List, to Angi, and concentrated our marketing investment in the Angi brand in order to focus our marketing, sales, and branding efforts on a single brand.

We believe that our success depends, in substantial part, on our continued ability to build awareness and loyalty to our Angi brand, maintain and enhance our established brands, as well as build awareness of (and loyalty to) our newer brands. Events that could negatively impact our brands and brand-building efforts include (among others): product and service quality concerns; service professional quality concerns; consumer and service professional complaints and lawsuits; lack of awareness of our policies or confusion about how the policies are applied; a failure to respond to feedback from our service professionals and consumers; ineffective advertising; inappropriate and/or unlawful acts perpetrated by service professionals and consumers; actions or proceedings commenced by governmental or regulatory authorities; and inadequate data protection and security breaches including related bad publicity. Any factors that negatively impact the Angi and/or HomeAdvisor brand(s) could materially and adversely affect our business, financial condition and results of operations.

In addition, trust in the integrity and objective, unbiased nature of the ratings and reviews found across our various brands contributes significantly to public perception of these brands and their ability to attract consumers and service professionals. If consumer reviews are perceived as not authentic in general, the reputation and strength of the relevant brand could be materially and adversely affected. While we use, and will continue to use, filters (among other processes) to detect fraudulent reviews, the accuracy of consumer reviews cannot be guaranteed. If fraudulent or inaccurate reviews (positive or negative) increase and we are unable to effectively identify and remove such reviews, the overall quality of the ratings and reviews across our various brands could decrease and the reputation of affected brands might be harmed. This could deter consumers and service professionals from using our products and services, which in turn could adversely affect our business, financial condition and results of operations.

**COVID-19 and other similar outbreaks could continue to adversely affect our business, financial condition and results of operations.**

The impact on the Company from the coronavirus ("COVID-19") and the measures designed to contain its spread continues to impact the comparability of the Company's year-over-year financial performance. As previously disclosed, the impact of COVID-19 in 2020 on our businesses initially resulted in a decline in demand for service requests, driven primarily by decreases in demand in certain categories of jobs (particularly discretionary indoor projects). While these businesses experienced a rebound in service requests from mid-2020 through early 2021, service requests did start to decline in May 2021 and continued to decline during 2022 due, in part, to COVID-19 measures that were more widely in place in prior periods. While our ability to monetize service requests rebounded modestly in the second half of 2021 and the first half of 2022, that improved monetization rate trend plateaued in the third quarter of 2022 and is now in line with monetization rates experienced

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pre-COVID-19. No assurances can be provided that we will be able to increase service requests and continue to improve monetization rates, or that service professionals' businesses (and related revenue and profitability) will not be adversely impacted in the future.

Any future outbreak of a widespread health epidemic or pandemic (or the continuing outbreak of COVID-19) and measures designed to contain its spread could adversely impact our ability to conduct ordinary course business activities and employee productivity and increase operating costs. Moreover, we may also experience business disruption if the ordinary course operations of our contractors, vendors and/or business partners are adversely affected. Any of these measures could adversely affect our business, financial condition and results of operations.

The extent to which developments related to any future widespread health epidemic or pandemic (or the continuing COVID-19 pandemic) and measures designed to curb its spread could impact (or continue to impact) the Company's business, financial condition and results of operations will depend on future developments, all of which are highly uncertain and many of which are beyond our control.

**We may not be able to protect our systems, technology and infrastructure from cyberattacks and/or cyberattacks experienced by third parties may adversely affect us.**

We are regularly under attack by perpetrators of malicious technology-related events, such as threat actors through the use of botnets, malware or other destructive or disruptive software, distributed denial of service attacks, phishing, attempts to misappropriate user information and account login credentials, and intercept payments intended for legitimate third parties, and other similar malicious activities. The incidence of events of this nature (or any combination thereof) is on the rise worldwide. We continuously Our efforts to develop and maintain systems designed to detect and prevent events of this nature from impacting our systems, technology, infrastructure, products, services, payment processes and users. We have invested (and continue to invest) heavily in these efforts procedures, and related personnel and training and deploy data minimization strategies (where appropriate), but these efforts users are costly and require ongoing monitoring and updating as technologies change and efforts to overcome preventative security measures become more sophisticated. There can be no assurance that the systems we have designed to prevent or limit the effects of cyberattacks or attacks will be sufficient to prevent or

detect material consequences arising from such incidents or attacks, or to avoid a material adverse impact on our systems after such incidents or attacks do occur. Despite these efforts, some of our systems have experienced past security incidents ~~none of which had a material adverse effect on our business, financial condition and results of operations~~, and we could experience significant events of this nature in the future.

Any event of this nature that we experience could damage our systems, technology and infrastructure ~~and/or~~ those of our users, prevent us from providing our products and services, compromise the integrity of our products and services, damage our reputation, erode our brands ~~and/or~~ be costly to remedy, as well as subject us to investigations by regulatory authorities, fines ~~and/or~~ litigation that could result in liability to third parties. Even if we do not experience such events ~~firsthand, directly~~, the impact of any such events experienced by third parties could have a similar effect. ~~If we were to experience future events involving third-party service providers, the impacts could adversely affect our business, financial condition and results of operations in a significant or material manner. We may not have adequate insurance coverage to compensate for losses resulting from any of these events. If we (or any third-party with whom we do business or on which we otherwise rely upon) rely~~ experience(s) an event of this nature, our business, financial condition and results of operations could be adversely affected.

***If personal, confidential or sensitive user information that we maintain and store is breached or otherwise accessed by unauthorized persons, it may be costly to mitigate and our reputation could be harmed.***

We receive, process, store and transmit a significant amount of personal, confidential or sensitive user ~~and subscriber~~ information and, in the case of certain ~~cases~~, ~~of our products and services~~, enable users and ~~subscribers~~ to share their personal information with each other. ~~We cannot guarantee that~~ Our efforts to develop and maintain systems designed to protect the security, integrity and confidentiality of this information may not prevent inadvertent or unauthorized use or disclosure, ~~will not occur or that~~ and third parties ~~will not~~ ~~may~~ gain unauthorized access to this information. When such events occur, we may not be able to remedy them, we may be required by law to notify regulators and impacted individuals and it may be costly to mitigate the impact of such events and to develop and implement protections to prevent future events of this nature from occurring. When breaches of security (ours or that of any ~~third-party~~ ~~third party~~ that we engage to store such information) occur, we could face governmental enforcement actions, significant fines, litigation (including consumer class actions) and the reputation of our brands and business could be harmed, any or all of which could adversely affect our business, financial condition and results of operations. ~~Our insurance coverage for these matters may be insufficient to cover our losses, and in the future, we may be unable to obtain cybersecurity insurance on commercially reasonable terms.~~ In addition, if any of the search engines, digital app stores or social media platforms through which we market, distribute and monetize our products and services were to experience a breach, third parties could gain unauthorized access to personal data about our users and subscribers, which could ~~indirectly~~ harm the reputation of our brands and ~~businesses~~ ~~business~~ and, in turn, adversely affect our business, financial condition and results of operations.

***The processing, storage, use and disclosure of personal data could give rise to liabilities and increased costs.***

We receive, transmit and store a large volume of personal information in connection with the provision of our products and services. The manner in which we share, store, use, disclose and protect this information is determined by the respective privacy and data security policies of our various businesses, as well as federal, state and foreign laws and regulations and evolving industry standards and practices, which are changing, and in some cases, inconsistent and conflicting and subject to differing interpretations. In addition, new laws, regulations, standards and practices of this nature are proposed and adopted from time to time.

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For example, several U.S. territories and all 50 states now have data breach laws that require timely notification to individuals, and at times regulators, the media or credit reporting agencies, if a company has experienced the unauthorized access or acquisition of personal information. Other state laws contain additional disclosure obligations for businesses that collect personal information about residents and afford those individuals additional rights relating to their personal information that may affect our ability to use personal information or share it with our business partners. For example, California's Privacy Rights Act of 2020 ("CPRA") amended certain provisions of the California Consumer Privacy Act which provides California residents with certain privacy rights in connection with the collection and disclosure of their personal information and requires businesses to make certain disclosures and take certain other acts in furtherance of those rights. The CPRA ~~becomes~~ ~~became~~ fully enforceable on July 1, 2023 and ~~will further restrict~~ ~~restricts~~ our ability to use personal California user and subscriber information in connection with our various products, services and operations ~~and/or impose~~ ~~imposes~~ additional operational requirements, which could result in increased costs. Other U.S. states, such as Virginia, Utah, Connecticut, and Colorado, have passed consumer privacy laws that ~~become~~ ~~became~~ effective later in 2023 and ~~in~~ 2024. We will continue to monitor and assess the impact of these state laws, which may impose substantial penalties for violations, impose significant costs for investigations and compliance, allow private class-action litigation and carry significant potential liability for our business. Lastly, the Federal Trade Commission has also increased its focus on privacy and data security practices, and we anticipate this focus to continue.

Outside of the U.S., data protection laws also apply to some of our operations. For example, the General Data Protection Regulation (the "GDPR") in the United Kingdom and the European Union imposes, among other things, strict obligations and restrictions on the collection and use of U.K. and European Union personal data, a requirement for prompt notice of data breaches in certain circumstances, a requirement for implementation of certain approved safeguards for transfers of personal data to third countries, and possible substantial fines for any violations. Governmental authorities around the world have enacted similar types of legislative and regulatory requirements concerning data protection, and additional governments are considering similar legal frameworks.

We ~~could~~ ~~may~~ be subject to claims of non-compliance with applicable privacy and data protection policies, laws and regulations and industry standards and practices that we may not be able to successfully defend ~~and/or~~ significant fines and penalties. Moreover, any non-compliance or perceived non-compliance by us (or any third-party we engage to store or process information) or any compromise of security that results in unauthorized access to (or use or transmission of) personal information could result in a variety of claims against us, including governmental enforcement actions, significant fines, litigation (including consumer class actions), claims of breach of contract and indemnity by third parties and adverse publicity. When such events occur, our reputation could be harmed and the competitive positions of our various brands and businesses could be diminished, which could adversely affect our business, financial condition and results of operations. Additionally, to the extent multiple U.S. ~~state-level~~ ~~state~~ (or European Union ~~member-state~~ ~~level~~ ~~member-state~~) laws are introduced with inconsistent or conflicting standards and there is no federal or European Union regulation to preempt such laws, compliance could be even more difficult to achieve and our potential exposure to the risks discussed above could increase.

Lastly, ongoing compliance with existing (and compliance with future) privacy and data protection laws worldwide could be costly. The devotion of significant ~~costs~~ ~~expenditures~~ to compliance (versus the development of products and services) could result in delays in the development of new products and services, us ceasing to provide problematic products and services in existing jurisdictions and us being prevented from introducing products and services in new and existing jurisdictions, which could adversely affect our business, financial condition and results of operations.

***Credit card data security breaches or fraud could adversely affect our business, financial condition and results of operations.***

We accept payments (including recurring payments) from service professionals and consumers, primarily through credit and debit card transactions. The ability to access payment information on a real-time basis without having to proactively reach out to service professionals and consumers to process payments is critical to our success.

When third parties (including credit card processing companies, as well as any business that offers products and services online or offline) experience a data security breach involving credit card information, affected cardholders will often cancel their credit cards. The more sizable a given affected third-party's customer base, the greater the number of accounts impacted and the more likely it will be that our service professionals and consumers would be impacted by such a breach. If such a breach were to impact our service professionals and consumers, we would need to contact affected service professionals and consumers to obtain new payment information. It is likely that we would not be able to reach all affected service professionals and consumers, and even if we could, new payment information for some may not be obtained and pending payments may not be processed, which could adversely affect our business, financial condition and results of operations.

Even if our service professionals and consumers are not directly impacted by a given data security breach, they may lose confidence in the ability of providers of online products and services to protect their personal information generally. As a result, they may stop using their credit cards online and choose alternative payment methods that are not as convenient for us or

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restrict our ability to process payments without significant effort, which could adversely affect our business, financial condition and results of operations.

### ***Our success depends, in part, on the integrity, quality, efficiency and scalability of our systems, technology and infrastructure, and those of third parties.***

We rely on our systems, technology and infrastructure to perform well on a consistent basis. From time to time in the past we have experienced (and in the future we may experience) occasional interruptions that make some or all of this framework and related information unavailable or that prevent us from providing products and services; any such interruption could arise for any number of reasons. We also rely on third-party data center service providers and cloud-based, hosted web service providers, as well as third-party computer systems and a variety of communications systems and service providers in connection with the provision of our products and services generally, as well as to facilitate and process certain payment and other transactions with users. We have no control over any of these third parties or their operations. operations and the interruption of any of the services provided by these third parties could prevent us from accessing user and subscriber information and providing our products and services. If any third parties do not adequately or appropriately provide their services or perform their responsibilities to us or our users, such as if third-party service providers are unable to restore operations and data, fail to perform as expected, or experience other unanticipated problems, we may be subject to business disruptions, losses or costs to remediate any of the deficiencies, user dissatisfaction, reputational damage, legal or regulatory proceedings, or other adverse consequences which could harm our business. Additionally, if our third party service providers experience a security incident or other interruption, we could experience adverse consequences. While we may be entitled to damages if our third party service providers fail to satisfy their data privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. In addition, supply chain attacks have increased in frequency and severity, and we cannot guarantee that third parties' infrastructure in our supply chain or our third party partners' supply chains have not been compromised.

The framework described above could be damaged or interrupted at any time due to fire, power loss, telecommunications failure, natural disasters, acts of war or terrorism, acts of God and other similar events or disruptions. Any event of this nature could prevent us from providing our products and services at all (or result in the provision of our products and services on a delayed or intermittent basis) and/or result in the loss of critical data. While Businesses that we acquire may employ cybersecurity controls or information security policies less robust than ours, which may require us to expend additional resources to integrate acquired systems into our own, and which may expose us to heightened risk. The backup systems that we and the third parties upon whom we rely have certain backup systems in place for certain aspects of our respective frameworks none of our frameworks are fully redundant and disaster recovery planning is not sufficient may be insufficient for all recovery eventualities. In addition, we may not have adequate insurance coverage to compensate us for losses from a major interruption. When such damages, interruptions or outages occur, our reputation could be harmed and the competitive positions of our various brands and businesses could be diminished, any or all of which could adversely affect our business, financial condition and results of operations.

We also continually work to expand and enhance the efficiency and scalability of our framework to improve the consumer and service professional experience, accommodate substantial increases in the number of visitors to our various platforms, ensure acceptable load times for our various products and services, and keep up with changes in technology and user preferences. If we do not do so in a timely and cost-effective manner, the user experience and demand across our brands and businesses could be adversely affected, which could adversely affect our business, financial condition and results of operations.

### ***We depend on our key personnel.***

Our future success depends upon our continued ability to identify, hire, develop, motivate and retain highly skilled, diverse and talented individuals, particularly in the case of senior leadership. Competition for well-qualified employees across our various businesses has been (and is expected to continue to be) intense, particularly in the case of senior leadership, technology and product development roles, and we must continue to attract new (and retain existing) employees to compete effectively. While we have established programs to attract new (and retain existing) key and other employees, we may not be able to do so in the future. If we fail to retain key and other employees, this could result in the loss of institutional knowledge and the disruption of our day-to-day operations, which could adversely impact the effectiveness of our internal control framework and our ability (and the ability of our various businesses) to successfully execute long term strategic initiatives and other goals. If we do not ensure the effective transfer of knowledge to successors and smooth transitions (particularly in the case of senior leadership) by way of tailored succession plans across Angi and our various businesses, our business, financial condition and results of operations could be adversely affected.

### **Risks Related to Our Relationship with IAC**

#### ***IAC controls our company and will have the ability to control the direction of our business.***

As of December 31, 2022 December 31, 2023, IAC owned all of our outstanding shares of Class B common stock, and 2,588,180 outstanding shares of the Company's Class A common stock, in total representing approximately 84.1% 84.2% of our total outstanding shares of

capital stock and approximately 98.1% of the total combined voting power of our outstanding capital stock. For so long as IAC owns shares of our capital stock that represent a majority of the combined voting power of our outstanding capital stock, it will be able to control any corporate action that requires a stockholder vote, regardless of the vote of any

other stockholder (subject to certain limited exceptions for certain class votes). As a result, IAC has (and we expect will continue to have) the ability to control significant corporate activities, including:

- the election of our board of directors (subject to certain provisions of the investor rights agreement between us and IAC) and, through our board of directors, decision-making with respect to our business direction and policies, including the appointment and removal of our officers;
- acquisitions or dispositions of businesses or assets, mergers or other business combinations;

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- issuances of shares of our Class A common stock, Class B common stock and Class C common stock and our capital structure generally;
- corporate opportunities that may be suitable for us and IAC, subject to the corporate opportunity provisions in our amended and restated certificate of incorporation (as described below);
- our financing activities, including the issuance of debt securities and/or the incurrence of other indebtedness generally;
- stock repurchases or the payment of one-time or recurring dividends; and
- the number of shares available for issuance under our equity incentive plans.

This voting control will limit the ability of other stockholders to influence corporate matters and, as a result, we may take actions that stockholders other than IAC do not view as beneficial. This voting control may also discourage transactions involving a change of control of our company, including transactions in which holders of shares of our Class A common stock might otherwise receive a premium for their shares.

Even if IAC owns shares of our capital stock representing less than a majority of the total combined voting power of our outstanding capital stock, so long as IAC owns shares representing a significant percentage of our total combined voting power, IAC will have the ability to substantially influence these significant corporate activities.

In addition, pursuant to the investor rights agreement between us and IAC, IAC has the right to maintain its level of ownership in us to the extent we issue additional shares of our capital stock in the future and, pursuant to the employee matters agreement between us and IAC, IAC may receive payment for certain compensation expenses through the receipt of additional shares of our capital stock. For a more complete summary of our various agreements with IAC, see "[Note 14-Related 17—Related Party Transactions with IAC](#)" to the consolidated financial statements included in "[Item 8-Consolidated Financial Statements and Supplementary Data](#)."

Until such time as IAC no longer controls or has the ability to substantially influence us, we will continue to face the risks described in this "Risk Factors" section relating to IAC's control of us and the potential conflicts of interest between us and IAC.

#### ***Our amended and restated certificate of incorporation could prevent us from benefiting from certain corporate opportunities.***

Our amended and restated certificate of incorporation has a "corporate opportunity" provision that requires us to renounce any interests or expectancy in corporate opportunities for both us and IAC. This provision also includes a disclaimer that states that we recognize that: (i) any of our directors or officers who are also officers, directors, employees or other affiliates of IAC or its affiliates (except that we and our subsidiaries are not considered affiliates of IAC or its affiliates for purposes of this provision) and (ii) IAC itself, will have no duty to offer or communicate information regarding such corporate opportunities to us. Generally, neither IAC nor any of our officers or directors who are also officers or directors of IAC or its affiliates will be liable to us or any of our stockholders for breach of any fiduciary duty by reason of the fact that any such person pursues or acquires any corporate opportunity for the account of IAC or any of its affiliates, directs or transfers such corporate opportunity to IAC or any of its affiliates or does not communicate information regarding such corporate opportunity to us. This corporate opportunity provision may exacerbate conflicts of interest between us and IAC because the provision effectively permits any of our directors or officers who also serves as a director or officer of IAC to choose to direct a corporate opportunity to IAC instead of us.

***IAC's interests may conflict with our interests and the interests of our other stockholders. Conflicts of interest between us and IAC could be resolved in a manner unfavorable to us and our other stockholders.***

Various conflicts of interest between us and IAC could arise. As of the date of this report, six of our eleven directors are nominated by IAC and four of our eleven directors are current directors or executive officers of IAC. Ownership interests of these individuals and IAC in our capital stock and ownership interests of our directors and officers in IAC capital stock, or service by an individual as either a director and/or officer of both companies, could create or appear to create potential conflicts of interest when such individuals are faced with decisions relating to us. These decisions could include:

- corporate opportunities;
- the impact that operating or capital decisions (including the incurrence of indebtedness) relating to our business may have on IAC's consolidated financial statements and/or current or future indebtedness (including related covenants);
- business combinations involving us;

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- our dividend and stock repurchase policies;
- management stock ownership; and

- the intercompany agreements and services between us and IAC.

Potential conflicts of interest could also arise if we decide to enter into new commercial arrangements with IAC in the future or in connection with IAC's desire to enter into new commercial arrangements with third parties. Additionally, IAC may be constrained by the terms of agreements relating to its indebtedness from taking actions, or permitting us to take actions, that may be in our best interest.

Furthermore, disputes may arise between us and IAC relating to our past and ongoing relationships, and these potential conflicts of interest may make it more difficult for us to favorably resolve such disputes, including those related to: tax, employee benefit, indemnification and other matters arising from the Combination; the nature, quality and pricing of services IAC agrees to provide to us; sales or other disposals by IAC of all or a portion of its ownership interest in us; and business combinations involving us.

We may not be able to resolve any potential conflicts, and even if we do, the resolution may be less favorable to us than if we were dealing with an unaffiliated third-party. While we are controlled by IAC, we may not have the leverage to negotiate amendments to our various agreements with IAC (if required) on terms as favorable to us as those we would negotiate with an unaffiliated third-party.

***We rely on exemptions from certain Nasdaq corporate governance requirements that provide protection to stockholders of other companies.***

Because IAC owns more than 50% of the combined voting power of our outstanding capital stock, we are a "controlled company" under the Marketplace Rules of The Nasdaq Stock Market, LLC (the "Marketplace Rules"). As a "controlled company," we are exempt from compliance with certain Marketplace Rules related to corporate governance, including that a majority of our board of directors consists of "independent directors" (as defined in the Marketplace Rules) and that we have a nominating/governance committee composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities.

Accordingly, for so long as we are a "controlled company" and avail ourselves of these exemptions, our stockholders will not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the Marketplace Rules.

***IAC's desire to maintain flexibility with respect to its ability to distribute the shares of our capital stock it holds on a tax-free basis to its stockholders, and its desire to preserve the ability to maintain tax consolidation for U.S. federal income tax purposes, may prevent us from pursuing opportunities to raise capital, acquire other businesses or provide equity incentives to our employees, or otherwise impact our ability to manage our capital structure.***

Under current laws, IAC must retain beneficial ownership of at least 80% of our combined voting power and 80% of each class of our non-voting capital stock (if any is outstanding) in order to effect a tax-free distribution of our shares held by IAC to its stockholders. IAC has advised us that it does not have any present intention or plans to undertake such a tax-free distribution. However, IAC does currently intend to use its majority voting interest to retain its ability to engage in such a transaction. In addition, IAC must maintain ownership of at least 80% of our outstanding capital stock in order to maintain tax consolidation with us for U.S. federal income tax purposes. IAC has advised us that it currently intends to take such actions, or cause the Company to take such actions, as may be necessary in order to preserve tax consolidation. Each of these intentions may cause IAC not to support transactions that we wish to pursue that involve issuing shares of our capital stock, including for capital-raising purposes, as consideration for an acquisition or as equity incentives to our employees, or otherwise impact our overall capital management strategy. Our inability to pursue such transactions, or any reduced flexibility in the management of our capital structure, may adversely affect our business, financial condition and results of operations.

***Our agreements with IAC will require us to indemnify IAC for certain tax liabilities and may limit our ability to engage in desirable strategic or capital-raising transactions.***

Pursuant to our tax sharing agreement with IAC, we generally will be responsible and will be required to indemnify IAC for: (i) all taxes imposed with respect to any consolidated, combined or unitary tax return of IAC or its subsidiaries that includes us or any of our subsidiaries to the extent attributable to us or any of our subsidiaries (excluding certain taxes attributable to Angi and its subsidiaries for taxable periods (or portions thereof) ending on or before the completion of the Combination), as determined under the tax sharing agreement, and (ii) all taxes imposed with respect to any consolidated, combined, unitary or separate tax returns of ours or any of our subsidiaries. To the extent IAC fails to pay taxes imposed with respect to any consolidated, combined or unitary tax return of IAC or one of its subsidiaries that includes us or any of our subsidiaries, the

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relevant taxing authority could seek to collect such taxes (including taxes for which IAC is responsible under the tax sharing agreement) from us or our subsidiaries.

IAC does not have a present plan or intention to undertake a tax-free spin-off of its interest in us. Under the tax sharing agreement, we generally will be responsible for any taxes and related amounts imposed on IAC or us (or our respective subsidiaries) that arise from the failure of a future spin-off of IAC's retained interest in us to qualify as a transaction that is generally tax-free for U.S. federal income tax purposes under Section 368(a)(1)(D) and/or Section 355 of the Internal Revenue Code of 1986, as amended (the "Code"), to the extent that the failure to so qualify is attributable to: (i) a breach of the relevant representations and covenants made by us in the tax sharing agreement (or any representation letter provided in support of any tax opinion or ruling obtained by IAC with respect to the U.S. federal income tax treatment of such spin-off), (ii) an acquisition of our equity securities or assets or (iii) any other action or inaction by us after any such spin-off.

To preserve the tax-free treatment of any potential future spin-off by IAC of its interest in us, the tax sharing agreement restricts us and our subsidiaries, for the two-year period following any such spin-off (except in specific circumstances), from: (i) entering into any transaction pursuant to which shares of our capital stock would be acquired above a certain threshold, (ii) merging, consolidating or liquidating, (iii) selling or transferring assets above certain thresholds, (iv) redeeming or repurchasing stock (with certain exceptions), (v) altering the voting rights of our capital stock, (vi) actions and inactions that are inconsistent with representations or covenants in any tax opinion or private letter ruling document or (vii) ceasing to engage in any active trade or business as defined in the Code. The indemnity obligations and other limitations under the tax sharing agreement could have an adverse effect on our business, financial condition and results of operations.

***Future sales or distributions of shares of our capital stock by IAC could depress the price of our Class A common stock.***

IAC has the right to sell or distribute to its stockholders all or a portion of the shares of our capital stock that it holds. Although as of the date of this report IAC has advised us that it does not have any present intention or plans to undertake such a sale or distribution, sales by IAC in the public market or distributions to its stockholders of substantial amounts of our capital stock (shares of Class B common stock or Class A common stock) could depress the price of our Class A common stock. In addition, IAC has the right, subject to certain conditions, to require us to file registration statements covering the sale of the shares of our capital stock it holds or to include such shares in other registration statements that we may file. If IAC exercises these registration rights and sells all or a portion of the shares of our capital stock it holds, the price of our Class A common stock could decline.

***The services that IAC provides to us may not be sufficient to meet our needs.***

We expect IAC to continue to provide us with corporate and shared services related to corporate functions, such as executive oversight, risk management, information technology, accounting, audit, legal, investor relations, tax, treasury and other services in exchange for the fees specified in the services agreement between us and IAC. Since the services agreement automatically renews for one (1) year periods for as long as IAC holds a majority of the outstanding shares of our common stock, we may not be able to modify these services in a manner desirable to us as a standalone public company. Although we intend to replace portions of the services currently provided by IAC, we may not be able to perform these services ourselves and/or find appropriate third parties to do so at a reasonable cost (or at costs at or below those charged by IAC), which could adversely affect our business, financial condition and results of operations.

#### **Risks Related to Our Indebtedness**

##### ***We may not be able to generate sufficient cash to service our indebtedness.***

Our ability to satisfy our debt obligations will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, many of which are beyond our control.

We may not be able to generate sufficient cash flow from our operations to meet our scheduled debt obligations. If so, we could be forced to reduce or delay capital expenditures, sell assets or seek additional capital in a manner that complies with the terms (including certain restrictions and limitations) of our current indebtedness. If these efforts do not generate sufficient funds to meet our scheduled debt obligations, we would need to seek additional financing and/or negotiate with our bondholders to restructure or refinance our indebtedness. Our ability to do so would depend on the condition of the capital markets and our financial condition at such time. Any such financing, restructuring or refinancing could be on less favorable terms than those governing our current indebtedness and would need to comply with the terms (including certain restrictions and limitations) of our existing indebtedness.

#### **Risks Related to Ownership of Our Class A Common Stock**

##### ***The multiclass structure of our capital stock has the effect of concentrating voting control with IAC and limiting the ability of holders of our Class A common stock to influence corporate matters.***

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Each share of our Class B common stock has ten votes per share and each share of our Class A common stock has one vote per share. As of **December 31, 2022** December 31, 2023, IAC owned all of our outstanding shares of Class B common stock, and 2,588,180 outstanding shares of the Company's Class A common stock, in total representing approximately **84.1%** 84.2% of our total outstanding shares of capital stock and approximately 98.1% of the total combined voting power of our outstanding capital stock. Due to the ten-to-one voting ratio between our Class B common stock and Class A common stock, IAC (and any future holders of our Class B common stock, collectively) will continue to control a substantial majority of the combined voting power of our capital stock. This concentrated control will significantly limit the ability of holders of our Class A common stock to influence matters submitted to our stockholders for approval.

##### ***The difference in the voting rights of our Class B common stock and Class A common stock may harm the value and liquidity of our Class A common stock.***

This difference in voting rights between our Class B common stock and Class A common stock could harm the value of our Class A common stock to the extent that any investor or potential future purchaser of our Class A common stock ascribes value to the right of the holders of our Class B common stock to ten votes per share. The existence of two classes of common stock with different voting rights could result in less liquidity for our Class A common stock than if there were only one class of common stock, which could adversely affect the price of our Class A common stock.

##### ***The Delaware General Corporation Law and certain provisions in our amended and restated certificate of incorporation and bylaws may discourage, delay or prevent a change of control of our company and/or changes in our management.***

The Delaware General Corporation Law (the "DGCL") and our amended and restated certificate of incorporation and bylaws contain provisions that could discourage, delay or prevent a change in control of our Company and/or changes in our management that our stockholders may deem advantageous, including provisions that: (i) authorize the issuance of "blank check" preferred stock, which our board of directors could issue to discourage a takeover attempt; (ii) limit the ability of our stockholders to call special meetings of stockholders; and (iii) provide that our board of directors is expressly authorized to make, alter or repeal our bylaws.

Any provision of the DGCL or our amended and restated certificate of incorporation and bylaws that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a related premium for their Class A common stock and could also affect the price that some investors are willing to pay for our Class A common stock.

##### ***The choice of forum provision in our amended and restated bylaws could limit the ability of our stockholders to obtain the judicial forum of their choice for certain disputes.***

Our amended and restated bylaws provide that unless we consent in writing to the selection of an alternative forum, a state court within the State of Delaware (or, if no state court located within Delaware has jurisdiction, the federal district court for the District of Delaware) will be the sole and exclusive forum for all of the following actions: (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim for (or based on breach of) fiduciary duty owed by any of our current or former directors, officers or other employees to us or to our stockholders, (iii) any action asserting a claim against us or any of our current or former directors, officers or other employees pursuant to the DGCL, our certificate of incorporation or our bylaws, (iv) any action asserting a claim relating to or involving us that is governed by the internal affairs doctrine or (v) any action asserting an "internal corporate claim" (as defined under the DGCL). This choice of forum provision may limit the ability of our stockholders to bring claims in a judicial forum that they find favorable for disputes with us or our current or former directors, officers or other employees, which may discourage such lawsuits. Alternatively, if a court were to find our choice of forum provision to be inapplicable or unenforceable in an action, we could incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, results of operations, and financial condition.

## Item 1B. Unresolved Staff Comments

Not applicable.

## Item 1C. Cybersecurity

### Overview

We recognize that the safety and security of our systems, technology and infrastructure (and those of key third-party service providers upon which we rely), as well as our content and confidential or sensitive user and employee information, is critical to maintaining the trust and confidence of our users and subscribers, consumers, advertisers and investors (among other stakeholders). As a result, Company management has established programs and related processes designed to manage cybersecurity issues, including the assessment, identification and management of cybersecurity risks, together with related mitigation and recovery efforts. Our board of directors, directly and through our Audit Committee, oversees Company management in the execution of its cybersecurity responsibilities, including the assessment of the Company's approach to cybersecurity risk management.

### Cybersecurity Risk Management and Strategy

**Overview.** Our cybersecurity programs and related processes generally consist of the following key elements: (i) risk assessment and management efforts, (ii) technical safeguards and incident response and recovery efforts, (iii) third-party risk management efforts, (iv) education, training and preparedness efforts and (v) governance efforts.

**Risk assessment and management efforts.** We assess, identify and manage cybersecurity risks as part of a comprehensive information security program that is intended to align with standard industry frameworks, such as International Standard for Organization (ISO) 27000 and the National Institute of Standards and Technology (NIST) Cyber Security Framework.

As part of the ongoing refinement of our information security program, we engage (as appropriate) various third-party risk management services to assist with the identification of potential cybersecurity issues, such as those involving software vulnerabilities, configuration errors, data exposure and credential theft (among others), as well as consult with external legal counsel, third-party experts and other advisors to assist with incident response and recovery efforts, forensic investigations, extortion negotiations and crisis management or readiness for the same. We also maintain a cyber insurance policy to help manage, in part, costs associated with significant cybersecurity incidents that may occur.

In addition, as discussed in more detail below under the caption "Cybersecurity Governance," the assessment, identification and management of cybersecurity risks have been integrated into our overall enterprise risk management ("ERM") efforts.

**Technical safeguards and incident response and recovery efforts.** As part of our information security program, we have implemented a number of tools and procedures designed to identify and remediate vulnerabilities and misconfigurations in our applications and infrastructure, as well as manage access and identities throughout their lifecycles. These tools and procedures are intended to be consistent with ISO and NIST frameworks. In addition, we have implemented an incident response policy that outlines established processes for addressing cybersecurity issues that leverages a cross-functional cybersecurity incident response team and outside advisors intended to allow the Company to take action in a timely and decisive manner in compliance with applicable laws, rules and regulations during the response, investigation and remediation of a given cybersecurity incident.

**Third-party risk management efforts.** In addition to the assessment, identification and management of our own cybersecurity related risks, we also consider and evaluate cybersecurity risks associated with certain third-party service providers upon which we rely for a wide variety of technical and business functions. Our efforts in this regard consist of (among other efforts): (i) security assessments to determine whether key third-party service provider information security procedures meet our expectations, (ii) the use of a monitoring service that detects evidence of the compromise of key third-party provider systems, technology and infrastructure, (iii) assessments designed to identify business and technical risks to our systems, technology and infrastructure posed by key third-party service providers and (iv) the development of strategies to determine the potential adverse impact of, and develop mitigation strategies for, any cybersecurity incidents experienced by key third-party service providers on our business, financial condition and results of operations.

**Education, training and preparedness efforts.** Education, training and preparedness are an important part of our information security program. In connection with our education and training efforts, we have developed and implemented a set of Company-wide policies and procedures regarding cybersecurity matters that impose responsibility on our employees through the course of their work to: (i) protect our systems, technology, infrastructure and data from cybersecurity threats, (ii) quickly report known or suspected cybersecurity incidents or other suspicious activity through designated channels and respond effectively to such events and (iii) use Company and personal information technology in a secure manner. In addition, we generally mandate information security training for our employees and our software developers generally receive mandatory

additional technical training, each on an annual basis. In connection with our preparedness efforts, we periodically participate in tabletop exercises with the goal of helping management effectively respond to cybersecurity incidents that may occur. We also maintain documented incident response policies to help ensure that our response activities are consistent and appropriate.

**Governance.** See the disclosure under the caption "Cybersecurity Governance" below.

### Cybersecurity Governance

Our board of directors is responsible for overseeing Company management's execution of its cybersecurity responsibilities, including our approach to cybersecurity risk management. Our board of directors executes this oversight in coordination with our Audit Committee, which pursuant to its charter, assists the Board with risk assessment and risk management policies as they relate to cybersecurity risk exposure (among other risk exposures), as well as part of its regularly scheduled meetings and through discussions with Company management on an as needed basis.

In addition, the assessment, identification and management of cybersecurity risks has been integrated into our ERM efforts. As part of that annual process, cybersecurity risks across our businesses are included in the risk universe that our Executive Risk Committee (consisting of members of Company senior management) evaluates to identify our top

enterprise risks and develop related mitigation plans. The cybersecurity and other risks are reviewed during the year through our ERM process and discussed with our Audit Committee at least semi-annually and with our board of directors at least annually.

Our Chief Technology Officer ("CTO") is responsible for the development and implementation of our information security program on a Company-wide basis, together with a dedicated team of experienced, Company-wide information security analysts. Our CTO has over twenty years of experience leading the development, implementation, and oversight of information security programs. Other members of our information security team are generally seasoned professionals with broad cybersecurity experience and expertise, including with respect to cybersecurity threat assessment and detection, mitigation technologies, incident response, and training on such topics.

Our CTO is also responsible for reporting on the status of our information security program and related efforts and processes to Company senior management periodically, and to the Audit Committee on a quarterly basis. In addition, our CTO reports cybersecurity matters to Company senior management and the Audit Committee on an as-needed basis. At each regularly scheduled meeting of our board of directors, the Chair of our Audit Committee provides quarterly updates regarding significant matters discussed, reviewed, considered and approved by the committee since the last regularly scheduled board meeting (including cybersecurity matters, as and if applicable), as well as timely updates outside of quarterly updates on an as needed basis. Our CTO promptly informs Company management and our Audit Committee (and IAC management) of cybersecurity incidents that meet established reporting thresholds or when otherwise determined appropriate, as well as provides ongoing updates regarding any such incidents until they have been resolved.

#### **Cybersecurity Risks**

As discussed above and under Item 1A. Risk Factors—General Risk Factors, we face a number of cybersecurity risks across our various businesses, and we have experienced threats to and unauthorized intrusions of our systems, technology and infrastructure from time to time. While to our knowledge we have not, to date, experienced a cybersecurity incident or threat that has materially and adversely affected our business, financial condition and results of operations, we cannot provide assurances that they will not be materially affected in the future by such incidents.

#### **Item 2. Properties**

We believe that the facilities for our management and operations are generally adequate for our current and near-term future needs. Our facilities, most of which are leased, consist of executive and administrative offices, sales offices and data centers. We do not anticipate any future problems renewing or obtaining suitable leases for us or any of our businesses. We currently lease approximately 152,000 square feet of office for our corporate headquarters, Angi business and administrative and sales force personnel in Denver, Colorado.

#### **Item 3. Legal Proceedings**

##### **Overview**

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In the ordinary course of business, the Company and its subsidiaries are (or may become) parties to claims, suits, regulatory and government investigations, and other proceedings involving property, personal injury, intellectual property, privacy, tax, labor and employment, competition, commercial disputes, consumer protection and other claims, as well as stockholder derivative actions, class action lawsuits and other matters. Such claims, suits, regulatory and government investigations, and other proceedings could result in fines, civil or criminal penalties, or other adverse consequences. The amounts that may be recovered in such matters may be subject to insurance coverage. Although the results of legal proceedings and claims cannot be predicted with certainty, neither the Company nor any of its subsidiaries is currently a party to any legal proceedings the outcome of which, we believe, if determined adversely to us, would individually or in the aggregate have a material adverse effect on our business, financial condition or results of operations. However, the outcome of such matters is inherently unpredictable and subject to significant uncertainties.

Rules of the Securities and Exchange Commission require the description of material pending legal proceedings (other than ordinary, routine litigation incident to the registrant's business) and advise that proceedings ordinarily need not be described if they primarily involve damages claims for amounts (exclusive of interest and costs) not exceeding 10% of the current assets of the registrant and its subsidiaries on a consolidated basis. In the judgment of Company management, none of the pending litigation matters which we are defending, including those described below, involves or is likely to involve amounts of that magnitude. The matters described below involve issues or claims that may be of particular interest to our stockholders, regardless of whether they may be material to our financial position or operations based upon the standard set forth in the rules of the Securities and Exchange Commission.

##### **FTC Administrative Proceeding against HomeAdvisor**

On March 11, 2022, the Federal Trade Commission ("FTC") filed an administrative complaint against HomeAdvisor, alleging that certain of HomeAdvisor's business practices related to leads provided to service professionals ("SPs") and its mHelpDesk product are unfair or deceptive in violation of the FTC Act and requesting injunctive relief. The Company disputes these allegations and believes that its business practices are fully in compliance with the law. On April 7, 2022, the FTC staff filed a motion for summary decision before the Commission, which the Commissioners denied on August 2, 2022. Settlement discussions between the parties ensued. On December 2, 2022, the FTC withdrew the matter from adjudication for the purpose of considering a proposed consent order negotiated by the Company and the FTC staff. Under the proposed consent order, HomeAdvisor would undertake certain commitments concerning representations to SPs and related reporting obligations and would fund up to \$7.2 million for restitutionary payments to SPs (with any unclaimed amounts reverting to HomeAdvisor) and settlement administration costs. On January 23, 2023, the Commission accepted the proposed consent order, subject to a public-comment period that will end on March 8, 2023.

##### **Service Professional Class Action Litigation against HomeAdvisor**

In July 2016, a putative class action, *Airquip, Inc. et al. v. HomeAdvisor, Inc. et al.*, No. 1:16-cv-1849, was filed in the U.S. District Court for the District of Colorado. The complaint, as amended in November 2016, alleges that HomeAdvisor engages in certain deceptive practices affecting the service professionals ("SPs") who join its network, including charging them for substandard customer leads and failing to disclose certain charges. The complaint seeks sought certification of a nationwide class consisting of all HomeAdvisor SPs since October 2012, asserts asserted claims for including fraud, breach of implied contract and unjust enrichment and violation of the federal RICO statute and the Colorado Consumer Protection Act ("CCPA"), and seeks sought injunctive relief and damages in an unspecified amount.

In July 2018, the plaintiffs' counsel filed a separate putative class action in the U.S. District Court for the District of Colorado, *Costello et al. v. HomeAdvisor, Inc. et al.*, No. 1:18-cv-1802, on behalf of the same nine SPs proposed as new plaintiffs in the *Airquip* case, naming as defendants HomeAdvisor, Angi the Company and IAC (as well as an unrelated company), and asserting 45 claims largely duplicative of those asserted in a proposed second amended complaint in the *Airquip* case. In November 2018, the judge presiding over the *Airquip* case issued an order consolidating the two cases to proceed before him under the caption *In re HomeAdvisor, Inc. Litigation*.

In January September 2019, the plaintiffs court issued an order granting the plaintiffs' renewed their motion for leave to file a consolidated second amended complaint, naming as defendants, in addition to HomeAdvisor, Angi the Company and IAC, CraftJack, Inc. (a wholly-owned subsidiary of the Company and thus, an entity affiliated with HomeAdvisor Company) and two unrelated entities. In February 2019, the defendants opposed the motion on various grounds. In September 2019, the court issued an order granting the plaintiffs' motion. In October and December 2019, the four defendants affiliated with HomeAdvisor filed motions to dismiss certain claims in the amended complaint. In September 2020, the court issued an order granting in part and denying in part the defendants' motions to dismiss. In May 2022, the plaintiffs filed a motion for class certification; the defendants opposed the motion. On May 5, 2022 January 10, 2024, the plaintiffs moved for class certification. On June 27, 2022, the Company opposed the court entered an order largely denying plaintiffs' motion for class certification. While the court certified certain classes seeking only injunctive relief based upon alleged misappropriation of SPs' intellectual property, the court declined to certify any of the proposed classes challenging lead quality and seeking monetary relief. On January 24, 2024, the plaintiffs filed a motion for reconsideration of the court's partial denial of class certification; on February 14, 2024, the defendants opposed the motion, which remains pending. On February 26, 2024, the parties filed motions for summary judgement on the remaining class claim regarding misappropriation of SPs' intellectual property.

The Company believes that the allegations in this lawsuit are without merit and will continue to defend vigorously against them.

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### **False Advertising Litigation against HomeAdvisor**

In March 2018, the San Francisco District Attorney filed a lawsuit in the Superior Court of California, *People of the State of California v. HomeAdvisor, Inc.*, No. CGC-18-565008. The lawsuit alleges that HomeAdvisor violated California's Unfair Competition Law and False Advertising Law by misleading California consumers about the scope of its background check program. The claims focus on certain television commercials, radio advertisements, and website disclosures during the 2014-18 period. In May 2018, the court issued a preliminary injunction against the Company barring it from airing the then-current versions of the advertisements. In May 2020, the state Court of Appeals affirmed the preliminary injunction. The trial court recently set a trial date of April 3, 2023. The Company believes that the allegations in this lawsuit are without merit and will continue to defend vigorously against them.

### **Item 4. Mine Safety Disclosures**

Not applicable.

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## **PART II**

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

#### **Market for Registrant's Common Equity and Related Stockholder Matters**

Our Class A common stock is quoted on The Nasdaq Global Select Market ("NASDAQ") under the ticker symbol "ANGI." There is no established public trading market for our Class B common stock.

As of February 10, 2023 February 9, 2024, there were 3226 holders of record of our Class A common stock. Because the substantial majority of the outstanding shares of our Class A common stock are held by brokers and other institutions on behalf of shareholders, we are not able to estimate the total number of beneficial shareholders represented by these record holders. As of February 10, 2023 February 9, 2024, there was one holder of record and beneficial shareholder of our Class B common stock.

#### **Dividends**

We do not currently expect that any cash or other dividends will be paid to holders of our Class A or Class B common stock in the near future. Any future cash dividend or other dividend declarations are subject to the determination of the Company's Board of Directors.

#### **Unregistered Sales of Equity Securities**

There were no unregistered sales of our capital stock during the quarter ended December 31, 2022 December 31, 2023.

#### **Issuer Purchases of Equity Securities**

The following table sets forth purchases by the Company did not purchase any shares of its Class A common stock during the quarter ended December 31, 2022. As December 31, 2023:

Period	Number of Shares Purchased	Average Price per Share	Total Value of Shares Purchased
Period	Number of Shares Purchased	Average Price per Share	Total Value of Shares Purchased

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	(d) Maximum Number of Shares that May Yet Be Purchased Under Publicly Announced Plans or Programs <sup>(2)</sup>
			Programs <sup>(1)</sup>	Programs <sup>(2)</sup>
October 2023	—	\$ —	—	13,971,371
November 2023	1,345,414	\$ 2.03	1,345,414	12,625,957
December 2023	2,028,875	\$ 2.45	2,028,875	10,597,082
<b>Total</b>	<b>3,374,289</b>	<b>\$ 2.28</b>	<b>3,374,289</b>	<b>10,597,082</b>

(1) Reflects repurchases made pursuant to the share repurchase authorization previously announced in March 2020.

(2) Represents the total number of that date, 15.0 million shares of ANGI Class A common stock that remained available for repurchase under as of December 31, 2023 pursuant to the Company's previously announced March 2020 share repurchase authorization. The Company may repurchase shares pursuant to this share repurchase authorization over an indefinite period of time in the open market and in privately negotiated transactions, depending on those factors Company management deems relevant at any particular time, including, without limitation, market conditions, share price and future outlook.

From January 1, 2023 January 1, 2024 through February 10, 2023 February 9, 2024, the Company did not repurchase and shares repurchased an additional 2.7 million shares at an average price of \$2.36 per share. As of February 10, 2023 February 9, 2024, there were approximately 15.0 million 7.9 million shares remaining in the March 2020 share repurchase authorization.

## Item 6. Reserved

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

### GENERAL

#### Management Overview

Angi Inc. ("Angi," the "Company," "we," "our," or "us") connects quality home service professionals with consumers across more than 500 different categories, from repairing and remodeling homes to cleaning and landscaping. As of December 31, 2022, Angi had a network of approximately 220,000 Approximately 196,000 transacting service professionals each of whom paid for actively sought consumer matches, and completed jobs, or performed a job sourced or booked advertised work through Ads and Leads and/or Services. Collectively, this service professional network provided services in more than 167 top categories, ranging from cleaning and installation services to simple home repairs and larger home remodeling projects, and 64 discrete geographic areas in Angi Inc. platforms during the United States, three months ended December 31, 2023. Additionally, consumers turned to at least one of our brands to find a professional for approximately 29 million 23 million projects during the year ended December 31, 2022 December 31, 2023.

The Company has four three operating segments: (i) Ads and Leads; (ii) Services; and (iii) Roofing; and (iv) International (Europe (consisting of businesses in Europe and Canada) and operates under multiple brands including Angi, HomeAdvisor, Handy, Total Home Roofing, and Angi Roofing. Roofing includes the business the Company acquired on July 1, 2021 known as Total Home Roofing. Handy.

Ads and Leads provides service professionals the capability to engage with potential customers, including quote quoting and invoicing services, and provides consumers with tools and resources to help them find local, pre-screened and customer-rated service professionals nationwide for home repair, maintenance and improvement projects. Consumers Services consumers can request household

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services directly through the Angi platform and Angi fulfills the request through the use of independently established home services providers engaged in a trade, occupation and/or business that customarily provides such services. The matching and pre-priced booking services and related tools and directories are provided to consumers free of charge. Roofing provides roof replacement and repair services through its wholly-owned subsidiary Angi Roofing, LLC.

In the U.S., the Company primarily markets its services to consumers through search engine marketing, affiliate agreements with third parties, and television advertising. The Company also markets its services to consumers through email, digital display advertisements, partnerships with other contextually related websites and, to a lesser extent, through relationships with certain retailers, direct mail and radio advertising. The Company markets subscription packages and time-based advertising to service professionals primarily through its sales force, as well as through search engine marketing, digital media advertising, and direct relationships with trade associations and manufacturers. We have made, and expect to continue to make, substantial investments in digital and traditional advertising (with continued expansion into new and existing digital platforms) to consumers and service professionals to promote our products and services and to drive traffic to our various platforms and service professionals.

#### Total Home Roofing, LLC Sale

Table On November 1, 2023, Angi Inc. completed the sale of 100% of its wholly-owned subsidiary, Total Home Roofing, LLC ("THR," which comprised its Roofing segment), and has reflected it as a discontinued operation in its financial statements. The financial information for prior periods has been recast to conform to the current year presentation. For

additional details, see "[Contents Note 16—Discontinued Operations](#)" to the consolidated financial statements included in "[Item 8. Consolidated Financial Statements and Supplementary Data](#)."

#### Defined Terms and Operating Metrics:

Unless otherwise indicated or as the context otherwise requires, certain terms, which include the principal operating metrics we use in managing our business, are defined below:

- **Ads and Leads Revenue** primarily reflects domestic ads and leads revenue, including consumer connection revenue for consumer matches, revenue from service professionals under contract for advertising and membership subscription revenue from service professionals and consumers.
- **Services Revenue** primarily reflects domestic revenue from pre-priced offerings by which the consumer requests services through a Company platform and the Company engages connects them with a service professional to perform the service.
- **Roofing International Revenue** primarily reflects revenue generated within the International segment (consisting of businesses in Europe and Canada), including consumer connection revenue for consumer matches and membership subscription revenue from the roof replacement business offering by which the consumer purchases services directly from the Company service professionals and the Company engages a service professional to perform the service, consumers.
- **Corporate** primarily reflects costs for corporate initiatives, shared costs, such as executive and public company costs, and other expenses not allocated to the operating segments.
- **International Revenue** primarily reflects revenue generated within the International segment (comprised of businesses in Europe and Canada), including consumer connection revenue for consumer matches and membership subscription revenue from service professionals and consumers.
- **Service Requests** are (i) fully completed and submitted domestic service requests for connections with Ads and Leads service professionals, (ii) contacts to Ads and Leads service professionals generated via the service professional directory from unique users in unique categories (such that multiple contacts from the same user in the same category in the same day are counted as one Service Request) and (iii) requests to book Services jobs in the period.
- **Monetized Transactions** are (i) Service Requests that are matched to a paying Ads and Leads service professional in the period and (ii) completed and in-process Services jobs in the period; a single Service Request can result in multiple monetized transactions.
- **Transacting Service Professionals ("Transacting SPs")** are the number of (i) Ads and Leads service professionals that paid for consumer matches or advertising and (ii) Services service professionals that performed a Services job, during the most recent quarter.
- **ANGI Group Senior Notes** - On August 20, 2020, ANGI Group, LLC ("ANGI Group"), a direct wholly-owned subsidiary of the Company, issued \$500.0 million of its 3.875% Senior Notes due August 15, 2028, with interest payable February 15 and August 15 of each year, which commenced February 15, 2021, year.

#### Components of Results of Operations

##### Sources of Revenue

Ads and Leads Revenue is primarily derived from (i) revenue includes consumer connection revenue, which is comprised of fees paid by service professionals for consumer matches (regardless of whether the service professional ultimately provides the requested service), (ii) advertising revenue, which includes revenue from service professionals under contract for advertising, and (iii) membership subscription revenue from service professionals and consumers, and revenue from other services. Consumer connection revenue varies based upon several factors, including the service requested, product experience offered, and geographic location of service. Services is revenue primarily comprised of reflects revenue from jobs sourced directly pre-priced offerings by which the consumer requests services through the Company's platform and through retail partnerships and completed by the Company engages a service professional assigned by our platform. Roofing is comprised of to perform the service. International revenue from roofing projects. International is primarily comprised of revenue from comprises consumer connection revenue for consumer matches and membership subscription revenue from service professionals and consumers.

From January 1, 2020 through December 31, 2022, Services recorded revenue on a gross basis. Effective January 1, 2023, Angi Inc. we modified the Services terms and conditions so that the service professional, rather than Angi Inc., has the contractual relationship with the consumer to deliver the service and our performance obligation to the consumer is to connect them with

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the service professional. This change in contractual terms requires revenue to be reported as the net revenue accounting treatment amount of what is received from the consumer after deducting the amounts owed to the service professional providing the service effective January 1, 2023 for all arrangements entered into after December 31, 2022. There is no impact to operating income loss or Adjusted EBITDA, EBITDA from this change in revenue recognition. For the years ended December 31, 2022 and 2021, if Services revenue were recorded on a net basis, revenue would have been reduced by \$242.6 million and \$180.7 million, respectively.

##### Cost of Revenue and Gross Profit

Cost of revenue, which excludes depreciation, consists primarily of (i) payments made to independent **third-party** service professionals who perform work contracted under Services or Roofing arrangements that were entered into prior to January 1, 2023 and the change to net revenue reporting, (ii) credit card processing fees, and (iii) hosting fees, and (iv) roofing materials costs associated with Roofing, fees.

Gross profit is revenue less cost of revenue. Gross margin is gross profit expressed as a percentage of revenue.

#### Operating Costs and Expenses:

- **Selling and marketing expense** - consists primarily of (i) advertising expenditures, which include marketing fees to promote the brand to consumers and service professionals with (a) online marketing, including fees paid to search engines and other online marketing platforms, partners who direct traffic to our brands, and app platforms, and (b) offline marketing, which is primarily television and radio advertising, (ii) compensation expense (including stock-based compensation expense) and other employee-related costs for our sales force and marketing personnel, (iii) service guarantee expense, (iv) software license and maintenance costs, (v) and (v) outsourced personnel costs, and (v) facilities costs.
- **General and administrative expense** - consists primarily of (i) compensation expense (including stock-based compensation expense) and other employee-related costs for personnel engaged in executive management, finance, legal, tax, human resources and customer service functions, (ii) fees for professional services (including transaction-related costs related to acquisitions), (iii) provision for credit losses, (iv) software license and maintenance costs, (v) outsourced personnel costs for personnel engaged in assisting in customer service functions, (v) fees for professional services, and (vi) facilities costs. Our customer service function includes personnel who provide support to our service professionals and consumers.
- **Product development expense** - consists primarily of (i) compensation expense (including stock-based compensation expense) and other employee-related costs that are not capitalized for personnel engaged in the design, development, testing and enhancement of product offerings and related technology, and (ii) software license and maintenance costs, costs, and (iii) outsourced personnel costs for personnel engaged in product development.

#### Non-GAAP financial measure

**Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA")** is a non-GAAP financial measure. See "[Principles of Financial Reporting](#)" for the definition of Adjusted EBITDA and a reconciliation of net

loss attributable to Angi Inc. shareholders to operating loss to consolidated Adjusted EBITDA for the years ended December 31, 2022 December 31, 2023, 2021, and 2020.

#### Services Investment

Services was launched in August 2019, and we invested significantly since its inception through 2022. As previously disclosed, our investment in Services peaked in the first quarter of 2022, and we've seen both positive and negative trends on profits from the Services offerings since inception. We expect a positive year-over-year trend to continue through 2023 as we focus on less complex services and more profitable business offerings.

#### Brand Integration Initiative

In March 2021, the Company changed its name to Angi Inc. and updated one of its leading websites and brands, Angie's List, to Angi, and since then, has concentrated its marketing investment in the Angi brand in order to focus its marketing, sales, and branding efforts on a single brand.

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We rely heavily on free, or organic, search results from search engine optimization, and paid search engine marketing to drive traffic to our websites. Our brand integration initiative initially adversely affected the placement and ranking of Angi Inc. websites, particularly Angi.com, in organic search results. Organic search results have been declining year-over-year and are still below pre-March 2021 levels. The shift of marketing to support Angi, away from HomeAdvisor, powered by Angi, has had and continues to have a negative effect on the efficiency of our search engine marketing efforts. We will continue to optimize the efficiency and conversion of marketing to HomeAdvisor to maintain profitable demand generation to that domain for the foreseeable future but we do expect the trend of declining traffic to continue due to sustained marketing emphasis in favor of Angi. 2021.

#### COVID-19 Update

The COVID-19 pandemic and the various responses to it created significant volatility, uncertainty and economic disruption. Recently, there has been a return to more normal societal interactions, including the way we operate our business. We cannot predict

As previously disclosed, the impact of COVID-19 initially resulted in a decline in demand for Service Requests, driven primarily by decreases in demand in certain categories of jobs (particularly discretionary indoor projects). While we experienced a rebound in Service Requests in early 2021, Service Requests started to decline in May 2021 and continued to decline during 2022 due, in part, to COVID-19 measures that were more widely in place in prior periods. Our ability to monetize Service Requests rebounded modestly in the second half of 2021 and the first half of 2022; however, that improved monetization plateaued in the third quarter of 2022 returning to monetization rates similar to those experienced pre-COVID-19.

#### Outlook

The extent to which developments related to the COVID-19 pandemic and measures designed to curb its spread continue to impact the Company's business, financial condition and results of operations will depend on future impacts developments, all of this ongoing which are highly uncertain and any new pandemic(s). See Part 1, Item 1A: "Risk Factors" in this Annual Report many of which are beyond the Company's control, including the severity of resurgences of COVID-19 caused by variant strains of the virus, the effectiveness of vaccines and attitudes toward receiving them, materials and supply chain constraints, labor shortages, the scope of governmental and other restrictions on Form 10-K for additional details, travel, discretionary services and other activity, and public reactions to these developments.

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### Results of Operations for the Years Ended December 31, 2022 December 31, 2023, 2021 2022, and 2020

#### 2021

The following discussion should be read in conjunction with [Item 8. Consolidated Financial Statements and Supplementary Data](#). Included below are year-over-year comparisons between 2022 2023 and 2021, 2022, as well as 2021 2022 and 2020, where applicable, 2021, reflecting our current segment structure. Refer to [Note 2 "Summary structure following the sale of Significant Accounting Policies" \(THR\)](#) for details regarding our segment change.

#### Revenue

	Years Ended December 31,																																		
	2023			2022			2021			2023 Change		2022 Change																							
										\$	%	\$	%																						
(Dollars in thousands)																																			
<b>Domestic</b>																																			
Ads and Leads:																																			
Consumer connection revenue	\$	781,089	\$	954,735	\$	898,422	\$	(173,646)	(18)%	\$	56,313	6%																							
Advertising revenue		290,799		265,466		252,206		25,333	10%		13,260	5%																							
Membership subscription revenue		52,305		60,411		68,062		(8,106)	(13)%		(7,651)	(11)%																							
Other revenue		715		1,449		8,384		(734)	(51)%		(6,935)	(83)%																							
Total Ads and Leads revenue		1,124,908		1,282,061		1,227,074		(157,153)	(12)%		54,987	4%																							
Services revenue		118,033		381,256		289,948		(263,223)	(69)%		91,308	31%																							
Total Domestic revenue		1,242,941		1,663,317		1,517,022		(420,376)	(25)%		146,295	10%																							
<b>International</b>																																			
Consumer connection revenue		92,635		71,851		68,686		20,784	29%		3,165	5%																							
Service professional membership subscription revenue		22,548		28,192		32,367		(5,644)	(20)%		(4,175)	(13)%																							
Advertising and other revenue		624		995		1,242		(371)	(37)%		(247)	(20)%																							
Total International revenue		115,807		101,038		102,295		14,769	15%		(1,257)	(1)%																							
Total revenue	\$	1,358,748	\$	1,764,355	\$	1,619,317	\$	(405,607)	(23)%	\$	145,038	9%																							
<b>Percentage of Total Revenue:</b>																																			
Domestic		91 %		94 %		94 %																													
International		9 %		6 %		6 %																													
Total revenue		100 %		100 %		100 %																													
Years Ended December 31,																																			
2023			2022			2021			2023 Change		2022 Change																								
									#	%	#	%																							
(In thousands, rounding differences may occur)																																			
<b>Operating metrics:</b>																																			
Service Requests		23,255		29,459		33,513		(6,204)	(21)%		(4,054)	(12)%																							
Monetized Transactions		27,111		28,938		31,510		(1,827)	(6)%		(2,572)	(8)%																							
Transacting SPs		196		220		251		(24)	(11)%		(31)	(12)%																							

For further information on our financial condition and results of operations for the year ended December 31, 2021 December 31, 2023 compared to the year ended December 31, 2020 December 31, 2022

Ads and Leads revenue decreased \$157.2 million, or 12%, due primarily to a decrease in consumer connection revenue of \$173.6 million, or 18%, and a decrease in membership subscription revenue of \$8.1 million, or 13%, due to a decline in Monetized Transactions and a decline in service professionals in the Angi network, respectively.

partially offset by an increase of \$25.3 million, or 10%, in advertising revenue. The decrease in Monetized Transactions was a result of an effort to rationalize sales to service professionals that are unprofitable, as well as efforts to increase lead quality, including changes to certain demand channels, to enhance the user experience for those items not affected both homeowners and service professionals. The increase in advertising revenue was primarily driven by our segment continued growth in sales and improved retention.

Services revenue decreased \$263.2 million, or 69%, due primarily to the change (interest expense, other income (expense), to net revenue reporting described above under "Sources of Revenue," a decrease of \$92.4 million due to the continued shift away from complex and income tax benefit), please refer to Part II, Item 7, "Management's Discussion less profitable offerings, and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 1, 2022, lower Service Requests.

### Revenue

	Years Ended December 31,									
	2022		\$ Change		% Change		2021			
	(Dollars in thousands)									
<b>Domestic</b>										
Ads and Leads:										
Consumer connection revenue	\$ 954,735	\$ 56,313	6%	\$ 898,422	\$ (753)	—%	\$ 899,175			
Advertising revenue	265,466	13,260	5%	252,206	25,701	11%	226,505			
Membership revenue	60,411	(7,651)	(11)%	68,062	(6,011)	(8)%	74,073			
Other revenue	1,449	(6,935)	(83)%	8,384	(10,618)	(56)%	19,002			
Total Ads and Leads revenue	1,282,061	54,987	4%	1,227,074	8,319	1%	1,218,755			
Services revenue	381,256	91,308	31%	289,948	127,409	78%	162,539			
Roofing revenue	137,509	69,481	102%	68,028	68,028	NM	—			
Intersegment eliminations	(10,340)	(8,433)	(442)%	(1,907)	(1,907)	NM	—			
Total Domestic revenue	1,790,486	207,343	13%	1,583,143	201,849	15%	1,381,294			
<b>International</b>										
Consumer connection revenue	71,851	3,165	5%	68,686	10,994	19%	57,692			
Service professional membership subscription revenue	28,192	(4,175)	(13)%	32,367	5,142	19%	27,225			
Advertising and other revenue	995	(247)	(20)%	1,242	(472)	(28)%	1,714			
Total International revenue	101,038	(1,257)	(1)%	102,295	15,664	18%	86,631			
Total revenue	\$ 1,891,524	\$ 206,086	12%	\$ 1,685,438	\$ 217,513	15%	\$ 1,467,925			
<b>Percentage of Total Revenue:</b>										
Domestic	95 %			94 %			94 %			
International	5 %			6 %			6 %			
Total revenue	100 %			100 %			100 %			
Years Ended December 31,										
	2022	Change	% Change	2021	Change	% Change	2020			
(In thousands, rounding differences may occur)										
<b>Operating metrics:</b>										
Service Requests	29,459	(4,054)	(12)%	33,513	(414)	(1)%	33,927			
Monetized Transactions	28,938	(2,572)	(8)%	31,510	(1,192)	(4)%	32,702			
Transacting SPs	220	(31)	(12)%	251	—	—%	251			

International revenue increased \$14.8 million, or 15%, due primarily to a larger service professional network and higher revenue per service professional.

For the year ended December 31, 2022 compared to the year ended December 31, 2021

Ads and Leads revenue increased \$55.0 million, or 4%, due primarily to an increase in consumer connection revenue of \$56.3 million, or 6%, primarily as a result of price increases implemented during the second quarter of 2022 and an increase in advertising revenue driven by a growth in sales.

Services revenue increased \$91.3 million, or 31%, due primarily to an increase in average revenue per Monetized Transaction due to higher average-order-value jobs in complex service categories and an increase in Monetized Transactions in 2022 relative to 2021, as well as price increases in certain job categories.

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Roofing revenue increased \$69.5 million, or 102%, due primarily to a full year of Service Requests in 2022 compared to two quarters in 2021.

International revenue decreased \$1.3 million, \$1.3 million, or 1%, due primarily to the unfavorable impact of the strengthening of the U.S. dollar relative to the Euro and the British Pound.

#### Cost of revenue

	Years Ended December 31,							
	2023		2022		2021		2023 Change	
	\$	%	\$	%	\$	%	\$	%
(Dollars in thousands)								
Cost of revenue (exclusive of depreciation shown separately below)	\$ 62,547		\$ 337,396		\$ 274,661		\$ (274,849)	(81)%
As a percentage of revenue	5%		19%		17%		\$ 62,735	23%

For the year ended December 31, 2021 December 31, 2023 compared to the year ended December 31, 2020 December 31, 2022

Ads Services cost of revenue decreased \$274.8 million, or 93%, and Leads decreased as a percentage of revenue, increased \$8.3 million, or 1%, due primarily to an increase a \$248.8 million decrease in advertising revenue of \$25.7 million, or 11%, partially offset by decreases in other revenue of \$10.6 million primarily due payments to the disposition of a business in the second quarter 2021, and membership revenue of \$6.0 million due to a reduction in the number of Ads paid consumer memberships.

Services revenue increased \$127.4 million, or 78%, third-party professional service providers due primarily to more Monetized Transactions throughout 2021 compared the change to 2020.

Roofing was acquired July 1, 2021 and contributed \$68.0 million net revenue reporting effective January 1, 2023, described above. Additionally, payments to 2021 revenue.

International revenue increased \$15.7 million, or 18%, due to growth across its markets from increased consumer demand and the favorable impact third-party professional service providers decreased as a result of the weakening of the U.S. dollar relative to the Euro shift away from complex and the British Pound.

#### Cost of revenue

	Years Ended December 31,							
	2022		2021		2020			
	\$	Change	%	\$	Change	%	\$	%
(Dollars in thousands)								
Cost of revenue (exclusive of depreciation shown separately below)	\$ 438,060	\$ 112,180	34%	\$ 325,880	\$ 152,599	88%	\$ 173,281	
As a percentage of revenue	23%		19%		12%			

less profitable offerings.

For the year ended December 31, 2022 compared to the year ended December 31, 2021

Ads and Leads cost of revenue decreased \$1.6 million, or 4%, and decreased as a percentage of revenue, due primarily to a \$6.0 million decrease resulting from the disposition of a business in the second quarter of 2021, partially offset by increases of \$3.1 million in transaction processing costs, and \$2.8 million in website hosting fees.

Services cost of revenue increased \$64.1 million, or 28%, due primarily to a \$58.1 million increase in payments to third-party professional service providers, however, cost of revenue decreased as a percentage of revenue.

Roofing cost of revenue increased \$49.4 million, or 97%, due primarily to the inclusion of a full year of costs in 2022 compared to two quarters of costs in 2021, however, cost of revenue decreased as a percentage of revenue relative to 2021 due to Roofing's ability to more effectively react to supply pricing movements in 2022.

International cost of revenue increased \$0.2 million, or 9%, and increased as a percentage of revenue, due primarily to increased website hosting fees.

#### Gross profit

	Years Ended December 31,							
	2023		2022		2021		2023 Change	
	\$	%	\$	%	\$	%	\$	%
(Dollars in thousands)								
Revenue	\$ 1,358,748		\$ 1,764,355		\$ 1,619,317		\$ (405,607)	(23)%
							\$ 145,038	9%

Cost of revenue (exclusive of depreciation shown separately below)	62,547	337,396	274,661	(274,849)	(81)%	62,735	23%
Gross profit	<u>\$ 1,296,201</u>	<u>\$ 1,426,959</u>	<u>\$ 1,344,656</u>	<u>\$ (130,758)</u>	(9)%	<u>\$ 82,303</u>	6%
Gross margin	95%	81%	83%		14%		(2)%

For the year ended December 31, 2021 December 31, 2023 compared to the year ended December 31, 2020 December 31, 2022

Ads and Leads cost of revenue Angi gross profit decreased \$3.6 million, or 8%, and decreased as a percentage of revenue, due primarily to a \$10.1 million decrease resulting from the disposition of a business in the second quarter 2021, partially offset from the increase of \$2.1 million in website hosting and \$2.4 million in transaction processing costs.

Services cost of revenue increased \$104.8 million, or 82%, and increased as a percentage of revenue, due primarily to organic growth resulting in \$89.1 million in increased payments to third-party professional service providers.

Roofing was acquired July 1, 2021 and contributed \$51.2 million to cost of revenue primarily for roofing materials and third-party contractors payments.

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International cost of revenue increased \$0.2 million \$130.8 million, or 9%, due primarily to an increase of \$0.1 million the decrease in transaction processing and \$0.1 million revenue described in website hosting fees, however, decreased as a percentage of revenue.

#### **Gross profit**

	Years Ended December 31,									
	2022		\$ Change		% Change		2021	\$ Change	% Change	2020
	(Dollars in thousands)									
Revenue	\$ 1,891,524	\$ 206,086	12%	\$ 1,685,438	\$ 217,513	15%	\$ 1,467,925			
Cost of revenue (exclusive of depreciation shown separately below)	<u>438,060</u>	<u>112,180</u>	34%	<u>325,880</u>	<u>152,599</u>	88%			<u>173,281</u>	
Gross profit	<u>\$ 1,453,464</u>	<u>\$ 93,906</u>	7%	<u>\$ 1,359,558</u>	<u>\$ 64,914</u>	5%			<u>\$ 1,294,644</u>	
Gross margin	77%		(4)%	81%		(7)%			88%	

the revenue discussion above.

For the year ended December 31, 2022 compared to the year ended December 31, 2021

Angi gross profit increased \$93.9 million \$82.3 million, or 7% 6%, due primarily to the revenue growth described in the revenue discussion above, partially offset by the increased cost of revenue as a percentage of revenue described in the cost of revenue discussion above.

For the year ended December 31, 2021 compared to the year ended December 31, 2020

Angi gross profit increased \$64.9 million, or 5%, due primarily to the acquisition of Roofing and revenue growth described in the revenue discussion above, partially offset by the increased cost of revenue as a percentage of revenue described in the cost of revenue discussion above.

#### **Selling and marketing expense**

	Years Ended December 31,					
	2022		% Change		2021	
	\$ Change	Change	\$ Change	Change	2020	
(Dollars in thousands)						
Years Ended December 31,						
Years Ended December 31,						
Years Ended December 31,						
2023					2023	2022

\$												
(Dollars in thousands)												
Selling and marketing expense	\$913,022	\$29,379	3%	\$883,643	\$121,053	16%	\$762,590	Selling and marketing expense	\$765,205	\$890,321	\$871,544	\$125,116
As a percentage of revenue	48%			52%			52%		(14)%	(14)%	\$18,777	2%
												2%

For the year ended December 31, 2023 compared to the year ended December 31, 2022

Ads and Leads selling and marketing expense decreased \$81.8 million, or 11%, driven by decreases of \$82.0 million in advertising expense and \$4.1 million in professional fees, partially offset by an increase of \$5.0 million in compensation expense. The decrease in advertising expense was primarily due to a \$107.5 million decrease in online marketing spend due to increased efficiency, partially offset by a \$25.3 million increase in television spend due to efforts to build awareness of the Angi brand. The decrease in professional fees is primarily due to a decrease in marketing and branding consultancy fees. The increase in compensation expense is primarily due to increased sales commissions due to the immediate expensing of commissions for certain transactions beginning October 1, 2022.

Services selling and marketing expense decreased \$34.8 million, or 47%, driven by decreases of \$22.1 million in professional fees and third-party wages, \$17.4 million in compensation expense, and \$7.1 million of advertising expense, partially offset by an increase of \$14.9 million in service guarantee expense. The decrease in professional fees and third-party wages is primarily due to \$12.7 million less in phone-based sales wages primarily resulting from increased reliance on more profitable digital conversion channels and \$6.1 million less due to streamlined fulfillment operations, partially driven by fewer complex services. The decrease in compensation expense is primarily due to a reduction in headcount. The decrease in advertising expense is primarily due to a decrease in service professional marketing spend. The increase in service guarantee expense is due to the aforementioned change in contractual terms and conditions such that this expense is no longer a component of cost of revenue, which is where the expense was recorded prior to January 1, 2023.

International selling and marketing expense decreased \$5.8 million, or 14%, driven by a \$10.2 million decrease in advertising expense, partially offset by an increase in compensation expense of \$3.3 million. The decrease in advertising expense is primarily due to improved online efficiency and a decrease in television advertising expense. The increase in compensation expense is primarily driven by an increase in headcount.

For the year ended December 31, 2022 compared to the year ended December 31, 2021

Ads and Leads selling and marketing expense increased \$11.9 million, or 2%, driven by increases in advertising expense of \$20.9 million and software maintenance costs of \$3.5 million partially offset by a decrease in compensation expense of \$10.3 million. The increase in advertising expense was due primarily to an increase of \$23.3 million in online marketing spend. The increase in online marketing spend was primarily due to lower organic traffic and increased cost per service request. The increase in software maintenance costs was due primarily to general maintenance. The decrease in compensation is primarily due to a decrease in headcount.

Services selling and marketing expense increased \$13.6 million, or 22%, driven by increases of \$17.6 million in compensation expense, \$3.7 million in professional fees and \$1.6 million of software maintenance costs, partially offset by a \$9.5 million decrease in advertising expense. The increase of compensation expense was due primarily to an increase in headcount. The increase in professional fees is primarily from an increase of \$4.1 million in outsourced personnel costs for improving the customer service experience offset by a decrease of \$0.4 million in consulting costs primarily due to fees paid in 2021 that were a part of the investment in Services in 2021. The increase in software maintenance costs was due primarily to general maintenance. The decrease in advertising expense was primarily due to a decrease of \$6.7 million in service professional marketing spend and \$2.7 million search engine marketing spend primarily due to high advertising costs in 2021 to promote Services.

Roofing selling and marketing expense increased \$19.0 million, or 136%, driven by a full year of expenses compared to only two quarters in 2021.

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Corporate selling and marketing expense decreased \$4.9 million, or 55%, driven by a decrease in lease expense of \$5.4 million. The decrease in lease expense is a result of the Company repurposing its real estate space for general and administrative functions and reducing its real estate footprint in 2021.

International selling and marketing expense decreased \$1.8 million, or 4%, driven by a decrease in compensation expense of \$1.6 million, which was primarily due to lower headcount.

#### General and administrative expense

	Years Ended December 31,										
	2023			2022			2021			\$ Change	
										\$ Change	% Change
(Dollars in thousands)											
General and administrative expense	\$ 359,389	\$ 447,140	\$ 394,974	\$ (87,751)	(20)%	\$ 52,166	13%				
As a percentage of revenue	26%	25%	24%								

For the year ended December 31, 2021 December 31, 2023 compared to the year ended December 31, 2020 December 31, 2022

Ads and Leads selling general and marketing administrative expense increased \$77.7 million decreased \$69.9 million, or 11% 24%, driven by an increase due primarily to decreases of \$24.5 million in advertising expense of \$60.3 million and an increase provision for credit losses, \$21.4 million in professional fees, \$12.9 million in compensation expense, of \$30.1 million, partially offset by and \$8.6 million in third-party wages. The decrease in the provision for credit losses is primarily due to lower revenue and improved collection rates. The decrease in professional fees is primarily due to a decrease in lease expense of \$11.6 million and the disposition of legal fees, including a business decreasing expense by \$3.1 million. The increase \$10.9 million benefit in advertising expense was due primarily 2023 related to increases of \$49.6 million in online marketing spend and \$9.7 million in television spend. The increase in online marketing spend was attributable to the Company's transition to new brands and domains. The increase in television spend in 2021 reflects the normalization of spending levels as compared to the cost cutting initiatives during 2020 due to the impact of COVID-19. The increase in compensation expense was due primarily to increased commission expense, insurance coverage for previously incurred legal fees. The decrease in lease compensation expense is primarily due to new alignment and repurposing of lease locations a reduction in 2021 headcount. The decrease in third-party wages is primarily due to a reduction in third-party providers.

Services selling general and marketing administrative expense increased \$21.7 million decreased \$22.7 million, or 55% 34%, driven by an increase in consulting fees due primarily to decreases of \$9.1 million, an increase \$11.1 million in compensation expense, of \$7.0 million, \$8.6 million in professional fees, and an increase \$4.8 million in advertising expense of \$4.1 million, the provision for credit losses. The increase decrease in consulting costs was due primarily to various sales initiatives. The increase in compensation expense was due to an increase in sales force headcount. The increase in advertising expense was due primarily to an increase of \$3.9 million in online marketing spend attributable to the brand integration, offset by a decrease of \$0.1 million in television spend.

Roofing was acquired on July 1, 2021 and contributed \$14.0 million in selling and marketing expense.

Corporate selling and marketing expense increased \$8.9 million, driven by an increase in lease expense of \$8.0 million. The increase in lease expense is primarily due to new alignment and repurposing of lease locations a reduction in 2021.

International selling and marketing expense increased \$0.7 million, or 2%, driven by an increase in advertising expense of \$2.5 million, partially offset by a decrease in compensation expense of \$1.6 million. The increase in advertising expense was due, in part, to decreased advertising expense in 2020 to mitigate the negative impact of COVID-19 on revenue headcount. The decrease in compensation expense was professional fees is primarily due to severance costs recorded a reduction in 2020 associated with headcount reductions legal fees. The decrease in France the provision for credit losses is primarily due to lower revenue and lower headcount in 2021.

#### General and administrative expense

	Years Ended December 31,						
	2022		\$ Change		% Change		2021
	(Dollars in thousands)						
General and administrative expense	\$ 474,210	\$ 68,391	17%	\$ 405,819	\$ 31,723	8%	\$ 374,096
As a percentage of revenue	25%			24%			25%

improved collection rates.

For the year ended December 31, 2022 compared to the year ended December 31, 2021

Ads and Leads general and administrative expense increased \$23.7 million, or 9%, due primarily to an increase of \$16.4 million in provision for credit losses, \$6.6 million in outsourced personnel costs, and \$5.7 million in legal expense, partially offset by a decrease of \$2.9 million in compensation expense. The increase in the provision for credit losses is due primarily to revenue growth. The increase in outsourced personnel costs is due primarily to the use of outsourced firms to support customer service needs. The increase in legal expense is primarily due to certain legal matters in the third and fourth quarters of 2022. The decrease in compensation expense is due to a \$7.4 million decrease primarily due to lower headcount, offset with a \$4.5 million increase in stock-based compensation.

Services general and administrative expense increased \$27.8 million, or 71%, due primarily to an increase of \$19.1 million in compensation expense, \$5.3 million in professional fees, and \$2.2 million in software license and maintenance expense. The increase in compensation expense is primarily due to an increase of \$10.5 million in stock-based compensation expense and \$8.6 million in wage-related expense from higher headcount. The increase in stock-based compensation expense is primarily due to management departures in the fourth quarter of 2022 and new awards granted. The increase in professional fees is due

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primarily to an increase in legal expense of \$6.0 million due to certain legal matters in the current quarter. The increase in software license and maintenance expense is due primarily to general maintenance.

Roofing general and administrative expense increased \$16.2 million, or 149%, due primarily to a full year of expenses incurred compared to only two quarters in 2021.

Corporate general and administrative expense increased \$9.3 million, or 20%, due primarily to increases of \$14.4 million in compensation expense and \$1.5 million of software license and maintenance expense, partially offset by a decrease of \$4.4 million \$4.4

million in lease expense. The increase in compensation expense is due to an increase of \$12.9 million in wage-related expense from higher headcount and \$1.6 million in stock-based compensation expense. The increase in stock-based compensation expense is the result of the reversal of previously recognized stock-based compensation as a result of the forfeiture of unvested awards due to management departures in the first quarter of 2021, management departures in the third quarter of 2022, and new awards granted in 2022. The increase in software license and maintenance expense is due primarily to increased spend on software to support our customer service function. The decrease in lease expense was due primarily to a decrease in impairments of right-of-use assets and related leasehold improvements, furniture, and equipment from the Company reducing its real estate footprint in 2021.

International general and administrative expense decreased \$8.6 million, or 20%, due primarily to a 2021 charge of \$7.0 million in compensation expense related to the acquisition of an additional interest in our MyBuilder business at a premium to fair value.

#### Product development expense

	Years Ended December 31,							
	2023		2022		2021		2023 Change	
	\$	%	\$	%	\$	%	\$	%
Product development expense	\$ 96,543		\$ 73,821		\$ 70,933		\$ 22,722	31%
As a percentage of revenue	7%		4%		4%		\$ 2,888	4%

For the year ended December 31, 2021 December 31, 2023 compared to the year ended December 31, 2020 December 31, 2022

Ads and Leads general and administrative Product development expense increased \$32.5 million \$22.7 million, or 14% 31%. This contrasts with a \$67.7 million, driven by an or 59%, decrease in capital expenditures, which primarily comprises internally developed software. The increase in \$9.7 million of outsourced personnel costs, compensation product development expense of \$9.4 million, professional fees expense of \$6.2 million, and software license and maintenance expense of \$5.7 million, partially offset was driven by a decrease of \$0.4 million in the provision for credit losses. The increase in outsourced personnel costs is primarily due to an increase in call volume related to our customer booking assistance function. The increase in compensation expense is due to annual wage and headcount increases. The increase in professional fees is due primarily to an increase in legal and recruiting fees. The increase in software license and maintenance expense is due primarily to increased investment in software to support our customer services function.

Services general and administrative expense increased \$16.2 million, or 70%, driven by an increase in the provision for credit losses of \$7.8 million, outsourced personnel costs of \$6.6 million, and professional fees expense of \$3.3 million. The increase in the provision for credit losses is primarily due to higher revenue as the provision for credit losses as a percentage of revenue has remained relatively flat. The increase in outsourced personnel costs is primarily due internally developed software that was subject to an increase in call volume related to our customer booking assistance function. The increase in professional fees is due primarily to an increase in legal fees.

Roofing was acquired on July 1, 2021 and contributed \$10.8 million in general and administrative expense.

Corporate general and administrative expense decreased \$37.3 million, or 44%, driven by decreases in compensation expense of \$53.3 million, partially offset by increases of \$9.6 million in one-time costs related to the Company reducing its real estate footprint in 2021, lease expense of \$5.0 million and professional fees of \$1.5 million. The decrease in compensation expense is due to a \$50.6 million decrease in stock-based compensation expense. The decrease in stock-based compensation expense was due primarily to \$30.8 million in stock appreciation rights expense recognized during the twelve months ended December 31, 2020, which was not incurred in 2021 as the awards became fully vested in 2020, and a net decrease of \$7.7 million due to the reversal of previously recognized expense related to unvested awards that were forfeited due to management departures in the first quarter of 2021, partially offset by the issuance of new equity awards since 2020. The real estate related costs are the result of impairments of right-of-use assets associated with office space we vacated.

International general and administrative expense increased \$9.5 million, or 28%, due primarily to a charge of \$7.0 million in compensation expenses related to the acquisition of an additional 25% interest in our MyBuilder business at a premium to fair value and a \$1.8 million increase in professional fees related to corporate restructuring.

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#### Product development expense

	Years Ended December 31,							
	2022		\$ Change		% Change			
			(Dollars in thousands)					
Product development expense	\$ 73,821	\$ 2,888	4%	\$ 70,933	\$ 2,130	3%	\$ 68,803	
As a percentage of revenue	4%			4%			5%	

capitalization.

For the year ended December 31, 2022 compared to the year ended December 31, 2021

Ads and Leads product development expense decreased \$4.5 million, or 11%, due primarily to a decrease in compensation expense of \$11.5 million, offset by increases in outsourced personnel costs of \$4.9 million and software license and maintenance expense of \$1.1 million. The decrease in compensation expense is primarily due to certain departments' headcount that were previously included within product development now being aligned to general and administrative functions in 2022. The increase in outsourced

personnel costs is primarily due to an increase in costs for IT support. The increase in software license and maintenance expense is due primarily to increased spend on software licensing.

Services product Product development expense increased \$3.0 million \$2.9 million, or 31%, due primarily 4%. This increase is in addition to a \$3.9 million the increase in compensation expense. capital expenditures.

Roofing incurred immaterial product development expense due to the nature of the business.

**International product and development expense increased \$3.1 million, or 16%, due to an increase in compensation expense of \$3.1 million from higher headcount and higher average compensation. Depreciation**

	Years Ended December 31,							
	2023		2022		2021		2023 Change	
	\$	%	\$	%	\$	%	\$	%
	(Dollars in thousands)							
Depreciation	\$ 93,604		\$ 77,523		\$ 59,025		\$ 16,081	21%
As a percentage of revenue	7%		4%		4%		\$ 18,498	31%

For the year ended December 31, 2021 December 31, 2023 compared to the year ended December 31, 2020 December 31, 2022

Ads and Leads product development expense decreased \$5.3 million, or 11%, Depreciation increased due primarily to decreases investments in compensation expense capitalized software which are being depreciated over an average useful life of \$6.0 million and lease expense of \$1.0 million, partially offset by an increase in outsourced personnel costs of \$0.9 million and software license and maintenance expense of \$0.8 million. The decrease in compensation expense is due to certain departments' headcount that were previously included within product development now being aligned to general and administrative functions under the brand integration initiative.

Services product development expense increased \$0.8 million, or 9%, due primarily to increases in software license and maintenance expense of \$0.5 million and compensation expense of \$0.2 million.

Roofing incurred no product development expense due to the nature of the business.

International product development expense increased \$6.6 million, or 52%, due to an increase in compensation expense of \$6.2 million due to primarily higher headcount and fewer software development projects being capitalized.

#### Depreciation

	Years Ended December 31,						
	2022		\$ Change	% Change	2021		\$ Change
							2020
	(In thousands)						
Depreciation	\$ 78,270	\$ 19,024	32%	\$ 59,246	\$ 6,625	13%	\$ 52,621
As a percentage of revenue	4%			4%			4%

two years.

For the year ended December 31, 2022 compared to the year ended December 31, 2021

Domestic depreciation Depreciation increased primarily due to \$15.5 million in capitalized software impairments in addition to investments in capitalized software to support our employees, products, and services partially offset by a decrease in capitalized computer equipment depreciation.

International depreciation decreased due primarily to capitalized software projects reaching the end of their depreciable lives, services.

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For the year ended December 31, 2021 compared to the year ended December 31, 2020

Depreciation in 2021 increased from 2020 due primarily to investments in capitalized software to support our products and services.

#### Goodwill impairment

	Years Ended December 31,						
	2022		\$ Change	% Change	2021		\$ Change
							2020
	(In thousands)						
Goodwill impairment	\$ (26,005)	\$ (26,005)	NM	\$ —	\$ —	NM	\$ —
As a percentage of revenue	1 %			— %			— %

For the year ended December 31, 2022 compared to the year ended December 31, 2021

Goodwill impairment increased at Roofing due to exiting certain markets and projected reduction in future profits from the business.

#### Operating income (loss)

Years Ended December 31,													
		% Change		% Change									
2022		\$ Change	Change	2021		\$ Change	Change	2020					
(Dollars in thousands)													
Years Ended December 31,													
Years Ended December 31,													
Years Ended December 31,													
2023													
—													
\$													
(Dollars in thousands)													
Ads and Leads	Ads and Leads	\$ 85,593	\$ 20,108	31%	\$ 65,485	\$ (67,880)	(51)%	\$ 133,365	Ads and Leads				
Services	Services	(95,166)	\$ (31,182)	(49)%	(63,984)	\$ (19,392)	(43)%	(44,592)	Services				
Roofing		(50,685)	\$ (42,089)	(490)%	(8,596)	\$ (8,596)	NM	—					
Corporate													
Corporate													
Corporate	Corporate	(61,794)	\$ (5,598)	(10)%	(56,196)	\$ 28,478	34%	(84,674)	(61,377)				
Total	Total								(61,794)				
Domestic	Domestic	(122,052)	(58,761)	(93)%	(63,291)	(67,390)	NM	4,099	(71,367)				
International	International	(4,253)	8,969	68%	(13,222)	(2,755)	(26)%	(10,467)	(71,367)				
Total	Total	\$ (126,305)	\$ (49,792)	(65)%	\$ (76,513)	\$ (70,145)	(1,102)%	\$ (6,368)	(54,695)				
As a percentage of revenue	As a percentage of revenue	(7)%			(5)%			—%	(54,695)				
As a percentage of revenue													
As a percentage of revenue													

NM = Not meaningful

Operating losses decreased for fiscal year 2023 compared to fiscal year 2022 and increased for fiscal year 2022 compared to fiscal year 2021 and fiscal year 2021 compared to fiscal year 2020 increased due primarily to the factors described above in the revenue, cost of revenue, sales and marketing, general and administrative, product development, goodwill impairment, and depreciation expense discussions.

At December 31, 2022 December 31, 2023, there is \$68.9 million \$47.8 million of unrecognized compensation cost, net of estimated forfeitures, related to all equity-based awards, which is expected to be recognized over a weighted average period of approximately 2.5 2.29 years.

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#### Adjusted EBITDA

Years Ended December 31,													
		% Change		% Change									
2022		\$ Change	Change	2021		\$ Change	Change	2020					
(Dollars in thousands)													
Years Ended December 31,													

Years Ended December 31,													
Years Ended December 31,													
2023													
\$													
(Dollars in thousands)													
Ads and Leads	Ads and Leads	\$168,952	\$ 32,692	24%	\$136,260	\$ (94,537)	(41)%	\$230,797	Ads and Leads	\$147,357	\$ 8,123	\$ 168,952	\$ 136,260
Services	Services	(52,126)	\$ (3,923)	(8)%	(48,203)	\$ (18,950)	(65)%	(29,253)	Services	(52,126)	(52,126)	(48,203)	(48,203)
Roofing		(21,400)	\$ (13,889)	(185)%	(7,511)	\$ (7,511)	NM	—					
Corporate													
Corporate	Corporate	(49,866)	\$ (3,800)	(8)%	(46,066)	\$ (22,196)	(93)%	(23,870)	(50,076)	(49,866)	(49,866)	(46,066)	(46,066)
Total Domestic	Total Domestic	45,560	11,080	32%	34,480	(143,194)	(81)%	177,674	Total Domestic	105,404	66,960	66,960	41,991
International	International	(481)	6,134	93%	(6,615)	(1,745)	(36)%	(4,870)	International	13,074	(481)	(481)	(6,615)
Total	Total	\$ 45,079	\$ 17,214	62%	\$ 27,865	\$ (144,939)	(84)%	\$ 172,804	Total	\$ 118,478	\$ 66,479	\$ 35,376	\$
As a percentage of revenue	As a percentage of revenue	2%			2%			12%					
As a percentage of revenue													
As a percentage of revenue													

For a reconciliation of net loss attributable to Angi Inc. shareholders to operating loss to consolidated Adjusted EBITDA, see "[Principles of Financial Reporting](#)." For a reconciliation of operating income (loss) to Adjusted EBITDA for the Company's reportable segments, see "[Note 11—9—Segment Information](#)" to the consolidated financial statements included in "[Item 8. Consolidated Financial Statements and Supplementary Data](#)."

*For the year ended December 31, 2023 compared to the year ended December 31, 2022*

Ads and Leads Adjusted EBITDA decreased \$21.6 million, or 13%, to \$147.4 million, and decreased as a percentage of revenue, driven by lower gross profit due to a decrease in revenue, partially offset by lower general and administrative expense due to a decrease in the provision for credit losses, legal fees, and compensation costs and lower selling and marketing expense due to improved marketing efficiency.

Services Adjusted EBITDA increased \$60.2 million, from a loss of \$52.1 million to income of \$8.1 million, and increased as a percentage of revenue, driven by higher gross profit due to pricing and fulfillment optimization efforts over the past year and lower operating expenses due to a reduced overall cost base as a result of exiting complex and less profitable offerings.

International Adjusted EBITDA increased \$13.6 million, from a loss of \$0.5 million to income of \$13.1 million, driven by an increase in revenue and lower selling and marketing expense due to more efficient marketing spend.

*For the year ended December 31, 2022 compared to the year ended December 31, 2021*

Ads and Leads Adjusted EBITDA increased \$32.7 million, or 24%, to \$169.0 million, and increased as a percentage of revenue, due primarily to higher revenue of \$55.0 million, partially offset by an increase in general and administrative expense of \$23.7 million.

Services Adjusted EBITDA loss increased \$3.9 million, or 8%, to a loss of \$52.1 million, and increased as a percentage of revenue, driven by higher revenue of \$91.3 million, partially offset by increases in cost of revenue of \$64.1 million, general and administrative expense of \$27.8 million, and selling and marketing expense of \$13.6 million.

Roofing Adjusted EBITDA loss increased \$13.9 million, or 185% to a loss of \$21.4 million, and decreased as a percentage of revenue, due primarily to a full year of losses incurred compared to two quarters in 2021 and, to a lesser extent, higher selling and marketing and general and administrative expenses relative to 2021.

Corporate Adjusted EBITDA loss increased \$3.8 million, or 8%, to \$49.9 million, primarily due to an increase in compensation expense, partially offset by a decrease in lease expense.

International Adjusted EBITDA loss decreased \$6.1 million, or 93%, due to a decrease in general and administrative expense of \$8.6 million, which was primarily due to the 2021 charge of \$7.0 million related to the acquisition of an additional interest in MyBuilder at a premium to fair value. This was partially offset by a decrease of \$1.3 million in revenue and an increase of \$3.1 million in product development expense.

*For the year ended December 31, 2021 compared to the year ended December 31, 2020*

Ads and Leads Adjusted EBITDA decreased \$94.5 million, or 41%, and decreased as a percentage of revenue, due primarily to increases in selling and marketing expense of \$77.7 million and general and administrative expense of \$32.5 million.

Services Adjusted EBITDA loss increased \$19.0 million, or 65%, and increased as a percentage of revenue, due primarily to increases in cost of revenue of \$104.8 million, an increase in selling and marketing expense of \$21.7 million and an increase in general and administrative expense of \$16.2 million, partially offset by an increase in revenue of \$127.4 million.

Roofing was acquired on July 1, 2021 and contributed a \$7.5 million decrease to Adjusted EBITDA.

Corporate Adjusted EBITDA loss increased \$22.2 million, or 93%, primarily due to increases in selling and marketing expense, partially offset by a decrease in general and administrative expense.

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International Adjusted EBITDA loss increased \$1.7 million, or 36%, and decreased as a percentage of revenue, due primarily to an increase of \$15.7 million in revenue, largely offset by the increase in general and administrative expense of \$9.5 million, which included a charge of \$7.0 million related to the acquisition of an additional 25% interest in MyBuilder at a premium fair value, and the increase in product development expense of \$6.6 million.

### **Interest expense**

Interest expense relates to interest on the ANGI Group Senior Notes, ANGI Group Term Loan, and commitment fees on the ANGI Group Revolving Facility. As of May 6, 2021, the outstanding balance of the ANGI Group Term Loan was repaid in its entirety. The ANGI Group Revolving Facility was terminated effective August 3, 2021. No amounts were ever drawn under the ANGI Group Revolving Facility prior to its termination. [Notes](#).

For a detailed description of long-term debt, net, see "[Note 6—Long-term Debt](#)" to the consolidated financial statements included in "[Item 8. Consolidated Financial Statements and Supplementary Data](#)."

	Years Ended December 31,			
	2022		\$ Change	% Change
	(In thousands)			
Interest expense	\$ 20,107	\$ (3,378)	(14)%	\$ 23,485
Years Ended December 31,				
	2023	2022	2021	2023 Change
				\$ %
	(In thousands)			
Interest expense	\$ (20,137)	\$ (20,107)	\$ (23,485)	\$ (30) —%
				\$ 3,378 (14)%

*For the year ended December 31, 2023 compared to the year ended December 31, 2022*

Interest expense was flat for the year ended December 31, 2023 compared to the year ended December 31, 2022.

*For the year ended December 31, 2022 compared to the year ended December 31, 2021*

Interest expense decreased primarily due to the repayment of the ANGI Group Term Loan during the second quarter of 2021.

### **Other income (expense), net**

	Years Ended December 31,			
	2022		\$ Change	% Change
	(In thousands)			
Other income (expense), net	\$ 1,178	\$ 3,687	NM	\$ (2,509)
Years Ended December 31,				

	2023	2022	2021	2023 Change		2022 Change	
				\$	%	\$	%
	(In thousands)						
Other income (expense), net	\$ 18,427	\$ 1,169	\$ (2,510)	\$ 17,258	1,476%	\$ 3,679	NM

Other income, net in 2023 primarily includes interest income of \$17.1 million and net foreign currency exchange gains of \$1.2 million.

Other income, net in 2022 primarily includes interest income of \$4.5 million, partially offset by net foreign currency exchange losses of \$3.4 million.

Other expense, net in 2021 primarily includes net foreign currency exchange losses of \$1.7 million and the write-off of \$1.1 million of deferred debt issuance costs related to the ANGI Group Term Loan, which was repaid in its entirety during the second quarter of 2021, partially offset by interest income of \$0.2 million.

#### Income tax (provision) benefit

	Years Ended December 31,			2023	2022	2021	2023 Change	2022 Change
							%	
	2022	\$ Change	Change	2021				
(Dollars in thousands)								
Income tax benefit	\$ 17,252	\$ (14,761)	(46)%	\$ 32,013				
Years Ended December 31,								
Years Ended December 31,								
Years Ended December 31,								
2023	—	—	—					
(Dollars in thousands)								
Income tax (provision) benefit								
Income tax (provision) benefit								
Income tax (provision) benefit								
Effective income tax rate	Effective income tax rate	12%	31%					

In 2023, the Company recorded an income tax provision, despite pre-tax losses, due primarily to tax shortfalls generated by the vesting and exercise of stock-based awards, nondeductible executive compensation expense, and unbenefted foreign losses, partially offset by research credits.

In 2022, the effective income tax rate was lower than the statutory rate of 21% due primarily to unbenefted realized losses, nondeductible stock-based compensation expense, and foreign income subject to tax in the United States, and nondeductible stock-based compensation expense, partially offset by research credits.

In 2021, the effective income tax rate was higher than the statutory rate of 21% due primarily to excess tax benefits generated by the exercise and vesting of stock-based awards and a change in judgment about the valuation allowance at the beginning of the year, partially offset by unbenefted nondeductible stock-based compensation expense and foreign losses, income taxed at different rates.

For further details of income tax matters, see "[Note 3—12—Income Taxes](#)" to the consolidated financial statements included in "[Item 8. Consolidated Financial Statements and Supplementary Data](#)."

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## PRINCIPLES OF FINANCIAL REPORTING

We report Adjusted EBITDA as a supplemental measure to U.S. generally accepted accounting principles ("GAAP"). This measure is one of the primary metrics by which we evaluate the performance of our businesses, and on which our internal budgets are based and may impact management compensation. We believe that investors should have access to, and we are obligated to provide, the same set of tools that we use in analyzing our results. This non-GAAP measure should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results. We endeavor to compensate for the limitations of the non-GAAP measure presented by providing the comparable GAAP measure with equal or greater prominence and descriptions of the reconciling items, including quantifying such items, to derive the non-GAAP measure. We encourage investors to examine the reconciling adjustments between the GAAP and non-GAAP measure, which we discuss below.

### Definition of Non-GAAP Measure

*Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA")* is defined as operating income excluding: (1) stock-based compensation expense; (2) depreciation; and (3) acquisition-related items consisting of amortization of intangible assets and impairments of goodwill and intangible assets, if applicable. We believe this measure is useful for analysts and investors as this measure allows a more meaningful comparison between our performance and that of our competitors. Adjusted EBITDA has certain limitations because it excludes the impact of these expenses.

The following table reconciles net loss attributable to Angi Inc. shareholders to operating loss to consolidated Adjusted EBITDA:

		Years Ended December 31,			
		2022	2021	2020	
		2023	2022	(In thousands)	
<b>Net loss</b>	<b>Net loss</b>				
<b>attributable to</b>	<b>attributable to</b>				
<b>Angi Inc.</b>	<b>Angi Inc.</b>				
<b>shareholders</b>	<b>shareholders</b>	<b>\$(128,450)</b>	<b>\$(71,378)</b>	<b>\$ (6,283)</b>	
Add back:	Add back:				
Net earnings	Net earnings				
attributable to	attributable to				
noncontrolling	noncontrolling				
interests	interests	468	884	2,123	
Income tax benefit		(17,252)	(32,013)	(15,168)	
Net earnings attributable to					
noncontrolling interests					
Net earnings attributable to					
noncontrolling interests					
Loss from					
discontinued					
operations,					
net of tax					
Income tax					
provision					
(benefit)					
Other	Other				
(income)	(income)				
expense, net	expense, net	(1,178)	2,509	(1,218)	
Interest	Interest				
expense	expense	20,107	23,485	14,178	
<b>Operating</b>	<b>Operating</b>				
<b>loss</b>	<b>loss</b>	<b>(126,305)</b>	<b>(76,513)</b>	<b>(6,368)</b>	
Add back:	Add back:				
Stock-based	Stock-based				
compensation	compensation				
expense	expense	52,668	28,702	83,649	
Stock-based compensation					
expense					
Stock-based compensation					
expense					
Depreciation	Depreciation	78,270	59,246	52,621	

Amortization of intangibles	Amortization of intangibles	14,441	16,430	42,902
Goodwill impairment		26,005	—	—
<b>Adjusted EBITDA</b>	<b>Adjusted EBITDA</b>	<b>\$ 45,079</b>	<b>\$ 27,865</b>	<b>\$172,804</b>
<b>Adjusted EBITDA</b>				
<b>Adjusted EBITDA</b>				

For a reconciliation of operating **loss** **income (loss)** to Adjusted EBITDA for the Company's reportable segments, see "[Note 11-9—Segment Information](#)" to the consolidated financial statements included in "[Item 8. Consolidated Financial Statements and Supplementary Data](#)."

#### Non-Cash Expenses That Are Excluded from Our Non-GAAP Measure

*Stock-based compensation expense* consists of expense associated with the grants, including unvested grants assumed in acquisitions, of stock appreciation rights, restricted stock units ("RSUs"), stock options, performance-based RSUs ("PSUs") and market-based awards. These expenses are not paid in cash and we view the economic costs of stock-based awards to be the dilution to our share base; we also include the related shares in our fully diluted shares outstanding for GAAP earnings per share using the treasury stock method. PSUs and market-based awards are included only to the extent the applicable performance or market condition(s) have been met (assuming the end of the reporting period is the end of the contingency period). The Company is currently settling all stock-based awards on a net basis and remits the required tax-withholding amounts from its current funds.

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*Depreciation* is a non-cash expense relating to our capitalized software, leasehold improvements and equipment and is computed using the straight-line method to allocate the cost of depreciable assets to operations over their estimated useful lives, or, in the case of leasehold improvements, the lease term, if shorter.

*Amortization of intangible assets and impairments of goodwill and intangible assets* are non-cash expenses related primarily to acquisitions. At the time of an acquisition, the identifiable definite-lived intangible assets of the acquired company, such as service professional relationships, technology, **memberships, customer lists and user base**, and trade names, are valued and amortized over their estimated lives. Value is also assigned to acquired indefinite-lived intangible assets, which comprise trade names and trademarks, and goodwill that are not subject to amortization. An impairment is recorded when the carrying value of an intangible asset or goodwill exceeds its fair value. We believe that intangible assets represent costs incurred by the acquired company to build value prior to acquisition and the related amortization and impairments of intangible assets or goodwill, if applicable, are not ongoing costs of doing business.

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### FINANCIAL POSITION, LIQUIDITY, AND CAPITAL RESOURCES

#### Financial Position

		December		
		December 31, 2022	31, 2021	
		(In thousands)		
		December		December 31, 2022
		31, 2023		December 31, 2022
		(In thousands)		
<b>Cash and cash equivalents:</b>	<b>Cash and cash equivalents:</b>			
United States				
United States				
United States	United States	\$ 311,422	\$404,277	
All other countries	All other countries	9,733	23,859	
<b>Total cash and cash equivalents</b>	<b>Total cash and cash equivalents</b>	<b>\$ 321,155</b>	<b>\$428,136</b>	
<b>Long-term debt:</b>	<b>Long-term debt:</b>			
Senior Notes		\$ 500,000	\$500,000	

<b>Total long-term debt</b>	500,000	500,000
<b>Long-term debt:</b>		
<b>Long-term debt:</b>		
ANGI Group Senior Notes		
ANGI Group Senior Notes		
ANGI Group Senior Notes		
Less: unamortized debt issuance costs		
Less: unamortized debt issuance costs		
Less: unamortized debt issuance costs	Less: unamortized debt issuance costs	4,716
		5,448
<b>Total long-term debt, net</b>	<b>\$ 495,284</b>	<b>\$494,552</b>

At December 31, 2022 December 31, 2023, all of the Company's international cash can be repatriated without significant tax consequences.

#### Cash Flow Information

In summary, the Company's cash flows are as follows:

	Years Ended December 31,	
	2022	2021
	(in thousands)	
Net cash (used in) provided by:		
Operating activities	\$ 27,069	\$ 6,209
Investing activities	\$ (116,086)	\$ (45,072)
Financing activities	\$ (17,227)	\$ (345,168)

	Years Ended December 31,		
	2023	2022	2021
	(in thousands)		
Net cash provided by (used in):			
Operating activities attributable to continuing operations	\$ 94,184	\$ 46,402	\$ 24,576
Investing activities attributable to continuing operations	\$ (46,557)	\$ (115,317)	\$ (19,412)
Financing activities attributable to continuing operations	\$ (16,983)	\$ (17,227)	\$ (345,168)

Net cash provided by operating activities attributable to continuing operations consists of earnings adjusted for non-cash items and the effect of changes in working capital. Non-cash adjustments include depreciation, provision for credit losses, depreciation, stock-based compensation expense, impairment of goodwill, non-cash lease expense (including impairment of right-of-use assets), amortization of intangibles, foreign currency transaction losses, and deferred income taxes.

#### 2022 2023

Adjustments to earnings net loss attributable to continuing operations consist primarily of \$108.2 million \$93.6 million of depreciation, \$79.4 million of provision for credit losses, \$78.3 million of depreciation, \$52.7 million \$43.4 million of stock-based compensation expense, \$26.0 million for goodwill impairment, \$15.1 million \$11.9 million of non-cash lease expense, and \$14.4 million \$8.0 million of amortization of intangibles, and \$3.4 million for foreign currency transaction losses, partially offset by \$21.6 million \$10.0 million of deferred income taxes. The decrease from changes in working capital consists primarily of an increase of \$116.5 million \$58.2 million in accounts receivable, a decrease of \$17.3 million \$20.7 million in operating lease liabilities, an increase of \$13.9 million of other assets, and a decrease of \$8.0 million in accounts payable and other liabilities. The increase in accounts receivable is due primarily to timing of cash receipts. The decrease in operating lease liabilities is due to cash payments on leases net of interest accretion. The increase in other assets is due primarily to a \$10.9 million receivable related to insurance coverage for previously incurred legal fees. The decrease in accounts payable and other liabilities is due to a decrease in accrued advertising.

Net cash used in investing activities attributable to continuing operations includes capital expenditures of \$47.8 million primarily related to investments in capitalized software to support the Company's products and services and purchases of marketable debt securities of \$12.4 million, partially offset by maturities of marketable debt securities of \$12.5 million and \$1.0 million of proceeds for the sale of THR.

Net cash used in financing activities attributable to continuing operations includes \$10.9 million for the repurchase of 4.4 million shares of Angi Inc. Class A common stock, on a settlement date basis, at an average price of \$2.50 per share and \$6.0 million for the payment of withholding taxes on behalf of employees for stock-based awards that were net settled.

## 2022

Adjustments to net loss attributable to continuing operations consist primarily of \$104.3 million of provision for credit losses, \$77.5 million of depreciation, \$50.8 million of stock-based compensation expense, \$13.8 million of non-cash lease expense (including impairment of right-of-use assets), and \$13.8 million of amortization of intangibles, partially offset by deferred income taxes of \$9.8 million. The decrease from changes in working capital consists primarily of an increase of \$111.9 million in accounts receivable, a decrease of \$16.7 million in operating lease liabilities, and a decrease of \$2.8 million \$3.0 million in deferred revenue, partially offset by an increase increases of \$11.6 million in accounts payable and other liabilities and an increase of \$3.2 million in income taxes payable and receivable. The increase in accounts receivable is due primarily to revenue growth, primarily attributable to Services. The decrease in operating lease liabilities is due to cash payments on leases net of interest accretion. The decrease in deferred revenue is due to lower annual membership count. The increase in accounts payable and other liabilities is due primarily to increases in accrued expenses related to the 2021 brand integration and accrued roofing material costs related to Roofing. initiative. The increase in income taxes payable payables and receivable is due primarily to accrual of taxes in excess of payments.

Net cash used in investing activities attributable to continuing operations includes \$116.4 million \$115.5 million of capital expenditures, primarily related to investments in capitalized software to support the Company's products and services.

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Net cash used in financing activities attributable to continuing operations includes \$8.8 million for the payment of withholding taxes on behalf of employees for stock-based awards that were net settled and \$8.1 million for the repurchase of 1.0 million shares of Angi Inc. Class A common stock, on a settlement date basis, at an average price of \$7.80 per share.

## 2021

Adjustments to earnings net loss attributable to continuing operations consist primarily of \$88.1 million \$86.6 million of provision for credit losses, \$59.2 million \$59.0 million of depreciation, \$28.7 million \$28.2 million of stock-based compensation expense, \$20.7 million \$20.5 million of non-cash lease expense, \$16.4 million and \$16.1 million of amortization of intangibles, and \$1.7 million in foreign currency transaction losses, partially offset by \$36.3 million \$34.2 million of deferred income taxes. The decrease from changes in working capital consists primarily of an increase of \$114.1 million \$107.0 million in accounts receivable, and a decrease of \$16.8 million \$16.6 million in operating lease liabilities, partially offset by an increase of \$21.3 million \$21.7 million in accounts payable and other liabilities. The increase in accounts receivable is due primarily to revenue growth, primarily attributable to Services. The decrease in operating lease liabilities is due to cash payments on leases net of interest accretion. The increase in accounts payable and other liabilities is due primarily to increases in accrued advertising and related payables and accrued roofing material costs related to Roofing, advertising.

Net cash used in investing activities attributable to continuing operations includes \$70.2 million \$69.9 million of capital expenditures, primarily related to investments in capitalized software to support the Company's products and services, and \$25.6 million of cash principally related to the acquisition of Roofing, partially offset by proceeds of \$50.0 million from the maturities of marketable debt securities.

Net cash used in financing activities attributable to continuing operations includes \$220.0 million for the prepayment of the ANGI Group Term Loan, which otherwise would have matured on November 5, 2023, \$61.9 million for the payment of withholding taxes on behalf of employees for stock-based awards that were net settled, \$35.4 million for the repurchase of 3.2 million shares of Angi Inc. Class A common stock, on a settlement date basis, at an average price of \$11.06 per share, and \$27.9 million for the purchase of redeemable noncontrolling interests.

## Discontinued Operations

Net cash provided by (used in) discontinued operations of \$11.0 million, \$(20.1) million, and \$(44.0) million for the years ended December 31, 2023, 2022, and 2021, respectively, relates to the operations for THR. The Company does not expect cash flows from discontinued operations following the sale of THR on November 1, 2023.

## Liquidity and Capital Resources

### Financing Arrangements

For a detailed description of long-term debt, see "[Note 6—Long-term Debt](#)" to the consolidated financial statements included in "[Item 8. Consolidated Financial Statements and Supplementary Data](#)."

### Share Repurchase Authorizations and Activity

During the year ended December 31, 2022 December 31, 2023, the Company repurchased 1.0 million 4.4 million shares, on a trade date basis, of its common stock at an average price of \$7.80 \$2.50 per share, or \$8.1 \$11.1 million in aggregate. During the fourth quarter of 2023, Angi Inc. put in place a share repurchase plan with the intent of utilizing the remaining shares in its stock repurchase authorization. The plan will be subject to price and volume limitations. From January 1, 2024 through February 9, 2024, the Company repurchased an additional 2.7 million shares at an average price of \$2.36 per share, or \$6.3 million in aggregate. The Company has 15.0 million had 7.9 million shares remaining in

its share repurchase authorization as of **February 10, 2023** **February 9, 2024**. The Company may purchase **their** **its** shares and debt instruments pursuant to its authorization over an indefinite period of time **on** **in** the open market and in privately negotiated transactions,

depending on those factors the Company's management deems relevant at any particular time, including, without limitation, market conditions, share price and future outlook.

#### **Outstanding Stock-based Awards**

The Company may settle equity awards on a gross or a net basis depending upon factors deemed relevant at the time, and if settled on a net basis, Angi remits withholding taxes on behalf of the employee. At IAC's option, certain Angi stock appreciation rights can be settled in either Class A shares of Angi or shares of IAC common stock. If settled in IAC common stock, the Company reimburses IAC in either cash or through the issuance of Class A shares to IAC. The Company currently settles all equity awards on a net basis.

Pursuant to the employee matters agreement, in the event of a distribution of Angi capital stock to IAC stockholders in a transaction intended to qualify as tax-free for U.S. federal income tax purposes, the Compensation Committee of the IAC Board of Directors has the exclusive authority to determine the treatment of outstanding IAC equity awards. Such authority includes (but is not limited to) the ability to convert all or part of IAC equity awards outstanding immediately prior to the distribution into equity awards denominated in shares of Angi Class A Common Stock for no compensation, which Angi would be obligated to assume and which would be dilutive to Angi's stockholders.

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The following table summarizes the aggregate intrinsic value of all awards outstanding as of **February 10, 2023** **February 9, 2024**; assuming these awards were net settled on that date, the withholding taxes that would be paid by the Company on behalf of employees upon exercise or vesting that would be payable (assuming these equity awards are net settled with a 50% tax rate), and the shares that would have been issued are as follows:

	Aggregate intrinsic value of awards outstanding	Estimated withholding taxes payable	Estimated shares to be issued
	(In thousands)		
Stock appreciation rights	\$ 80	\$ 40	14
RSUs	58,925	28,855	10,405
Other equity awards <sup>(a)(b)</sup>	72	36	12
<b>Total outstanding employee stock-based awards</b>	<b>\$ 59,077</b>	<b>\$ 28,931</b>	<b>10,431</b>

	Aggregate intrinsic value of awards outstanding	Estimated withholding taxes payable	Estimated shares to be issued
	(In thousands)		
RSUs and other equity awards <sup>(a)(b)</sup>	67,367	32,548	14,097
<b>Total outstanding employee stock-based awards</b>	<b>\$ 67,367</b>	<b>\$ 32,548</b>	<b>14,097</b>

(a) Includes stock options and subsidiary denominated equity.

(b) The number of shares ultimately needed to settle subsidiary denominated equity awards and the cash withholding tax obligation may vary significantly as a result of the determination of the fair value of the relevant award at the time of exercise. In addition, the number of shares required to settle these awards will be impacted by movement in the Company's stock price.

#### **Contractual Obligations**

The Company enters into various contractual arrangements as a part of its continued operations. Material contractual obligations described in the accompanying notes to the financial statements within "[Item 8. Consolidated Financial Statements and Supplementary Data](#)" **include** **includes** operating leases as described in "[Note 5—Leases](#)," and principal and interest payments **on** long-term as debt described in "[Note 6—Long-term Debt](#)," operating leases as described in "[Note 12—Leases](#)," and postretirement benefits as described in "[Note 15—Benefit Plans](#)."

The Company has material purchase obligations which represent legally binding agreements to purchase goods and services that specify all significant terms. Future payments under these agreements at **December 31, 2022** **December 31, 2023** are as follows:

	Amount of Commitment Expiration Per Period			
	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
				Total

	(In thousands)				
	\$ 39,401	\$ 13,263	\$ —	\$ —	\$ 52,664
Amount of Commitment Expiration Per Period					
	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years	Total
(In thousands)					
Purchase obligations	\$ 25,147	\$ 2,091	\$ —	\$ —	\$ 27,238

Purchase obligations include (i) **payments of \$25.5 million for the final payment** related to a three-year cloud computing arrangement, with **payments of \$12.5 million expected to be made within the next twelve months and the remaining payments of approximately \$13.0 million final payment** expected to be made by September 2024, (ii) **\$17.9 million related to technology contracts spend**, and (iii) **\$3.5 million related to media spend to be made in 2023**, (iv) **\$6.9 million related to technology contracts spend**, and (iv) **payments of \$2.3 million related to communication spend** 2024.

### **Capital Expenditures**

The Company's **2023 capital expenditures are expected to be lower** than **2022 capital expenditures of \$116.4 million** by approximately **50% to 30%** due primarily to **decreased investment** an increase in **capitalized software**. the capitalization rate of software development projects.

### **Liquidity Assessment**

The Company's liquidity could be negatively affected by a decrease in demand for its products and services due to economic or other factors, including COVID-19 factors.

At December 31, 2022 December 31, 2023, IAC held all Class B shares of Angi Inc., which represent 84.1% 84.2% of the economic interest and 98.1% of the voting interest of the Company. As a result, IAC has the ability to control Angi's financing activities, including the issuance of additional debt and equity securities by Angi or any of its subsidiaries, or the incurrence of other indebtedness generally. Angi's While Angi is expected to have the ability to access the debt and equity markets if needed, such transactions may require the approval of IAC due to its control of the majority of the outstanding voting power of Angi's capital stock and its representation on the Angi board of directors.

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The Company believes its existing cash, cash equivalents, and expected positive cash flows generated from operations will be sufficient to fund its normal operating requirements, including capital expenditures, debt service, the payment of withholding taxes paid on behalf of employees for net-settled stock-based awards, and investing and other commitments, for the next twelve months. We may elect to raise additional capital through the sale of additional equity or debt financing to fund business activities such as strategic acquisitions, share repurchases, or other purposes beyond the next twelve months.

Additional financing may not be available on terms favorable to the Company or at all, and may also be impacted by any disruptions in the financial markets. In addition, the Company's existing indebtedness could limit its ability to obtain additional financing.

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### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The following disclosure is provided to supplement the descriptions of Angi's accounting policies contained in "Note 2—Summary of Significant Accounting Policies" to the consolidated financial statements included "Item 8. Consolidated Financial Statements and Supplementary Data" in regard to significant areas of judgment. Management of the Company is required to make certain estimates, judgments and assumptions during the preparation of its consolidated financial statements in accordance with GAAP. These estimates, judgments and assumptions impact the reported amount of assets, liabilities, revenue and expenses and the related disclosure of contingent assets and liabilities. Actual results could differ from these estimates. Because of the size of the financial statement elements to which they relate, some of our accounting policies and estimates have a more significant impact on our financial statements than others. What follows is a discussion of some of our more significant accounting policies and estimates.

#### **Credit Losses**

The Company makes judgments as to its ability to collect outstanding receivables and provides reserves an allowance when it has determined that all or a portion of the receivable will not be collected. The Company maintains an allowance for credit loss reserve losses to provide for the estimated amount of accounts receivable that will not be collected. The allowance for credit loss reserve losses is based upon a number of factors, including the length of time accounts receivable are past due, the Company's previous

loss history, and the specific customer's ability to pay its obligation to the Company. Company and any other forward-looking data regarding customers' ability to pay that is available. The duration of time between the Company's issuance of an invoice and payment due date is not significant. The carrying value of the credit loss allowance is \$43.2 million \$24.7 million and \$33.7 million \$38.8 million at December 31, 2022 December 31, 2023 and 2021, 2022, respectively. The provision for credit losses was \$108.2 million \$79.4 million, \$104.3 million, and \$88.1 million \$86.6 million for the years ended December 31, 2022 December 31, 2023, 2022, and 2021, respectively.

## Business Combinations

Acquisitions, The Company made no acquisitions, which are generally referred to in GAAP as business combinations, are an important part of in the Company's growth strategy years ended December 31, 2023 and 2022. The Company made no acquisitions acquired THR in the year ended December 31, 2022 and acquisitions totaling \$26.6 million for December 31, 2021, however, following its sale on November 1, 2023, it is reflected as a discontinued operation in the year ended December 31, 2021. Company's financial statements. The purchase price of each acquisition is attributed to the assets acquired and liabilities assumed based on their fair values at the date of acquisition, including identifiable intangible assets that either arise from a contractual or legal right or are separable from goodwill.

Management makes two critical determinations at the time of an acquisition, acquisition: (1) the reporting unit unit(s) that will benefit from the acquisition and to which goodwill will be assigned and (2) the allocation of the purchase price of the acquired business to the assets acquired and the liabilities assumed based upon their fair values. The reporting unit determination is important beyond the initial allocation of purchase price because future impairment assessments of goodwill, as described below, are performed at the reporting unit level. At October 1, 2022 October 1, 2023, the Company has had four reporting units: Ads and Leads, Services, Roofing (subsequently sold as described above) and International. Historically, the Company's acquisitions have been complementary to these reporting units and the goodwill has been assigned to the reporting unit.

The allocation of purchase price to the assets acquired and liabilities assumed is based upon their fair values and is complex because of the judgments involved in determining these values. The determination of purchase price and the fair value of monetary assets acquired and liabilities assumed is typically the least complex aspect of the Company's accounting for business combinations due to management's experience and and/or the inherently lower level of complexity, judgement required. Due to the higher degree of complexity associated with the valuation of acquired intangible assets, the Company usually obtains the assistance of outside valuation experts in the allocation of purchase price to the identifiable intangible assets acquired, which can be both definite-lived, such as acquired technology, customer and contractor relationships, or indefinite lived, such as acquired trade names and trademarks. While outside valuation experts may be used, management has the ultimate responsibility for the valuation methods, models and inputs used and the resulting purchase price allocation. The excess purchase price over the value of the net tangible and identifiable intangible assets acquired is recorded as goodwill and is assigned to the reporting unit unit(s) that is expected to benefit from the business combination as of the acquisition date.

## Recoverability of Goodwill and Indefinite-Lived Intangible Assets

The carrying value of goodwill is \$886.0 million and \$882.9 million at December 31, 2023 and \$916.0 million at December 31, 2022 and 2021, 2022, respectively. Indefinite-lived intangible assets, which consist of the Company's acquired trade names and trademarks, have a carrying value of \$170.8 million and \$170.1 million at December 31, 2023 and \$171.4 million at December 31, 2022 and 2021, 2022, respectively.

Goodwill and indefinite-lived intangible assets are assessed annually for impairment as of October 1, or more frequently if an event occurs or circumstances change that would indicate that it is more likely than not that the fair value of a reporting unit

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or the fair value of an indefinite-lived intangible asset has declined below its carrying value. In performing its annual goodwill impairment assessment, the Company has the option under GAAP to qualitatively assess whether it is more likely than not that the fair value of a reporting unit is less than its carrying value; if the conclusion of the qualitative assessment is that there are no indicators of impairment, the Company does not perform a quantitative test, which would require a valuation of the reporting unit, as of October 1. GAAP provides a not all-inclusive set of examples of macroeconomic, industry, market and company specific factors for entities to consider in performing the qualitative assessment described above; management considers the factors it deems relevant in making its more likely than not assessments. While the Company also has the option under GAAP to qualitatively assess whether it is more likely than not that the fair values of its indefinite-lived intangible assets are less than their carrying values, the Company's policy is to quantitatively determine the fair value of each of its indefinite-lived intangible assets annually as of October 1, in part, because the level of effort required to perform the quantitative and qualitative assessments is essentially equivalent.

If the conclusion of our qualitative assessment is that there are indicators of impairment and a quantitative test is required, the annual or interim quantitative test of the recovery of goodwill involves a comparison of the estimated fair value of the Company's reporting unit that is being tested to its carrying value. If the estimated fair value of a reporting unit exceeds its carrying value, goodwill of the reporting unit is not impaired. If the carrying value of a reporting unit exceeds its estimated fair value, a goodwill impairment equal to the excess is recorded.

The Company's annual assessment of the recovery of goodwill begins with management's reassessment of its operating segments and reporting units. A reporting unit is an operating segment or one level below an operating segment, which is referred to as a component. This reassessment of reporting units is also made each time the Company changes its operating segments, segments to the extent that this also results in a change in reporting units. If the goodwill of a reporting unit is allocated to newly formed reporting units, the allocation is usually made to each reporting unit based upon their relative fair values.

In the fourth quarter of 2022, our segment presentation was changed to reflect our four new operating segments, which now include (i) Ads and Leads, (ii) Services, (iii) Roofing and (iv) International (includes Europe and Canada). Goodwill was allocated to reflect the new segment presentation. The allocation of goodwill to Roofing and Canada reflects their respective historical carrying values because of the lack of operational integration with the legacy North America segment; the allocation of the remaining goodwill to Ads and Leads and Services was based upon their relative fair values as of October 1, 2022.

For the Company's annual goodwill test at **October 1, 2022** **October 1, 2023**, as a result of the significant changes in the operating segments and reporting units, we elected to perform a quantitative qualitative assessment of the reporting units' goodwill first, instead of performing a qualitative assessment. The quantitative test for the reporting units of Ads & Leads, Services, and International included use reporting units was performed by the Company to evaluate whether it is more likely than not that the fair value of these reporting units was in excess of their respective carrying values. The primary factors that the Company considered in its qualitative assessment for each of these reporting units are described below:

- The Company considered the strong forecasted operating performance, in addition to actual operating results in the current year, of the Ads and Leads, Services, and International reporting units.
- The Company also considered the prior year annual valuations of the Ads and Leads, Services, and International reporting units prepared as of October 1, 2022, and valuations of the International reporting unit prepared approximate to, however, not as of, October 1, 2023, in connection with the issuance and/or settlement of equity awards that are denominated in the equity of this business.

Based on these factors we concluded that it is not more likely than not that the fair value of the reporting units is below their respective carrying amounts.

As of October 1, 2023, prior to its sale on November 1, 2023, the Roofing reporting unit had no goodwill or indefinite-lived intangible assets.

If and when a quantitative test is performed, the fair value of the Company's reporting units is determined using both an income approach based on discounted cash flows ("DCF") and a market approach. The quantitative test for the reporting unit of Roofing only included an income approach based on DCF as there were no relevant publicly traded company comparables to perform a market approach.

Determining fair value using a DCF analysis requires the exercise of significant judgment with respect to several items, including the amount and timing of expected future cash flows and appropriate discount rates. The expected cash flows used in the DCF analyses are based on the Company's most recent forecast and budget and, for years beyond the budget, the Company's estimates, which are based, in part, on forecasted growth rates. The discount rates used in the DCF analyses are intended to reflect the risks inherent in the expected future cash flows of the respective reporting units. Assumptions used in the DCF analyses, including the discount rate, are assessed based on the reporting units' current results and forecasted future performance, as well as macroeconomic and industry specific factors. The discount rate used in determining the fair value of the Company's Ads & Leads, Services, Roofing and International reporting units was 12%, 15%, 16% and 18.5%, respectively for 2022 and 15.0% for the International reporting unit in 2021. Determining fair value using a market approach considers multiples of financial metrics based on both acquisitions and trading multiples of a selected peer group of companies. From the comparable companies, a representative market multiple is determined which is applied to financial metrics to estimate the fair value of a reporting unit. To determine a peer group of companies for our respective reporting units, we considered companies relevant in terms of consumer use, monetization model, margin and growth characteristics, and brand strength operating in their respective sectors.

As a result of the valuation process, we determined that the fair value of the Ads & Leads, Services and International reporting units exceeded the carrying value and thus there was no impairment of goodwill in 2022. The fair value based on the valuation exceeded the carrying value of the Ads & Leads, Services, and International reporting units by \$1.3 billion, \$40.0 million, and \$143.0 million. For the Roofing reporting unit, we determined the carrying value exceeded the fair value, resulting in an impairment being recorded to goodwill totaling \$26.0 million in 2022.

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The Company determines the fair value of indefinite-lived intangible assets using an avoided royalty DCF valuation analysis. Significant judgments inherent in this analysis include the selection of appropriate royalty and discount rates and estimating the amount and timing of expected future cash flows. The discount rates used in the DCF analyses are intended to reflect the risks inherent in the expected future cash flows generated by the respective intangible assets. The royalty rates used in the DCF analyses are based upon an estimate of the royalty rates that a market participant would pay to license the Company's trade names and trademarks. The future cash flows are based on the Company's most recent forecast and budget and, for years beyond the budget, the Company's estimates, which are based, in part, on forecasted growth rates. Assumptions used in the avoided royalty DCF analyses, including the discount rate and royalty rate, are assessed annually based on the actual and projected cash flows related to the asset, as well as macroeconomic and industry specific factors. The discount rates used in the Company's annual indefinite-lived impairment assessment ranged from 15.0% to 17.0% in 2023 and 12.0% to 18.5% in 2022, and 11.1% to 15.0% in 2021, and the royalty rates used ranged from 2.5% to 4.5% in 2023 and 2.0% to 4.5% in 2022 and 2.0% to 5.0% in 2021, 2022.

The **2022** **October 1, 2023** and **2021** annual assessment assessments of goodwill and indefinite-lived intangible assets identified impairments to goodwill for the Roofing segment and **2021** did not identify any impairments. The **October 1, 2022** annual assessment identified no impairments, a \$26.0 million goodwill impairment at the Roofing reporting unit, which is reflected as a discontinued operation in the Company's financial statements.

#### **Recoverability and Estimated Useful Lives of Long-Lived Assets Software Development Costs**

We review capitalize internally developed software costs (including employee payroll costs, stock-based compensation and benefit costs as well as third party production and other content costs), subsequent to identifying technological feasibility of the software project. Significant management judgement is required in assessing when technological feasibility is established.

Depreciation of internally developed software commences when the software is available for release for its intended use and is recorded on a straight-line basis over the estimated useful life of the software, which is typically 2-3 years. The net carrying value of all long-lived assets, comprising of leased right-of-use assets ("ROU assets"), capitalized software leasehold improvements is \$92.3 million and equipment \$128.5 million at December 31, 2023 and definite-lived intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. The carrying value of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying value is deemed not to be recoverable, an impairment loss is recorded equal to the amount by which the carrying value of the long-lived asset exceeds its fair value. In addition, the Company reviews the useful lives of its long-lived assets whenever events or changes in circumstances indicate that these lives may be changed. The carrying value of these long-lived assets is \$219.2 million and \$210.5 million at December 31, 2022 and 2021, 2022, respectively.

#### **Income Taxes**

The Company is included within IAC's tax group for purposes of federal and consolidated state income tax return filings. In all periods presented, the income tax provision and/or benefit has been computed for the Company on an as if standalone, separate return basis and payments to and refunds from IAC for the Company's share of IAC's consolidated federal and state tax return liabilities/receivables calculated on this basis have been reflected within cash flows from operating activities in the accompanying consolidated statement of cash flows. The tax sharing agreement between the Company and IAC governs the parties' respective rights, responsibilities and obligations with respect to tax matters, including responsibility for taxes attributable to the Company, entitlement to refunds, allocation of tax attributes and other matters and, therefore, ultimately governs the amount payable to or receivable from IAC with respect to income taxes. Any differences between taxes currently payable to or receivable from IAC under the tax sharing agreement and the current tax provision computed on an as if standalone, separate return basis for GAAP are reflected as adjustments to additional paid-in capital in the consolidated statement of shareholders' equity and financing activities within the consolidated statement of cash flows. The portion of the December 31, 2022 December 31, 2023 deferred tax assets that will be payable to IAC pursuant to the tax sharing agreement, upon realization, is \$93.7 million \$92.9 million.

The Company accounts for income taxes under the liability method, and deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided if it is determined that it is more likely than not that the deferred tax asset will not be realized. At December 31, 2022 December 31, 2023 and 2021, 2022, the balance of the Company's net deferred tax asset is \$142.6 million \$145.4 million and \$120.8 million \$135.5 million, respectively.

The Company evaluates and accounts for uncertain tax positions using a two-step approach. Recognition (step one) occurs when the Company concludes that a tax position, based solely on its technical merits, is more-likely-than-not to be sustainable upon examination. Measurement (step two) determines the amount of benefit that is greater than 50% likely to be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. De-recognition of a tax position that was previously recognized would occur when the Company subsequently determines that a tax position no longer meets the more-likely-than-not threshold of being sustained. This measurement step is inherently difficult and requires subjective estimations of such amounts to determine the probability of various possible outcomes. At December 31, 2022 December 31, 2023 and 2021, 2022, the Company has unrecognized tax benefits, including interest, of \$6.2 million \$8.1 million and \$6.3 million \$6.2 million, respectively. We consider many factors when evaluating and estimating our tax positions and unrecognized tax benefits, which may require periodic adjustment and which may not accurately anticipate actual outcomes. Although management currently believes changes to unrecognized tax benefits from period to period and differences between amounts paid, if any, upon resolution of issues raised in audits and

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amounts previously provided will not have a material impact on the liquidity, results of operations, or financial condition of the Company, these matters are subject to inherent uncertainties and management's view of these matters may change in the future.

The ultimate amount of deferred income tax assets realized and the amounts paid for deferred income tax liabilities and unrecognized tax benefits may vary from our estimates due to future changes in income tax law, state income tax apportionment or the outcome of any review of our tax returns by the various tax authorities, as well as actual operating results of the Company that vary significantly from anticipated results.

The Company regularly assesses the realizability of deferred tax assets considering all available evidence including, to the extent applicable, the nature, frequency and severity of prior cumulative losses, forecasts of future taxable income, tax filing status, the duration of statutory carryforward periods, available tax planning and historical experience. As of December 31, 2022 December 31, 2023, the Company is in a three-year cumulative loss position. The Company's most significant net deferred tax asset relates to U.S. federal net operating loss ("NOL") carryforwards of \$108.3 million \$101.0 million. The Company expects to generate future taxable income of at least \$515.9 million \$480.9 million prior to the expiration of these NOLs, \$300.1 million \$266.7 million of which expire between 2032 2033 and 2037, and the remainder of which never expire, to fully realize this deferred tax asset.

## **Stock-Based Compensation**

The stock-based compensation expense reflected in our statements of operations includes expense related to the Company's stock options, stock appreciation rights, RSU awards, including those that are linked to the achievement of the Company's stock price, known as market-based awards ("MSUs") and those that are linked to the achievement of a performance target, known as performance-based awards ("PSUs"), equity instruments denominated in shares of subsidiaries, and IAC denominated stock options.

The Company recorded stock-based compensation expense of \$52.7 million and \$28.7 million for the years ended December 31, 2022 and 2021, respectively. Included in stock-based compensation expense in the year ended December 31, 2022, the Company recognized a net decrease of \$2.1 million due to management departures. Also included in stock-based compensation expense in the year ended December 31, 2021 is \$1.0 million related to the modification of previously issued HomeAdvisor equity awards and Angie's List equity awards, both of which were converted into Angie's equity awards when the businesses combined on September 29, 2017. These modified awards finished vesting in the first quarter of 2021, therefore, there was no modification charge for the awards in the year ended December 31, 2022. Additionally, in the first quarter of 2021, the Company recognized a net decrease of \$7.7 million due to the reversal of previously recognized expense related to unvested awards that were forfeited due to management departures.

Stock-based compensation at the Company is complex due to our inherently complex. Our desire is to attract, retain, inspire and reward outstanding entrepreneurs our management team and managers employees at the Company, including those employed by recently acquired companies, as applicable, by allowing them to benefit directly from the value they help to create. We accomplish these objectives, in part, by issuing equity awards denominated in the equity of our subsidiaries as well as in Angie Inc. We further refine this approach by tailoring certain equity awards to the applicable circumstances. For example, we issue certain equity awards for which vesting is linked to the achievement of a performance target such as revenue or profits; these awards are referred to as performance-based awards. In other cases, we link the vesting of equity awards to the achievement of a value target for a subsidiary or Angie Inc.'s stock price, as applicable; these awards are referred to as market-based awards. The nature and variety of these types of equity-based awards creates complexity in our determination of stock-based compensation expense.

In addition, acquisitions are an important part of the Company's growth strategy. These transactions Business combinations may result in the modification of equity awards, which creates may create additional complexity and additional stock-based compensation expense. Also, our internal reorganizations can also lead to modifications of equity awards and may result in additional complexity and stock-based compensation expense.

Finally, the means by which we settle our equity-based awards also introduces complexity into our financial reporting. We provide a path to liquidity by settling the subsidiary denominated awards in IAC or Angi Inc. shares. In addition, certain former **HomeAdvisor (US)** awards **Angi Inc. stock appreciation rights** can be settled in IAC or Angi Inc. awards at IAC's election. These features increase the complexity of our earnings per share calculations.

There were no Stock-based compensation expense reflected in our statements of operations includes expense related to the Company's RSU awards, including those that are linked to the achievement of the Company's stock price, known as market-based awards ("MSUs") and those that are linked to the achievement of a performance target, known as performance-based awards ("PSUs"), stock options, or stock appreciation rights, granted by the Company for the years ended December 31, 2022, 2021 or 2020. The Company estimates the fair value of newly granted or modified stock appreciation rights and stock options, including equity instruments denominated in shares of subsidiaries, using the Black-Scholes option-pricing model, and an allocation of expense related to IAC denominated restricted stock.

The Black-Scholes option-pricing model requires the use of highly subjective and complex assumptions, the most significant of which include expected term, expected volatility of the underlying shares, risk-free interest rates and the expected dividend yield. In

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addition, the recognition of Company recorded stock-based compensation expense of \$43.4 million, \$50.8 million, and \$28.2 million for the years ended December 31, 2023, 2022, and 2021, respectively. Included in stock-based compensation expense in the year ended December 31, 2022, the Company recognized a net decrease of \$2.1 million due to management departures. Also included in stock-based compensation expense in the year ended December 31, 2021 is impacted by our estimated forfeiture rates, \$1.0 million related to the modification of previously issued HomeAdvisor equity awards and Angie's List equity awards, both of which are based, were converted into Angi's equity awards when the businesses combined on September 29, 2017. These modified awards finished vesting in part, on historical forfeiture rates. For stock appreciation rights the first quarter of 2021, therefore, there was no modification charge for the awards in the years ended December 31, 2023 and stock options, including equity instruments denominated 2022. Additionally, in shares the first quarter of subsidiaries, 2021, the grant date fair value Company recognized a net decrease of \$7.7 million due to the award is reversal of previously recognized as an expense on a straight-line basis, net of estimated forfeitures, over the requisite service period, which is the vesting period of the award. related to unvested awards that were forfeited due to management departures.

The Company also issues RSUs, PSUs and MSUs. For RSUs, the value of the instrument is measured at the grant date as the fair value of the underlying Angi's common stock and expensed as stock-based compensation expense over the vesting term. For PSUs, the value of the instrument is measured at the grant date as the fair value of the underlying Angi's common stock and expensed as stock-based compensation over the vesting term when the performance targets are considered probable of being achieved. For MSUs, a lattice model is used to estimate the value of the awards. The Company also issues stock options and stock appreciation rights. The Company estimates the fair value of newly granted or modified stock appreciation rights and stock options, including equity instruments denominated in shares of subsidiaries, using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model requires the use of highly subjective and complex assumptions, the most significant of which include expected term, expected volatility of the underlying shares, risk-free interest rates and the expected dividend yield. In addition, the recognition of stock-based compensation expense is impacted by our estimated forfeiture rates, which are based, in part, on historical forfeiture rates. For stock appreciation rights and stock options, including equity instruments denominated in shares of subsidiaries, the grant date fair value of the award is recognized as an expense on a straight-line basis, net of estimated forfeitures, over the requisite service period, which is the vesting period of the award.

## Recent Accounting Pronouncements

For a discussion of recent accounting pronouncements, see "[Note 2—Summary of Significant Accounting Policies](#)" to the consolidated financial statements included in "[Item 8. Consolidated Financial Statements and Supplementary Data](#)."

## Item 7A. Quantitative and Qualitative Disclosures About Market Risk

### Interest Rate Risk

The Company's exposure to market risk for changes in interest rates relates primarily to the Company's long-term debt.

At December 31, 2022 December 31, 2023, the principal amount of the Company's outstanding debt is comprised of comprises \$500.0 million of ANGI Group Senior Notes, which bears interest at a fixed rate. If market rates decline relative to interest rates on the ANGI Group Senior Notes, the Company runs the risk that the related required interest payments of the ANGI Group Senior Notes will exceed those based on market rates. A 100-basis point increase or decrease in the level of interest rates would, respectively, decrease or increase the fair value of the fixed-rate debt by \$23.3 million \$20.0 million. Such potential increase or decrease in fair value is based on certain simplifying assumptions, including an immediate increase or decrease in the level of interest rates with no other subsequent changes for the remainder of the period, period, nor changes in the credit profile.

### Foreign Currency Exchange Risk

The Company has operations in certain foreign markets, primarily in various jurisdictions within the European Union and the United Kingdom. The Company has exposure to foreign currency exchange risk related to its foreign subsidiaries that transact business in a functional currency other than the U.S. dollar. As a result, as foreign currency exchange rates fluctuate, the translation of the statement of operations of the Company's international businesses into U.S. dollars affects year-over-year comparability of operating results.

In addition, certain of the Company's U.S. operations have customers in international markets. International revenue, including revenue of our operations located outside the U.S., which is measured based upon where the customer is located, accounted for 5%, 9%, 6%, and 6% for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

The Company is also exposed to foreign currency transaction gains and losses to the extent it or its subsidiaries conduct transactions in and/or have assets and/or liabilities that are denominated in a currency other than the entity's functional currency. The Company recorded foreign exchange gains and (losses) of \$3.4 million, \$1.2 million, \$(3.4) million, and \$(0.1) \$(1.7) million for the year ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

The Company's exposure to foreign currency exchange gains or losses have not been material to the **Company**, therefore, the Company has not hedged **any** of its foreign currency exposures. Any growth and expansion of our international operations increases our exposure to foreign exchange rate fluctuations. Significant foreign exchange rate fluctuations, in the case of one currency or collectively with other currencies, could have a significant impact on our future results of operations.

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

#### **Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors of Angi Inc.

##### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheet of Angi Inc. and subsidiaries (the Company) as of **December 31, 2022** December 31, 2023 and **2021**, 2022, the related consolidated statements of operations, comprehensive operations, shareholders' equity and cash flows for each of the three years in the period ended **December 31, 2022** December 31, 2023, and the related notes and **the** financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at **December 31, 2022** December 31, 2023 and **2021**, 2022, and the results of its operations and its cash flows for each of the three years in the period ended **December 31, 2022** December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of **December 31, 2022** December 31, 2023, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated **March 1, 2023** February 29, 2024 expressed an unqualified opinion thereon.

##### **Basis for Opinion**

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

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

##### **Critical Audit Matter**

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

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## Goodwill Revenue Processed By Highly Automated Proprietary Systems - Quantitative Impairment Assessment for Angi Leads and Services

### Description of the Matter

As of December 31, 2022, the Company's goodwill balance was \$882.9 million. As disclosed more fully described in Note 2 to the consolidated financial statements, goodwill is assessed annually for impairment using either a qualitative or quantitative approach as the Company's revenue primarily consists of October 1, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. In 2022, the Company performed a quantitative test over the Services reporting unit. The fair value of the Services reporting unit is determined using both an income approach based on discounted cash flows ("DCF") domestic Ads and a market approach. The Company determined the fair value exceeded the carrying value of the Services reporting unit by \$40 million.

Auditing management's quantitative impairment test for goodwill recorded for the Angi Services reporting unit was complex and judgmental due to the measurement uncertainty in estimating the fair value of the reporting unit for goodwill. Specifically, the fair value estimate was sensitive to assumptions such as the discount rate and Leads revenue growth rates used in the DCF model as well as Services revenue. Ads revenue is primarily derived from service professionals under contract for advertising. Leads revenue includes consumer connection revenue for consumer matches as well as membership subscription revenue from service professionals. Services revenue primarily reflects domestic revenue from pre-priced offerings by which the selection consumer requests services through a Company platform and the Company connects them with a service professional to perform the service.

In aggregate, Leads and Services Revenue was approximately \$1 billion, as disclosed in Note 9, for the year ended December 31, 2023. The Company's Leads and Services Revenue is based on contractual terms with the Company's customers and is comprised of a peer group significant volume of companies used low-dollar transactions. The processing and recording of Leads and Services revenue is highly automated within the Company's information technology ("IT") systems that are principally proprietary.

Given the complexity of the IT systems involved, auditing Leads and Services Revenue required a significant extent of effort and increased involvement of professionals with expertise in IT to identify, test, and evaluate the market approach. These assumptions are affected by such factors as expected future market or economic conditions. Company's relevant systems and automated controls utilized to process and record these transactions.

### How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of the Company's controls over its goodwill impairment review process. For example, related to the recording and accounting for Leads and Services Revenue. With the involvement of IT professionals, we tested controls over management's review of identified the valuation methodologies and significant assumptions used to estimate the fair value of the Angi Services reporting unit for goodwill, including projected financial information, the discount rate, and the selection of a peer group of companies.

To test the estimated fair value of the Company's Angi Services reporting unit, our audit procedures included, among others, assessing the appropriateness of the valuation methodologies and testing the significant assumptions and underlying data relevant systems used by the Company to process, calculate, and record revenue and the related deferred revenue. Where applicable, we tested the IT general controls over those systems, including testing of user access controls, change management controls, and IT operations controls as well as certain automated application controls related to the recording of revenue and the related deferred revenue at period end. We evaluated also tested the reasonableness Company's controls to address the completeness and accuracy of transaction data.

Our audit procedures related to the Company's Leads and Services Revenue also included reconciling revenue recorded to cash received, testing the details for a sample of specific cash receipts to third party banking information and evidence of the projected financial information by comparing related customer arrangement, testing the significant assumptions calculations of revenue and the related deferred revenue performed within the Company's systems to current industry and economic trends and changes the amount recorded in the Company's business. We also evaluated management's projected financial information to identify, understand general ledger, and evaluate changes in forecasted results as compared to historical results. We evaluated the reasonableness of the Company's selection of a peer group of companies. We performed sensitivity analyses of significant assumptions to evaluate the change in the fair value of the Company's reporting units for goodwill resulting from changes in the assumptions. In addition, we involved an internal valuation specialist to assist in evaluating the valuation methodologies and significant assumptions applied in developing the fair value estimates. testing revenue transactions occurring near year-end.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2017.

New York, New York

March 1, 2023 February 29, 2024

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## ANGI INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEET

December 31, 2022	December 31, 2021
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		(In thousands, except par value amounts)	
December 31,		December 31,	
2023		2022	
		(In thousands, except par value amounts)	
<b>ASSETS</b>	<b>ASSETS</b>		
Cash and cash equivalents			
Cash and cash equivalents			
Cash and cash equivalents	Cash and cash equivalents	\$ 321,155	\$ 428,136
Accounts receivable, net	Accounts receivable, net	93,880	86,319
Accounts receivable, net			
Accounts receivable, net			
Other current assets	Other current assets	69,167	70,548
Current assets of discontinued operations			
Total current assets	Total current assets	484,202	585,003
Capitalized software, leasehold improvements and equipment, net			
Capitalized software, leasehold improvements and equipment, net			
Capitalized software, leasehold improvements and equipment, net	Capitalized software, leasehold improvements and equipment, net	153,855	118,267
Goodwill	Goodwill	882,949	916,039
Intangible assets, net	Intangible assets, net	178,105	193,826
Deferred income taxes	Deferred income taxes	145,460	122,693
Other non-current assets, net	Other non-current assets, net	63,207	76,245
Non-current assets of discontinued operations			
<b>TOTAL ASSETS</b>	<b>TOTAL ASSETS</b>	\$1,907,778	\$2,012,073
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
LIABILITIES AND SHAREHOLDERS' EQUITY			
LIABILITIES AND SHAREHOLDERS' EQUITY			
LIABILITIES:	LIABILITIES:		
LIABILITIES:			
Accounts payable			
Accounts payable			
Accounts payable	Accounts payable	\$ 30,862	\$ 38,860
Deferred revenue	Deferred revenue	50,907	53,834

Accrued expenses and other current liabilities	Accrued expenses and other current liabilities	200,015	185,747
Current liabilities of discontinued operations			
Total current liabilities	Total current liabilities	281,784	278,441
Long-term debt, net	Long-term debt, net	495,284	494,552
Long-term debt, net			
Deferred income taxes	Deferred income taxes	2,906	1,883
Other long-term liabilities	Other long-term liabilities	76,426	91,670
Non-current liabilities of discontinued operations			
Commitments and contingencies	Commitments and contingencies		
Commitments and contingencies			
Commitments and contingencies			
<b>SHAREHOLDERS' EQUITY:</b>	<b>SHAREHOLDERS' EQUITY:</b>		
Class A common stock, \$0.001 par value; authorized 2,000,000 shares; issued 102,810 and 99,745 shares, respectively, and outstanding 82,599 and 80,578, respectively		103	100
Class B convertible common stock, \$0.001 par value; authorized 1,500,000 shares; 422,019 and 422,019 shares issued and outstanding		422	422
<b>SHAREHOLDERS' EQUITY:</b>			
<b>SHAREHOLDERS' EQUITY:</b>			
Class A common stock, \$0.001 par value; authorized 2,000,000 shares; issued 106,848 and 102,811 shares, respectively, and outstanding 82,208 and 82,600, respectively			
Class A common stock, \$0.001 par value; authorized 2,000,000 shares; issued 106,848 and 102,811 shares, respectively, and outstanding 82,208 and 82,600, respectively			
Class A common stock, \$0.001 par value; authorized 2,000,000 shares; issued 106,848 and 102,811 shares, respectively, and outstanding 82,208 and 82,600, respectively			
Class B convertible common stock, \$0.001 par value; authorized 1,500,000 shares; 422,019 shares issued and outstanding			
Class C common stock, \$0.001 par value; authorized 1,500,000 shares; no shares issued and outstanding	Class C common stock, \$0.001 par value; authorized 1,500,000 shares; no shares issued and outstanding	—	—

Additional paid-in capital	Additional paid-in capital	1,405,294	1,350,457
Accumulated deficit	Accumulated deficit	(190,079)	(61,629)
Accumulated other comprehensive (loss) income		(1,172)	3,309
Treasury stock, 20,211 and 19,167 shares, respectively		(166,184)	(158,040)
Accumulated other comprehensive income (loss)			
Treasury stock, 24,640 and 20,211 shares, respectively			
Total Angi Inc. shareholders' equity	Total Angi Inc. shareholders' equity	1,048,384	1,134,619
Noncontrolling interests	Noncontrolling interests	2,994	10,908
Total shareholders' equity	Total shareholders' equity	1,051,378	1,145,527
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<u>\$1,907,778</u>	<u>\$2,012,073</u>

The accompanying [Notes to Consolidated Financial Statements](#) are an integral part of these statements.

**ANGI INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF OPERATIONS**

Year Ended December 31,			
2022 2021 2020			
(In thousands, except per share data)			
	Year Ended December 31,		
	Year Ended December 31,		
	Year Ended December 31,		
	2023	2022	2021
	(In thousands, except per share data)		
Revenue	Revenue	\$1,891,524	\$1,685,438
Cost of revenue (exclusive of depreciation shown separately below)	Cost of revenue (exclusive of depreciation shown separately below)	438,060	325,880
Gross Profit	Gross Profit	1,453,464	1,359,558
Operating costs and expenses:	Operating costs and expenses:		
Selling and marketing expense	Selling and marketing expense	913,022	883,643
Selling and marketing expense	Selling and marketing expense		762,590

General and administrative expense	General and administrative expense	474,210	405,819	374,096
Product development expense	Product development expense	73,821	70,933	68,803
Depreciation	Depreciation	78,270	59,246	52,621
Amortization of intangibles	Amortization of intangibles	14,441	16,430	42,902
Goodwill impairment		26,005	—	—
<b>Total operating costs and expenses</b>				
<b>Total operating costs and expenses</b>				
Total operating costs and expenses	Total operating costs and expenses	1,579,769	1,436,071	1,301,012
Operating loss	Operating loss	(126,305)	(76,513)	(6,368)
Interest expense	Interest expense	(20,107)	(23,485)	(14,178)
Other income (expense),net		1,178	(2,509)	1,218
Loss before income taxes		(145,234)	(102,507)	(19,328)
Income tax benefit		17,252	32,013	15,168
Other income (expense), net				
<b>Loss from continuing operations before income taxes</b>				
Income tax (provision) benefit				
<b>Net loss from continuing operations</b>				
Loss from discontinued operations, net of tax				
<b>Net loss</b>	<b>Net loss</b>	(127,982)	(70,494)	(4,160)
Net earnings attributable to noncontrolling interests	Net earnings attributable to noncontrolling interests	(468)	(884)	(2,123)
<b>Net loss attributable to Angi Inc. shareholders</b>	<b>Net loss attributable to Angi Inc. shareholders</b>	\$ (128,450)	\$ (71,378)	\$ (6,283)
<b>Per share information from continuing operations:</b>				
<b>Per share information from continuing operations:</b>				
<b>Per share information from continuing operations:</b>				
Basic loss per share				
Diluted loss per share				
<b>Per share information attributable to Angi Inc. shareholders:</b>				
<b>Per share information attributable to Angi Inc. shareholders:</b>				

**Per share information attributable to Angi Inc. shareholders:**

Basic loss per share	Basic loss per share	\$ (0.26)	\$ (0.14)	\$ (0.01)
Diluted loss per share	Diluted loss per share	\$ (0.26)	\$ (0.14)	\$ (0.01)
<b>Stock-based compensation expense by function:</b>	<b>Stock-based compensation expense by function:</b>			
Stock-based compensation expense by function:	Stock-based compensation expense by function:			
Selling and marketing expense	Selling and marketing expense			
Selling and marketing expense	Selling and marketing expense			
Selling and marketing expense	Selling and marketing expense	\$ 6,015	\$ 4,064	\$ 4,662
General and administrative expense	General and administrative expense	37,793	19,768	73,846
Product development expense	Product development expense	8,860	4,870	5,141
Total stock-based compensation expense	Total stock-based compensation expense	\$ 52,668	\$ 28,702	\$ 83,649

The accompanying [Notes to Consolidated Financial Statements](#) are an integral part of these statements.

**ANGI INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE OPERATIONS**

Years Ended December 31,		
2022	2021	2020
(In thousands)		
Year Ended December 31,		
Year Ended December 31,		
Year Ended December 31,		
2023	2022	2021
(In thousands)		
Net loss	Net loss	\$ (127,982)
Other comprehensive (loss) income:		\$ (70,494)
Other comprehensive income (loss):		\$ (4,160)
Change in foreign currency translation adjustment		
Change in foreign currency translation adjustment		

Change in foreign currency translation adjustment	Change in foreign currency translation adjustment	(5,028)	(1,219)	6,827
Comprehensive (loss) income		(133,010)	(71,713)	2,667
Components of comprehensive loss (income) attributable to noncontrolling interests:				
Comprehensive loss				
Comprehensive loss				
Components of comprehensive loss (income) attributable to noncontrolling interests:				
Net earnings attributable to noncontrolling interests				
Net earnings attributable to noncontrolling interests				
Net earnings attributable to noncontrolling interests	Net earnings attributable to noncontrolling interests	(468)	(884)	(2,123)
Change in foreign currency translation adjustment attributable to noncontrolling interests	Change in foreign currency translation adjustment attributable to noncontrolling interests	547	(109)	(811)
Comprehensive loss (income) attributable to noncontrolling interests		79	(993)	(2,934)
Comprehensive loss (income) attributable to noncontrolling interests				
Comprehensive loss attributable to Angi Inc. shareholders	Comprehensive loss attributable to Angi Inc. shareholders			
		<u><u>\$(132,931)</u></u>	<u><u>\$(72,706)</u></u>	<u><u>\$(267)</u></u>

The accompanying [Notes to Consolidated Financial Statements](#) are an integral part of these statements.

#### ANGI INC. AND SUBSIDIARIES

#### CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

Years Ended **December 31, 2022**, **December 31, 2023**, **2021**, **2022**, and **2020**

Angi Inc. Shareholders' Equity				
	Class A Common Stock \$0.001 Par Value	Class B Convertible Common Stock \$0.001 Par Value	Class C Common Stock \$0.001 Par Value	Total Angi Inc. Shareholders' Equity
Accumulated				Total Shareholders'

													Equity		
		Redeemable Noncontrolling Interests						Additional Paid-in Capital			(Accumulated) Deficit)		Other Comprehensive (Loss) Income		
		\$	Shares	\$	Shares	\$	Shares						Stock		Noncontrolling Interests
(In thousands)															
<b>Balance as of December 31, 2019</b>	\$ 26,663	\$ 87	87,007	\$ 422	421,570	\$ —	—	\$ 1,357,075	\$ 16,032	\$ (1,379)	\$ (57,949)	\$ 1,314,288	\$ 9,264	\$ 1,323,552	
Net (loss) earnings	767	—	—	—	—	—	—	—	(6,283)	—	—	(6,283)	1,356	(4,927)	
Other comprehensive income (loss)	439	—	—	—	—	—	—	—	—	6,016	—	6,016	372	6,388	
Stock-based compensation expense	15	—	—	—	—	—	—	85,267	—	—	—	85,267	—	85,267	
Issuance of common stock pursuant to stock-based awards, net of withholding taxes	—	7	7,231	—	—	—	—	(62,704)	—	—	—	(62,697)	—	(62,697)	
Issuance of common stock to IAC Inc. pursuant to the employee matters agreement	—	—	—	—	292	—	—	(1,445)	—	—	—	(1,445)	—	(1,445)	
Purchase of treasury stock	—	—	—	—	—	—	—	—	—	—	(64,132)	(64,132)	—	(64,132)	
Adjustment pursuant to the tax sharing agreement	—	—	—	—	—	—	—	3,613	—	—	—	3,613	—	3,613	
Purchase of redeemable noncontrolling interests	(3,165)	—	—	—	—	—	—	—	—	—	—	—	(1,115)	(1,115)	
Adjustment of redeemable noncontrolling interests to fair value	1,645	—	—	—	—	—	—	(1,645)	—	—	—	(1,645)	—	(1,645)	
Other	—	—	—	—	—	—	—	(692)	—	—	—	(692)	690	(2)	
<b>Balance as of December 31, 2020</b>	\$ 26,364	\$ 94	94,238	\$ 422	421,862	\$ —	—	\$ 1,379,469	\$ 9,749	\$ 4,637	\$ (122,081)	\$ 1,272,290	\$ 10,567	\$ 1,282,857	
Net (loss) earnings	(23)	—	—	—	—	—	—	—	(71,378)	—	—	(71,378)	907	(70,471)	
Other comprehensive income (loss)	515	—	—	—	—	—	—	—	—	(1,328)	—	(1,328)	(406)	(1,734)	
Stock-based compensation expense	—	—	—	—	—	—	—	33,057	—	—	—	33,057	—	33,057	
Issuance of common stock pursuant to stock-based awards, net of withholding taxes	—	3	2,919	—	—	—	—	(61,226)	—	—	—	(61,223)	—	(61,223)	
Issuance of common stock to IAC Inc. pursuant to the employee matters agreement	—	3	2,588	—	157	—	—	(3)	—	—	—	—	—	—	
Purchase of treasury stock	—	—	—	—	—	—	—	—	—	—	(35,959)	(35,959)	—	(35,959)	
Purchase of noncontrolling interests	(28,318)	—	—	—	—	—	—	—	—	—	—	—	(160)	(160)	
Adjustment of redeemable noncontrolling interests to fair value	1,462	—	—	—	—	—	—	(430)	—	—	—	(430)	—	(430)	
Other	—	—	—	—	—	—	—	(410)	—	—	—	(410)	—	(410)	
<b>Balance as of December 31, 2021</b>	\$ —	\$ 100	99,745	\$ 422	422,019	\$ —	—	\$ 1,350,457	\$ (61,629)	\$ 3,309	\$ (158,040)	\$ 1,134,619	\$ 10,908	\$ 1,145,527	

## ANGI INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

**Years Ended December 31, 2022, 2021, and 2020**

Angi Inc. Shareholders' Equity					
Class A Common Stock \$0.001 Par Value	Class A Common Stock \$0.001 Par Value	Class B Convertible Common Stock \$0.001 Par Value	Class C Common Stock \$0.001 Par Value		
Class A Common Stock \$0.001 Par Value	Class A Common Stock \$0.001 Par Value	Class B Convertible Common Stock \$0.001 Par Value	Class C Common Stock \$0.001 Par Value		
Class A Common Stock \$0.001 Par Value	Class A Common Stock \$0.001 Par Value	Class B Convertible Common Stock \$0.001 Par Value	Class C Common Stock \$0.001 Par Value	Accumulated Other	Accumulated Other
				Comprehensive (Loss) Income	Comprehensive Income (Loss)

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	Redeemable Noncontrolling Interests	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	(Accumulated Deficit)	Retained Earnings	Treasury Stock	Share A
	Redeemable Noncontrolling Interests	\$ Shares	\$ Shares	\$ Shares	Additional Paid-in Capital	Retained Earnings	Treasury Stock
<b>Balance as of December 31, 2020</b>							
<b>Balance as of December 31, 2020</b>							
<b>Balance as of December 31, 2020</b>							
Net (loss) earnings							
Other							
comprehensive (income) loss							
Stock-based							
compensation							
expense							
Issuance of common							
stock pursuant							
to stock-based							
awards, net of							
withholding							
taxes							
Issuance of common							
stock to IAC							
Inc. pursuant							
to the							
employee							
matters							
agreement							
Purchase of treasury							
stock							
Purchase of							
noncontrolling							
interest							
Adjustment of							
redeemable							
noncontrolling							
interests to							
redemption							
amount							
Other							
<b>Balance as of</b>							
<b>December 31,</b>							
<b>2021</b>							
Net (loss) earnings	Net (loss) earnings	—	—	—	—	—	(128,450)
Other	Other	—	—	—	—	—	(4,481)

The accompanying [Notes to Consolidated Financial Statements](#) are an integral part of these statements.

**ANGI INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**

Years Ended December 31,			Years Ended December 31,
2023	2023	2022	2021
(In thousands)			(In thousands)

**Cash flows from operating activities attributable to continuing operations:**

Net loss

Net loss

Net loss

Less: Loss from discontinued operations, net of tax

**Net loss attributable to continuing operations**

Adjustments to reconcile net loss to net cash provided by operating activities attributable to continuing operations:

Depreciation

Depreciation

Depreciation

Provision for credit losses

Stock-based compensation expense

Non-cash lease expense (including impairment of right-of-use assets)

Amortization of intangibles

Deferred income taxes

Foreign currency transaction (gain) loss

**Year Ended December 31,**

**2022      2021      2020**

**Other adjustments, net**

**(In thousands)**

**Cash flows from operating activities:**

**Net loss**      \$(127,982)      \$(70,494)      \$(4,160)

Adjustments to reconcile net loss to net cash provided by operating activities:				
Provision for credit losses	108,151	88,076	78,229	
Stock-based compensation expense	52,668	28,702	83,649	
Depreciation	78,270	59,246	52,621	
Amortization of intangibles	14,441	16,430	42,902	
Deferred income taxes	(21,611)	(36,306)	(15,278)	
Foreign currency transaction loss	3,357	1,679	87	
Goodwill impairment	26,005	—	—	
Non-cash lease expense (including impairment of right-of-use assets)	15,107	20,716	13,659	
Other adjustments, net				
Other adjustments, net	Other adjustments, net	(45)	8,263	1,784
Changes in assets and liabilities, net of effects of acquisitions and dispositions:	Changes in assets and liabilities, net of acquisitions and dispositions:			
Accounts receivable	Accounts receivable	(116,516)	(114,123)	(79,830)
Other assets	Other assets	497	923	(6,277)
Accounts payable and other liabilities	Accounts payable and other liabilities	11,644	21,331	39,454
Operating lease liabilities	Operating lease liabilities	(17,317)	(16,847)	(13,391)
Income taxes payable and receivable	Income taxes payable and receivable	3,203	232	(1,243)
Deferred revenue	Deferred revenue	(2,803)	(1,619)	(3,786)
<b>Net cash provided by operating activities</b>				
		27,069	6,209	188,419
Net cash provided by operating activities attributable to continuing operations				
Cash flows from investing activities:				
Acquisitions, net of cash acquired	—	(25,607)	(2,264)	

<b>Cash flows from investing activities attributable to continuing operations:</b>			
<b>Cash flows from investing activities attributable to continuing operations:</b>			
<b>Cash flows from investing activities attributable to continuing operations:</b>			
Capital expenditures			
Capital expenditures			
Capital expenditures	Capital expenditures	(116,352)	(70,215)
Purchases of marketable debt securities	Purchases of marketable debt securities	—	(99,977)
Proceeds from maturities of marketable debt securities	Proceeds from maturities of marketable debt securities	—	50,000
Net proceeds from the sale of a business	Net proceeds from the sale of a business	—	750
Proceeds from sale of fixed assets	Proceeds from sale of fixed assets	266	—
Other, net	Other	—	24
<b>Net cash used in investing activities</b>			
(116,086) (45,072) (103,954)			
Proceeds from sales of fixed assets			
Other			
<b>Net cash used in investing activities attributable to continuing operations</b>			
<b>Cash flows from financing activities:</b>			
Proceeds from the issuance of Senior Notes			
Cash flows from financing activities attributable to continuing operations:			
<b>Cash flows from financing activities attributable to continuing operations:</b>			
<b>Cash flows from financing activities attributable to continuing operations:</b>			
Principal payments on Term Loan	Principal payments on Term Loan	—	(220,000)
			(27,500)

Debt issuance costs	—	—	(6,484)
Purchase of treasury stock	(8,144)	(35,403)	(63,674)
Principal payments on Term Loan			
Principal payments on Term Loan			
Purchases of treasury stock			
Purchases of treasury stock			
Purchases of treasury stock			
Withholding taxes paid on behalf of employees on net settled stock-based awards	Withholding taxes paid on behalf of employees on net settled stock-based awards	(8,827)	(61,908) (64,079)
Distribution from IAC pursuant to the tax sharing agreement	—	—	3,071
Withholding taxes paid on behalf of employees on net settled stock-based awards			
Withholding taxes paid on behalf of employees on net settled stock-based awards			
Purchase of noncontrolling interests			
Purchase of noncontrolling interests			
Purchase of noncontrolling interests	Purchase of noncontrolling interests	—	(27,857) (4,281)
Other, net	Other, net	(256)	— —
<b>Net cash (used in) provided by financing activities</b>	<b>(17,227)</b>	<b>(345,168)</b>	<b>337,053</b>
Net cash used in financing activities attributable to continuing operations			
<b>Total cash (used) provided</b>	<b>(106,244)</b>	<b>(384,031)</b>	<b>421,518</b>
Total cash provided by (used in) continuing operations			
Total cash provided by (used in) continuing operations			
Total cash provided by (used in) continuing operations			
Net cash provided by (used in) operating activities attributable to discontinued operations			

Net cash provided by (used in) investing activities attributable to discontinued operations				
<b>Total cash provided by (used in) discontinued operations</b>				
<b>Total cash provided by (used in) discontinued operations</b>				
<b>Total cash provided by (used in) discontinued operations</b>				
Effect of exchange rate changes on cash and cash equivalents and restricted cash	Effect of exchange rate changes on cash and cash equivalents and restricted cash	(1,105)	(45)	565
<b>Net (decrease) increase in cash and cash equivalents and restricted cash</b>				
<b>Net increase (decrease) in cash and cash equivalents and restricted cash</b>		(107,349)	(384,076)	422,083
Cash and cash equivalents and restricted cash at beginning of period	Cash and cash equivalents and restricted cash at beginning of period	429,485	813,561	391,478
<b>Cash and cash equivalents and restricted cash at end of period</b>	<b>Cash and cash equivalents and restricted cash at end of period</b>	<b>\$ 322,136</b>	<b>\$ 429,485</b>	<b>\$ 813,561</b>

The accompanying [Notes to Consolidated Financial Statements](#) are an integral part of these statements.

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE 1—ORGANIZATION

##### Nature of Operations

Angi Inc. connects quality home service professionals with consumers across more than 500 different categories, from repairing and remodeling homes to cleaning and landscaping. During the year ended December 31, 2022, over 220,000 domestic service professionals actively sought consumer matches, completed jobs, or advertised work through Angi Inc. platforms during the three months ended December 31, 2023. Additionally, consumers turned to at least one of our brands to find a service professional for approximately 29 million projects during the year ended December 31, 2022 December 31, 2023.

The Company has three operating segments: (i) Ads and Leads; (ii) Services; and (iii) International (consisting of businesses in Europe and Canada) and operates under multiple brands including Angi, HomeAdvisor, and Handy.

Ads and Leads provides service professionals the capability to engage with potential customers, including quote and invoicing services, and provides consumers with tools and resources to help them find local, pre-screened and customer-rated service professionals nationwide for home repair, maintenance and improvement projects. Services consumers can request household services directly through the Angi platform and Angi fulfills the request through the use of independently established home services providers engaged in a trade, occupation and/or business that customarily provides such services. The matching and pre-priced booking services and related tools and directories are provided to consumers free of charge. Roofing provides roof replacement and repair services through its wholly-owned subsidiary Angi Roofing, LLC.

The Company has four operating segments: (i) Ads and Leads; (ii) Services; (iii) Roofing; and (iv) International (Europe and Canada) and operates under multiple brands including Angi, HomeAdvisor, Handy, Total Home Roofing, and Angi Roofing. Roofing includes the business the Company acquired on July 1, 2021 known as Total Home Roofing.

As used herein, "Angi," the "Company," "we," "our," "us," and similar terms refer to Angi Inc. and its subsidiaries (unless the context requires otherwise).

At December 31, 2022 December 31, 2023, IAC Inc., formerly known as IAC/InterActiveCorp ("IAC") owned 84.1% 84.2% and 98.1% of the economic interest and voting interest, respectively, of the Company.

#### Total Home Roofing, LLC Sale

On November 1, 2023, Angi Inc. completed the sale of 100% of its wholly-owned subsidiary, Total Home Roofing, LLC ("THR," which comprised its Roofing segment), and has reflected it as a discontinued operation in its financial statements. See ["Note 16—Discontinued Operations"](#) for additional details. The financial information for prior periods has been recast to conform to the current year presentation.

#### NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### Basis of Presentation and Consolidation

The Company prepares its consolidated financial statements (referred to herein as "financial statements") in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP"). The consolidated financial statements include the accounts of the Company, all entities that are wholly-owned by the Company and all entities in which the Company has a controlling financial interest. All intercompany transactions and balances between and among the Company and its subsidiaries have been eliminated. See ["Note 14—Related Party Transactions with IAC"](#) for information on transactions between Angi and IAC.

In the opinion of management, the assumptions underlying the historical consolidated financial statements, including the basis on which the expenses have been allocated from IAC, are reasonable. However, the allocations may not reflect all of the expenses that Angi Inc. may have incurred as a standalone public company for the periods presented.

##### Segment Changes

As a result of management's continued assessments of reporting structure, there was a decision in the fourth quarter of 2022 to refine segments to more effectively measure the businesses' performance. Management has identified four reportable segments. See ["Note 17—Related Party Transactions with discrete financial results to appropriately match operating costs to the revenues generated IAC"](#) for these businesses (Ads & Leads, Services, Roofing) information on transactions between Angi and International. Our financial information for prior periods has been recast to conform to the current period presentation.

##### IAC.

##### COVID-19 Update

The COVID-19 pandemic and the various responses to it created significant volatility, uncertainty and economic disruption. Recently, there has been a return to more normal societal interactions, including the way we operate our business. We cannot predict the future impacts of this ongoing and any new pandemic(s).

#### ANGI INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As previously disclosed, the impact of COVID-19 initially resulted in a decline in demand for service requests, driven primarily by decreases in demand in certain categories of jobs (particularly discretionary indoor projects). While we experienced a rebound in service requests in early 2021, service requests started to decline in May 2021 and continued to decline during 2022 due, in part, to COVID-19 measures that were more widely in place in prior periods. Our ability to monetize service requests rebounded modestly in the second half of 2021 and the first half of 2022; however, that improved monetization plateaued in the third quarter of 2022 returning to monetization rates similar to those experienced pre-COVID-19.

##### Outlook

The extent to which developments related to the COVID-19 pandemic and measures designed to curb its spread continue to impact the Company's business, financial condition and results of operations will depend on future developments, all of which are highly uncertain and many of which are beyond the Company's control, including the severity of resurgences of COVID-19 caused by variant strains of the virus, the effectiveness of vaccines and attitudes toward receiving them, materials and supply chain constraints, labor shortages, the scope of governmental and other restrictions on travel, discretionary services and other activity, and public reactions to these developments.

## Accounting Estimates

Management of the Company is required to make certain estimates, judgments, and assumptions during the preparation of its **consolidated** financial statements in accordance with GAAP. These estimates, judgments, and assumptions impact the reported amounts of assets, liabilities, revenue, and expenses and the related disclosure of **contingent** assets and liabilities. Actual results could differ from these estimates.

On an ongoing basis, the Company evaluates its estimates and judgments, including those related to: the fair values of cash **equivalents**; **equivalents and marketable debt securities**; the carrying value of accounts receivable, including the determination of the allowance for credit losses; the determination of the customer relationship period for certain costs to obtain a contract with a customer; the **carrying value** recoverability of right-of-use assets ("ROU assets"); the useful lives and recoverability of **definite-lived intangible assets** and **capitalized software, leasehold improvements, equipment, and equipment**; **definite-lived intangible assets**; the recoverability of goodwill and indefinite-lived intangible assets; contingencies, unrecognized tax benefits; **the liability for potential refunds and customer credits**; the valuation allowance for deferred income tax assets; and the fair value of and forfeiture rates for stock-based awards, among others. The Company bases its estimates and judgments on historical experience, its forecasts and budgets, and other factors that the Company considers relevant.

## Revenue Recognition

The Company's disaggregated revenue disclosures are presented in "[Note 11—Segment Information](#)."

The Company accounts for a contract with a customer when it has approval and commitment from **all authorized** parties, the rights of the parties and payment terms are identified, the contract has commercial substance and collectability of consideration is probable. Revenue is recognized when control of the promised services or goods is transferred to our customers and in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services or goods.

The Company's disaggregated revenue disclosures are presented in "[Note 9—Segment Information](#)."

### Ads and Leads Revenue

Primarily reflects **domestic ads** **Ads and leads** **Leads** revenue **including** **includes** consumer connection revenue, which comprises fees paid by service professionals for consumer matches (regardless of whether the service professional ultimately provides the requested service), revenue from service professionals under contract for advertising, and membership subscription revenue from service professionals and **consumers**. **consumers**, and revenue from other services. Consumer connection revenue varies based upon several factors, including the service requested, product experience offered, and geographic location of service. Consumer connection revenue is generally billed one week following a consumer match, with payment due upon receipt of invoice. The Company maintains a liability for potential credits issued to services providers. Revenue is also derived from (i) **sales of time-based website, mobile and call center advertising to service professionals**, (ii) **service professional membership subscription fees**, (iii) **membership subscription fees from consumers**, and (iv) **other services**. Angi service professionals generally pay for advertisements in advance on a monthly or annual basis at the option of the service professional, with the average advertising contract term being approximately one year. Angi website, mobile and call center advertising revenue is recognized ratably over the contract term. Revenue from the sale of advertising in the Angie's List Magazine is recognized in the period in which the publication is distributed. Service professional membership subscription revenue is initially deferred upon receipt of payment and is

## ANGI INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

recognized using the straight-line method over the applicable subscription period, which is typically one year. Angi prepaid consumer membership subscription fees are recognized as revenue using the straight-line method over the term of the applicable subscription period, which is typically one year.

### Services Revenue

Primarily Services revenue primarily reflects **domestic** revenue from pre-priced offerings by which the consumer requests services through **Services platforms** **the Company's platform** and **we engage** the Company engages a service professional to perform the service. Consumers are billed when a job is scheduled through the Services platform. Billing practices are governed by the contract terms of each project as negotiated with the consumer. Billings do not necessarily correlate with revenue recognized over time as this is based on the timing of when the consumer receives the promised services.

From January 1, 2020 through December 31, 2022, Angi Services recorded revenue on a gross basis. Effective January 1, 2023, Angi Inc. modified the Services terms and conditions so that the service professional, rather than Angi, Inc., has the

## ANGI INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

contractual relationship with the consumer to deliver the service and our performance obligation to the consumer is to connect them with the service professional. This change in contractual terms requires **revenue to be reported as the net revenue accounting treatment** amount of what is received from the consumer after deducting the amounts owed to the

service professional providing the service effective January 1, 2023 for all arrangements entered into after December 31, 2022. There is no impact to operating income loss or Adjusted EBITDA.

#### **Roofing Revenue**

Primarily reflects EBITDA from this change in revenue from recognition. For the roof replacement business offering years ended December 31, 2022 and 2021, if Services revenue were recorded on a net basis, revenue would have been reduced by which the consumer purchases services directly from the Roofing business, which was acquired on July 1, 2021, \$242.6 million and we then engage a service professional to perform the service. Consumers typically pay when a job is completed and revenue is recognized based on the Company's progress in satisfying the roofing service, \$180.7 million, respectively.

#### **International Revenue**

Primarily reflects International revenue generated within the International segment (comprised of businesses in Europe and Canada), including primarily comprises consumer connection revenue for consumer matches and membership subscription revenue from service professionals and consumers.

#### **Transaction Price**

The objective of determining the transaction price is to estimate the amount of consideration the Company is due in exchange for its services or goods, including amounts that are variable. Contracts may include sales incentives, such as rebates, which are accounted for as variable consideration when estimating the transaction price. The Company also maintains a liability for potential future refunds and customer credits, which is recorded as a reduction of revenue. All estimates of variable consideration are based upon historical experience and customer trends. The Company determines the total transaction price, including an estimate of any variable consideration, at contract inception and reassesses this estimate each reporting period.

The Company excludes from the measurement of transaction price all taxes assessed by governmental authorities that are both (i) imposed on and concurrent with a specific revenue-producing transaction and (ii) collected from customers. Accordingly, such tax amounts are not included as a component of net revenue or cost of revenue.

For contracts that have an original duration of one year or less, the Company uses the practical expedient available under ASC 606, applicable to such contracts and does not consider the time value of money.

#### **Arrangements with Multiple Performance Obligations**

The Company's contracts with customers may include multiple performance obligations. For such arrangements, the Company allocates revenue to each performance obligation based on its relative standalone selling price. The Company generally determines standalone selling prices based on the prices charged to customers, which are directly observable or based on an estimate if not directly observable.

#### **Assets Recognized from the Costs to Obtain a Contract with a Customer Practical Expedients and Exemptions**

The Company has determined For contracts that certain costs, primarily commissions paid to employees pursuant to certain sales incentive programs, meet the requirements to be capitalized as a cost have an original duration of obtaining a contract. Capitalized sales commissions are amortized over the estimated customer relationship period. The Company calculates the estimated customer relationship period as the average customer life, which is based on historical data. When customer renewals are expected and the renewal commission is not commensurate with the initial commission, the average customer life includes renewal periods. For sales incentive programs where the customer relationship period is one year or less, the Company has elected uses the practical expedient available under Accounting Standards Codification ("ASC") 606 ("ASC 606"), applicable to expense such contracts and does not consider the costs as incurred.

The following table provides information about our contract asset balances at the balance sheet dates.

#### **ANGI INC. AND SUBSIDIARIES**

#### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Classification		December 31, 2022	December 31, 2021
		(In thousands)	
<u>Contract Assets</u>			
Other current assets	\$	37,220	\$ 37,971
Other non-current assets	\$	1,904	\$ 1,109

During the years ended December 31, 2022 and 2021, the Company recognized expense time value of \$77.4 million and \$84.7 million, respectively, related to the amortization of these costs.

#### **Performance Obligations money.**

As permitted under the practical expedient available under ASC 606, the Company does not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less, (ii) contracts with variable consideration that is allocated entirely to unsatisfied performance obligations or to a wholly unsatisfied promise

## ANGI INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

accounted for under the series guidance, and (iii) contracts for which the Company recognizes revenue at the amount which we have the right to invoice for services performed.

The Company also applies the practical expedient for sales commissions where the anticipated customer relationship period is one year or less as noted below.

#### Costs to Obtain a Contract with a Customer

The Company has determined that commissions paid to employees pursuant to certain sales incentive programs, meet the requirements to be capitalized as a cost of obtaining a contract. Capitalized sales commissions are amortized over the estimated customer relationship period and are included in "Selling and marketing expense" in the statement of operations. The Company calculates the anticipated customer relationship period as the average customer life, which is based on historical data. When customer renewals are expected and the renewal commission is not commensurate with the initial commission, the average customer life includes renewal periods. For sales incentive programs where the anticipated customer relationship period is one year or less, the Company has elected the practical expedient to expense the costs as incurred.

Beginning October 1, 2022, commissions earned on certain transactions within the Ads & Leads segment were expensed as incurred after determining the related customer relationship was less than one year.

The following table presents the capitalized sales commissions balances and balance sheet classification at the balance sheet dates:

Classification	December 31, 2023		December 31, 2022	
	(In thousands)			
Other current assets	\$	34,927	\$	37,220
Other non-current assets	\$	3,528	\$	1,904

During the years ended December 31, 2023 and 2022, the Company recognized expense of \$61.4 million and \$77.4 million, respectively, related to the amortization of these capitalized costs.

#### Accounts Receivable, Receivable, Net of the Allowance for Credit Losses

Accounts receivable include amounts billed and currently due from customers. The allowance for credit **losses** is based upon a number of factors, including the length of time accounts receivable are past due, the Company's previous loss history, and the specific customer's ability to pay its **obligation**. The time between the Company's issuance of an invoice and payment due date is not significant; customer payments that are not collected in advance of the transfer of promised services or goods are generally due no later than 30 days from invoice date.

#### Credit Losses

The following table presents the changes in the allowance for credit loss for the years ended December 31, 2022 and 2021:

	December 31, 2022		December 31, 2021	
	(In thousands)			
Balance at January 1	\$	33,652	\$	26,046
Current period provision for credit losses		108,151		88,076
Write-offs charged against the allowance for credit loss		(103,985)		(82,911)
Recoveries collected		5,342		2,441
Balance at December 31	\$	43,160	\$	33,652

#### Deferred Revenue

Deferred revenue consists of **advance** payments that are received or are contractually due in advance of the Company's **performance**. The Company's deferred revenue is reported on a contract-by-contract basis at the end of each reporting period. The Company classifies deferred revenue as current when the **remaining term of the applicable subscription period** or expected completion of its performance obligation is one year or less. During At December 31, 2022, the years current and non-current deferred revenue balances were \$50.1 million and less than \$0.1 million, respectively, and during the year ended December 31, 2022 and 2021, December 31, 2023, the Company recognized \$53.4 million that was included in the deferred revenue balance as of December 31, 2022. At December 31, 2021, the current and \$54.5 million non-current deferred revenue balances were \$53.2 million and \$0.1 million, respectively, and during the year ended December 31, 2022, the Company recognized \$52.8 million of revenue that was included in the deferred revenue balance as of December 31, 2021 and 2020, respectively. The current deferred revenue balances are \$50.9 million and \$53.8 million at December 31, 2022 and 2021, respectively. The non-current deferred revenue balances at December 31, 2023 are \$0.1 million at both December 31, 2022 and 2021, less than \$0.1 million, respectively. Non-current deferred revenue is included in "Other long-term liabilities" in the accompanying consolidated balance sheet.

## ANGI INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Fair Value Measurements

The Company categorizes its financial instruments measured at fair value into a fair value hierarchy that prioritizes the inputs used in pricing the asset or liability. The three levels of the fair value hierarchy are:

- Level 1: Observable inputs obtained from independent sources, such as quoted market prices for identical assets and liabilities in active markets.
- Level 2: Other inputs, which are observable directly or indirectly, such as quoted market prices for similar assets or liabilities in active markets, quoted market prices for identical or similar assets or liabilities in markets that are not active and inputs that are derived principally from or corroborated by observable market data. The fair values of the Company's Level 2 financial assets are primarily obtained from observable market prices for identical underlying securities that may not be actively traded. Certain of these securities may have different market prices from multiple market data sources, in which case an average market price is used.
- Level 3: Unobservable inputs for which there is little or no market data and require the Company to develop its own assumptions, based on the best information available in the circumstances, about the assumptions market participants would use in pricing the assets or liabilities.

The Company's non-financial assets, such as goodwill, intangible assets, ROU assets, capitalized software, leasehold improvements and equipment are adjusted to fair value only when an impairment is recognized. Such fair value measurements are based predominantly on Level 3 inputs.

## Cash and Cash Equivalents

Cash and cash equivalents include cash and short-term investments, with maturities of less than 91 days from the date of purchase. Domestically, cash equivalents consist of AAA rated government money market funds, treasury discount notes, and time deposits. Internationally, there are no cash equivalents at December 31, 2022 December 31, 2023 and 2021.

## ANGI INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2022.

#### Investments in Marketable Debt Securities

The At times, the Company invests in marketable debt securities with active secondary or resale markets to ensure portfolio liquidity to fund current operations or satisfy other cash requirements as needed. Marketable debt securities are adjusted to fair value each quarter, and the unrealized gains and losses, net of tax, are included in accumulated other comprehensive income (loss) income as a separate component of shareholders' equity. The specific-identification method is used to determine the cost of debt securities sold and the amount of unrealized gains and losses reclassified out of accumulated other comprehensive income (loss) income into earnings. The Company reviews its debt securities for impairment, including from risk of credit loss, each reporting period. The Company recognizes an unrealized loss on debt securities in net loss when the impairment is determined to be other-than-temporary. Factors the Company considers in making such determination include the duration, severity and reason for the decline in value and the potential recovery and our intent to sell the debt security. The Company also considers whether it will be required to sell the security before recovery of its amortized cost basis and whether the amortized cost basis cannot be recovered because of credit losses. If an impairment is considered to be other-than-temporary, the debt security will be written down to its fair value and the loss will be recognized within other income (expense), net. The Company held no marketable debt securities at December 31, 2022 December 31, 2023 and 2021, 2022.

#### Capitalized Software, Leasehold Improvements and Equipment

Capitalized software, leasehold improvements and equipment, including significant improvements, are recorded at cost. cost or at fair value to the extent acquired in a business combination. Repairs and maintenance costs are expensed as incurred. Depreciation Amortization of leasehold improvements, which is included in "Depreciation" in the statement of operations, and depreciation are computed using the straight-line method over the estimated useful lives of the assets, or, in the case of leasehold improvements, the lease term, if shorter.

## ANGI INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Asset Category	Estimated Useful Lives
Capitalized software and computer equipment	2 to 3 Years
Furniture and other equipment	5 to 7 Years
Leasehold improvements	5 to 25 Years

The Company capitalizes certain internal use software costs including external direct costs utilized in developing or obtaining the software and compensation for personnel directly associated with the development of the software. Capitalization of such costs begins when the preliminary project stage is complete and ceases when the project is substantially complete and ready for its intended purpose. The net book value of capitalized internal use software was \$92.3 million and \$128.6 million at December 31, 2023 and \$86.4 million at December 31, 2022 and 2021, respectively.

#### Business Combinations

The purchase price of each acquisition is attributed to the assets acquired and liabilities assumed based on their fair values at the date of acquisition, including identifiable intangible assets that either arise from a contractual or legal right or are separable from goodwill. The Company usually uses obtains the assistance of outside valuation experts to assist in the allocation of purchase price to the identifiable intangible assets acquired. While outside valuation experts may be used, management has ultimate responsibility for the valuation methods, models and inputs used and the resulting purchase price allocation. The excess purchase price over the value of net tangible and identifiable intangible assets acquired is recorded as goodwill and is assigned to the reporting unit(s) that is expected to benefit from the business combination as of the acquisition date.

#### Goodwill and Indefinite-Lived Intangible Assets

The Company assesses goodwill and indefinite-lived intangible assets for impairment annually as of October 1, or more frequently if an event occurs or circumstances change that would indicate that it is more likely than not that the fair value of a reporting unit or the fair value of an indefinite-lived intangible asset has declined below its carrying value. At October 1, 2022 October 1, 2023, the Company has had four reporting units: Ads and Leads, Services, Roofing, and International. THR was sold on November 1, 2023 and is reflected as a discontinued operation in the Company's financial statements. See "Note 1—Organization" for additional information.

When the Company elects to perform a qualitative assessment and concludes it is not more likely than not that the fair value of the reporting unit is less than its carrying value, no further assessment of that reporting unit's goodwill is necessary;

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

otherwise, a quantitative assessment is performed and the fair value of the reporting unit is determined. If the carrying value of the reporting unit exceeds its estimated fair value, an goodwill impairment equal to the excess is recorded.

In the fourth quarter of 2022, our segment presentation was changed to reflect our four new operating segments, which now include (i) Ads and Leads, (ii) Services, (iii) Roofing and (iv) International (includes Europe and Canada). Goodwill was allocated to reflect the new segment presentation. The allocation of goodwill to Roofing and Canada reflects their respective historical carrying values because of the lack of operational integration with Angi North America; the allocation of the remaining goodwill to Ads and Leads and Services was based upon their relative fair values as of October 1, 2022.

For the Company's annual goodwill test at October 1, 2022 October 1, 2023, as a result of the significant changes in the operating segments and reporting units, we elected to perform a quantitative qualitative assessment of the reporting units' goodwill first, instead of performing a qualitative assessment. The quantitative test for the reporting units of Ads & and Leads, Services, and International included use reporting units was performed by the Company to evaluate whether it is more likely than not that the fair value of these reporting units was in excess of their respective carrying values. The primary factors that the Company considered in its qualitative assessment for each of these reporting units are described below:

- The Company considered the strong forecasted operating performance, in addition to actual operating results in the current year, of the Ads and Leads, Services, and International reporting units.
- The Company also considered the prior year annual valuations of the Ads and Leads, Services, and International reporting units prepared as of October 1, 2022, and valuations of the International reporting unit prepared approximate to, however, not as of, October 1, 2023, in connection with the issuance and/or settlement of equity awards that are denominated in the equity of this business.

Based on these factors we concluded that it is not more likely than not that the fair value of the reporting units is below their respective carrying amounts.

As of October 1, 2023, prior to its sale on November 1, 2023, the Roofing reporting unit had no goodwill or indefinite-lived intangible assets.

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

If and when a quantitative test is performed, the fair value of the Company's reporting units are determined using both an income approach based on discounted cash flows ("DCF") and a market approach. The quantitative test for the reporting unit of Roofing only included an income approach based on DCF as there were no relevant publicly traded company comparables to perform a market approach.

Determining fair value using a DCF analysis requires the exercise of significant judgment with respect to several items, including the amount and timing of expected future cash flows and appropriate discount rates. The expected cash flows used in the DCF analyses are based on the Company's most recent forecast and budget and, for years beyond the

budget, the Company's estimates, which are based, in part, on forecasted growth rates. The discount rates used in the DCF analyses are intended to reflect the risks inherent in the expected future cash flows of the respective reporting units. Assumptions used in the DCF analyses, including the discount rate, are assessed based on the reporting units' current results and forecasted future performance, as well as macroeconomic and industry specific factors. The discount rate used in determining the fair value of the Company's Ads & Leads, Services, Roofing and International reporting units was 12%, 15%, 16% and 18.5%, respectively for 2022 and 15.0% for the International reporting unit in 2021. Determining fair value using a market approach considers multiples of financial metrics based on both acquisitions and trading multiples of a selected peer group of companies. From the comparable companies, a representative market multiple is determined which is applied to financial metrics to estimate the fair value of a reporting unit. To determine a peer group of companies for our respective reporting units, we considered companies relevant in terms of consumer use, monetization model, margin and growth characteristics, and brand strength operating in their respective sectors.

As a result of the valuation process, we determined that the fair value of the Ads & Leads, Services and International reporting units exceeded the carrying value and thus there was no impairment of goodwill in 2022. The fair value based on the valuation exceeded the carrying value of the Ads & Leads, Services, and International reporting units by \$1.3 billion, \$40 million, and \$143 million. For the Roofing reporting unit, we determined the carrying value exceeded the fair value, resulting in an impairment being recorded to goodwill totaling \$26 million in 2022.

While the Company has the option to qualitatively assess whether it is more likely than not that the fair values of its indefinite-lived intangible assets are less than their carrying values, the Company's policy is to determine the fair value of each of its indefinite-lived intangible assets annually as of October 1, in part, because the level of effort required to perform the quantitative and qualitative assessments is essentially equivalent. The Company determines the fair value of indefinite-lived intangible assets other than goodwill using an avoided royalty DCF valuation analysis. Significant judgments inherent in this analysis include the selection of appropriate royalty and discount rates and estimating the amount and timing of expected future cash flows. The discount rates used in the DCF analyses are intended to reflect the risks inherent in the expected future cash flows generated by the respective intangible assets. The royalty rates used in the DCF analyses are based upon an estimate of the royalty rates that a market participant would pay to license the Company's trade names and trademarks. Assumptions used in the avoided royalty DCF analyses, including the discount rate and royalty rate, are assessed annually based on the actual and projected cash flows related to the asset, as well as macroeconomic and industry specific factors. The discount rates used in the Company's annual indefinite-lived impairment assessment ranged from 15.0% to 17.0% in 2023 and 12.0% to 18.5% in 2022, and 11.1% to 15.0% in 2021, and the royalty rates used ranged from 2.5% to 4.5% in 2023 and 2.0% to 4.5% in 2022 and 2.0% to 5.0% in 2021, 2022.

The 2022, October 1, 2023 and 2021 and 2020 annual assessments of goodwill and indefinite-lived intangible assets did not identify any impairments. The October 1, 2022 annual assessment identified no impairments.

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

a \$26.0 million goodwill impairment at the Roofing reporting unit, which is reflected as a discontinued operation in the Company's financial statements.

#### Long-Lived Assets and Intangible Assets with Definite Lives

Long-lived assets, which consist of ROU assets, capitalized software, leasehold improvements other than goodwill and equipment and indefinite-lived intangible assets, with definite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. The carrying value of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying value is deemed not to be recoverable, an impairment loss is recorded equal to the amount by which the carrying value of the long-lived asset exceeds its fair value. Amortization of definite-lived intangible assets is computed either on a straight-line basis or based on the pattern in which the economic benefits of the asset will be realized.

#### Fair Value Measurements

The Company categorizes its financial instruments measured at fair value into a fair value hierarchy that prioritizes the inputs used in pricing the asset or liability. The three levels of the fair value hierarchy are:

- Level 1: Observable inputs obtained from independent sources, such as quoted market prices for identical assets and liabilities in active markets.
- Level 2: Other inputs, which are observable directly or indirectly, such as quoted market prices for similar assets or liabilities in active markets, quoted market prices for identical or similar assets or liabilities in markets that are not active and inputs that are derived principally from or corroborated by observable market data. The fair values of the Company's Level 2 financial assets are primarily obtained from observable market prices for identical underlying securities that may not be actively traded. Certain of these securities may have different market prices from multiple market data sources, in which case an average market price is used.
- Level 3: Unobservable inputs for which there is little or no market data and require the Company to develop its own assumptions, based on the best information available in the circumstances, about the assumptions market participants would use in pricing the assets or liabilities.

The Company's non-financial assets, such as goodwill, intangible assets, ROU assets, capitalized software, leasehold improvements and equipment are adjusted to fair value only when an impairment is recognized. Such fair value measurements are based predominantly on Level 3 inputs.

#### Warranty Costs

As part of certain of our revenue arrangements, we include warranties providing customers with assurance on the quality of the services provided. Under our warranties, we incur costs to ensure the services performed are up to the customers standard and/or to reimburse for any claim for damages submitted in accordance with our warranty terms and conditions. These costs are recorded in the period the associated revenue is recognized as a component of cost of revenue in the Consolidated Statement of Operations.

#### Advertising Costs

Advertising costs are expensed in the period incurred (when the advertisement first runs for production costs that are initially capitalized) and represent online marketing, including fees paid to search engines, offline marketing, which is primarily television advertising and partner-related payments to those who direct traffic to our platforms. Advertising expense was **\$561.5 million** **\$459.4 million**, **\$556.4 million** **\$558.4 million** and **\$487.6 million** **\$553.8 million** for the years ended **December 31, 2022** **December 31, 2023**, **2021** **2022** and **2020**, **2021**, respectively.

#### Legal Costs

Legal costs, other than certain costs incurred to obtain financing, are expensed as incurred.

#### Debt Issuance Costs

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Costs incurred to obtain financing are deferred and amortized to "Interest expense" in the statement of operations over the related financing period using the effective interest method. The Company records debt issuance costs as a direct reduction of the carrying value of the related debt.

#### Income Taxes

The Company is included within IAC's tax group for purposes of federal and consolidated state income tax return filings. In all periods presented, the income tax provision and/or benefit has been computed for the Company on an as if standalone, separate return basis and payments to and refunds from IAC for the Company's share of IAC's consolidated federal and state tax return liabilities/receivables calculated on this basis have been reflected within cash flows from operating activities in the accompanying consolidated statement of cash flows.

The Company accounts for income taxes under the liability method, and deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided if it is determined that it is more likely than not that the deferred tax asset will not be realized. The Company records interest, net of any applicable related income tax benefit, for uncertain tax positions as a component of income tax expense. The Company elects to recognize the tax on Global Intangible Low-Taxed Income as a period expense in the period the tax is incurred.

The Company evaluates and accounts for uncertain tax positions using a two-step approach. Recognition (step one) occurs when the Company concludes that a tax position, based solely on its technical merits, is more-likely-than-not to be sustainable upon examination. Measurement (step two) determines the amount of benefit that is greater than 50% likely to be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. De-recognition of a tax position that was previously recognized would occur when the Company subsequently determines that a tax position no longer meets the more-likely-than-not threshold of being sustained.

#### Earnings Per Share

Basic earnings per share is computed by dividing net earnings attributable to Angi Inc. shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if stock appreciation rights, stock options and other commitments to issue common stock were exercised or equity awards vested resulting in the issuance of common stock that could share in the earnings of the Company. See "[Note 13—Loss per share](#)" for additional information on dilutive securities.

#### Foreign Currency Translation and Transaction Gains and Losses

The financial position and operating results of foreign entities whose primary economic environment is based on their local currency are consolidated using the local currency as the functional currency. These local currency assets and liabilities are translated at the rates of exchange as of the balance sheet date, and local currency revenue and expenses of these operations are translated at average rates of exchange during the period. Translation gains and losses are included in accumulated other comprehensive income (loss) as a component of shareholders' equity. Transaction gains and losses resulting from assets and liabilities denominated in a currency other than the functional currency are included in the consolidated statement of operations as a component of other income (expense), net. Translation gains and losses relating to foreign entities that are liquidated or substantially liquidated are reclassified out of accumulated other comprehensive income (loss) into earnings. See "[Note 14—Financial Statement Details](#)" for additional information regarding foreign currency exchange gains and losses.

#### Stock-Based Compensation

Stock-based compensation is measured at the grant date based on the fair value of the award and is expensed over the requisite service period. See "[Note 10—Stock-based Compensation](#)" for a discussion of the Company's stock-based compensation plans.

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Redeemable Noncontrolling Interests

Noncontrolling interests in the **consolidated** subsidiaries of the Company are ordinarily reported on the **consolidated** balance sheet within shareholders' equity, separately from the Company's equity. However, securities that are redeemable at the option of the holder and not solely within the control of the issuer must be classified outside of shareholders' equity. Accordingly, all noncontrolling interests that are redeemable at the option of the holder are presented outside of shareholders' equity in the **accompanying consolidated** balance sheet.

## ANGI INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In connection with the acquisition of certain subsidiaries, management of these businesses has retained an ownership interest. The Company is party to fair value put and call arrangements with respect to these interests. These put and call arrangements allow management of these businesses to require the Company to purchase their interests or allow the Company to acquire such interests at fair value, respectively. The put arrangements do not meet the definition of a derivative instrument as the put agreements do not provide for net settlement. These put and call arrangements become exercisable by the Company and the counter-party at various **dates**. During **dates** in the **year ended December 31, 2021**, the **remaining redeemable non-controlling interest was exercised**. One of these arrangements was exercised during the year ended December 31, 2020. Because **these** future. These put arrangements are exercisable by the counter-party outside the control of the **Company**. Accordingly, to the extent that the **fair value** redemption amount of these interests exceeds the value determined by normal noncontrolling interest accounting, the value of such interests is adjusted to **fair value** the redemption amount with a corresponding adjustment to additional paid-in capital. During the **years** **year ended December 31, 2021 and 2020**, the **remaining redeemable non-controlling interest was exercised** for which the Company **had recorded adjustments** an adjustment of **\$28.3** **\$0.4** million and **\$1.6** million, respectively, to increase **these interests** this **interest to fair value**. **Fair value** determinations require **its** **redemption amount**. Adjustments to this **interest** required high levels of judgment and **are** **were** based on various valuation techniques, including market comparables and discounted cash flow projections.

## Certain Risks and Concentrations

The Company's business is subject to certain risks and concentrations including dependence on third-party technology providers, exposure to risks associated with online commerce security and credit card fraud.

Financial instruments, which potentially subject the Company to concentration of credit risk, consist **primarily** of cash and cash equivalents and marketable debt **securities**. Cash and cash equivalents are maintained with financial institutions and are in excess of **any applicable third-party insurance limits**, such as the Federal Deposit Insurance Corporation **insurance limits**, and the Securities Investor Protection Corporation.

## Recent Accounting Pronouncements

### **Recent Accounting Pronouncements Adopted by the Company**

There are no recently issued accounting pronouncements adopted **or** that have **not yet been adopted** by the Company **during the year ended December 31, 2023**.

### **Recent Accounting Pronouncements Not Yet Adopted by the Company**

#### **ASU 2023-07—Segment Reporting (Topic 280)—Improvements to Reportable Segment Disclosures**

In November 2023, the FASB issued ASU 2023-07, which is intended to provide users of financial statements with more decision-useful information about reportable segments of a public business entity, primarily through enhanced disclosures of significant segment expenses. This ASU requires annual and interim disclosures of significant expenses that are **expected** regularly provided to **have** the chief operating decision maker ("CODM") and included within each reported measure of segment profit or loss and an amount and description of its composition of other segment items. The provisions of this ASU also require entities to include all annual disclosures required by Topic 280 in the interim periods and permits entities to include multiple measures of a **material** **segment's** profit or loss if such measures are used by the CODM to assess segment performance and determine allocation of resources, provided that at least one of those measures is determined in a way that is consistent with the measurement principles under GAAP. The **amendments** in ASU 2023-07 apply retrospectively and is effective for fiscal years beginning after December 15, 2023 and interim periods after December 15, 2024. Early adoption is permitted. The Company does not plan to early adopt and is currently assessing the impact of adopting the updated guidance on the **results of operations**, **financial condition**, or **cash flows** of the Company.

## Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

## NOTE 3—INCOME TAXES

The Company is included within IAC's tax group for purposes of federal and consolidated state income tax return filings. In all periods presented, the income tax benefit and/or provision has been computed for the Company on an as if standalone, separate return basis and payments to and refunds from IAC for the Company's share of IAC's consolidated federal and state tax return liabilities/receivables calculated on this basis have been reflected within cash flows from operating activities in the accompanying consolidated statement of cash flows. The tax sharing agreement between the Company and IAC governs the parties' respective rights, responsibilities and obligations with respect to tax matters, including responsibility for taxes attributable to the Company, entitlement to refunds, allocation of tax attributes and other matters and, therefore, ultimately governs the amount payable to or receivable from IAC with respect to income taxes. Any differences between taxes currently payable to or receivable from IAC under the tax sharing agreement and the current tax

provision or benefit computed on an as if standalone, separate return basis for GAAP are reflected as adjustments to additional paid-in capital in the consolidated statement of shareholders' equity and financing activities within the consolidated statement of cash flows. **statements.**

## ANGI INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### **U.S. ASU 2023-09—Income Taxes (Topic 740)—Improvements to Income Tax Disclosures**

In December 2023, the FASB issued ASU 2023-09, which establishes required categories and foreign (loss) earnings before a quantitative threshold to the annual tabular rate reconciliation disclosure and disaggregated jurisdictional disclosures of income taxes paid. The guidance's annual requirements are effective for the Company beginning with the December 31, 2025 reporting period. Early adoption is permitted and noncontrolling interests are as follows: prospective disclosure should be applied, however, retrospective disclosure is permitted. The Company is currently assessing the pronouncement and its impact on its income tax disclosures, but it does not impact the Company's results of operations, financial condition, or cash flows.

	Years Ended December 31,		
	2022	2021	2020
	(In thousands)		
U.S.	\$ (138,233)	\$ (88,777)	\$ (10,913)
Foreign	(7,001)	(13,730)	(8,415)
<b>Total</b>	<b>\$ (145,234)</b>	<b>\$ (102,507)</b>	<b>\$ (19,328)</b>

### NOTE 3—FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

#### Fair Value Measurements

##### Instruments measured at fair value on a recurring basis

The components following tables present the Company's financial instruments that are measured at fair value on a recurring basis:

	December 31, 2023				
	Quoted Market Prices for Identical Assets in Active Markets (Level 1)		Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value Measurements
	(In thousands)				
<b>Assets:</b>					
Cash equivalents:					
Money market funds	\$ 215,891	\$ —	\$ —	\$ —	\$ 215,891
Treasury discount notes	—	74,802	—	—	74,802
<b>Total</b>	<b>\$ 215,891</b>	<b>\$ 74,802</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 290,693</b>
<b>December 31, 2022</b>					
<b>Assets:</b>					
Cash equivalents:					
Money market funds	\$ 189,000	\$ —	\$ —	\$ —	\$ 189,000
Treasury discount notes	—	24,961	—	—	24,961
<b>Total</b>	<b>\$ 189,000</b>	<b>\$ 24,961</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 213,961</b>

##### Financial instruments measured at fair value only for disclosure purposes

The total fair value of the income tax (benefit) provision outstanding long-term debt, including the current portion, is estimated using observable market prices or indices for similar liabilities, which are as follows:

	Years Ended December 31,		
	2022	2021	2020
	(In thousands)		
<b>Current income tax provision (benefit):</b>			
Federal	\$ 27	\$ 36	\$ (306)
State	2,640	3,008	1,408
Foreign	1,692	1,249	(992)
Current income tax provision	<u>4,359</u>	<u>4,293</u>	<u>110</u>
<b>Deferred income tax (benefit) provision</b>			
Federal	(19,898)	(29,889)	(5,163)
State	(2,894)	(8,712)	(6,249)
Foreign	1,181	2,295	(3,866)
Deferred income tax benefit	<u>(21,611)</u>	<u>(36,306)</u>	<u>(15,278)</u>
Income tax benefit	<u>\$ (17,252)</u>	<u>\$ (32,013)</u>	<u>\$ (15,168)</u>

Level 2 inputs, and was approximately \$418.1 million and \$368.8 million at December 31, 2023 and December 31, 2022, respectively.

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The tax effects of cumulative temporary differences that give rise to significant deferred tax assets and deferred tax liabilities are presented below. The valuation allowance relates to deferred tax assets for which it is more likely than not that the tax benefit will not be realized.

	December 31,		
	2022		2021
	(In thousands)		
<b>Deferred tax assets:</b>			
Net operating loss ("NOL") carryforwards	\$ 187,449	\$ 212,315	
Long-term lease liabilities	22,338	26,182	
Tax credit carryforwards	21,588	13,411	
Capitalized software, leasehold improvements and equipment, net	8,393	—	
Other	32,440	27,363	
Total deferred tax assets	<u>272,208</u>	<u>279,271</u>	
Less valuation allowance	(65,040)	(66,626)	
Net deferred tax assets	<u>207,168</u>	<u>212,645</u>	
<b>Deferred tax liabilities:</b>			
Intangible assets, net	(41,068)	(46,591)	
Right-of-use assets	(14,199)	(17,270)	
Capitalized costs to obtain a contract with a customer	(9,264)	(9,263)	
Capitalized software, leasehold improvements and equipment, net	—	(18,624)	
Other	(83)	(87)	
Total deferred tax liabilities	<u>(64,614)</u>	<u>(91,835)</u>	
Net deferred tax assets	<u>\$ 142,554</u>	<u>\$ 120,810</u>	

The portion of the December 31, 2022 deferred tax assets that will be payable to IAC pursuant to the tax sharing agreement, upon realization, is \$93.7 million.

At December 31, 2022, the Company has federal and state NOLs of \$515.9 million and \$452.2 million, respectively, available to offset future income. Of these federal NOLs, \$215.8 million can be carried forward indefinitely and \$300.1 million, if not utilized, will expire at various times between 2032 and 2037. Of these state NOLs, \$32.2 million will be carried forward indefinitely and \$420.0 million will expire at various times primarily between 2025 and 2042. Federal and state NOLs of \$322.5 million and \$230.4 million, respectively, can be used against future taxable income without restriction and the remaining NOLs will be subject to limitations under Section 382 of the Internal Revenue Code, separate return limitations, and applicable state law. At December 31, 2022, the Company has foreign NOLs of \$303.3 million available to offset future income. Of these foreign NOLs, \$296.3 million can be carried forward indefinitely and \$7.0 million, if not utilized, will expire at various times between 2037 and 2042. During 2022, the Company recognized tax benefits related to NOLs of \$0.7 million.

At December 31, 2022, the Company has tax credit carryforwards of \$27.7 million relating to federal and state tax credits for research activities. Of these credit carryforwards, \$0.9 million can be carried forward indefinitely and \$26.8 million, if not utilized, will expire between 2023 and 2042.

The Company regularly assesses the realizability of deferred tax assets considering all available evidence including, to the extent applicable, the nature, frequency and severity of prior cumulative losses, forecasts of future taxable income, tax filing status, the duration of statutory carryforward periods, available tax planning and historical experience. At December 31, 2022, the Company has a U.S. gross deferred tax asset of \$206.8 million that the Company expects to fully utilize on a more likely than not basis.

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During 2022, the Company's valuation allowance decreased by \$1.6 million primarily due to currency translation adjustments and a net decrease in foreign NOLs, partially offset by an increase in unbefitted capital losses and state tax attributes. At December 31, 2022, the Company has a valuation allowance of \$65.0 million related to the portion of NOLs and other items for which it is more likely than not that the tax benefit will not be realized.

A reconciliation of the income tax benefit to the amounts computed by applying the statutory federal income tax rate to earnings before income taxes is shown as follows:

	Years Ended December 31,		
	2022	2021	2020
	(In thousands)		
Income tax (benefit) at the federal statutory rate of 21%	\$ (30,499)	\$ (21,527)	\$ (4,058)
State income taxes, net of effect of federal tax benefit	(1,450)	(1,379)	1,641
Unbefitted losses	7,942	4,481	2,899
Research credit	(7,123)	(2,431)	(2,494)
Non-deductible executive compensation	4,731	3,312	5,743
Foreign income taxed at a different statutory tax rate	4,519	—	—
Stock-based compensation	4,104	(13,643)	(8,657)
Change in judgement on beginning of the year valuation allowance	966	(4,165)	(3,544)
Net adjustment related to the reconciliation of income tax provision accruals to tax returns	(886)	335	(743)
Deferred tax adjustment for enacted changes in tax law and rates	178	768	(5,244)
Other, net	266	2,236	(711)
Income tax benefit	\$ (17,252)	\$ (32,013)	\$ (15,168)

In 2022, there was an increase in the foreign income taxed at different rates from the effects of capitalization and amortization of R&D expenses in 2022 as required by the 2017 Tax Cuts and Jobs Act.

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest, is as follows:

	December 31,		
	2022	2021	2020
	(In thousands)		
Balance at January 1	\$ 6,298	\$ 5,268	\$ 4,025
Additions based on tax positions related to the current year	1,342	1,317	1,676
Additions for tax positions of prior years	1,006	264	423
Reductions for tax positions of prior years	—	(91)	—
Settlements	(2,465)	(460)	(856)
Balance at December 31	\$ 6,181	\$ 6,298	\$ 5,268

The Company recognizes interest and, if applicable, penalties related to unrecognized tax benefits in the income tax provision. At December 31, 2022 and 2021, accruals for interest are not material and there are no accruals for penalties.

The Company is routinely under audit by federal, state, local and foreign authorities in the area of income tax as a result of previously filed separate company and consolidated tax returns with IAC. These audits include questioning the timing and the amount of income and deductions and the allocation of income and deductions among various tax jurisdictions. The Internal Revenue Service ("IRS") has completed its audit of IAC's federal income tax returns for the years ended December 31, 2013 through 2019, which includes the operations of the Company. The settlement of these tax years has been submitted to the Joint Committee of Taxation for approval. The statutes of limitations for the years 2013 through 2019 have been extended to

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2023. Returns filed in various other jurisdictions are open to examination for various tax years beginning with 2014. Income taxes payable include unrecognized tax benefits considered sufficient to pay assessments that may result from examination of prior year tax returns. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may not accurately anticipate actual outcomes and, therefore, may require periodic adjustment. Although management currently believes changes in unrecognized tax benefits from period to period and differences between amounts paid, if any, upon resolution of issues raised in audits and amounts previously provided will not have a material impact on liquidity, results of operations, or financial condition of the Company, these matters are subject to inherent uncertainties and management's view of these matters may change in the future.

At December 31, 2022 and 2021, the Company has unrecognized tax benefits, including interest, of \$6.2 million and \$6.3 million respectively; all of which are for tax positions included in IAC's consolidated tax return filings. If unrecognized tax benefits at December 31, 2022 are subsequently recognized, the income tax provision would be reduced by \$5.8 million. The comparable amount as of December 31, 2021 is \$6.0 million.

#### NOTE 4—GOODWILL AND INTANGIBLE ASSETS

Goodwill and intangible assets, net are as follows:

	December 31,		(In thousands)
	2022	2021	
	(In thousands)		
Goodwill	Goodwill	\$ 882,949	\$ 916,039
Intangible assets with indefinite lives	Intangible assets with indefinite lives	170,147	171,427
Intangible assets with definite lives, net of accumulated amortization	Intangible assets with definite lives, net of accumulated amortization	7,958	22,399
Total goodwill and intangible assets, net	Total goodwill and intangible assets, net	\$1,061,054	\$1,109,865

The following table presents the balance of goodwill by reportable segment, including the changes in the carrying value of goodwill, for the year ended December 31, 2023:

	Balance at December 31, 2022	Foreign Currency Translation		Balance at December 31, 2023
		(In thousands)		
Ads and Leads	\$ 761,133	\$	—	\$ 761,133

Services	51,197	—	51,197
International	70,619	3,098	73,717
Total goodwill	\$ 882,949	\$ 3,098	\$ 886,047

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents the balance of goodwill by reportable segment, including the changes in the carrying value of goodwill, for the year ended December 31, 2022:

Reporting				(In thousands)
Balance at	Unit	Foreign	Balance at	
December	Allocation	Currency	December	
31, 2021	Deductions	Impairments	Translation	
Balance at				(In thousands)
December				
31, 2021				
Balance at				
December				Foreign
31, 2021				
Balance at				
December				
31, 2021				Reporting Unit Allocation
Balance at				
December				
31, 2021				
(In thousands)				(In thousands)
North America	North America	\$843,193	\$ (816)	
Europe	Europe	72,846	—	
Ads and Leads	Ads and Leads	—	(61,334)	
Services	Services	—	—	—
Roofing	—	—	761,133	761,133
International	International	—	51,197	51,197
Total	—	—	26,005	(26,005)
Roofing (included in discontinued operations)	—	—	—	—
Total goodwill	Total goodwill	\$916,039	\$ (816)	\$ (26,005)
				\$ (6,269)
				\$ 882,949

Intangible assets with indefinite lives are trade names and trademarks acquired in various acquisitions. At December 31, 2023 and 2022, intangible assets with definite lives are as follows:

	December 31, 2023									
	Gross		Accumulated		Weighted-Average (Years)					
	Carrying	Amount	Amortization	Net						
	(Dollars in thousands)									
Technology	\$ 82,234	\$ (82,234)	\$ —	5.5						
Service professional relationships	5,619	(5,619)	—	2.5						
Trade names	1,376	(1,376)	—	5.0						
Total	<u>\$ 89,229</u>	<u>\$ (89,229)</u>	<u>\$ —</u>	<u>5.3</u>						
December 31, 2022										

	Gross	Accumulated	Net	Weighted-Average
	Carrying Amount	Amortization		Useful Life (Years)
(Dollars in thousands)				
Technology	\$ 82,114	\$ (74,156)	\$ 7,958	5.5
Service professional relationships	95,858	(95,858)	—	3.0
Trade names	1,327	(1,327)	—	5.0
<b>Total</b>	<b>\$ 179,299</b>	<b>\$ (171,341)</b>	<b>\$ 7,958</b>	<b>4.1</b>

The decreases in gross carrying amount and accumulated amortization of intangible assets from December 31, 2022 was due primarily to the retirement of certain fully amortized service professional relationships within Ads and Leads of \$90.5 million as these assets are no longer in use.

See "[Note 2—Summary of Significant Accounting Policies](#)" for further discussion of the Company's assessments of impairment of goodwill and indefinite-lived intangible assets.

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### NOTE 5—LEASES

The Company primarily leases office space used in connection with its operations under various operating leases, the majority of which contain escalation clauses.

ROU assets represent the Company's right to use the underlying assets for the lease term and lease liabilities represent the present value of the Company's obligation to make payments arising from these leases. ROU assets and related lease liabilities are based on the present value of fixed lease payments over the lease term using the Company's incremental borrowing rate on the lease commencement date, the date of acquisition for any leases acquired in connection with a business combination, or January 1, 2019, the date ASC Topic 842, *Leases* ("ASC 842") was adopted, for leases that commenced prior to that date. The Company combines the lease and non-lease components of lease payments in determining ROU assets and related lease liabilities. If the lease includes one or more options to extend the term of the lease, the renewal option is considered in the lease term if it is reasonably certain the Company will exercise the option(s). Lease expense is recognized on a straight-line basis over the term of the lease. As permitted by ASC 842, leases with an initial term of twelve months or less ("short-term leases") are not recorded on the balance sheet.

Variable lease payments consist primarily of common area maintenance, utilities, and taxes, which are not included in the recognition of ROU assets and related lease liabilities. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The following table presents the **balance** balances of **goodwill** by reportable segment, including the changes in the carrying value of **goodwill**, for the year ended December 31, 2021:

	Balance at December 31,			Foreign Currency Translation	Balance at December 31, 2021
	2020	Additions	(Deductions)		
(In thousands)					
North America	\$ 816,307	\$ 26,822	\$ —	\$ 64	\$ 843,193
Europe	75,490	—	—	(2,644)	72,846
<b>Total goodwill</b>	<b>\$ 891,797</b>	<b>\$ 26,822</b>	<b>\$ —</b>	<b>\$ (2,580)</b>	<b>\$ 916,039</b>

In July 2021, Angi acquired certain ROU assets and assumed certain lease liabilities of Total Home Roofing ("Roofing"), including \$26.8 million of **goodwill**, within the balance sheet.

Intangible assets with indefinite lives are trade names and trademarks acquired in various acquisitions. At December 31, 2022 and 2021, intangible assets with definite lives are as follows:

	December 31, 2022				Weighted-Average Useful Life (Years)
	Gross	Accumulated	Net		
	Carrying Amount	Amortization			
(Dollars in thousands)					
Service professional relationships	\$ 96,858	\$ (96,858)	\$ —	—	3.0
Technology	82,114	(74,156)	7,958	—	5.5

Trade names	1,327	(1,327)	—	5.0
Total	\$ 180,299	\$ (172,341)	\$ 7,958	4.1

	December 31, 2021				
	Gross Carrying Amount	Accumulated Amortization	Net	Weighted-Average Useful Life (Years)	
(Dollars in thousands)					
Service professional relationships	\$ 97,989	\$ (97,322)	\$ 667	3.0	
Technology	82,351	(60,619)	21,732	5.5	
Trade names	1,415	(1,415)	—	5.0	
Total	\$ 181,755	\$ (159,356)	\$ 22,399	4.1	

At December 31, 2022, amortization of intangible assets with definite lives is estimated to be \$8.0 for the year ended December 31, 2023 and none thereafter.

#### NOTE 5—FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

##### Marketable Debt Securities

Leases	Balance Sheet Classification	December 31,	
		2023	2022
(In thousands)			
<b>Assets:</b>			
ROU assets	Other non-current assets	\$ 45,971	\$ 56,313
Liabilities:			
Current lease liabilities	Accrued expenses and other current liabilities	\$ 17,797	\$ 16,328
Long-term lease liabilities	Other long-term liabilities	51,550	72,688
Total lease liabilities		\$ 69,347	\$ 89,016

The Company did not hold any available-for-sale marketable debt securities at December 31, 2022 and December 31, 2021, following table presents the net lease expense within the statement of operations:

For the year ended December 31, 2021, proceeds from maturities of available-for-sale marketable debt securities was \$50.0 million. There were no gross realized gains or losses from the maturities of available-for-sale marketable debt securities for the year ended December 31, 2021.

Lease Expense	Statement of Operations Classification	Years Ended December 31,		
		2023	2022	2021
(In thousands)				
Fixed lease expense	Cost of revenue	\$ 392	\$ 437	\$ 346
Fixed lease expense	Selling and marketing expense	116	2,669	7,305
Fixed lease expense	General and administrative expense	11,225	11,122	16,461
Fixed lease expense	Product development expense	399	492	1,232
Total fixed lease expense <sup>(a)</sup>		12,132	14,720	25,344
Variable lease expense	Selling and marketing expense	36	200	1,087
Variable lease expense	General and administrative expense	5,071	4,444	2,438
Variable lease expense	Product development expense	156	23	567
Total variable lease expense		5,263	4,667	4,092
Net lease expense		\$ 17,395	\$ 19,387	\$ 29,436

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(a) Includes (i) lease impairment charges of \$0.7 million, \$1.7 million, and \$7.8 million, and (ii) sublease income of \$4.3 million, \$4.7 million, and \$1.8 million for the years ended December 31, 2023, 2022, and 2021, respectively.

Maturities of lease liabilities as of December 31, 2023(b) are summarized below:

Fair Value Measurements		(In thousands)
<b>Years Ending December 31:</b>		
2024		\$ 21,396
2025		17,581
2026		16,865
2027		12,488
2028		6,266
Thereafter		5,329
<b>Total</b>		<b>79,925</b>
Less: Interest		10,578
<b>Present value of lease liabilities</b>		<b>\$ 69,347</b>

**Instruments measured at fair value on a recurring basis**

Cash and cash equivalents are measured at fair value and classified within Level 1 and Level 2 in the fair value hierarchy, because we use quoted prices(b). At December 31, 2023 there were no legally binding minimum lease payments for identical assets in active markets, leases signed but not yet commenced.

The following tables present the Company's financial instruments that are measured at fair value on a recurring basis: weighted average assumptions used for lease term and discount rate:

December 31, 2022										
	Quoted Market Prices for Identical Assets in Active Markets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)		Total Fair Value Measurements			
	(In thousands)									
<b>Assets:</b>										
Cash equivalents:										
Money market funds	\$ 189,000	\$ —	\$ —	\$ —	\$ —	\$ 189,000				
Treasury discount notes	—	24,961	—	—	—	24,961				
<b>Total</b>	<b>\$ 189,000</b>	<b>\$ 24,961</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 213,961</b>				

December 31,			
	2023	2022	
Remaining lease term	4.4 years	5.3 years	
Discount rate	6.59 %	6.19 %	

December 31, 2021										
	Quoted Market Prices for Identical Assets in Active Markets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)		Total Fair Value Measurements			
	(In thousands)									
<b>Assets:</b>										
Cash equivalents:										
Money market funds	\$ 280,052	\$ —	\$ —	\$ —	\$ —	\$ 280,052				
<b>Total</b>	<b>\$ 280,052</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 280,052</b>				

#### Assets measured at fair value on a nonrecurring basis

The Company's non-financial assets, such as goodwill, intangible assets, ROU assets, capitalized software, leasehold improvements and equipment are adjusted to fair value only when an impairment following is recognized. Such fair value measurements are based predominantly on Level 3 inputs. the supplemental cash flow information:

During the year ended December 31, 2022 and December 31, 2021, the Company recorded \$2.8 million and \$12.7 million in impairment charges on ROU assets and leasehold improvements and furniture and equipment, respectively. Impairment expense was determined by comparing the carrying value of each asset group related to each office space vacated to the estimated fair market value of cash inflows directly associated with each office space. Based on this analysis, if the carrying amount of the asset group is greater than the estimated future undiscounted cash flows, an impairment charge is recognized, measured as the amount by which the carrying amount exceeds the fair value of the asset, within general and administrative expense.

	Years Ended December 31,		
	2023	2022	2021
	(In thousands)		
ROU assets obtained in exchange for lease liabilities	\$ 6,696	\$ 2,911	\$ 2,848
Derecognition of ROU assets due to termination or modification	\$ (5,266)	\$ (772)	\$ (1,555)
Cash paid for amounts included in the measurement of lease liabilities	\$ 25,806	\$ 22,484	\$ 23,285

During the year ended December 31, 2022 the Company recorded \$10.9 million and \$4.6 million in impairment charges on capitalized software within the Services and Ads and Leads segments, respectively. Impairment expense was determined by comparing the carrying value to the fair value of each capitalized software asset group. Based on this analysis, the carrying amount was determined to not be recoverable and an impairment charge was recognized in the amount of the carrying value and is included within depreciation expense.

#### NOTE 6—LONG-TERM DEBT

Long-term debt consists of:

	December 31, 2023		December 31, 2022	
	(In thousands)			
3.875% ANGI Group Senior Notes due August 15, 2028 ("ANGI Group Senior Notes"); interest payable each February 15 and August 15	\$ 500,000	\$ 500,000		
Less: unamortized debt issuance costs		3,953		4,716
<b>Total long-term debt, net</b>	<b>\$ 496,047</b>	<b>\$ 495,284</b>		

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### Financial instruments measured at fair value only for disclosure purposes

The following table presents the carrying value and the fair value of financial instruments measured at fair value only for disclosure purposes:

	December 31, 2022		December 31, 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
Long-term debt, net (a)	\$ (495,284)	\$ (368,750)	\$ (494,552)	\$ (486,875)

(a) At December 31, 2022 and December 31, 2021, the carrying value of long-term debt, net includes unamortized debt issuance costs of \$4.7 million and \$5.4 million, respectively.

The fair value of long-term debt is estimated using observable market prices or indices for similar liabilities, which are Level 2 inputs.

#### NOTE 6—LONG-TERM DEBT

Long-term debt consists of:

	December 31, 2022		December 31, 2021	
	(In thousands)			
3.875% ANGI Group Senior Notes due August 15, 2028 ("ANGI Group Senior Notes"); interest payable each February 15 and August 15, which commenced February 15, 2021	\$ 500,000	\$ 500,000		
<b>Total long-term debt</b>	<b>500,000</b>		<b>500,000</b>	

Less: unamortized debt issuance costs	4,716	5,448
<b>Total long-term debt, net</b>	<b>\$ 495,284</b>	<b>\$ 494,552</b>

#### ANGI Group Senior Notes

The ANGI Group, LLC ("ANGI Group"), a direct wholly-owned subsidiary of Angi Inc., issued the ANGI Group Senior Notes were issued on August 20, 2020, the proceeds of which have been used for general corporate purposes, including the acquisition of Total Home Roofing, Inc. ("Roofing") on July 1, 2021, and treasury share repurchases. At any time prior to August 15, 2023, these notes may be redeemed at a redemption price equal to the sum of the principal amount thereof, plus accrued and unpaid interest and a make-whole premium. Thereafter, these notes may be redeemed at the redemption prices set forth below, plus accrued and unpaid interest thereon, if any, to the applicable redemption date, if redeemed during the twelve-month period beginning on August 15 of the years indicated below:

Year	Percentage
2023	101.938 %
2024	100.969 %
2025 and thereafter	100.000 %

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The indenture governing the ANGI Group Senior Notes contains a covenant that would limit ANGI Group's ability to incur liens for borrowed money in the event a default has occurred or ANGI Group's secured leverage ratio exceeds 3.75 to 1.0, provided that ANGI Group is permitted to incur such liens under certain permitted credit facilities indebtedness notwithstanding the ratio, all as defined in the indenture. At December 31, 2022 December 31, 2023, there were no limitations pursuant thereto.

#### ANGI Group Revolving Facility

The \$250 million \$250 million ANGI Group Revolving Facility, which otherwise would have expired on November 5, 2023, was terminated effective August 3, 2021. No amounts were ever drawn under the ANGI Group Revolving Facility prior to its termination.

#### ANGI Group Term Loan

As of May 6, 2021, During 2021, ANGI Group prepaid the outstanding remaining balance of the Angi Group Term Loan was repaid in its entirety. The outstanding balance \$220.0 million of the ANGI Group Term Loan at December 31, 2020 was \$220.0 million and bore interest at 2.16% principal, which otherwise would have matured on November 5, 2023.

#### NOTE 7—SHAREHOLDERS' EQUITY

##### Description of Class A Common Stock, Class B Convertible Common Stock and Class C Common Stock

Except as described herein, shares of Angi Inc. Class A common stock, Class B common stock and Class C common stock are identical.

Holders of Class A common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. Holders of Class B common stock are entitled to ten votes per share on all matters to be voted upon by stockholders. Holders of Class C common stock have no voting rights, except as otherwise required by the laws of the State of Delaware, in which case holders of Class C common stock are entitled to one one-hundredth (1/100) of a vote per share. Holders of the Company's Class A common stock, Class B common stock and Class C common stock do not have cumulative voting rights in the election of directors.

Shares of Angi Inc. Class B common stock are convertible into shares of our Class A common stock at the option of the holder at any time on a share for share basis. Such conversion ratio will in all events be equitably preserved in the event of any recapitalization of Angi Inc. by means of a stock dividend on, or a stock split or combination of, our outstanding Class A common stock or Class B common stock, or in the event of any merger, consolidation or other reorganization of Angi Inc. with another corporation. Upon the conversion of a share of our Class B common stock into a share of our Class A common stock, the applicable share of Class B common stock will be retired and will not be subject to reissue. Shares of Class A common stock and Class C common stock have no conversion rights.

The holders of shares of Angi Inc. Class A common stock, Class B common stock and Class C common stock are entitled to receive, share for share, such cash dividends as may be declared by Angi Inc. Board of Directors out of funds legally available therefor. In the event of a liquidation, dissolution or winding up, holders of the Company's Class A common stock,

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Class B common stock and Class C common stock are entitled to receive ratably the assets available for distribution to the stockholders after payment of all liabilities and accrued but unpaid dividends and liquidation preferences on any outstanding preferred stock.

At December 31, 2022 December 31, 2023, IAC holds all 422.0 million outstanding shares of the Company's Class B common stock, and 2.6 million outstanding shares of the Company's Class A common stock, in total representing approximately 84.1% 84.2% economic interest and 98.1% voting interest in the Company.

In the event that Angi Inc. issues or proposes to issue any shares of Angi Inc. Class A common stock, Class B common stock or Class C common stock (with certain limited exceptions), including shares issued upon the exercise, conversion or exchange of options, warrants and convertible securities, IAC will generally have a purchase right that permits it to purchase for fair market value, as defined in the agreement, up to such number of shares of the same class as the issued shares as would (i) enable IAC to maintain the same ownership interest in the Company that it had immediately prior to such issuance or

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

proposed issuance, with respect to issuances of our voting capital stock, or (ii) enable IAC to maintain ownership of at least 80.1% of each class of the Company's non-voting capital stock, with respect to issuances of our non-voting capital stock.

#### Reserved Common Shares

In connection with outstanding awards under our equity compensation plans, 45.3 42.9 million shares of Angi Inc. Class A common stock are reserved for future issuances at December 31, 2022 December 31, 2023.

#### Common Stock Repurchases

On March 9, 2020 and February 6, 2019, the Board of Directors of Angi Inc. authorized the Company to repurchase up to 20 million and 15 million 20 million shares of its common stock, respectively, stock. During the year fourth quarter of 2023, Angi Inc. put in place a share repurchase plan with the intent of utilizing the remaining shares in its stock repurchase authorization. The plan is subject to price and volume limitations. During the years ended December 31, 2021 December 31, 2023, 2022, and 2021, the Company repurchased 4.4 million, 1.0 million, and 3.2 million shares of Angi Inc. common stock for aggregate consideration, on a trade date basis, of \$35.4 million, \$11.1 million, \$8.1 million, and \$35.4 million, respectively. At December 31, 2021, the Company had approximately 16.1 million shares remaining in its share repurchase authorization. During the year ended December 31, 2022, the Company repurchased 1.0 million shares of Angi Inc. common stock for aggregate consideration, on a trade date basis, of \$8.1 million. At December 31, 2022 December 31, 2023, the Company has approximately 15.0 million 10.6 million shares remaining in its share repurchase authorization.

#### NOTE 8—ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) INCOME

The following tables presents present the components of accumulated other comprehensive (loss) income and (loss), which exclusively consists of foreign currency translation adjustment:

	Years Ended December 31,		
	(In thousands)		
	2023	2022	2021
Balance at January 1	\$ (1,172)	\$ 3,309	\$ 4,637
Other comprehensive income (loss)	2,359	(4,481)	(1,328)
Balance at December 31	\$ 1,187	\$ (1,172)	\$ 3,309

There were no items reclassified out of accumulated other comprehensive income (loss) income into earnings:

	Years Ended December 31,					
	2022		2021		2020	
	Foreign	Accumulated Other	Foreign	Accumulated Other	Foreign	Accumulated Other
	Currency	Comprehensive Income	Currency	Comprehensive Income	Currency	Comprehensive (Loss)
(In thousands)						
Balance at January 1	\$ 3,309	\$ 3,309	\$ 4,637	\$ 4,637	\$ (1,379)	\$ (1,379)
Other comprehensive (loss) income	(4,481)	(4,481)	(1,328)	(1,328)	6,016	6,016
Balance at December 31	\$ (1,172)	\$ (1,172)	\$ 3,309	\$ 3,309	\$ 4,637	\$ 4,637

earnings during the years ended December 31, 2023, 2022, and 2021. At December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, there was no tax benefit or provision on the accumulated other comprehensive income (loss) income.

**NOTE 9—LOSS PER SHARE SEGMENT INFORMATION**

The following table sets forth overall concept that the computation Company employs in determining its operating segments is to present the financial information in a manner consistent with the CODM's view of basic the businesses. In addition, the Company considers how the businesses are organized as to segment management and diluted loss per share attributable the focus of the businesses with regards to Angi Inc. Class A and Class B Common Stock shareholders: the types of services or products offered or the target market.

**ANGI INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents revenue by reportable segment:

	Years Ended December 31,		
	2023	2022	2021
(In thousands)			
<b>Revenue:</b>			
Domestic			
Ads and Leads	\$ 1,124,908	\$ 1,282,061	\$ 1,227,074
Services	118,033	381,256	289,948
Total Domestic	1,242,941	1,663,317	1,517,022
International			
Total	115,807	101,038	102,295
	\$ 1,358,748	\$ 1,764,355	\$ 1,619,317

The following table presents the revenue of the Company's segments disaggregated by type of service:

	Years Ended December 31,		
	2023	2022	2021
(In thousands)			
<b>Domestic</b>			
Ads and Leads:			
Consumer connection revenue	\$ 781,089	\$ 954,735	\$ 898,422
Advertising revenue	290,799	265,466	252,206
Membership subscription revenue	52,305	60,411	68,062
Other revenue	715	1,449	8,384
Total Ads and Leads revenue	1,124,908	1,282,061	1,227,074
Services revenue			
Total Domestic revenue	118,033	381,256	289,948
	1,242,941	1,663,317	1,517,022
<b>International</b>			
Consumer connection revenue	92,635	71,851	68,686
Service professional membership subscription revenue	22,548	28,192	32,367
Advertising and other revenue	624	995	1,242
Total International revenue	115,807	101,038	102,295
Total revenue	\$ 1,358,748	\$ 1,764,355	\$ 1,619,317

Geographic information about revenue and long-lived assets is presented below.

	Years Ended December 31,					
	2022		2021		2020	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
(In thousands, except per share data)						
<b>Numerator:</b>						

Net loss	\$ (127,982)	\$ (127,982)	\$ (70,494)	\$ (70,494)	\$ (4,160)	\$ (4,160)
Net earnings attributable to noncontrolling interests	(468)	(468)	(884)	(884)	(2,123)	(2,123)
Net loss attributable to Angi Inc. Class A and Class B Common Stock shareholders	\$ (128,450)	\$ (128,450)	\$ (71,378)	\$ (71,378)	\$ (6,283)	\$ (6,283)
<b>Denominator:</b>						
Weighted average basic Class A and Class B common stock shares outstanding	503,008	503,008	502,761	502,761	498,159	498,159
Dilutive securities <sup>(a) (b)</sup>	—	—	—	—	—	—
Denominator for loss per share—weighted average shares	503,008	503,008	502,761	502,761	498,159	498,159
<b>Loss per share attributable to Angi Inc. shareholders:</b>						
Loss per share	\$ (0.26)	\$ (0.26)	\$ (0.14)	\$ (0.14)	\$ (0.01)	\$ (0.01)

	Years Ended December 31,		
	2023	2022	2021
(In thousands)			
<b>Revenue</b>			
United States	\$ 1,242,092	\$ 1,660,373	\$ 1,514,930
All other countries	116,656	103,982	104,387
<b>Total</b>	<b>\$ 1,358,748</b>	<b>\$ 1,764,355</b>	<b>\$ 1,619,317</b>

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	December 31, 2023		December 31, 2022
			(In thousands)
<b>Long-lived assets (excluding goodwill and intangible assets):</b>			
United States	\$ 145,710	\$ 199,744	
All other countries	9,788	9,128	
<b>Total</b>	<b>\$ 155,498</b>	<b>\$ 208,872</b>	

The following tables present operating income (loss) and Adjusted EBITDA by reportable segment:

	Years Ended December 31,		
	2023	2022	2021
(In thousands)			
<b>Operating income (loss):</b>			
Ads and Leads	\$ 50,043	\$ 85,593	\$ 65,485
Services	(23,450)	(95,166)	(63,984)
Corporate	(61,377)	(61,794)	(56,196)
International	8,286	(4,253)	(13,222)
<b>Total</b>	<b>\$ (26,498)</b>	<b>\$ (75,620)</b>	<b>\$ (67,917)</b>

	Years Ended December 31,		
	2023	2022	2021
(In thousands)			
<b>Adjusted EBITDA<sup>(a)</sup>:</b>			
Ads and Leads	\$ 147,357	\$ 168,952	\$ 136,260

Services	8,123	(52,126)	(48,203)
Corporate	(50,076)	(49,866)	(46,066)
International	13,074	(481)	(6,615)
Total	\$ 118,478	\$ 66,479	\$ 35,376

(a) If the effect The Company's primary financial measure and GAAP segment measure is dilutive, weighted average common shares outstanding include the incremental shares that would be issued upon the assumed exercise Adjusted EBITDA, which is defined as operating income (loss) excluding: (1) stock-based compensation expense; (2) depreciation; and (3) acquisition-related items consisting of stock options amortization of intangible assets and subsidiary denominated equity impairments of goodwill and vesting of restricted stock units ("RSUs"). For the years ended December 31, 2022, 2021, and 2020, 23.6 million, 17.5 million, and 24.9 million of potentially dilutive securities, respectively, were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive. Accordingly, the weighted average basic shares outstanding were used to compute all earnings per share amounts. intangible assets, if applicable.

(b) Market-based awards We consider operating income (loss) to be the financial measure calculated and performance-based stock units ("PSUs") are considered contingently issuable shares. Shares issuable upon exercise or vesting of market-based awards and PSUs are included presented in the denominator for earnings per share if (i) the applicable market or accordance with GAAP that is most directly comparable to our segment reporting performance condition(s) has been met and (ii) the inclusion of the market-based awards and PSUs is dilutive measure, Adjusted EBITDA. The following tables reconcile operating income (loss) for the respective reporting periods. For the years ended December 31, 2022, 2021, Company's reportable segments and 2020, 0.8 million, 2.2 million and 2.0 million underlying market-based awards and PSUs, respectively, were excluded from the calculation of diluted earnings per share because the market or performance condition(s) had not been met.net loss attributable to Angi Inc. shareholders to Adjusted EBITDA:

#### ANGI INC. AND SUBSIDIARIES

##### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Year Ended December 31, 2023							
	Operating Income (Loss)	Stock-Based Compensation Expense	Depreciation	Amortization of Intangibles	Adjusted EBITDA <sup>(b)</sup>		
(In thousands)							
Ads and Leads	\$ 50,043	\$ 23,145	\$ 66,211	\$ 7,958	\$ 147,357		
Services	(23,450)	7,586	23,987	—	—	8,123	
Corporate	(61,377)	11,301	—	—	—	(50,076)	
International	8,286	1,382	3,406	—	—	13,074	
Total	(26,498)	\$ 43,414	\$ 93,604	\$ 7,958	\$ 118,478		
Interest expense	(20,137)						
Other income, net	18,427						
Loss from continuing operations before income taxes	(28,208)						
Income tax provision	(1,839)						
Net loss from continuing operations	(30,047)						
Loss from discontinued operations, net of tax	(10,264)						
Net loss	(40,311)						
Net earnings attributable to noncontrolling interests	(629)						
Net loss attributable to Angi Inc. shareholders	\$ (40,940)						

Year Ended December 31, 2022							
	Operating Income (Loss)	Stock-Based Compensation Expense	Depreciation	Amortization of Intangibles	Adjusted EBITDA <sup>(b)</sup>		
(In thousands)							
Ads and Leads	\$ 85,593	\$ 19,972	\$ 52,737	\$ 10,650	\$ 168,952		
Services	(95,166)	18,012	21,904	3,124	—	(52,126)	
Corporate	(61,794)	11,928	—	—	—	(49,866)	
International	(4,253)	890	2,882	—	—	(481)	
Total	(75,620)	\$ 50,802	\$ 77,523	\$ 13,774	\$ 66,479		
Interest expense	(20,107)						
Other income, net	1,169						
Loss from continuing operations before income taxes	(94,558)						

Income tax benefit	5,390
Net loss from continuing operations	(89,168)
Loss from discontinued operations, net of tax	(38,814)
Net loss	(127,982)
Net earnings attributable to noncontrolling interests	(468)
Net loss attributable to Angi Inc. shareholders	\$ (128,450)

#### ANGI INC. AND SUBSIDIARIES

##### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Year Ended December 31, 2021						
	Operating Income (Loss)	Stock-Based Compensation Expense	Depreciation	Amortization of Intangibles	Adjusted EBITDA		
	(In thousands)						
Ads and Leads	\$ 65,485	\$ 12,722	\$ 46,025	\$ 12,028	\$ 136,260		
Services	(63,984)	4,672	7,049	4,060	(48,203)		
Corporate	(56,196)	10,121	—	9	(46,066)		
International	(13,222)	656	5,951	—	(6,615)		
Total	(67,917)	\$ 28,171	\$ 59,025	\$ 16,097	\$ 35,376		
Interest expense	(23,485)						
Other expense, net	(2,510)						
Loss from continuing operations before income taxes	(93,912)						
Income tax benefit	29,894						
Net loss from continuing operations	(64,018)						
Loss from discontinued operations, net of tax	(6,476)						
Net loss	(70,494)						
Net earnings attributable to noncontrolling interests	(884)						
Net loss attributable to Angi Inc. shareholders	\$ (71,378)						

The following table presents capital expenditures by reportable segment:

Capital expenditures:	Years Ended December 31,		
	(In thousands)		
	2023	2022	2021
Ads and Leads	\$ 44,692	\$ 76,786	\$ 50,026
Services	2,551	35,833	17,439
International	537	2,860	2,444
Total	\$ 47,780	\$ 115,479	\$ 69,909

#### NOTE 10—STOCK-BASED COMPENSATION

The Company currently has one active stock plan, which became effective on September 29, 2017 ("the Combination"). The 2017 plan ("the Plan") covers stock options, stock appreciation rights and RSU awards, including those that are linked to the achievement of the Company's stock price, known as market-based awards ("MSUs") and those that are linked to the achievement of a performance target, known as performance-based awards ("PSUs"), denominated in shares of Angi Inc. common stock, as well as provides for the future grant of these and other equity awards. The Plan authorizes the Company to grant awards to its employees, officers, directors and consultants. At **December 31, 2022** **December 31, 2023**, there are **22.4 million** **14.0 million** shares available for grant under the Plan.

The Plan has a stated term of ten years, and provides that the exercise price of stock options and stock appreciation rights granted will not be less than the market price of the Company's common stock on the grant date. The Plan does not specify grant dates or vesting schedules for awards, as those determinations have been delegated to the Compensation Committee of Angi Inc. Board of Directors (the "Committee"). Each grant agreement reflects the grant date and vesting schedule for that particular grant as determined by the Committee. Stock options and stock appreciation rights granted under the Plan generally

**ANGI INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

vest in equal annual installments over a four-year period from the grant date. RSU awards granted under the Plan generally vest either in one installment over a three-year period, in equal annual installments over a four-year period, or a three-year graded schedule (installments of 57% in first year, 29% in second year, and 14% in last year), in each case, from the grant date. PSU and MSU awards granted under the Plan generally vest in five installments over a two-year period from the grant date. PSU awards granted subsequent to the Combination generally cliff vest in a two to five-year period from the grant date.

**ANGI INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Stock-based compensation expense recognized in the consolidated statement of operations includes expense related to: (i) the Company's RSUs, stock options and stock appreciation rights and RSUs; rights; (ii) equity instruments denominated in shares of its subsidiaries; and (iii) IAC denominated stock options and PSUs held by Angi Inc. employees. restricted stock. The amount of stock-based compensation expense recognized is net of estimated forfeitures. The forfeiture rate is estimated at the grant date based on historical experience and revised, if necessary, in subsequent periods if actual forfeitures differ from the estimated rate. The expense ultimately recorded is for the awards that vest. At December 31, 2022 December 31, 2023, there was \$68.9 million \$47.8 million of unrecognized compensation cost, net of estimated forfeitures, related to all equity-based awards, which is expected to be recognized over a weighted average period of approximately 2.5 2.29 years.

The total income tax benefit recognized in the accompanying consolidated statement of operations for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 related to all stock-based compensation is \$2.9 million, \$3.6 million, \$16.9 million, \$24.3 \$16.8 million, respectively.

The aggregate income tax benefit/(detriment)/benefit recognized related to the exercise of stock options and stock appreciation rights for the years ended December 31, 2022 December 31, 2023, 2022, and 2021 and 2020 is \$0.1 million, \$(0.3) million, \$10.8 million, and \$11.4 \$10.8 million, respectively. There may be some delay in the timing of the realization of the cash benefit of the income tax deductions related to stock-based compensation because it will be dependent upon the amount and timing of future taxable income and the timing of estimated income tax payments.

**Restricted Stock Units, Market-based Stock Units and Performance-based Stock Units**

RSUs, MSUs, and PSUs are awards in the form of phantom shares or units denominated in a hypothetical equivalent number of shares of Angi Inc. common stock and with the value of each RSU and PSU equal to the fair value of Angi Inc. common stock at the date of grant. The value of each MSU is estimated using a lattice model that incorporates a Monte Carlo simulation of Angi Inc.'s stock price. Each RSU, MSU, and PSU grant is subject to service-based vesting, where a specific period of continued employment must pass before an award vests. MSUs also include market-based vesting, tied to the stock price of Angi Inc. before an award vests and PSUs include performance-based vesting, where certain performance targets set at the time of grant must be achieved before an award vests. For RSU grants, the expense is measured at the grant date as the fair value of Angi Inc. common stock and expensed as stock-based compensation over the vesting term. For MSU grants, the expense is measured using a lattice model and expensed as stock-based compensation over the requisite service period. For PSU grants, the expense is measured at the grant date as the fair value of Angi Inc. common stock and expensed as stock-based compensation over the vesting term if the performance targets are considered probable of being achieved.

Unvested RSUs, MSUs, and PSUs outstanding at December 31, 2023 and changes during the year ended December 31, 2023 are as follows:

	RSUs		MSUs		PSUs	
	Number of Shares	Weighted Average	Number of Shares (a)	Weighted Average	Number of Shares (a)	Weighted Average
		Grant Date Fair Value		Grant Date Fair Value		Grant Date Fair Value
(Shares in thousands)						
Unvested at January 1, 2023	21,690	\$ 7.04	409	\$ 12.97	507	\$ 3.14
Granted	17,152	2.53	55	2.51	—	—
Vested	(5,991)	7.42	(1)	12.83	—	—
Forfeited	(5,853)	5.66	(358)	12.49	(240)	13.51
Unvested at December 31, 2023	<u>26,998</u>	<u>\$ 4.39</u>	<u>105</u>	<u>\$ 3.35</u>	<u>268</u>	<u>\$ 10.42</u>

**ANGI INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

<sup>(a)</sup>Included in the table are MSUs and PSUs which vests in varying amounts depending upon certain market or performance conditions. The MSUs and PSUs in the table above includes these awards at their maximum potential payout.

In 2019, the Company granted certain MSUs that were liability-classified stock-settled awards with a market condition. The fair value of these awards were subject to remeasurement each reporting period until settlement of the award occurred in 2021. The total expense related to these awards recognized was \$10.4 million, equal to the number of shares vested based on the fair value of Angi Inc. common stock on the settlement date.

The weighted average fair value of RSUs granted during the years ended December 31, 2023, 2022, and 2021 based on market prices of Angi Inc. common stock on the grant date was \$2.53, \$4.95, and \$12.73, respectively. The weighted average fair value of MSUs granted during the years ended December 31, 2023, 2022, and 2021 based on the lattice model, was \$2.51, \$6.39, and \$14.39, respectively. There were no PSUs granted during the years ended December 31, 2023 and 2022. The weighted average fair value of PSUs granted during the year ended December 31, 2021, based on market prices of Angi Inc. common stock on the grant date, was \$13.51. The total fair value of RSUs that vested during the years ended December 31, 2023, 2022, and 2021 was \$15.5 million, \$20.8 million and \$35.2 million, respectively. The total fair value of MSUs that vested during the years ended December 31, 2023 and 2021 was \$0.1 million and \$2.1 million, respectively. There were no MSUs that vested during the year ended December 31, 2022. There were no PSUs that vested during the year ended December 31, 2023. The total fair value of PSUs that vested during the years ended December 31, 2022, and 2021 was \$0.1 million, and \$3.6 million, respectively.

#### Stock Options and Stock Appreciation Rights

Stock options and stock appreciation rights outstanding at December 31, 2022 December 31, 2023 and changes during the year ended December 31, 2022 December 31, 2023 were as follows:

December 31, 2022					
	Shares	Weighted Average Exercise Price	Remaining Contractual Term (In Years)	Aggregate Intrinsic Value	
(Shares and intrinsic value in thousands)					
Outstanding at January 1, 2022	1,609	\$ 7.32			
December 31, 2023					
	Shares	Weighted Average Exercise Price	Remaining Contractual Term (In Years)	Aggregate Intrinsic Value	
(Shares and intrinsic value in thousands)					
Outstanding at January 1, 2023					
Granted					
Granted	Granted	—	—		
Exercised	Exercised	(386)	2.49		
Exercised					
Exercised					
Forfeited					
Forfeited	Forfeited	—	—		
Expired	Expired	(136)	5.56		
Outstanding at December 31, 2022	1,087	\$ 9.26	2.86	\$ —	
Expired					
Expired					
Outstanding at December 31, 2023					
Outstanding at December 31, 2023					

Outstanding at December 31, 2023			
Exercisable	1,087	\$ 9.26	2.86 \$ —

The aggregate intrinsic value in the table above represents the difference between Angi Inc. closing stock price on the last trading day of 2022 2023 and the exercise price, multiplied by the number of in-the-money awards that would have been exercised had all award holders exercised their awards on December 31, 2022 December 31, 2023. There were no stock options or stock appreciation rights exercised during the year ended December 31, 2023. The total intrinsic value of awards exercised during the years ended December 31, 2022, and 2021 and 2020 is \$1.3 million, and \$103.8 million and \$120.9 million, respectively.

#### ANGI INC. AND SUBSIDIARIES

##### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes the information about stock options and stock appreciation rights outstanding and exercisable at December 31, 2022 December 31, 2023:

Awards outstanding & exercisable									
Awards Outstanding & Exercisable									
Range of Prices	Range of Exercise Prices	Weighted				Awards Outstanding & Exercisable			
		Outstanding	at	remaining	Weighted	Outstanding	Weighted Average	Remaining	Weighted
of Exercise Prices	of Exercise Prices	December 31, 2022	life in years	contractual price	Range of Exercise Prices	at December 31, 2023	Weighted Average	Contractual Life (In Years)	Average Exercise Price
(Shares in thousands)				(Shares in thousands)					
(Shares in thousands)				(Shares in thousands)					
\$0.01 to \$10.00	\$0.01 to \$10.00	593	2.8	\$ 4.73					
\$10.01 to \$20.00	\$10.01 to \$20.00	479	3.0	14.48					
\$20.01 to \$30.00		15	0.6	22.02					
		1,087	2.9	\$ 9.26					
		895							
		895							
		895							

There were no stock options or stock appreciation rights granted by the Company for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021.

In connection with the Combination, the previously issued HomeAdvisor (US) stock appreciation rights were converted into Angi Inc. equity awards resulting in a modification charge. There were no charges included in stock-based compensation expense in the year years ended December 31, 2022 December 31, 2023 and 2022 and charges of \$0.9 million and \$21.1 million, for the years year ended December 31, 2021 and 2020 respectively, related to these modified awards.

No cash was received from stock option exercises during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 because they were net settled in shares of Angi Inc. common stock.

The Company currently settles all equity awards on a net basis with the Company remitting withholding taxes on behalf of the employee or on a gross basis with the Company issuing a sufficient number of Class A shares to cover the withholding taxes. In addition, at IAC's option, certain awards can be settled in either Class A shares of Angi Inc. or shares of IAC common stock. If settled in IAC common stock, Angi Inc. reimburses IAC in either cash or through the issuance of Class A shares to IAC. Assuming all of the stock appreciation rights outstanding on December 31, 2022 December 31, 2023 were net settled on that date, ANGI would have issued no Class A shares (either to award holders or to IAC as reimbursement) and ANGI would have remitted nothing in cash for withholding taxes (assuming a 50% withholding rate). Assuming all other ANGI equity awards outstanding on December 31, 2022 December 31, 2023, were net settled on that date, including stock options, RSUs and subsidiary denominated equity described below, ANGI would have issued 11.1 million 13.8 million Class A shares and would have remitted \$26.2 million \$34.3 million in cash for withholding taxes (assuming a 50% withholding rate).

#### Restricted Stock Units, Market-based Stock Units and Performance-based Stock Units

RSUs, MSUs, and PSUs are awards in the form of phantom shares or units denominated in a hypothetical equivalent number of shares of Angi Inc. common stock and with the value of each RSU and PSU equal to the fair value of Angi Inc. common stock at the date of grant. The value of each MSU is estimated using a lattice model that incorporates a Monte Carlo simulation of Angi Inc.'s stock price. Each RSU, MSU, and PSU grant is subject to service-based vesting, where a specific period of continued employment must pass before an award vests. MSUs also include market-based vesting, tied to the stock price of Angi Inc. before an award vests and PSUs include performance-based vesting, where certain performance targets set at the time of grant must be achieved before an award vests. For RSU grants, the expense is measured at the grant date as the fair value of Angi Inc. common stock and expensed as stock-based compensation over the vesting term. For MSU grants, the expense is measured using a lattice model and expensed as stock-based compensation over the requisite service period. For PSU grants, the expense is measured at the grant date as the fair value of Angi Inc. common stock and expensed as stock-based compensation over the vesting term if the performance targets are considered probable of being achieved.

Unvested RSUs, MSUs, and PSUs outstanding at December 31, 2022 and changes during the year ended December 31, 2022 are as follows:

**ANGI INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	RSUs		MSUs		PSUs	
	Number of Shares	Weighted Average	Number of Shares (a)	Weighted Average	Number of Shares (a)	Weighted Average
		Grant Date Fair Value		Grant Date Fair Value		Grant Date Fair Value
(Shares in thousands)						
Unvested at January 1, 2022	13,296	\$ 11.49	3,711	\$ 14.27	1,174	\$ 8.89
Granted	21,530	4.95	13	6.39	—	—
Vested	(4,782)	10.28	—	—	(18)	13.17
Forfeited	(8,355)	7.77	(3,315)	14.4	(648)	13.28
Unvested at December 31, 2022	<u>21,689</u>	<u>\$ 7.04</u>	<u>409</u>	<u>\$ 12.97</u>	<u>507</u>	<u>\$ 3.14</u>

(a) Included in the table are MSUs and PSUs which vest in varying amounts depending upon certain market or performance conditions. The MSUs and PSUs in the table above includes these awards at their maximum potential payout.

In 2019, the Company granted certain MSUs that were liability-classified stock-settled awards with a market condition. The fair value of these awards were subject to remeasurement each reporting period until settlement of the award occurred in 2021. The total expense related to these awards recognized was \$10.4 million, equal to the number of shares vested based on the fair value of Angi Inc. common stock on the settlement date.

The weighted average fair value of RSUs granted during the years ended December 31, 2022, 2021, and 2020 based on market prices of Angi Inc. common stock on the grant date was \$4.95, \$12.73, and \$7.37, respectively. The weighted average fair value of MSUs granted during the years ended December 31, 2022 and 2021, based on the lattice model, was \$6.39 and \$14.39, respectively. There were no MSUs granted during the year ended December 31, 2020. There were no PSUs granted during the year ended December 31, 2022. The weighted average fair value of PSUs granted during the years ended December 31, 2021 and 2020 based on market prices of Angi Inc. common stock on the grant date was \$13.51 and \$6.92, respectively. The total fair value of RSUs that vested during the years ended December 31, 2022, 2021, and 2020 was \$20.8 million, \$35.2 million and \$23.4 million, respectively. There were no MSUs that vested during the year ended December 31, 2022. The total fair value of MSUs that vested during the years ended December 31, 2021 and 2020 was \$2.1 million, and \$5.2 million, respectively. The total fair value of PSUs that vested during the year ended December 31, 2022 and 2021 was \$0.1 million and \$3.6 million, respectively. There were no PSUs that vested during the year ended December 31, 2020.

**Equity Instruments Denominated in the Shares of Certain Subsidiaries**

Angi Inc. has granted stock appreciation rights denominated in the equity of certain non-publicly traded subsidiaries to employees and management of those subsidiaries. These equity awards vest over a period of years, which is typically four years. The value of the stock appreciation rights is tied to the value of the common stock of these subsidiaries, which is determined by the Company using a variety of valuation techniques including a combination of market based and discounted cash flow valuation methodologies. Accordingly, these interests only have value to the extent the relevant business appreciates in value above the initial value utilized to determine the exercise price. These interests can have significant value in the event of significant appreciation. The fair value of these interests is generally determined by the board of directors of the applicable subsidiary when settled, which will occur at various dates through 2026 2027 and are ultimately settled in IAC common stock or Angi Inc. Class A common stock, at IAC's election. These equity awards are settled on a net basis, with the award holder entitled to receive a payment in shares equal to the intrinsic value of the award at exercise less an amount equal to the required cash tax withholding payment. The expense associated with these equity awards is initially measured at fair value, using the Black-Scholes option pricing model, at the grant date and is expensed as stock-based compensation over the vesting term.

The plans under which these awards are granted establish specific settlement dates or liquidity events for which the valuation of the relevant subsidiary is determined for purposes of settlement of the awards.

**ANGI INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 11—SEGMENT INFORMATION BENEFIT PLANS**

The Company's employees in the U.S. can elect to participate in a retirement savings program offered by IAC, which is qualified under Section 401(k) of the Internal Revenue Code. Under the IAC Inc. Retirement Savings Plan (the "IAC Plan"), participating employees may contribute up to 50% of their eligible compensation, but not more than statutory limits. The Company matches fifty cents for each dollar a participant contributes in the IAC Plan, with a maximum contribution of 3% of a participant's eligible earnings. The IAC Plan limits Company matching contributions to \$10,000 per participant on an annual basis. Matching contributions under the IAC Plan for the years ended December 31, 2023, 2022, and 2021 were \$8.1 million, \$9.3 million, and \$8.3 million, respectively. Matching contributions are invested in the same manner as each participant's voluntary contributions in the investment options provided under the IAC Plan. An investment option in the IAC Plan is IAC common stock, but neither participant nor matching contributions are required to be invested in IAC common stock.

The Company also has or participates in various benefit plans, primarily defined contribution plans, for its international employees. The Company's contributions to these plans for the years ended December 31, 2023, 2022, and 2021 were \$1.0 million, \$0.8 million, and \$0.7 million, respectively.

**NOTE 12—INCOME TAXES**

The Company is included within IAC's tax group for purposes of federal and consolidated state income tax return filings. In all periods presented, the income tax provision and/or benefit has been computed for the Company on an as if standalone, separate return basis and payments to and refunds from IAC for the Company's share of IAC's consolidated federal and state tax return liabilities/receivables calculated on this basis have been reflected within cash flows from operating activities in the statement of cash flows. The tax sharing agreement between the Company and IAC governs the parties' respective rights, responsibilities and obligations with respect to tax matters, including responsibility for taxes attributable to the Company, entitlement to refunds, allocation of tax attributes and other matters and, therefore, ultimately governs the amount payable to or receivable from IAC with respect to income taxes. Any differences between taxes currently payable to or receivable from IAC under the tax sharing agreement and the current tax provision or benefit computed on an as if standalone, separate return basis for GAAP are reflected as adjustments to additional paid-in capital in the statement of shareholders' equity and financing activities within the statement of cash flows.

U.S. and foreign (loss) earnings from continuing operations before income taxes and noncontrolling interests are as follows:

	Years Ended December 31,		
	2023	2022	2021
	(In thousands)		
U.S.	\$ (38,717)	\$ (87,557)	\$ (80,182)
Foreign	10,509	(7,001)	(13,730)
<b>Total</b>	<b>\$ (28,208)</b>	<b>\$ (94,558)</b>	<b>\$ (93,912)</b>

**ANGI INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company has determined its operating segments consistent with how the chief operating decision maker views the businesses. Additionally, the Company considers how the businesses are organized as to segment management and the focus components of the businesses with regards to the types of services or products offered or the target market. income tax provision (benefit) are as follows:

As a result of management's continued assessments of reporting structure, there was a decision in the fourth quarter of 2022 to refine segments to more effectively measure the businesses' performance. Management has identified four reportable segments with discrete financial results to appropriately match operating costs to the revenues generated for these businesses (Ads & Leads, Services, Roofing and International).

	Years Ended December 31,		
	2023	2022	2021
(In thousands)			
<b>Current income tax provision:</b>			
Federal	\$ 1,373	\$ 27	\$ 36
State	3,198	2,650	3,038
Foreign	7,277	1,691	1,249
Current income tax provision	11,848	4,368	4,323
<b>Deferred income tax (benefit) provision:</b>			
Federal	(8,232)	(8,045)	(27,800)

State	(1,499)	(2,894)	(8,712)
Foreign	(278)	1,181	2,295
Deferred income tax benefit	(10,009)	(9,758)	(34,217)
Income tax provision (benefit)	\$ 1,839	\$ (5,390)	\$ (29,894)

The following table presents revenue by reportable segment: tax effects of cumulative temporary differences that give rise to significant deferred tax assets and deferred tax liabilities are presented below. The valuation allowance relates to deferred tax assets for which it is more likely than not that the tax benefit will not be realized.

	Years Ended December 31,		
	2022	2021	2020
(in thousands)			
<b>Revenue:</b>			
Domestic			
Ads and Leads	\$ 1,282,061	\$ 1,227,074	\$ 1,218,755
Services	381,256	289,948	162,539
Roofing	137,509	68,028	—
Intersegment eliminations <sup>(a)</sup>	(10,340)	(1,907)	—
Total Domestic	1,790,486	1,583,143	1,381,294
International	101,038	102,295	86,631
<b>Total</b>	<b>\$ 1,891,524</b>	<b>\$ 1,685,438</b>	<b>\$ 1,467,925</b>

<sup>(a)</sup>Intersegment eliminations related to Ads and Leads revenue earned from the sale of leads to Roofing.

The following table presents the revenue of the Company's segments disaggregated by type of service:

	December 31,	
	2023	2022
(in thousands)		
<b>Deferred tax assets:</b>		
Net operating loss carryforwards	\$ 182,386	\$ 187,449
Tax credit carryforwards	26,519	21,588
Capitalized research & development expenditures	18,919	12,551
Long-term lease liabilities	16,288	21,902
Capitalized software, leasehold improvements and equipment, net	10,923	—
Other	33,485	30,980
<b>Total deferred tax assets</b>	<b>288,520</b>	<b>274,470</b>
Less valuation allowance	(76,821)	(64,877)
<b>Net deferred tax assets</b>	<b>211,699</b>	<b>209,593</b>
<b>Deferred tax liabilities:</b>		
Intangible assets, net	(46,571)	(47,016)
Right-of-use assets	(10,588)	(13,919)
Capitalized costs to obtain a contract with a customer	(9,004)	(9,264)
Capitalized software, leasehold improvements and equipment, net	—	(3,839)
Other	(92)	(83)
<b>Total deferred tax liabilities</b>	<b>(66,255)</b>	<b>(74,121)</b>
<b>Net deferred tax assets</b>	<b>\$ 145,444</b>	<b>\$ 135,472</b>

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Years Ended December 31,		
	2022	2021	2020
	(In thousands)		
<b>Domestic</b>			
Ads and Leads:			
Consumer connection revenue	\$ 954,735	\$ 898,422	\$ 899,175
Advertising revenue	265,466	252,206	226,505
Membership subscription revenue	60,411	68,062	74,073
Other revenue	1,449	8,384	19,002
Total Ads and Leads revenue	1,282,061	1,227,074	1,218,755
Services revenue	381,256	289,948	162,539
Roofing revenue	137,509	68,028	—
Intersegment eliminations <sup>(a)</sup>	(10,340)	(1,907)	—
Total Domestic revenue	1,790,486	1,583,143	1,381,294
<b>International</b>			
Consumer connection revenue	71,851	68,686	57,692
Service professional membership subscription revenue	28,192	32,367	27,225
Advertising and other revenue	995	1,242	1,714
Total International revenue	101,038	102,295	86,631
<b>Total revenue</b>	<b>\$ 1,891,524</b>	<b>\$ 1,685,438</b>	<b>\$ 1,467,925</b>

The portion of the December 31, 2023 deferred tax assets that will be payable to IAC pursuant to the tax sharing agreement, upon realization, is \$92.9 million.

(a) Intersegment eliminations At December 31, 2023, the Company has federal and state NOLs of \$480.9 million and \$431.0 million, respectively, available to offset future income. Of these federal NOLs, \$214.2 million can be carried forward indefinitely and \$266.7 million, if not utilized, will expire at various times between 2033 and 2037. Of these state NOLs, \$25.5 million will be carried forward indefinitely and \$405.5 million will expire at various times primarily between 2025 and 2043. Federal and state NOLs of \$396.6 million and \$331.3 million, respectively, can be used against future taxable income without restriction and the remaining NOLs will be subject to limitations under Section 382 of the Internal Revenue Code, separate return limitations, and applicable state law. At December 31, 2023, the Company has foreign NOLs of \$329.9 million available to offset future income. Of these foreign NOLs, \$317.5 million can be carried forward indefinitely and \$12.4 million, if not utilized, will expire at various times between 2038 and 2043. During 2023, the Company recognized tax benefit related to Ad NOLs of \$0.5 million.

At December 31, 2023, the Company has tax credit carryforwards of \$34.1 million relating to federal and Leads revenue earned from state tax credits for research activities. Of these credit carryforwards, \$1.7 million can be carried forward indefinitely and \$32.4 million, if not utilized, will expire between 2024 and 2043.

The Company regularly assesses the sale realizability of leads deferred tax assets considering all available evidence including, to Roofing, the extent applicable, the nature, frequency and severity of prior cumulative losses, forecasts of future taxable income, tax filing status, the duration of statutory carryforward periods, available tax planning and historical experience. At December 31, 2023, the Company has a U.S. gross deferred tax asset of \$209.6 million that the Company expects to fully utilize on a more likely than not basis.

During 2023, the Company's valuation allowance increased by \$11.9 million primarily due to an increase in unbefited capital losses, foreign NOLs, and currency translation adjustments. At December 31, 2023, the Company has a valuation allowance of \$76.8 million related to the portion of NOLs and other items for which it is more likely than not that the tax benefit will not be realized.

Geographic information about revenue and long-lived assets is presented below.

	Years Ended December 31,		
	2022	2021	2020
	(In thousands)		
<b>Revenue</b>			
United States	\$ 1,787,542	\$ 1,581,051	\$ 1,379,236
All other countries	103,982	104,387	88,689
<b>Total</b>	<b>\$ 1,891,524</b>	<b>\$ 1,685,438</b>	<b>\$ 1,467,925</b>

The United States is the only country whose revenue is greater than 10% of total revenue A reconciliation of the Company for income tax provision (benefit) to the years ended December 31, 2022, 2021, and 2020, amounts computed by applying the statutory federal income tax rate to earnings (loss) from continuing operations before income taxes is shown as follows:

	December 31, 2022	December 31, 2021
	(In thousands)	

**Long-lived assets (excluding goodwill, intangible assets, and ROU assets):**

United States	\$ 147,322	\$ 111,136
All other countries	6,533	7,131
<b>Total</b>	<b>\$ 153,855</b>	<b>\$ 118,267</b>

The following tables present operating income (loss) and Adjusted EBITDA by reportable segment:

	Years Ended December 31,		
	2023	2022	2021
Income tax (benefit) at the federal statutory rate of 21%	\$ (5,924)	\$ (19,857)	\$ (19,722)
State income taxes, net of effect of federal tax benefit	1,510	362	(1,040)
Research credit	(4,912)	(7,123)	(2,431)
Stock-based compensation	4,546	3,917	(13,643)
Non-deductible executive compensation	3,514	4,731	3,312
Unbenefited losses	3,352	7,106	1,610
Net adjustment related to the reconciliation of income tax provision accruals to tax returns	(2,430)	(1,212)	335
Foreign income taxed at a different statutory tax rate	1,216	5,355	2,872
Change in judgement on beginning of the year valuation allowance	399	966	(4,165)
Deferred tax adjustment for enacted changes in tax law and rates	99	178	768
Other, net	469	187	2,210
<b>Income tax provision (benefit)</b>	<b>\$ 1,839</b>	<b>\$ (5,390)</b>	<b>\$ (29,894)</b>

**ANGI INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	Years Ended December 31,		
	2022	2021	2020
(In thousands)			
<b>Operating income (loss):</b>			
Ads and Leads	\$ 85,593	\$ 65,485	\$ 133,365
Services	(95,166)	(63,984)	(44,592)
Roofing	(50,685)	(8,596)	—
Corporate	(61,794)	(56,196)	(84,674)
International	(4,253)	(13,222)	(10,467)
<b>Total</b>	<b>\$ (126,305)</b>	<b>\$ (76,513)</b>	<b>\$ (6,368)</b>

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest, is as follows:

	Years Ended December 31,		
	2022	2021	2020
(In thousands)			
<b>Adjusted EBITDA<sup>(b)</sup>:</b>			
Ads and Leads	\$ 168,952	\$ 136,260	\$ 230,797
Services	\$ (52,126)	\$ (48,203)	\$ (29,253)
Roofing	\$ (21,400)	\$ (7,511)	—
Corporate	\$ (49,866)	\$ (46,066)	\$ (23,870)
International	\$ (481)	\$ (6,615)	\$ (4,870)

	December 31,		
	2023	2022	2021

	(In thousands)				
Balance at January 1	\$ 6,181	\$ 6,298	\$ 5,268		
Additions based on tax positions related to the current year	1,564	1,342	1,317		
Additions for tax positions of prior years	545	1,006	264		
Reductions for tax positions of prior years	(88)	—	(91)		
Settlements	(188)	(2,465)	(460)		
Balance at December 31	<u><u>\$ 8,014</u></u>	<u><u>\$ 6,181</u></u>	<u><u>\$ 6,298</u></u>		

(b) The Company recognizes interest and, if applicable, penalties related to unrecognized tax benefits in the income tax provision. At December 31, 2023 and 2022, accruals for interest are not material and there are no accruals for penalties.

The Company's primary income taxes are routinely under audit by federal, state, local and foreign authorities as a result of previously filed separate company and consolidated tax returns with IAC. These audits include questioning the timing and the amount of income and deductions and the allocation of income and deductions among various tax jurisdictions. On June 27, 2023 the Joint Committee of Taxation completed its review of the federal income tax returns for the years ended December 31, 2013 through 2019, which includes the operations of the Company, and approved the audit settlement previously agreed to with the Internal Revenue Service. The statutes of limitations for the years 2013 through 2019 expired December 31, 2023. Returns filed in various other jurisdictions are open to examination for tax years beginning with 2013. Income taxes payable include unrecognized tax benefits considered sufficient to pay assessments that may result from the examination of prior year tax returns. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may not accurately anticipate actual outcomes and, therefore, may require periodic adjustment. Although management currently believes changes in unrecognized tax benefits from period to period and differences between amounts paid, if any, upon resolution of issues raised in audits and amounts previously provided will not have a material impact on the liquidity, results of operations, or financial measure condition of the Company, these matters are subject to inherent uncertainties and GAAP segment measure management's view of these matters may change in the future.

At December 31, 2023 and 2022, the Company has unrecognized tax benefits, including interest, of \$8.1 million and \$6.2 million respectively; all of which are for tax positions included in IAC's consolidated tax return filings. If unrecognized tax benefits at December 31, 2023 are subsequently recognized, the income tax provision would be reduced by \$7.6 million. The comparable amount as of December 31, 2022 is Adjusted EBITDA, \$5.8 million. The Company believes it is reasonably possible that its unrecognized tax benefits could decrease by \$0.2 million by December 31, 2024 due to settlements, all of which is defined as operating would reduce the income (loss) excluding: (1) stock-based compensation expense; (2) depreciation; and (3) acquisition-related items consisting of amortization of intangible assets and impairments of goodwill and intangible assets, if applicable, tax provision.

#### NOTE 13—LOSS PER SHARE

The following tables reconcile operating income (loss) for table sets forth the Company's reportable segments computation of basic and net diluted loss per share attributable to Angi Inc. shareholders to Adjusted EBITDA:

	Year Ended December 31, 2022					
	Stock-Based					
	Operating Income (Loss)	Compensation Expense	Depreciation	Amortization of Intangibles	Goodwill Impairment	Adjusted EBITDA
(In thousands)						
Ads and Leads	\$ 85,593	\$ 19,972	\$ 52,737	\$ 10,650	\$ —	\$ 168,952
Services	(95,166)	\$ 18,012	\$ 21,904	\$ 3,124	\$ —	\$ (52,126)
Roofing	(50,685)	\$ 1,866	\$ 747	\$ 667	\$ 26,005	\$ (21,400)
Corporate	(61,794)	\$ 11,928	\$ —	\$ —	\$ —	\$ (49,866)
International	(4,253)	\$ 890	\$ 2,882	\$ —	\$ —	\$ (481)
Operating loss	(126,305)					
Interest expense	(20,107)					
Other income, net	1,178					
Loss before income taxes	(145,234)					
Income tax benefit	17,252					
Net loss	(127,982)					
Net earnings attributable to noncontrolling interests	(468)					
Net loss attributable to Angi Inc. shareholders	<u><u>\$ (128,450)</u></u>					

Class A and Class B Common Stock shareholders:

#### ANGI INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Year Ended December 31, 2021				
	Stock-Based		Amortization		Adjusted
	Operating Income (Loss)	Compensation Expense	Depreciation	of Intangibles	EBITDA
(In thousands)					
Ads and Leads	\$ 65,485	\$ 12,722	\$ 46,025	\$ 12,028	\$ 136,260
Services	(63,984)	\$ 4,672	\$ 7,049	\$ 4,060	\$ (48,203)
Roofing	(8,596)	\$ 531	\$ 221	\$ 333	\$ (7,511)
Corporate	(56,196)	\$ 10,121	\$ —	\$ 9	\$ (46,066)
International	(13,222)	\$ 656	\$ 5,951	\$ —	\$ (6,615)
Operating loss	(76,513)				
Interest expense	(23,485)				
Other expense, net	(2,509)				
Loss before income taxes	(102,507)				
Income tax benefit	32,013				
Net loss	(70,494)				
Net earnings attributable to noncontrolling interests	(884)				
Net loss attributable to Angi Inc. shareholders	\$ (71,378)				

	Years Ended December 31,					
	2023		2022		2021	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
(In thousands, except per share data)						
<b>Numerator:</b>						
Net loss from continuing operations	\$ (30,047)	\$ (30,047)	\$ (89,168)	\$ (89,168)	\$ (64,018)	\$ (64,018)
Net earnings attributable to noncontrolling interests of continuing operations	(629)	(629)	(468)	(468)	(884)	(884)
Net loss from continuing operations attributable to Angi Inc. Class A and Class B						
Common Stock shareholders	(30,676)	(30,676)	(89,636)	(89,636)	(64,902)	(64,902)
Loss from discontinued operations, net of taxes	(10,264)	(10,264)	(38,814)	(38,814)	(6,476)	(6,476)
Net loss attributable to Angi Inc. Class A and Class B Common Stock shareholders	\$ (40,940)	\$ (40,940)	\$ (128,450)	\$ (128,450)	\$ (71,378)	\$ (71,378)
<b>Denominator:</b>						
Weighted average basic Class A and Class B common stock shares outstanding	505,900	505,900	503,008	503,008	502,761	502,761
Dilutive securities (a) (b)	—	—	—	—	—	—
Denominator for loss per share—weighted average shares	505,900	505,900	503,008	503,008	502,761	502,761
<b>Loss per share:</b>						
Loss per share from continuing operations	\$ (0.06)	\$ (0.06)	\$ (0.18)	\$ (0.18)	\$ (0.13)	\$ (0.13)
Loss per share from discontinued operations, net of tax	(0.02)	(0.02)	(0.08)	(0.08)	(0.01)	(0.01)
Loss per share attributable to Angi Inc. Class A and Class B Common Stock shareholders	\$ (0.08)	\$ (0.08)	\$ (0.26)	\$ (0.26)	\$ (0.14)	\$ (0.14)

(a) if the effect is dilutive, weighted average common shares outstanding include the incremental shares that would be issued upon the assumed exercise of stock options and subsidiary denominated equity and vesting of restricted stock units ("RSUs"). For the years ended December 31, 2023, 2022, and 2021, 28.5 million, 23.6 million, and 17.5 million of potentially dilutive securities, respectively, were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive. Accordingly, the weighted average basic shares outstanding were used to compute all loss per share amounts.

(b) MSUs and PSUs are considered contingently issuable shares. Shares issuable upon exercise or vesting of MSUs and PSUs are included in the denominator for earnings per share if (i) the applicable market or performance condition(s) has been met and (ii) the inclusion of the MSUs and PSUs is dilutive for the respective reporting periods. For the years ended December 31, 2023, 2022, and 2021, 0.5 million, 0.8 million and 2.2 million underlying market-based awards and PSUs, respectively, were excluded from the calculation of diluted loss per share because the market or performance condition(s) had not been met.

Year Ended December 31, 2020							
	Operating Income (Loss)	Stock-Based Compensation Expense	Depreciation	Amortization of Intangibles	Adjusted EBITDA		
(In thousands)							
Ads and Leads	\$ 133,365	\$ 14,241	\$ 44,748	\$ 38,443	\$ 230,797		
Services	(44,592)	\$ 7,601	\$ 3,638	\$ 4,100	\$ (29,253)		
Roofing	—	—	—	—	—	\$ —	
Corporate	(84,674)	\$ 60,752	—	\$ 52	\$ (23,870)		
International	(10,467)	\$ 1,055	\$ 4,235	\$ 307	\$ (4,870)		
Operating loss	(6,368)						
Interest expense	(14,178)						
Other income, net	1,218						
Loss before income taxes	(19,328)						
Income tax benefit	15,168						
Net loss	(4,160)						
Net earnings attributable to noncontrolling interests	(2,123)						
Net loss attributable to Angi Inc. shareholders	\$ (6,283)						

#### NOTE 14—FINANCIAL STATEMENT DETAILS

##### Cash and Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the accompanying balance sheet to the total amounts shown in the accompanying statement of cash flows:

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	December 31,			
	2023	2022	2021	2020
(In thousands)				
Cash and cash equivalents	\$ 364,044	\$ 321,155	\$ 428,136	\$ 812,705
Restricted cash included in other current assets	—	107	156	407
Restricted cash included in other non-current assets	257	371	693	449
Restricted cash included in other non-current assets of discontinued operations	—	503	500	—
Total cash and cash equivalents, and restricted cash as shown on the statement of cash flows	\$ 364,301	\$ 322,136	\$ 429,485	\$ 813,561

Restricted cash included in "Other current assets" in the balance sheet at December 31, 2022 primarily consisted of cash reserved to fund insurance claims.

Restricted cash included in "Other current assets" in the balance sheet at December 31, 2021 primarily consisted of funds collected from service providers for disputed payments which were not settled as of the period end in addition to cash reserved to fund insurance claims.

Restricted cash included in "Other current assets" in the balance sheet at December 31, 2020 primarily consists of cash received from customers at Angi Inc. through the Handy platform, representing funds collected for payment to service providers, which were not settled as of the period end.

Restricted cash included in "Other non-current assets" in the balance sheets for all periods presented above primarily consisted of deposits related to leases. Restricted cash included in "Other non-current assets" in the balance sheet at December 31, 2020 also included cash reserved to fund consumer claims.

##### Credit Losses

The following table presents capital expenditures by reportable segment:

	Years Ended December 31,		
	2022	2021	2020

	(In thousands)				
<b>Capital expenditures:</b>					
Ads and Leads	\$ 76,786	\$ 50,026	\$ 37,849		
Services	35,833	17,439	7,981		
Roofing	873	306	—		
International	2,860	2,444	6,658		
<b>Total</b>	<b>\$ 116,352</b>	<b>\$ 70,215</b>	<b>\$ 52,488</b>		

#### NOTE 12—LEASES

The Company leases office space, data center facilities, and equipment the changes in connection with its operations under various operating leases, the majority of which contain escalation clauses.

ROU assets represent the Company's right to use the underlying assets allowance for credit loss for the lease term years ended December 31, 2023 and lease liabilities represent the present value of the Company's obligation to make payments arising from these leases. ROU assets and related lease liabilities are based on the present value of fixed lease payments over the lease term using the Company's incremental borrowing rate on the lease commencement date or January 1, 2019 for leases that commenced prior to that date. The Company combines the lease and non-lease components of lease payments in determining ROU assets and related lease liabilities. If the lease includes one or more options to extend the term of the lease, the renewal option is considered in the lease term if it is reasonably certain the Company will exercise the option(s). Lease expense is recognized on a straight-line basis over the term of the lease. As permitted by ASC 842, leases with an initial term of twelve months or less ("short-term leases") are not recorded on the accompanying consolidated balance sheet. 2022:

	December 31,	
	2023	2022
	(In thousands)	
Balance at January 1	\$ 38,846	\$ 28,712
Current period provision for credit losses	79,385	104,261
Write-offs charged against the allowance for credit loss	(98,649)	(99,469)
Recoveries collected	5,102	5,342
<b>Balance at December 31</b>	<b>\$ 24,684</b>	<b>\$ 38,846</b>

Variable lease payments consist primarily of common area maintenance, utilities, and taxes, which are not included in the recognition of ROU assets and related lease liabilities. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Leases	Balance Sheet Classification	December 31,	
		2022	2021
		(In thousands)	
<b>Assets:</b>			
Right-of-use assets	Other non-current assets	\$ 57,408	\$ 69,858
<b>Liabilities:</b>			
Current lease liabilities	Accrued expenses and other current liabilities	16,908	17,098
Long-term lease liabilities	Other long-term liabilities	73,607	88,423
<b>Total lease liabilities</b>		<b>\$ 90,515</b>	<b>\$ 105,521</b>

	December 31,	
	2023	2022
	(In thousands)	
<b>Other current assets:</b>		
Capitalized sales commissions	\$ 34,927	\$ 37,220
Prepaid expenses	21,485	23,997
Other	15,663	3,113
<b>Other current assets</b>	<b>\$ 72,075</b>	<b>\$ 64,330</b>

#### ANGI INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Lease Cost	Income Statement Classification	December 31,		
		2022	2021	2020
		(In thousands)		
Fixed lease cost	Cost of revenue	\$ 437	\$ 346	\$ 321
Fixed lease cost	Selling and marketing expense	2,669	7,305	9,913
Fixed lease cost	General and administrative expense	12,908	16,829	7,545
Fixed lease cost	Product development expense	492	1,232	1,848
Total fixed lease cost <sup>(a)</sup>		16,506	25,712	19,627
Variable lease cost	Selling and marketing expense	200	1,087	2,314
Variable lease cost	General and administrative expense	4,654	2,481	1,567
Variable lease cost	Product development expense	23	567	867
Total variable lease cost		4,877	4,135	4,748
Net lease cost		\$ 21,383	\$ 29,847	\$ 24,375

	December 31,	
	2023	2022
	(In thousands)	
<b>Capitalized software, leasehold improvements and equipment, net:</b>		
Capitalized software and computer equipment	\$ 275,377	\$ 247,176
Leasehold improvements	27,140	27,780
Furniture and other equipment	10,387	10,819
Projects in progress	11,980	12,653
Capitalized software, leasehold improvements and equipment	324,884	298,428
Accumulated depreciation and amortization	(215,357)	(145,869)
Capitalized software, leasehold improvements and equipment, net	\$ 109,527	\$ 152,559

	December 31,	
	2023	2022
	(In thousands)	
<b>Accrued expenses and other current liabilities:</b>		
Accrued employee compensation and benefits	\$ 59,765	\$ 48,990
Accrued advertising expense	25,648	40,312
Current lease liabilities	17,797	16,328
Current legal liabilities	5,242	13,585
Other	70,877	63,579
Accrued expenses and other current liabilities	\$ 179,329	\$ 182,794

**Other income (expense), net**

	Years Ended December 31,		
	2023	2022	2021
	(In thousands)		
Interest income	\$ 17,149	\$ 4,529	\$ 238
Foreign exchange gains (losses)	1,238	(3,364)	(1,656)
Loss on extinguishment of debt <sup>(a)</sup>	—	—	(1,110)
Gain on the sale of a business	—	—	31
Other	40	4	(13)
<b>Other income (expense), net</b>	<b>\$ 18,427</b>	<b>\$ 1,169</b>	<b>\$ (2,510)</b>

(a) Includes (i) short-term lease expense Represents the write-off of \$0.4 million, \$0.1 million, and \$0.04 million, (ii) lease impairment charges deferred debt issuance costs related to the ANGI Group Term Loan, which was repaid in its entirety during the second quarter of \$2.3 million, \$7.8 million, and \$0.2 million, and (iii) sublease income of \$4.7 million, \$1.8 million, and \$1.8 million for the years ended December 31, 2022, 2021, and 2020, respectively.

Maturities of lease liabilities as of December 31, 2022<sup>(b)</sup>:

For Years Ending December 31:	(In thousands)	
2023	\$	21,790
2024		20,428
2025		19,738
2026		18,794
2027		13,439
Thereafter		11,900
<b>Total</b>		<b>106,089</b>
Less: Interest		15,574
<b>Present value of lease liabilities</b>	<b>\$</b>	<b>90,515</b>

<sup>(b)</sup> Lease payments exclude \$4.8 million of legally binding minimum lease payments for leases signed but not yet commenced.

The following are the weighted average assumptions used for lease terms and discount rates as of December 31, 2022 and 2021:

	December 31,	
	2022	
	2021	2021
Remaining lease term	5.2 years	6.0 years
Discount rate	6.15 %	5.97 %
	2021.	

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### **Supplemental Disclosure of Cash Flow Information:**

	Years Ended December 31,		
	2023      2022      2021		
	(In thousands)		
Cash (paid) received during the year for:			
Interest expense—third-party	\$ (19,375)	\$ (19,375)	\$ (21,450)
Income tax payments, including amounts paid to IAC for Angi Inc.'s share of IAC's consolidated tax liability	\$ (4,957)	\$ (1,551)	\$ (4,647)
Income tax refunds, including amounts received from IAC for Angi Inc.'s share of IAC's consolidated tax liability	\$ 282	\$ 396	\$ 587

#### ANGI INC. AND SUBSIDIARIES

	December 31,		
	2022      2021      2020		
	(In thousands)		
<b>Other information:</b>			
Right-of-use assets obtained in exchange for lease liabilities	\$ 3,038	\$ 3,143	\$ 326
Cash paid for amounts included in the measurement of lease liabilities	\$ 23,117	\$ 23,506	\$ 20,939

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### **NOTE 13—15—CONTINGENCIES**

In the ordinary course of business, the Company is a party to various lawsuits. The Company establishes accruals for specific legal matters when it determines that the likelihood of an unfavorable outcome is probable and the loss is reasonably estimable. The total accrual for legal matters is \$5.2 million and \$13.5 million at December 31,

2022, December 31, 2023 and 2022, respectively. Management has also identified certain other legal matters where we believe it believes an unfavorable outcome is not probable, probable and, therefore, no accrual is established. Although management currently believes that resolving claims against us, the Company, including claims where an unfavorable outcome is reasonably possible and for which the Company cannot estimate a loss or range of loss, will not have a material impact on the liquidity, results of operations, or financial condition of the Company, these matters are subject to inherent uncertainties and management's view of these matters may change in the future. The Company also evaluates other contingent matters, including uncertain income tax positions and non-income tax contingencies, to assess the likelihood of an unfavorable outcome and estimated extent of potential loss. It is possible that an unfavorable outcome of one or more of these lawsuits or other contingencies could have a material impact on the liquidity, results of operations, or financial condition of the Company. See "Note 3—12—Income Taxes" for additional information related to uncertain income tax contingencies.

#### NOTE 14—16—DISCONTINUED OPERATIONS

On November 1, 2023, Angi Inc. completed the sale of 100% of its wholly-owned subsidiary, THR, and has reflected it as a discontinued operation in its financial statements. The financial information for prior periods has been recast to conform to the current year presentation.

The components of assets and liabilities of discontinued operations in the balance sheet at December 31, 2022 consisted of the following:

	December 31, 2022	
	(in thousands)	
<b>Current assets</b>		
Accounts receivable, net	\$	21,913
Other current assets		4,837
Total current assets of discontinued operations	\$	26,750
<b>Non-current assets</b>		
Capitalized software, leasehold improvements and equipment, net	\$	1,296
Deferred income taxes		7,082
Other non-current assets, net		1,680
Total non-current assets of discontinued operations	\$	10,058
<b>Current liabilities</b>		
Accounts payable	\$	469
Deferred revenue		778
Accrued expenses and other current liabilities		17,221
Total current liabilities of discontinued operations	\$	18,468
<b>Non-current liabilities</b>		
Lease liability	\$	919
Total non-current liabilities of discontinued operations	\$	919

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The components of the loss from discontinued operations for the periods January 1, 2023 through November 1, 2023, and the years ended December 31, 2022 and 2021 in the statement of operations consisted of the following:

	January 1 through November 1,			Years Ended December 31,		
	2023		2022		2021	
	(in thousands)					
Revenue	\$	90,557	\$	137,509	\$	68,028
Operating costs and expenses:						
Cost of revenue (exclusive of depreciation shown separately below)		61,476		100,664		51,219
Selling and marketing expense		17,667		33,041		14,006
General and administrative expense		14,516		27,070		10,845

Depreciation	555	747	221
Amortization of intangibles	—	667	333
Goodwill impairment	—	26,005	—
Total operating costs and expenses	94,214	188,194	76,624
Operating loss from discontinued operations	(3,657)	(50,685)	(8,596)
Interest income	9	9	1
Loss on sale of discontinued operations	(1,213)	—	—
Loss from discontinued operations before tax	(4,861)	(50,676)	(8,595)
Income tax (provision) benefit	(5,403)	11,862	2,119
Loss from discontinued operations, net of tax	\$ (10,264) \$	(38,814) \$	(6,476)

During the period in which Angi owned the Roofing segment, the Ads & Leads segment provided services totaling \$3.5 million, \$10.3 million, and \$1.9 million to the Roofing segment for the period January 1, 2023 through November 1, 2023, and the years ended December 31, 2022 and 2021, respectively. Such services have and will continue in periods subsequent to the disposition of the Roofing segment on November 1, 2023.

#### NOTE 17—RELATED PARTY TRANSACTIONS WITH IAC

##### Relationship with IAC

##### Allocation Cash and Cash Equivalents and Restricted Cash

The following table provides a reconciliation of CEO Compensation cash and Certain Expenses

Effective October 10, 2022, Joseph Levin, CEO of IAC cash equivalents and Chairman of Angi, was appointed CEO of Angi. Mr. Levin serves as both CEO of IAC and Angi following his appointment. For restricted cash reported within the period from October 10, 2022 to December 31, 2022, IAC allocated \$2.1 million in costs to Angi (including salary, benefits, stock-based compensation and costs related accompanying balance sheet to the CEO's office). These costs were allocated from IAC based upon time spent on Angi by Mr. Levin. Management considers total amounts shown in the allocation method to be reasonable. Costs directly attributable to the Company that were initially paid for by IAC were billed by IAC to the Company accompanying statement of cash flows:

Additionally, Angi and IAC have entered into certain agreements to govern their relationship. These agreements include: a contribution agreement; an investor rights agreement; a services agreement; a tax sharing agreement; and an employee matters agreement.

##### Contribution Agreement

The contribution agreement sets forth the agreements between the Company and IAC regarding the principal transactions necessary for IAC to separate the Angi business from IAC's other businesses, as well as governs certain aspects of our relationship. Under the contribution agreement, the Company agreed to assume all of the assets and liabilities related to the Angi business and agreed to indemnify IAC against any losses arising out of any breach by the Company of the contribution agreement or the other transaction related agreements described below. IAC also agreed to indemnify the Company against any losses arising out of any breach by IAC of the contribution agreement or any of the other transaction related agreements described below.

##### Investor Rights Agreement

The investor rights agreement provides IAC with certain registration, preemptive, and governance rights related to the Company and the shares of its capital stock it holds, as well as certain governance rights for the benefit of stockholders other than IAC.

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

##### Services Agreement

	December 31,			
	(In thousands)			
	2023	2022	2021	2020
Cash and cash equivalents	\$ 364,044	\$ 321,155	\$ 428,136	\$ 812,705
Restricted cash included in other current assets	—	107	156	407
Restricted cash included in other non-current assets	257	371	693	449
Restricted cash included in other non-current assets of discontinued operations	—	503	500	—
Total cash and cash equivalents, and restricted cash as shown on the statement of cash flows	\$ 364,301	\$ 322,136	\$ 429,485	\$ 813,561

The services agreement governs services that IAC provides. Restricted cash included in "Other current assets" in the balance sheet at December 31, 2022 primarily consisted of cash reserved to fund insurance claims.

Restricted cash included in "Other current assets" in the Company including, among others: (i) assistance with certain legal, M&A, finance, risk management, internal audit and treasury functions, health and welfare benefits, information security services and insurance and tax affairs, including assistance with certain public company and unclaimed property reporting obligations and (ii) accounting, investor relations services, and tax compliance services. The services agreement automatically renews annually. The balance sheet at December 31, 2021 primarily consisted of funds collected from service providers for an additional one-year period for so long as disputed payments which were not settled as of IAC continues to own a majority of the outstanding shares period end in addition to cash reserved to fund insurance claims.

Restricted cash included in "Other current assets" in the balance sheet at December 31, 2020 primarily consists of cash received from customers at Angi Inc. through the Handy platform, representing funds collected for payment to service providers, which were not settled as of the Company's common stock period end.

For Restricted cash included in "Other non-current assets" in the years ended December 31, 2022, 2021 and 2020, balance sheets for all periods presented above primarily consisted of deposits related to leases. Restricted cash included in "Other non-current assets" in the Company was charged \$3.8 million, \$3.9 million and \$4.8 million, respectively, by IAC balance sheet at December 31, 2020 also included cash reserved to fund consumer claims.

#### Credit Losses

The following table presents the changes in the allowance for services rendered pursuant to the services agreement. There was \$0.8 million in outstanding payables pursuant to the services agreement as of December 31, 2022. There were no outstanding payables or receivables pursuant to the services agreement as of December 31, 2021.

Separately, the Company subleases office space to IAC and charged rent of \$1.7 million, \$1.6 million, and \$1.8 million credit loss for the years ended December 31, 2022, 2021, December 31, 2023 and 2020, respectively. IAC subleases office space to the Company and charged the Company \$1.3 million and \$0.6 million of rent for the years ended December 31, 2022 and 2021. IAC did not sublease office space to the Company for the year ended December 31, 2020. There were no outstanding receivables due from IAC or payables due to IAC, pursuant to sublease agreements, for the years ended December 31, 2022 and 2021. At December 31, 2020, there were outstanding receivables of less than \$0.1 million due from IAC, pursuant to sublease agreements, which were subsequently paid in full in the first quarter of 2021. 2022:

	December 31,	
	(In thousands)	
	2023	2022
Balance at January 1	\$ 38,846	\$ 28,712
Current period provision for credit losses	79,385	104,261
Write-offs charged against the allowance for credit loss	(98,649)	(99,469)
Recoveries collected	5,102	5,342
Balance at December 31	\$ 24,684	\$ 38,846

#### Tax Sharing Agreement

The tax sharing agreement governs the rights, responsibilities, and obligations of the Company and IAC with respect to tax liabilities and benefits, entitlements to refunds, preparation of tax returns, tax contests and other tax matters regarding U.S. federal, state, local and foreign income taxes. Under the tax sharing agreement, the Company is generally responsible and required to indemnify IAC for: (i) all taxes imposed with respect to any consolidated, combined or unitary tax return of IAC or its subsidiaries that includes the Company or any of its subsidiaries to the extent attributable to the Company or any of its subsidiaries, as determined under the tax sharing agreement, and (ii) all taxes imposed with respect to any of the Company's or its subsidiaries' consolidated, combined, unitary or separate tax returns.

At December 31, 2022 and 2021, the Company had outstanding payables of \$1.4 million and \$0.3 million, respectively, due to IAC pursuant to the tax sharing agreement, which are included in "Accrued expenses and other current liabilities," in the accompanying consolidated balance sheet. There were no payments to or refunds from IAC pursuant to this agreement during the year ended December 31, 2022. There were \$1.5 million of payments to IAC pursuant to this agreement during the year ended December 31, 2021.

#### Employee Matters Agreement

The employee matters agreement addresses certain compensation (including stock-based compensation) and benefit issues related to the allocation of liabilities associated with: (i) employment or termination of employment, (ii) employee benefit plans and (iii) equity awards. Under the employee matters agreement, the Company's employees participate in IAC's U.S. health and welfare plans, 401(k) plan and flexible benefits plan and the Company reimburses IAC for the costs of such participation. In the event IAC no longer retains shares representing at least 80% of the aggregate voting power of shares entitled to vote in the election of the Company's Board of Directors, Angi will no longer participate in IAC's employee benefit plans, but will establish its own employee benefit plans that will be substantially similar to the plans sponsored by IAC prior to the Combination.

In addition, the employee matters agreement requires the Company to reimburse IAC for the cost of any IAC equity awards held by Angi current and former employees, with IAC having the ability to elect to receive payment in cash or shares of our Class B common stock. This agreement also provides that IAC has the ability to require that stock appreciation rights granted prior to the closing of the Combination and equity awards denominated in shares of our subsidiaries to be settled in either shares of our Class A common stock or IAC common stock. To the extent that shares of IAC common stock are issued in settlement of these awards, the Company is obligated to reimburse IAC for the cost of those shares by issuing shares of our

	December 31,	
	(In thousands)	
	2023	2022

<b>Other current assets:</b>			
Capitalized sales commissions	\$ 34,927	\$ 37,220	
Prepaid expenses	21,485	23,997	
Other	15,663	3,113	
<b>Other current assets</b>	<b>\$ 72,075</b>	<b>\$ 64,330</b>	

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	December 31,	
	2023	
	2022	
(In thousands)		
<b>Capitalized software, leasehold improvements and equipment, net:</b>		
Capitalized software and computer equipment	\$ 275,377	\$ 247,176
Leasehold improvements	27,140	27,780
Furniture and other equipment	10,387	10,819
Projects in progress	11,980	12,653
Capitalized software, leasehold improvements and equipment	324,884	298,428
Accumulated depreciation and amortization	(215,357)	(145,869)
Capitalized software, leasehold improvements and equipment, net	<u>\$ 109,527</u>	<u>\$ 152,559</u>

	December 31,	
	2023	
	2022	
(In thousands)		
<b>Accrued expenses and other current liabilities:</b>		
Accrued employee compensation and benefits	\$ 59,765	\$ 48,990
Accrued advertising expense	25,648	40,312
Current lease liabilities	17,797	16,328
Current legal liabilities	5,242	13,585
Other	70,877	63,579
Accrued expenses and other current liabilities	<u>\$ 179,329</u>	<u>\$ 182,794</u>

#### Other income (expense), net

	Years Ended December 31,		
	2023		
	2022		
(In thousands)			
Interest income	\$ 17,149	\$ 4,529	\$ 238
Foreign exchange gains (losses)	1,238	(3,364)	(1,656)
Loss on extinguishment of debt <sup>(a)</sup>	—	—	(1,110)
Gain on the sale of a business	—	—	31
Other	40	4	(13)
<b>Other income (expense), net</b>	<b>\$ 18,427</b>	<b>\$ 1,169</b>	<b>\$ (2,510)</b>

(a) Represents the write-off of deferred debt issuance costs related to the ANGI Group Term Loan, which was repaid in its entirety during the second quarter of 2021.

#### ANGI INC. AND SUBSIDIARIES

#### Class A common stock NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Supplemental Disclosure of Cash Flow Information:**

	Years Ended December 31,		
	2023	2022	2021
(In thousands)			
Cash (paid) received during the year for:			
Interest expense—third-party	\$ (19,375)	\$ (19,375)	\$ (21,450)
Income tax payments, including amounts paid to IAC for Angi Inc.'s share of IAC's consolidated tax liability	\$ (4,957)	\$ (1,551)	\$ (4,647)
Income tax refunds, including amounts received from IAC for Angi Inc.'s share of IAC's consolidated tax liability	\$ 282	\$ 396	\$ 587

**ANGI INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 15—CONTINGENCIES**

In the ordinary course of business, the Company is a party to various lawsuits. The Company establishes accruals for specific legal matters when it determines that the likelihood of an unfavorable outcome is probable and the loss is reasonably estimable. The total accrual for legal matters is \$5.2 million and \$13.5 million at December 31, 2023 and 2022, respectively. Management has also identified certain other legal matters where it believes an unfavorable outcome is not probable and, therefore, no accrual is established. Although management currently believes that resolving claims against the Company, including claims where an unfavorable outcome is reasonably possible and for which the Company cannot estimate a loss or range of loss, will not have a material impact on the liquidity, results of operations, or financial condition of the Company, these matters are subject to inherent uncertainties and management's view of these matters may change in the future. The Company also evaluates other contingent matters, including uncertain income tax positions and non-income tax contingencies, to assess the likelihood of stock appreciation rights granted prior to an unfavorable outcome and estimated extent of potential loss. It is possible that an unfavorable outcome of one or more of these lawsuits or other contingencies could have a material impact on the closing liquidity, results of operations, or financial condition of the Combination and shares of our Class B common stock in the case of equity awards denominated in shares of our subsidiaries.

Lastly, pursuant to Company. See "Note 12—Income Taxes" for information related to the employee matters agreement, in the event of a distribution of Angi Inc. capital stock to IAC stockholders in a transaction intended to qualify as tax-free for U.S. federal income tax purposes, the Compensation and Human Resources Committee of the IAC Board of Directors has the exclusive authority to determine the treatment of outstanding IAC equity awards. Such authority includes (but is not limited to) the ability to convert all or part of IAC equity awards outstanding immediately prior to the distribution into equity awards denominated in shares of our Class A Common Stock, which we would be obligated to assume and which would be dilutive to our stockholders.

For the year ended December 31, 2022, no Class A or Class B common stock was issued to IAC pursuant to the employee matters agreement as reimbursement for IAC common stock issued in connection with the exercise and settlement of certain Angi Inc. stock appreciation rights.

For the year ended December 31, 2021, 0.2 million and 2.6 million shares of Angi Class B common stock and Class A common stock were issued to IAC, respectively, pursuant to the employee matters agreement as reimbursement for shares of IAC common stock issued in connection with the exercise and vesting of IAC equity awards held by Angi employees.

For the year ended December 31, 2020, 0.3 million shares of Angi Class B common stock and no shares of Class A common stock were issued to IAC, respectively, pursuant to the employee matters agreement as reimbursement for shares of IAC common stock issued in connection with the exercise and vesting of IAC equity awards held by Angi employees. positions.

**NOTE 15—BENEFIT PLANS 16—DISCONTINUED OPERATIONS**

On November 1, 2023, Angi Inc. completed the sale of 100% of its wholly-owned subsidiary, THR, and has reflected it as a discontinued operation in its financial statements. The financial information for prior periods has been recast to conform to the current year presentation.

The Company's employees components of assets and liabilities of discontinued operations in the United States are eligible to participate in a retirement savings program offered by IAC, which is qualified under Section 401(k) balance sheet at December 31, 2022 consisted of the Internal Revenue Code. Under following:

	December 31, 2022	
	(in thousands)	
<b>Current assets</b>		
Accounts receivable, net	\$	21,913
Other current assets		4,837
Total current assets of discontinued operations	\$	26,750
<b>Non-current assets</b>		
Capitalized software, leasehold improvements and equipment, net	\$	1,296
Deferred income taxes		7,082
Other non-current assets, net		1,680
Total non-current assets of discontinued operations	\$	10,058
<b>Current liabilities</b>		
Accounts payable	\$	469
Deferred revenue		778
Accrued expenses and other current liabilities		17,221
Total current liabilities of discontinued operations	\$	18,468
<b>Non-current liabilities</b>		
Lease liability	\$	919
Total non-current liabilities of discontinued operations	\$	919

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The components of the IAC/InterActiveCorp Retirement Savings Plan (the "IAC Plan") loss from discontinued operations for the periods January 1, 2023 through November 1, 2023, participating employees may contribute up to 50% of their pre-tax earnings, but not more than statutory limits. The current employer match under the IAC Plan is fifty cents for each dollar a participant contributes in the IAC Plan, with a maximum contribution of 3% of a participant's eligible earnings. Matching contributions under the IAC Plan for the years ended December 31, 2022, and 2021 and 2020 were \$9.8 million, \$8.4 million, and \$7.7 million, respectively. Matching contributions are invested in the same manner as each participant's voluntary contributions statement of operations consisted of the following:

	January 1 through		
	November 1,		Years Ended December 31,
	2023	2022	2021
(in thousands)			
Revenue	\$ 90,557	\$ 137,509	\$ 68,028
Operating costs and expenses:			
Cost of revenue (exclusive of depreciation shown separately below)	61,476	100,664	51,219
Selling and marketing expense	17,667	33,041	14,006
General and administrative expense	14,516	27,070	10,845
Depreciation	555	747	221
Amortization of intangibles	—	667	333
Goodwill impairment	—	26,005	—
Total operating costs and expenses	94,214	188,194	76,624
Operating loss from discontinued operations	(3,657)	(50,685)	(8,596)
Interest income	9	9	1
Loss on sale of discontinued operations	(1,213)	—	—
Loss from discontinued operations before tax	(4,861)	(50,676)	(8,595)
Income tax (provision) benefit	(5,403)	11,862	2,119

Loss from discontinued operations, net of tax	\$ (10,264)	\$ (38,814)	\$ (6,476)
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During the period in which Angi owned the investment options Roofing segment, the Ads & Leads segment provided under services totaling \$3.5 million, \$10.3 million, and \$1.9 million to the IAC Plan. An investment option in Roofing segment for the IAC Plan is IAC common stock, but neither participant nor matching contributions are required to be invested in IAC common stock.

Internationally, the Company also has or participates in various benefit plans, primarily defined contribution plans. The Company's contributions for these plans for period January 1, 2023 through November 1, 2023, and the years ended December 31, 2022, and 2021, respectively. Such services have and 2020 were \$0.8 million, \$0.7 million, and \$0.6 million, respectively. will continue in periods subsequent to the disposition of the Roofing segment on November 1, 2023.

#### NOTE 16—CONSOLIDATED FINANCIAL STATEMENT DETAILS 17—RELATED PARTY TRANSACTIONS WITH IAC

##### Cash and Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the accompanying balance sheet to the total amounts shown in the accompanying statement of cash flows:

	December 31, 2022	December 31, 2021	December 31, 2020	December 31, 2019
(In thousands)				
Cash and cash equivalents	\$ 321,155	\$ 428,136	\$ 812,705	\$ 390,565
Restricted cash included in other current assets	107	156	407	504
Restricted cash included in other non-current assets	874	1,193	449	409
Total cash and cash equivalents, and restricted cash as shown on the consolidated statement of cash flows	<u>\$ 322,136</u>	<u>\$ 429,485</u>	<u>\$ 813,561</u>	<u>\$ 391,478</u>

#### ANGI INC. AND SUBSIDIARIES

##### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	December 31,			
	2023	2022	2021	2020
(In thousands)				
Cash and cash equivalents	\$ 364,044	\$ 321,155	\$ 428,136	\$ 812,705
Restricted cash included in other current assets	—	107	156	407
Restricted cash included in other non-current assets	257	371	693	449
Restricted cash included in other non-current assets of discontinued operations	—	503	500	—
Total cash and cash equivalents, and restricted cash as shown on the statement of cash flows	<u>\$ 364,301</u>	<u>\$ 322,136</u>	<u>\$ 429,485</u>	<u>\$ 813,561</u>

Restricted cash included in other "Other current assets" in the balance sheet at December 31, 2022 primarily consisted of cash reserved to comply with fund insurance company claim payment requirements. claims.

Restricted cash included in other "Other current assets" in the balance sheet at December 31, 2021 primarily consisted of funds collected from service providers for disputed payments which were not settled as of the period end in addition to cash reserved to fund insurance claims.

Restricted cash included in other "Other current assets" in the balance sheet at December 31, 2020 primarily consists of cash received from customers at Angi Inc. through the Handy platform, representing funds collected for payment to service providers, which were not settled as of the period end.

Restricted cash included in "Other non-current assets" in the balance sheets for all periods presented above primarily consisted of deposits related to leases. Restricted cash included in other "Other non-current assets" in the balance sheet at December 31, 2021 December 31, 2020 also included cash held related reserved to a check endorsement guarantee for Roofing fund consumer claims.

December 31,	
2022	2021
(In thousands)	

<b>Other current assets:</b>			
Capitalized costs to obtain a contract with a customer	\$ 37,220	\$ 37,971	
Prepaid expenses	26,076	24,749	
Other	5,871	7,828	
<b>Other current assets</b>	<b>\$ 69,167</b>	<b>\$ 70,548</b>	

**Credit Losses**

	December 31,		
	2022 2021		
	(In thousands)		
<b>Capitalized software, leasehold improvements and equipment, net:</b>			
Capitalized software and computer equipment	\$ 247,176	\$ 153,953	
Leasehold improvements	27,869	29,605	
Furniture and other equipment	12,765	11,596	
Projects in progress	12,653	31,348	
Capitalized software, leasehold improvements and equipment	300,463	226,502	
Accumulated depreciation and amortization	(146,608)	(108,235)	
<b>Capitalized software, leasehold improvements and equipment, net</b>	<b>\$ 153,855</b>	<b>\$ 118,267</b>	

The following table presents the changes in the allowance for credit loss for the years ended December 31, 2023 and 2022:

	December 31,		
	2023 2022		
	(In thousands)		
Balance at January 1	\$ 38,846	\$ 28,712	
Current period provision for credit losses	79,385	104,261	
Write-offs charged against the allowance for credit loss	(98,649)	(99,469)	
Recoveries collected	5,102	5,342	
<b>Balance at December 31</b>	<b>\$ 24,684</b>	<b>\$ 38,846</b>	

	December 31,		
	2022 2021		
	(In thousands)		
<b>Accrued expenses and other current liabilities:</b>			
Accrued employee compensation and benefits	\$ 53,134	\$ 46,464	
Accrued advertising expense	40,312	36,231	
Current legal liabilities	13,585	3,831	
Current lease liabilities	16,908	17,098	
Other	76,076	82,123	
<b>Accrued expenses and other current liabilities</b>	<b>\$ 200,015</b>	<b>\$ 185,747</b>	

	December 31,		
	2023 2022		
	(In thousands)		
<b>Other current assets:</b>			
Capitalized sales commissions	\$ 34,927	\$ 37,220	
Prepaid expenses	21,485	23,997	
Other	15,663	3,113	
<b>Other current assets</b>	<b>\$ 72,075</b>	<b>\$ 64,330</b>	

**ANGI INC. AND SUBSIDIARIES**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	December 31,	
	2023	2022
	(In thousands)	
<b>Capitalized software, leasehold improvements and equipment, net:</b>		
Capitalized software and computer equipment	\$ 275,377	\$ 247,176
Leasehold improvements	27,140	27,780
Furniture and other equipment	10,387	10,819
Projects in progress	11,980	12,653
Capitalized software, leasehold improvements and equipment	324,884	298,428
Accumulated depreciation and amortization	(215,357)	(145,869)
Capitalized software, leasehold improvements and equipment, net	<u>\$ 109,527</u>	<u>\$ 152,559</u>
<b>Accrued expenses and other current liabilities:</b>		
Accrued employee compensation and benefits	\$ 59,765	\$ 48,990
Accrued advertising expense	25,648	40,312
Current lease liabilities	17,797	16,328
Current legal liabilities	5,242	13,585
Other	70,877	63,579
Accrued expenses and other current liabilities	<u>\$ 179,329</u>	<u>\$ 182,794</u>
<b>Other income (expense), net</b>		
	Years Ended December 31,	
	2023	2022
	(In thousands)	
Interest income	\$ 4,537	\$ 239
Gain (loss) on the sale of a business <sup>(a)</sup>	—	31
Foreign exchange losses	(3,364)	(1,656)
Loss on extinguishment of debt <sup>(b)</sup>	—	(1,110)
Foreign exchange gains (losses)		
Loss on extinguishment of debt <sup>(a)</sup>		
Gain on the sale of a business		
Other	5	(13)
Other		
Other		
Other income (expense), net	<u>\$ 1,178</u>	<u>\$ (2,509)</u>
	<u>\$ 1,218</u>	<u>\$ 1,218</u>

(a) Loss from acquisition/sale of a business for the year ended December 31, 2020 includes a \$0.2 million mark-to-market charge for an indemnification charge related to the Handy acquisition that was settled in Angi Inc. shares during the first quarter of 2020 and a \$0.3 million charge related to the final earn-out settlement related to the sale of Felix.

(b) Represents the write-off of deferred debt issuance costs related to the ANGI Group Term Loan, which was repaid in its entirety during the second quarter of 2021.

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

##### Supplemental Disclosure of Cash Flow Information:

Years Ended December 31,			Years Ended December 31,					
2022	2021	2020	2023	2022	2021			
(In thousands)			(In thousands)					
Cash paid (received) during the year for:								
Cash (paid) received during the year for:								
Interest expense—third-party	Interest expense—third-party	\$19,375	\$21,450	\$ 5,367				
Income tax payments, including amounts paid to IAC for Angi Inc.'s share of IAC's consolidated tax liability	Income tax payments, including amounts paid to IAC for Angi Inc.'s share of IAC's consolidated tax liability	\$ 1,551	\$ 4,647	\$ 1,789				
Income tax payments, including amounts paid to IAC for Angi Inc.'s share of IAC's consolidated tax liability	Income tax payments, including amounts paid to IAC for Angi Inc.'s share of IAC's consolidated tax liability							
Income tax refunds, including amounts received from IAC for Angi Inc.'s share of IAC's consolidated tax liability	Income tax refunds, including amounts received from IAC for Angi Inc.'s share of IAC's consolidated tax liability	\$ (396)	\$ (587)	\$ (3,506)				

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## NOTE 15—CONTINGENCIES

In the ordinary course of business, the Company is a party to various lawsuits. The Company establishes accruals for specific legal matters when it determines that the likelihood of an unfavorable outcome is probable and the loss is reasonably estimable. The total accrual for legal matters is \$5.2 million and \$13.5 million at December 31, 2023 and 2022, respectively. Management has also identified certain other legal matters where it believes an unfavorable outcome is not probable and, therefore, no accrual is established. Although management currently believes that resolving claims against the Company, including claims where an unfavorable outcome is reasonably possible and for which the Company cannot estimate a loss or range of loss, will not have a material impact on the liquidity, results of operations, or financial condition of the Company, these matters are subject to inherent uncertainties and management's view of these matters may change in the future. The Company also evaluates other contingent matters, including uncertain income tax positions and non-income tax contingencies, to assess the likelihood of an unfavorable outcome and estimated extent of potential loss. It is possible that an unfavorable outcome of one or more of these lawsuits or other contingencies could have a material impact on the liquidity, results of operations, or financial condition of the Company. See "Note 12—Income Taxes" for information related to uncertain income tax positions.

## NOTE 16—DISCONTINUED OPERATIONS

On November 1, 2023, Angi Inc. completed the sale of 100% of its wholly-owned subsidiary, THR, and has reflected it as a discontinued operation in its financial statements. The financial information for prior periods has been recast to conform to the current year presentation.

The components of assets and liabilities of discontinued operations in the balance sheet at December 31, 2022 consisted of the following:

	December 31, 2022	
	(in thousands)	
<b>Current assets</b>		
Accounts receivable, net	\$	21,913
Other current assets		4,837
Total current assets of discontinued operations	\$	<u>26,750</u>
<b>Non-current assets</b>		
Capitalized software, leasehold improvements and equipment, net	\$	1,296
Deferred income taxes		7,082
Other non-current assets, net		1,680
Total non-current assets of discontinued operations	\$	<u>10,058</u>
<b>Current liabilities</b>		
Accounts payable	\$	469
Deferred revenue		778
Accrued expenses and other current liabilities		17,221
Total current liabilities of discontinued operations	\$	<u>18,468</u>
<b>Non-current liabilities</b>		
Lease liability	\$	919
Total non-current liabilities of discontinued operations	\$	<u>919</u>

## ANGI INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The components of the loss from discontinued operations for the periods January 1, 2023 through November 1, 2023, and the years ended December 31, 2022 and 2021 in the statement of operations consisted of the following:

	January 1 through		
	November 1,		Years Ended December 31,
	2023	2022	2021
(in thousands)			
Revenue	\$ 90,557	\$ 137,509	\$ 68,028

Operating costs and expenses:			
Cost of revenue (exclusive of depreciation shown separately below)	61,476	100,664	51,219
Selling and marketing expense	17,667	33,041	14,006
General and administrative expense	14,516	27,070	10,845
Depreciation	555	747	221
Amortization of intangibles	—	667	333
Goodwill impairment	—	26,005	—
Total operating costs and expenses	94,214	188,194	76,624
Operating loss from discontinued operations	(3,657)	(50,685)	(8,596)
Interest income	9	9	1
Loss on sale of discontinued operations	(1,213)	—	—
Loss from discontinued operations before tax	(4,861)	(50,676)	(8,595)
Income tax (provision) benefit	(5,403)	11,862	2,119
Loss from discontinued operations, net of tax	\$ (10,264)	\$ (38,814)	\$ (6,476)

During the period in which Angi owned the Roofing segment, the Ads & Leads segment provided services totaling \$3.5 million, \$10.3 million, and \$1.9 million to the Roofing segment for the period January 1, 2023 through November 1, 2023, and the years ended December 31, 2022 and 2021, respectively. Such services have and will continue in periods subsequent to the disposition of the Roofing segment on November 1, 2023.

#### NOTE 17—RELATED PARTY TRANSACTIONS WITH IAC

##### Allocation of CEO Compensation and Certain Expenses

Joseph Levin, CEO of IAC and Chairman of Angi, was appointed CEO of Angi on October 10, 2022. For the year ended December 31, 2023 and for the period from October 10, 2022 to December 31, 2022, IAC allocated \$9.4 million and \$2.1 million, respectively, in costs to Angi (including salary, benefits, stock-based compensation and costs related to the CEO's office). These costs were allocated from IAC based upon time spent on Angi by Mr. Levin. Management considers the allocation method to be reasonable. The allocated costs also include costs directly attributable to the Company that were initially paid for by IAC and billed by IAC to the Company.

##### The Combination and Related Agreements

The Company and IAC, in connection with the Combination, entered into a contribution agreement; an investor rights agreement; a services agreement; a tax sharing agreement; and an employee matters agreement, which collectively govern the relationship between IAC and Angi Inc.

##### Contribution Agreement

The contribution agreement sets forth the agreements between the Company and IAC regarding the principal transactions necessary for IAC to separate the Angi business from IAC's other businesses, as well as governs certain aspects of our

#### ANGI INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

relationship. Under the contribution agreement, the Company agreed to assume all of the assets and liabilities related to the Angi business and agreed to indemnify IAC against any losses arising out of any breach by the Company of the contribution agreement or the other transaction related agreements described below. IAC also agreed to indemnify the Company against any losses arising out of any breach by IAC of the contribution agreement or any of the other transaction related agreements described below.

##### Investor Rights Agreement

The investor rights agreement provides IAC with certain registration, preemptive, and governance rights related to the Company and the shares of its capital stock it holds, as well as certain governance rights for the benefit of stockholders other than IAC.

##### Services Agreement

The services agreement governs services that IAC provides to the Company including, among others: (i) assistance with certain legal, M&A, finance, risk management, internal audit and treasury functions, health and welfare benefits, information security services and insurance and tax affairs, including assistance with certain public company and unclaimed property reporting obligations and (ii) accounting, investor relations services, and tax compliance services. The services agreement automatically renews annually for an additional one-year period for so long as IAC continues to own a majority of the outstanding shares of the Company's common stock.

For the years ended December 31, 2023, 2022 and 2021, the Company was charged \$6.4 million, \$3.8 million and \$3.9 million, respectively, by IAC for services rendered pursuant to the services agreement. There were no outstanding payables pursuant to the services agreement as of December 31, 2023. There was \$0.8 million in outstanding payables pursuant to the services agreement as of December 31, 2022.

##### Tax Sharing Agreement

The tax sharing agreement governs the rights, responsibilities, and obligations of the Company and IAC with respect to tax liabilities and benefits, entitlements to refunds, preparation of tax returns, tax contests and other tax matters regarding U.S. federal, state, local and foreign income taxes. Under the tax sharing agreement, the Company is generally responsible and required to indemnify IAC for: (i) all taxes imposed with respect to any consolidated, combined or unitary tax return of IAC or its subsidiaries that includes the Company or any of its subsidiaries to the extent attributable to the Company or any of its subsidiaries, as determined under the tax sharing agreement, and (ii) all taxes imposed with respect to any of the Company's or its subsidiaries' consolidated, combined, unitary or separate tax returns.

At December 31, 2023 and 2022, the Company had outstanding payables of \$2.1 million and \$1.4 million, respectively, due to IAC pursuant to the tax sharing agreement, which are included in "Accrued expenses and other current liabilities," in the balance sheet. There were no payments to or refunds from IAC pursuant to this agreement during the years ended December 31, 2023 and 2022. There were \$1.5 million of payments to IAC pursuant to this agreement during the year ended December 31, 2021.

#### **Employee Matters Agreement**

The employee matters agreement addresses certain compensation (including stock-based compensation) and benefit issues related to the allocation of liabilities associated with: (i) employment or termination of employment, (ii) employee benefit plans and (iii) equity awards. Under the employee matters agreement, the Company's employees participate in IAC's U.S. health and welfare plans, 401(k) plan and flexible benefits plan and the Company reimburses IAC for the costs of such participation. In the event IAC no longer retains shares representing at least 80% of the aggregate voting power of shares entitled to vote in the election of the Company's Board of Directors, Angi will no longer participate in IAC's employee benefit plans, but will establish its own employee benefit plans that will be substantially similar to the plans sponsored by IAC prior to the Combination.

In addition, the employee matters agreement requires the Company to reimburse IAC for the cost of any IAC equity awards held by Angi current and former employees, with IAC having the ability to elect to receive payment in cash or shares of our Class B common stock. This agreement also provides that IAC has the ability to require that stock appreciation rights granted

#### **ANGI INC. AND SUBSIDIARIES**

#### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

prior to the closing of the Combination and equity awards denominated in shares of our subsidiaries to be settled in either shares of our Class A common stock or IAC common stock. To the extent that shares of IAC common stock are issued in settlement of these awards, the Company is obligated to reimburse IAC for the cost of those shares by issuing shares of our Class A common stock in the case of stock appreciation rights granted prior to the closing of the Combination and shares of our Class B common stock in the case of equity awards denominated in shares of our subsidiaries.

Lastly, pursuant to the employee matters agreement, in the event of a distribution of Angi Inc. capital stock to IAC stockholders in a transaction intended to qualify as tax-free for U.S. federal income tax purposes, the Compensation and Human Capital Committee of the IAC Board of Directors has the exclusive authority to determine the treatment of outstanding IAC equity awards. Such authority includes (but is not limited to) the ability to convert all or part of IAC equity awards outstanding immediately prior to the distribution into equity awards denominated in shares of our Class A Common Stock, which we would be obligated to assume and which would be dilutive to our stockholders.

During the years ended December 31, 2023 and 2022, there have been no IAC equity awards held by Angi Inc. employees exercised or vested, and no exercises and settlements of stock appreciation rights, that would require, pursuant to the employee matters agreement, reimbursement to IAC in Class A and Class B common stock.

During the year ended December 31, 2021, pursuant to the employee matters agreement, 2.6 million shares of Class A common stock were issued to a subsidiary of IAC as reimbursement for IAC common stock issued in connection with the exercise and settlement of certain stock appreciation rights and 0.2 million shares of Angi Inc. Class B common stock were issued to a subsidiary of IAC as reimbursement for shares of IAC common stock in connection with the exercise and vesting of IAC equity awards held by Angi Inc. employees.

#### **Other Arrangements**

Additionally, the Company subleases office space to IAC and charged rent pursuant to a lease agreement of \$0.6 million, \$1.7 million, and \$1.6 million for the years ended December 31, 2023, 2022, and 2021, respectively. IAC subleases office space to the Company and charged rent pursuant to a lease agreement of \$1.3 million, \$1.3 million, and \$0.6 million for the years ended December 31, 2023, 2022 and 2021, respectively. At December 31, 2023, the Company has an outstanding receivable of \$0.3 million due from IAC pursuant to the sublease agreements. This amount is included in "Other non-current assets" in the balance sheet. At December 31, 2022, there were no outstanding receivables due from IAC or payables due to IAC pursuant to the sublease agreements.

The Company incurred advertising expense of \$6.5 million, \$7.0 million, and \$1.0 million for the years ended December 31, 2023, 2022 and 2021, respectively, related to advertising and audience targeted advertising purchased from another IAC owned business. At December 31, 2023 and December 31, 2022, there were related outstanding payables of \$2.2 million and \$1.1 million, respectively, included in "Accrued expenses and other current liabilities" in the balance sheet.

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

Not applicable.

#### **Item 9A. Controls and Procedures**

## Conclusion Regarding the Effectiveness of the Company's Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), conducted an evaluation, as of the end of the period covered by this report, of the effectiveness of the Company's disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on this evaluation, our CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

## Management's Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) for the Company. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. Management assessed the effectiveness of the Company's internal control over financial reporting as of **December 31, 2022** **December 31, 2023**. In making this assessment, management used the criteria for effective internal control over financial reporting described in "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this assessment, management has determined that, as of **December 31, 2022** **December 31, 2023**, the Company's internal control over financial reporting is effective. The effectiveness of our internal control over financial reporting as of **December 31, 2022** **December 31, 2023** has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their attestation report, included herein.

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

## Changes in Internal Control Over Financial Reporting

During the quarter ended **December 31, 2022** **December 31, 2023**, there have been no other changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(f) and 15d-15(f) of the Exchange Act that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. See [Item 8. Consolidated Financial Statements and Supplementary Data](#) and [Report of Independent Registered Public Accounting Firm](#), which reports are incorporated herein by reference.

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Angi Inc.

### Opinion on Internal Control Over Financial Reporting

We have audited Angi Inc. and subsidiaries' internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Angi Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of **December 31, 2022** **December 31, 2023** and **2021**, and **2022**, the related consolidated statements of operations, comprehensive operations, shareholders' equity, and cash flows for each of the three years in the period ended **December 31, 2022** **December 31, 2023**, and the related notes and the financial statement schedule listed in the Index at Item 15(a), and our report dated **March 1, 2023** **February 29, 2024** expressed an unqualified opinion thereon.

### Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control Over Financial Reporting

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

reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ Ernst & Young LLP

New York, New York

March 1, 2023 February 29, 2024

#### Item 9B. Other Information

##### **Not applicable. Rule 10b5-1 Trading Plans**

No director or officer of the Company adopted or terminated a Rule 10b5-1 trading plan or non-Rule 10b5-1 trading arrangement (as such term is defined in Item 408(a) of Regulation S-K) during the quarter ended December 31, 2023.

#### Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

### PART III

The information required by Part III (Items 10, 11, 12, 13 and 14) has been incorporated herein by reference to the definitive Proxy Statement to be used in connection with the Angi Inc. 2023 2024 Annual Meeting of Stockholders (the 2023 2024 Proxy Statement), as set forth below in accordance with General Instruction G(3) of Form 10-K.

#### Item 10. Directors, Executive Officers and Corporate Governance

The information required by Items 401 and 405 of Regulation S-K relating to directors and executive officers of Angi Inc. and their compliance with Section 16(a) of the Exchange Act is set forth in the sections entitled "Information Concerning Director Nominees" and "Information Concerning Angi Inc. Executive Officers Who Are Not Directors," and "Delinquent Section 16(a) Reports," respectively, in the 2023 2024 Proxy Statement and is incorporated herein by reference. The information required by Item 406 of Regulation S-K relating to the Angi Inc. Code of Ethics is set forth under the caption "Part I-Item 1-Business-Description of Our Businesses-Additional Information-Code of Ethics" of this annual report and is incorporated herein by reference. The information required by subsections (c)(3), (d)(4) and (d)(5) of Item 407 of Regulation S-K is set forth in the sections entitled "Corporate Governance" and "The Board and Board Committees" in the 2023 2024 Proxy Statement and is incorporated herein by reference.

#### Item 11. Executive Compensation

The information required by Item 402 of Regulation S-K relating to executive and director compensation and pay ratio disclosure is set forth in the sections entitled "Executive Compensation," "Director Compensation" and "Pay Ratio Disclosure," respectively, in the 2023 2024 Proxy Statement and is incorporated herein by reference. The information required by subsections (e)(4) and (e)(5) of Item 407 of Regulation S-K relating to certain compensation committee matters is set forth in the sections entitled "The Board and Board Committees," "Compensation Committee Report" and "Compensation Committee Interlocks and Insider Participation" in the 2023 2024 Proxy Statement and is incorporated herein by reference; provided, that the information set forth in the section entitled "Compensation Committee Report" shall be deemed furnished herein and shall not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

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

The information regarding ownership of the Company's Class A common stock and Class B common stock required by Item 403 of Regulation S-K and securities authorized for issuance under our equity compensation plans required by Item 201(d) of Regulation S-K is set forth in the sections entitled "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information," respectively, in the 2023 2024 Proxy Statement and is incorporated herein by reference.

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

Information regarding certain relationships and related transactions involving Angi Inc. required by Item 404 of Regulation S-K and director independence determinations required by Item 407(a) of Regulation S-K is set forth in the sections entitled "Certain Relationships and Related Person Transactions" and "Corporate Governance," respectively, in the 2023 2024 Proxy Statement and is incorporated herein by reference.

#### Item 14. Principal Accounting Fees and Services

Information required by Item 9(e) of Schedule 14A regarding the fees and services of the Company's independent registered public accounting firm and the pre-approval policies and procedures applicable to services provided to the Company by such firm is set forth in the sections entitled "Fees Paid to Our Independent Registered Public Accounting Firm" and "Audit

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

#### (a) List of documents filed as part of this Report:

##### (1) Consolidated Financial Statements of Angi Inc.

Report of Independent Registered Public Accounting Firm: Ernst & Young LLP (PCAOB ID:42).

Consolidated Balance Sheet as of **December 31, 2022** **December 31, 2023** and **2021**, 2022.

Consolidated Statement of Operations for the Years Ended **December 31, 2022** **December 31, 2023**, **2021** 2022 and **2020**, 2021.

Consolidated Statement of Comprehensive Operations for the Years Ended **December 31, 2022** **December 31, 2023**, **2021** 2022 and **2020**, 2021.

Consolidated Statement of Shareholders' Equity for the Years Ended **December 31, 2022** **December 31, 2023**, **2021** 2022 and **2020**, 2021.

Consolidated Statement of Cash Flows for the Years Ended **December 31, 2022** **December 31, 2023**, **2021** 2022 and **2020**, 2021.

Notes to Consolidated Financial Statements.

##### (2) Consolidated Financial Statement Schedule of Angi Inc.

Schedule Number	Valuation and Qualifying Accounts.
II	

All other financial statements and schedules not listed have been omitted since the required information is either included in the Consolidated Financial Statements or the notes thereto, is not applicable or is not required.

#### (3) Exhibits

The documents set forth below, numbered in accordance with Item 601 of Regulation S-K, are filed herewith, incorporated by reference to the location indicated or furnished herewith.

Exhibit Number	Description	Location
2.1	Agreement and Plan of Merger, dated as of May 1, 2017, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of August 26, 2017, by and among Angie's List, Inc., IAC/InterActiveCorp, ANGI Homeservices Inc. and Casa Merger Sub, Inc. <sup>(1)</sup>	<a href="#">Annex B to the Proxy Statement/Prospectus of Angie's List, Inc. and ANGI Homeservices Inc., filed on August 30, 2017 pursuant to Rule 424(b)(3).</a>
3.1	Amended and Restated Certificate of Incorporation of ANGI Homeservices Inc.	<a href="#">Exhibit 3.1 to the Registrant's Annual Report on Form 10-K, filed on March 1, 2023.</a>
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Angi Inc.	<a href="#">Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on March 17, 2021.</a>
3.3	Amended and Restated Bylaws of Angi Inc.	<a href="#">Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed on March 17, 2021September 18, 2023.</a>
4.1	Description of Securities <sup>(1)</sup> .	
4.2	Investor Rights Agreement, dated as of September 29, 2017, by and between ANGI Homeservices Inc. and IAC/InterActiveCorp.	<a href="#">Exhibit 2.2 to the Registrant's Current Report on Form 8-K, filed on October 2, 2017.</a>
4.3	Registration Rights Agreement, dated October 19, 2018, by and among ANGI Homeservices Inc. and the holders signatory thereto.	<a href="#">Exhibit 4.2 to the Registration Statement on Form S-3ASR (SEC File No. 333-227932), filed on October 22, 2018.</a>
4.4	Indenture, dated as of August 20, 2020, among ANGI Group, LLC, the guarantors party thereto and Computershare Trust Company, N.A., as trustee.	<a href="#">Exhibit 4.1 to the Registrant's Current Report on Form 8-K, filed on August 20, 2020.</a>

10.1	Contribution Agreement, dated as of September 29, 2017, by and between ANGI Homeservices Inc. and IAC/InterActiveCorp. <sup>(2)</sup>	<a href="#">Exhibit 2.1 to the Registrant's Current Report on Form 8-K, filed on October 2, 2017.</a>
10.2	Services Agreement, dated as of September 29, 2017, by and between ANGI Homeservices Inc. and IAC/InterActiveCorp. <sup>(2)</sup>	<a href="#">Exhibit 2.3 to the Registrant's Current Report on Form 8-K, filed on October 2, 2017.</a>
10.3	Tax Sharing Agreement, dated as of September 29, 2017, by and between ANGI Homeservices Inc. and IAC/InterActiveCorp.	<a href="#">Exhibit 2.4 to the Registrant's Current Report on Form 8-K, filed on October 2, 2017.</a>
10.4	Employee Matters Agreement, dated as of September 29, 2017, by and between ANGI Homeservices Inc. and IAC/InterActiveCorp. <sup>(2)</sup>	<a href="#">Exhibit 2.5 to the Registrant's Current Report on Form 8-K, filed on October 2, 2017.</a>
10.5	ANGI Homeservices Inc. 2017 Stock and Annual Incentive Plan. <sup>(3)</sup>	<a href="#">Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on October 2, 2017.</a>
10.6	Form of Notice and Terms and Conditions for Restricted Stock Units granted under the ANGI Homeservices Inc. 2017 Stock and Annual Incentive Plan. <sup>(3)</sup>	<a href="#">Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2017.</a>
10.7	Form of Notice and Terms and Conditions for Stock Options granted under the ANGI Homeservices Inc. 2017 Stock and Annual Incentive Plan. <sup>(3)</sup>	<a href="#">Exhibit 10.9 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2017.</a>
10.8	Form of Terms and Conditions for Stock Appreciation Rights granted under the ANGI Homeservices Inc. 2017 Stock and Annual Incentive Plan. <sup>(3)</sup>	<a href="#">Exhibit 10.2 to the Registration Statement on Form S-4, as amended (SEC File No. 333-219064), filed on August 28, 2017.</a>
10.9	Employment Agreement between Angela R. Hicks Bowman and ANGI Homeservices Inc., dated as of June 29, 2017. <sup>(3)</sup>	<a href="#">Exhibit 10.4 to the Registration Statement on Form S-4 (SEC File No. 333-219064), filed on June 30, 2017.</a>
10.10	Employment Agreement between Shannon Shaw and ANGI Homeservices Inc., dated as of February 22, 2019. <sup>(3)</sup>	<a href="#">Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2019.</a>
10.11	Employment Agreement between Kulesh Shanmugasundaram and Angi Inc., dated as of March 25, 2021. <sup>(3)</sup>	<a href="#">Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021.</a>
10.12	Employment Agreement between Dhanusha Sivajee and Angi Inc., dated as of July 30, 2021. <sup>(3)</sup>	<a href="#">Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2021.</a>
10.13	Employment Agreement between Andrew Russakoff and Angi Inc., dated as of June 9, 2022. <sup>(3)</sup>	<a href="#">Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on June 9, 2022.</a>
10.14	Separation Employment Agreement between Jeffrey Kip and Angi Inc., dated as of October 10, 2022, by and between Angi Inc. and Oisin Hanrahan, November 13, 2023. <sup>(3)</sup>	<a href="#">Exhibit 99.2 to the Registrant's Current Report on Form 8-K, filed on October 11, 2022.</a>
10.15	Separation Agreement, dated as of December 5, 2022, by and between Angi Inc. and Umang Dua. <sup>(3)</sup>	<a href="#">Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on December 5, 2022.</a>
21.1	Subsidiaries of the Registrant as of December 31, 2022	<a href="#">December 31, 2023.</a>
23.1	Consent of Ernst & Young LLP. <sup>(1)</sup>	
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. <sup>(1)</sup>	
31.2	Certification of the President pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. <sup>(1)</sup>	

31.3 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.<sup>(1)</sup>

32.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.<sup>(4)</sup>

32.2 Certification of the President pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.<sup>(4)</sup>

32.3 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.<sup>(4)</sup>

97.1 Angi Inc.'s Clawback Policy<sup>(1)</sup>

101.INS Inline XBRL Instance (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<sup>(1)</sup>

101.CAL Inline XBRL Taxonomy Extension Calculation<sup>(1)</sup>

101.DEF Inline XBRL Taxonomy Extension Definition<sup>(1)</sup>

101.LAB Inline XBRL Taxonomy Extension Labels<sup>(1)</sup>

101.PRE Inline XBRL Taxonomy Extension Presentation<sup>(1)</sup>

104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

(1) Filed herewith.

(2) Annexes, schedules and/or exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Registrant agrees to furnish supplementally a copy of any omitted attachment to the SEC on a confidential basis upon request.

(3) Reflects management contracts and management and director compensatory plans.

(4) Furnished herewith.

#### Item 16. Form 10-K Summary

None.

#### SIGNATURES

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

Dated: March 1, 2023 February 29, 2024

Angi Inc.

By:

/s/ ANDREW RUSSAKOFF

Andrew Russakoff

*Chief Financial Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 1, 2023 February 29, 2024:

<u>Signature</u>	<u>Title</u>
/s/ JOSEPH LEVIN Joseph Levin	Chief Executive Officer, Chairman of the Board, and Director
/s/ JEFFREY W. KIP Jeffrey W. Kip	President
/s/ ANDREW RUSSAKOFF Andrew Russakoff	Chief Financial Officer
/s/ CHRISTOPHER W. BOHNERT Christopher W. Bohnert	Senior Vice President, Principal Accounting Officer
/s/ THOMAS R. EVANS Thomas R. Evans	Director
/s/ ALESIJA J. HAAS Alesija J. Haas	Director
/s/ CHRISTOPHER HALPIN Christopher Halpin	Director
/s/ KENDALL HANDLER Kendall Handler	Director
/s/ ANGELA R. HICKS BOWMAN Angela R. Hicks Bowman	Director
/s/ SANDRA HURSE Sandra Hurse	Director
/s/ JEREMY G. PHILIPS Jeremy G. Philips	Director
/s/ THOMAS C. PICKETT JR. Thomas C. Pickett Jr.	Director
/s/ GLENN H. SCHIFFMAN Glenn H. Schiffman	Director
/s/ MARK STEIN Mark Stein	Director
/s/ SUZY WELCH Suzy Welch	Director

Schedule II

ANGI INC. AND SUBSIDIARIES VALUATION AND QUALIFYING ACCOUNTS											
Description	Description	Charges					Balances				
		Beginning	Charges to Earnings	to Other Accounts	Deductions	End of Period	Beginning of Period	Charges to Earnings	to Other Accounts	Deductions	End of Period
(In thousands)											
<b>2023</b>											
Allowance for credit losses											
Allowance for credit losses											

Allowance for credit losses								
Deferred tax valuation allowance								
Other reserves								
<b>2022</b>	<b>2022</b>							
<b>2022</b>								
Allowance for credit losses								
Allowance for credit losses								
Allowance for credit losses								
Allowance for credit losses	Allowance for credit losses				(a)			(b)
for credit losses	for credit losses	\$33,652	108,151	\$ 110	\$(98,753)			\$43,160
Deferred tax valuation allowance	Deferred tax valuation allowance			(c)		(d)		
Other reserves	Other reserves	66,626	\$ 1,958		\$(3,544)			65,040
<b>2021</b>	<b>2021</b>							
<b>2021</b>								
Allowance for credit losses					(a)			(b)
for credit losses	for credit losses	\$26,046	\$88,076	\$ 92	\$(80,562)			\$33,652
Allowance for credit losses								
Allowance for credit losses								
Deferred tax valuation allowance	Deferred tax valuation allowance			(e)		(d)		
Other reserves	Other reserves	77,076	(5,925)	(4,525)		—		66,626
<b>2020</b>								
Allowance for credit losses					(a)			(b)
Deferred tax valuation allowance	Deferred tax valuation allowance	\$19,066	\$78,229	\$ (152)	\$(71,097)			\$26,046
Other reserves	Other reserves	71,472	(235)	5,839		—		77,076

(a) Additions to the credit loss reserve are charged to expense.

(b) Write-off of fully reserved accounts receivable balance, net of recoveries.

(c) Amount is primarily related to a net decrease in foreign NOLs partially offset by an increase in unbenefted capital losses and state tax attributes, foreign NOLs.

(d) Amount is primarily related to currency translation adjustments on foreign NOLs.

(e) Amount is primarily related to a net decrease in foreign NOLs partially offset by an increase in unbeneftited capital losses and state and foreign NOLs tax attributes.

(f) Amount is primarily related to a decrease in state NOLs largely offset by an increase in and foreign NOLs.

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
Angi Inc.\***

It is hereby certified that:

1. The name of the Corporation is Angi Inc., which was originally incorporated under the name "Halo TopCo, Inc" and the Corporation's corporate name was subsequently amended to ANGI Homeservices Inc. on May 4, 2017. Effective as of March 17, 2021, the Corporation further amended its Certificate of Incorporation to amend its corporate name from ANGI Homeservices Inc. to Angi Inc.
2. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was April 13, 2017.
3. This Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted by the Board of Directors and Stockholders of the Corporation in accordance with Sections 242 and 245 of the Delaware General Corporation Law and by the written consent of its Stockholders in accordance with Section 228 of the Delaware General Corporation Law.

4. The original Certificate of Incorporation of the Corporation, as amended, is hereby amended and restated in its entirety to read as follows:

**ARTICLE I**

The name of the Corporation is Angi Inc.

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV**

The Corporation shall have the authority to issue 5,500,000,000 shares of stock, comprised of 2,000,000,000 shares of \$0.001 par value Class A common stock, 1,500,000,000 shares of \$0.001 par value Class B common stock, 1,500,000,000 shares of \$0.001 par value Class C common stock, and 500,000,000 shares of \$0.001 par value Preferred Stock.

\* Compiled to comply with Item 601(b)(3) of Regulation S-K of the Securities Act of 1933, as amended, and Regulation S-K C&DI 246.01. Reflects the documents filed as Exhibits 3.2 and 3.3 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

A statement of the designations of each class and the powers, preferences and rights, and qualifications, limitations or restrictions thereof is as follows:

**A. Class A Common Stock.**

- (1) The holders of shares of Class A common stock shall be entitled to receive, share for share with the holders of shares of Class B common stock and the holders of shares of Class C common stock, such dividends if, as and when declared from time to time by the Board of Directors, except as provided for in Section D of this Article IV.
- (2) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of shares of Class A common stock shall be entitled to receive, share for share with the holders of shares of Class B common stock and the holders of shares of Class C common stock, all the assets of the Corporation of whatever kind available for distribution to Stockholders, after the rights of the holders of shares of Preferred Stock have been satisfied.
- (3) Each holder of shares of Class A common stock shall be entitled to vote one vote for each share of Class A common stock held as of the applicable date on any matter that is submitted to a vote or the subject of a written consent of the Stockholders of the Corporation. Except as otherwise provided herein or by the General Corporation Law of the State of Delaware, the holders of shares of Class A common stock and the holders of shares of Class B common stock shall at all times vote on all matters (including the election of directors of the Corporation) together as one class.

**B. Class B Common Stock.**

- (1) The holders of shares of Class B common stock shall be entitled to receive, share for share with the holders of shares of Class A common stock and the holders of shares of Class C common stock, such dividends if, as and when declared from time to time by the Board of Directors, except as provided for in Section D of this Article IV.
- (2) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of shares of Class B common stock shall be entitled to receive, share for share with the holders of shares of Class A common stock and the holders of shares of Class C common stock, all the assets of the Corporation of whatever kind available for distribution to Stockholders, after the rights of the holders of shares of Preferred Stock have been satisfied.

(3) Each holder of shares of Class B common stock shall be entitled to vote ten votes for each share of Class B common stock held as of the applicable date on any matter that is submitted to a vote or the subject of a written consent of the Stockholders of the Corporation. Except as otherwise provided herein or by the General Corporation Law of the State of Delaware, the holders of shares of Class A common stock and the holders of shares of Class B common stock shall at all times vote on all matters (including the election of directors of the Corporation) together as one class.

**C. Class C Common Stock.**

(1) The holders of shares of Class C common stock shall be entitled to receive, share for share with the holders of shares of Class A common stock and the holders of shares of Class B common stock, such dividends if, as and when declared from time to time by the Board of Directors, except as provided for in Section D of this Article IV.

(2) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of shares of Class C common stock shall be entitled to receive, share for share with the holders of shares of Class A common stock and the holders of shares of Class B common stock, all the assets of the Corporation of whatever kind available for distribution to Stockholders, after the rights of the holders of shares of Preferred Stock have been satisfied.

(3) Each holder of shares of Class C common stock will not be entitled to any voting powers, except as (and then only to the extent) otherwise required by the laws of the State of Delaware. If a vote or consent of the holders of shares of Class C common stock should at any time be required by the laws of the State of Delaware on any matter, the holders of shares of Class C common stock will be entitled to one-hundredth (1/100) of a vote on such matter for each share of Class C common stock held.

**D. Dividends.**

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(1) Whenever a dividend, other than a Share Distribution or an Asset Distribution (each as defined below), is paid to the holders of any class of the Corporation's common stock then outstanding, the Corporation will also pay to the holders of each other class of the Corporation's common stock then outstanding an equal dividend per share. Dividends will be payable only as and when declared by the Board of Directors.

(2) If at any time a Share Distribution is to be made with respect to any class of the Corporation's common stock, such Share Distribution may be declared and paid only as follows:

(a) a Share Distribution

(i) consisting of shares of Class C common stock (or securities convertible into or exercisable or exchangeable for shares of Class C common stock) may be declared and paid to holders of shares of Class A common stock, Class B common stock and Class C common stock, on an equal per share basis, or  
(ii) consisting of (x) shares of Class A common stock (or securities convertible into or exercisable or exchangeable for shares of Class A common stock) may be declared and paid to holders of shares of Class A common stock on an equal per share basis, (y) shares of Class B common stock (or securities convertible into or exercisable or exchangeable for shares of Class B common stock) may be declared and paid to holders of shares of Class B common stock, on an equal per share basis, and (z) shares of Class C common stock (or securities convertible into or exercisable or exchangeable for shares of Class C common stock) may be declared and paid to holders of shares of Class C common stock, on an equal per share basis; or

(b) a Share Distribution consisting of any class or series of securities of the Corporation or any other Person, other than shares of Class A common stock, Class B common stock or Class C common stock (or securities convertible into or exercisable or exchangeable for shares of Class A common stock, Class B common stock or Class C common stock), may be declared and paid on the basis of a dividend of

(i) identical securities, on an equal per share basis, to holders of shares of Class A common stock, Class B common stock and Class C common stock,

(ii) a separate class or series of securities to holders of shares of Class A common stock, a separate class of securities to holders of shares of Class B common stock and a separate class or series of securities to holders of shares of Class C common stock, on an equal per share basis,

(iii) a separate class or series of securities to holders of shares of Class B common stock and a different class or series of securities to holders of shares of Class A common stock and Class C common stock, on an equal per share basis; or

(iv) a separate class or series of securities to holders of shares of Class C common stock and a different class or series of securities to holders of shares of Class A common stock and Class B common stock, on an equal per share basis;

provided, that,

(A) in connection with a Share Distribution pursuant to clauses (ii), (iii) or (iv),

(1) such separate classes or series of securities (and, if the dividend consists of Convertible Securities, the Underlying Securities) do not differ in any respect other than their relative voting rights (and any related differences in designation, conversion, redemption and share distribution provisions, as applicable), with either

(X) holders of shares of Class B common stock receiving the class or series of securities having (or convertible into or exercisable or exchangeable for securities having) the highest relative voting rights and the holders of shares of Class A common stock and Class C common stock receiving securities of a class or series of securities having (or convertible into or exercisable or exchangeable for securities having) lesser relative voting rights, or

(Y)holders of Class B common stock and Class A common stock receiving a class or series of securities having (or convertible into or exercisable or exchangeable for securities having) the highest relative voting rights and the holders of shares of the Class C common stock receiving securities of a class or series of securities having (or convertible into or exercisable or exchangeable for securities having) lesser relative voting rights, in each case, without regard to whether such rights differ to a greater or lesser extent than the corresponding differences in voting rights (and any related differences in designation, conversion, redemption and share distribution, as applicable) among the shares of Class A common stock, the Class B common stock and the Class C common stock, and

(2)in the event the securities to be received by the holders of shares of Class A common stock and Class C common stock consist of different classes or series of securities, with each such class or series of securities (or the Underlying Securities into which such class is convertible or for which such class or series is exercisable or exchangeable) differing only with respect to the relative voting rights of such class or series (and any related differences in designation, conversion, redemption and share distribution provisions, as applicable), then such classes or series of securities will be distributed to the holders of shares of each class of common stock (other than the Class B common stock) (A) as the Board of Directors determines or (B) such that the relative voting rights (and any related differences in designation, conversion, redemption and share distribution provisions, as applicable) of the class or series of securities (or the Underlying Securities) to be received by the holders of shares of each class of common stock (other than the Class B common stock) corresponds to the extent practicable to the relative voting rights (and any related differences in designation, conversion, redemption and share distribution provisions, as applicable) of such class of common stock, as compared to the other class of common stock (other than the Class B common stock), and

(B)a dividend involving a class or series of securities of a Person other than the Corporation may be treated as an Asset Distribution or as a Share Distribution as determined by the Board of Directors.

(3)Whenever a dividend in the form of an Asset Distribution is paid to the holders of any class or classes of common stock of the Corporation then outstanding, the Corporation shall also pay a dividend, in cash and/or other property, to the holders of each other class of common stock then outstanding, on an equal per share basis (but, for the avoidance of doubt, without requiring that such dividend be identical in form), in an amount, in the case of a dividend consisting solely of cash, equal to the fair market value of such holders' ownership interest (immediately prior to such Asset Distribution) in the assets paid as a dividend pursuant to the Asset Distribution, or having a fair market value (as determined by the Board of Directors in good faith), in the case of any other dividend, equal to the fair market value (as determined by the Board of Directors in good faith) of such holders' ownership interest (immediately prior to such Asset Distribution) in the assets paid as a dividend pursuant to the Asset Distribution.

(4)For the purposes of this Article IV Section D and Article IV Section G:

"Asset Distribution" means a dividend payable by delivery of an asset owned by the Corporation including shares of any class or series of capital stock of any Person owned by the Corporation.

"Convertible Security" means any security which is, directly or indirectly, convertible into, exchangeable for or otherwise exercisable for another security.

"Person" means (a) an individual or any corporation, partnership, limited liability company, estate, trust, association, private foundation, joint stock company or any other entity, or (b) "person" as such term is used in Section 355(e) of the Internal Revenue Code of 1986, as amended, and any successor thereto.

"Share Distribution" means a dividend payable (including an issuance made in connection with any stock split, reclassification or recapitalization) in shares of any class of capital stock of the Corporation or any other Person, other securities of the Corporation or any other Person (including Convertible Securities).

"Underlying Securities" means with respect to any class or series of Convertible Securities, the class or series of securities into which such class or series of Convertible Securities is directly or indirectly

convertible, or for which such Convertible Securities are directly or indirectly exchangeable, or that such Convertible Securities evidence the right to purchase or otherwise receive, directly or indirectly.

(5)Notwithstanding anything to the contrary contained herein, the dividend or other issuance by the Corporation of rights to purchase capital stock, other securities or property pursuant to a "poison pill" stockholder rights plan shall not be subject to this Section D of this Article IV.

**E. Other Matters Affecting Holders of Class A Common Stock, Class B Common Stock and Class C Common Stock.**

(1)Shares of Class B common stock shall be convertible into shares of Class A common stock of the Corporation at the option of the holder thereof at any time on a share for share basis. Such conversion ratio shall in all events be equitably preserved in the event of any recapitalization of the Corporation by means of a stock dividend on, or a stock split or combination of, outstanding shares of Class A common stock or Class B common stock, or in the event of any merger, consolidation or other reorganization of the Corporation with another corporation. Shares of Class A common stock and shares of Class C common stock will not be convertible into shares of any other class of capital stock of the Corporation.

(2)Upon the conversion of shares of Class B common stock into shares of Class A common stock, said shares of Class B common stock shall be retired and shall not be subject to reissue.

(3) The number of authorized shares of any class of stock of the Corporation may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of Class A common stock, Class B common stock and any one or more series of Preferred Stock entitled to vote thereon, voting together as one class.

**F. Preferred Stock.**

The Board of Directors shall, by resolution, designate the powers, preferences, rights and qualifications, limitations and restrictions of the shares of Preferred Stock.

**G. Determinations.**

For purposes of this Article IV, the Board of Directors shall have the power and authority to, in good faith (a) make all determinations regarding (1) whether or not a dividend is an equal dividend per share or is declared and paid on an equal per share basis and (ii) whether or not one or more classes or series of securities, Convertible Securities or Underlying Securities differ in any respect other than their relative voting rights (and any related differences in designation, conversion, redemption and share distribution provisions) and (b) interpret this Article IV and make any other determination required herein. All such interpretations and determinations made by the Board of Directors shall be final, conclusive and binding. The Secretary of the Corporation shall maintain a written record of any such determination made by the Board of Directors at the principal executive offices of the Corporation and a copy thereof shall be provided free of charge to any stockholder who makes a request therefor.

**ARTICLE V**

The Board of Directors is expressly authorized to make, alter or repeal Bylaws of the Corporation, but the Stockholders may make additional Bylaws and may alter or repeal any Bylaw whether adopted by them or otherwise.

**ARTICLE VI**

Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the Corporation.

**ARTICLE VII**

The Corporation is to have perpetual existence.

**ARTICLE VIII**

Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or

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estate of such person), shall be indemnified by the Corporation, in accordance with the Bylaws of the Corporation, to the full extent permitted from time to time by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereinafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification greater or different than that provided in this Article VIII. Any amendment or repeal of this Article VIII shall not adversely affect any right or protection existing hereunder immediately prior to such amendment or repeal.

**ARTICLE IX**

A director of the Corporation shall not be personally liable to the Corporation or its Stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its Stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. Any amendment or repeal of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such amendment or repeal. The liability of a director shall be further eliminated or limited to the full extent permitted by the laws of the State of Delaware, as it may hereafter be amended.

**ARTICLE X**

Meetings of Stockholders may be held within or without the State of Delaware, as determined by the Board of Directors. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware) within or outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**ARTICLE XI**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the General Corporation Law of the State of Delaware, and all rights conferred upon Stockholders of the Corporation herein are granted subject to this reservation.

**ARTICLE XII**

The number of directors of the Corporation shall be such number as shall be determined from time to time by resolution of the Board of Directors.

**ARTICLE XIII**

**A. Competition and Corporate Opportunities.**

(1) Subject to any express agreement that may from time to time be in effect, any Dual Role Person may, and shall have no duty not to, on behalf of IAC (i) carry on and conduct, whether directly, or as a partner in any partnership, or as a joint venturer in any joint venture, or as an officer, director or stockholder of any corporation, or as a participant in any syndicate, pool, trust or association, any business of any kind, nature or description, whether or not such business is competitive with or in the same or similar lines of business as the Corporation or its Affiliated Companies, (ii) do business with any client, customer, vendor or lessor of any of the Corporation or its Affiliated Companies, and (iii) make investments in any kind of property in which the Corporation or its Affiliated Companies may make investments.

(2) To the fullest extent permitted by Section 122(17) of the General Corporation Law of the State of Delaware, the Corporation hereby renounces any interest or expectancy of the Corporation or any of its Affiliated Companies to participate in any business of IAC, and waives any claim against a Dual Role Person and shall indemnify a Dual Role Person against any claim that such Dual Role Person is liable to the Corporation or its Stockholders for breach of any fiduciary duty solely by reason of such Person's

participation in any such business on behalf of IAC. The Corporation shall pay in advance any expenses incurred in defense of such claim as provided in the Bylaws of the Corporation.

(3) To the fullest extent permitted by Section 122(17) of the General Corporation Law of the State of Delaware, the Corporation hereby renounces any interest or expectancy of the Corporation or any of its

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Affiliated Companies in (and a Dual Role Person shall not have any duty to offer or communicate information regarding) any potential transaction or matter which may constitute a corporate opportunity for both (a) IAC and (b) the Corporation or its Affiliated Companies and waives any claim against each Dual Role Person, and shall indemnify a Dual Role Person against any claim, that such Dual Role Person is liable to the Corporation or its Stockholders for breach of any fiduciary duty solely by reason of the fact that such Dual Role Person (i) pursues or acquires any corporate opportunity for the account IAC, (ii) directs, recommends, sells, assigns, or otherwise transfers such corporate opportunity to IAC or (iii) does not communicate information regarding such corporate opportunity to the Corporation or its Affiliated Companies; provided, however, in each case, that any corporate opportunity which is expressly offered to a Dual Role Person solely in his or her capacity as an officer or director of the Corporation or any of its Affiliated Companies shall belong to the Corporation. The Corporation shall pay in advance any expenses incurred in defense of such claim as provided in the Bylaws of the Corporation.

**B. Certain Matters Deemed Not Corporate Opportunities.**

In addition to and notwithstanding the foregoing provisions of this Article XIII, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any business opportunity that the Corporation is not financially able or contractually permitted or legally able to undertake. Moreover, nothing in this Article XIII shall amend or modify in any respect any written contractual agreement between IAC on the one hand and the Corporation or any of its Affiliated Companies on the other hand.

**C. Certain Definitions.**

For purposes of this Article XIII:

"Affiliate" means with respect to any Person, any other Person directly or indirectly controlling, controlled by or under common control with such Person. For purposes of the foregoing definition, the term "controls," "is controlled by," or "is under common control with" means the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

"Affiliated Company" means, with respect to the Corporation, any Person controlled by the Corporation.

"Dual Role Person" means each of (a) any director or officer of the Corporation who is also an officer, director, employee or other Affiliate of IAC and (b) IAC.

"IAC" means IAC/InteractiveCorp and its Affiliates (other than the Corporation and its Affiliated Companies), successors and assigns.

"Person" means (a) an individual or any corporation, partnership, limited liability company, estate, trust, association, private foundation joint stock company or any other entity, or (b) "person" as such term is used in Section 355(e) of the Internal Revenue Code of 1986, as amended, and any successor thereto.

**D. Termination.**

The provisions of this Article XIII shall have no further force or effect at such time as (1) the Corporation or any of its Affiliated Companies and IAC are no longer Affiliates of one another and (2) none of the directors and/or officers of IAC serve as directors and/or officers of the Corporation or its Affiliated Companies; provided, however, that any such termination shall not terminate the effect of such provisions with respect to any agreement, arrangement or other understanding between the Corporation or any of its Affiliated Companies on the one hand, and IAC, on the other hand, that was entered into before such time or any transaction entered into in the performance of such agreement, arrangement or other understanding, whether entered into before or after such time.

**E. Deemed Notice.**

Any Person purchasing or otherwise acquiring or obtaining any interest in any capital stock of the Corporation shall be deemed to have notice and to have consented to the provisions of this Article XIII.

**F. Severability.**

The invalidity or unenforceability of any particular provision, or part of any provision, of this Article XIII shall not affect the other provisions or parts hereof, and this Article XIII shall be construed in all respects as if such invalid or unenforceable provisions or parts were omitted.

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## ARTICLE XIV

The Corporation shall not be governed by Section 203 of the General Corporation Law of the State of Delaware ("Section 203"), and the restrictions contained in Section 203 shall not apply to the Corporation.

#### DESCRIPTION OF CAPITAL STOCK

The following is a description of the capital stock of Angi Inc. ("Angi," "we," or "our") and does not purport to be complete. For a more detailed description of our capital stock, see the applicable provisions of the Delaware General Corporation Law (the "DGCL"), our amended and restated certificate of incorporation (the "Certificate of Incorporation") and our amended and restated bylaws (the "Bylaws"). This description is subject to, and qualified in its entirety by reference to, the DGCL, the Certificate of Incorporation and the Bylaws, all of which are incorporated by reference as exhibits to this Annual Report on Form 10-K, of which this Exhibit 4.1 is a part.

##### ANGI Authorized Capital Stock

Our authorized capital stock consists of 5,500,000,000 shares of stock, comprised of 2,000,000,000 shares of Class A Common Stock, par value \$0.001 per share ("Class A Common Stock"), 1,500,000,000 shares of Class B Common Stock, par value \$0.001 per share ("Class B Common Stock"), 1,500,000,000 shares of Class C Common Stock, par value \$0.001 per share ("Class C Common Stock"), and 500,000,000 shares of preferred stock, par value \$0.001 per share ("Preferred Stock").

As of **February 10, 2023** **February 9, 2024**, there were **82,763,685** **80,015,090** shares of Class A Common Stock outstanding, 422,019,247 shares of Class B Common Stock outstanding and no shares of Class C Common Stock or preferred stock outstanding. The number of authorized shares of any class of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the vote of the holders of a majority of the voting power of all then-outstanding shares of Class A Common Stock, Class B Common Stock and any outstanding series of preferred stock entitled to vote thereon, voting together as one class. Shares of Class A Common Stock are registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and shares of Class B Common Stock are not registered pursuant to Section 12.

##### ANGI Common Stock

The rights of holders of Class A Common Stock, Class B Common Stock and Class C Common Stock are identical, except for the differences described below under "—Voting Rights," "—Dividend Rights" and "—Conversion Rights." Any authorized but unissued shares of Class A Common Stock, Class B Common Stock and Class C Common Stock are available for issuance by the ANGI board of directors without any further stockholder action, subject to any limitations imposed by the Marketplace Rules of The Nasdaq Stock Market, LLC (the "Nasdaq Rules").

##### Voting Rights

Holders of Class A Common Stock are entitled to one vote per share on all matters to be voted upon by stockholders. Holders of Class B Common Stock are entitled to ten votes per share on all matters to be voted upon by stockholders. Holders of Class C Common Stock are not entitled to any votes per share (except as, and then only to the extent, otherwise required by the laws of Delaware, in which case such holders are entitled to one one-hundredth of a vote per share). Holders of Class A Common Stock, Class B Common Stock and Class C Common Stock do not have cumulative voting rights in the election of directors.

##### Dividend Rights

Holders of Class A Common Stock, Class B Common Stock and Class C Common Stock are entitled to ratably receive dividends (other than in the event of a share distribution or an asset distribution, as further described below) if, as and when declared from time to time by the ANGI board of directors in its discretion out of funds legally available for that purpose, after payment of any dividends required to be paid on any outstanding preferred stock. Under Delaware law, we can only pay dividends either out of "surplus" or out of the current or the immediately preceding year's net profits. Surplus is defined as the excess, if any, at any given time, of the total assets of a corporation over its total liabilities and statutory capital. The value of a corporation's assets can be measured in a number of ways and may not necessarily equal their book value.

In a distribution of shares of ANGI common stock, we may distribute: (i) shares of Class C Common Stock (or securities convertible into or exercisable or exchangeable for shares of Class C Common Stock), on an equal per share basis, to holders of Class A Common Stock, Class B Common Stock and Class C Common Stock or (ii) (x) shares of Class A Common Stock (or securities convertible into or exercisable or exchangeable for shares of

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Class A Common Stock), on an equal per share basis, to holders of Class A Common Stock, (y) shares of Class B Common Stock (or securities convertible into or exercisable or exchangeable for shares of Class B Common Stock), on an equal per share basis, to holders of Class B Common Stock and (z) shares of Class C Common Stock (or securities convertible into or exercisable or exchangeable for shares of Class C Common Stock), on an equal per share basis, to holders of Class C Common Stock.

In a distribution of any other of our securities or the capital stock or other securities of another person or entity, we may choose to distribute: (i) identical securities, on an equal per share basis, to holders of Class A Common Stock, Class B Common Stock and Class C Common Stock, (ii) a separate class or series of securities to holders of shares of Class A Common Stock, a separate class of securities to holders of shares of Class B Common Stock and a separate class or series of securities to holders of shares of Class C Common Stock, on an equal per share basis, (iii) a separate class or series of securities to holders of shares of Class B Common Stock and a different class or series of securities to holders of shares of Class A Common Stock and Class C Common Stock, on an equal per share basis or (iv) a separate class or series of securities to holders of shares of

Class C Common Stock and a different class or series of securities to holders of shares of Class A Common Stock and Class B Common Stock, on an equal per share basis, provided that, in the case of clause (ii), (iii) or (iv), the different classes or series of securities to be distributed are not different in any respect other than their relative voting rights (and any related differences in designation, conversion, redemption and share distribution provisions, as applicable), with either (x) holders of shares of Class B Common Stock receiving the class or series of securities having the highest relative voting rights or (y) holders of shares of Class B Common Stock and Class A Common Stock receiving a class or series of securities having the highest relative voting rights. A dividend involving a class or series of securities of another person or entity may be treated as a share distribution or as an asset distribution as determined by our board of directors.

In a distribution of our assets (including shares of any class or series of capital stock of another person or entity owned by us) to holders of any class or classes of common stock, a dividend in cash and/or other property will be paid to holders of each other class of common stock then outstanding on an equal per share basis in an amount, in the case of a dividend consisting solely of cash, equal to the fair market value of such holders' ownership interest in the assets paid as a dividend pursuant to the asset distribution, or having a fair market value, in the case of any other dividend, equal to the fair market value of such holders' ownership interest in assets paid as a dividend pursuant to the asset distribution.

The ANGI board of directors has the power and authority to, in good faith, make all determinations regarding, among other things: (i) whether or not a dividend is an equal dividend per share or is declared and paid on an equal per share basis, (ii) whether one or more classes or series of securities differ in any respect other than their relative voting rights and (iii) any other interpretations that may be required under the dividend rights provisions of the Certificate of Incorporation described above.

#### **Conversion Rights**

Shares of Class B Common Stock are convertible into shares of Class A Common Stock at the option of the holder at any time on a share for share basis. The conversion ratio will in all events be equitably preserved in the event of any recapitalization of ANGI by means of a stock dividend on, or a stock split or combination of, the outstanding shares of Class A Common Stock or of Class B Common Stock, or in the event of any merger, consolidation or other reorganization of ANGI with another corporation. Upon the conversion of a share of Class B Common Stock into a share of Class A Common Stock, the applicable share of Class B Common Stock will be retired and will not be subject to reissue. Shares of Class A Common Stock and shares of Class C Common Stock have no conversion rights.

#### **Liquidation Rights**

Upon the liquidation, dissolution or winding up of ANGI, holders of Class A Common Stock, Class B Common Stock and Class C Common Stock are entitled to receive ratably the assets available for distribution to the stockholders after the rights of holders of shares of preferred stock have been satisfied.

#### **Other Matters**

Shares of Class A Common Stock, Class B Common Stock and Class C Common Stock have no preemptive rights pursuant to the terms of the Certificate of Incorporation and Bylaws. There are no redemption or sinking fund

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provisions applicable to shares of Class A Common Stock, Class B Common Stock or Class C Common Stock. All outstanding shares of Class A Common Stock and of Class B Common Stock are fully paid and non-assessable.

#### **Listing**

ANGI Class A Common Stock is listed on The Nasdaq Global Select Market under the symbol "ANGI."

#### **Transfer Agent and Registrar**

The transfer agent and registrar for ANGI Class A Common Stock is Computershare Trust Company, N.A.

#### **Preferred Stock**

Pursuant to the Certificate of Incorporation, shares of Preferred Stock are issuable from time to time, in one or more series, with the designations of the series, the voting rights of the shares of the series (if any), the powers, preferences and relative, participation, optional or other special rights (if any), and any qualifications, limitations or restrictions thereof as the ANGI board of directors from time to time may adopt by resolution (and without further stockholder approval, subject to any limitation imposed by the Nasdaq Rules). The rights, preferences and privileges of such preferred stock may be greater than, and may adversely affect, the rights of our common stock. Each series will consist of that number of shares as will be stated and expressed in the certificate of designations providing for the issuance of the preferred stock of the series.

#### **Anti-Takeover Effects of Provisions of the Certificate of Incorporation, Bylaws and Other Agreements**

Certain provisions of the DGCL and certain provisions of the Certificate of Incorporation and Bylaws summarized below may be deemed to have an anti-takeover effect and may delay, deter or prevent a tender offer or takeover attempt that a stockholder might consider to be in such stockholder's best interests, including attempts that might result in a premium being paid over the market price for the shares held by our stockholders.

#### **Multi-Class Structure**

As discussed above, each share of Class B Common Stock has ten votes per share, while each share of Class A Common Stock (the only class of our capital stock that is publicly traded) has one vote per share. Except as provided in the Certificate of Incorporation or by the DGCL, the holders of Class A Common Stock and the holders of Class B Common Stock vote on all matters (including the election of directors) together as one class. Our Class C Common Stock, of which no shares are outstanding, do not have any voting rights. IAC Inc. ("IAC") owns and controls all of the outstanding shares of Class B Common Stock, which at this time constitutes a substantial majority of both the total voting power and the total number of shares of our total outstanding capital stock. Even if IAC in the future owns significantly less than 50% of our total outstanding capital stock, because of the multi-class structure of our common stock and the higher relative voting rights of Class B Common Stock compared to Class A Common Stock, IAC will be able to control all matters in which the Class A Common Stock and the Class B Common Stock vote together as one class that are submitted to our stockholders for approval. This concentrated control could discourage others from initiating any potential merger, takeover or other change of control transaction that other stockholders may view as beneficial.

#### **Director Vacancies**

The DGCL provides that board vacancies and newly created directorships may be filled by a majority of the directors then in office (even though less than a quorum) or by a sole remaining director unless: (i) otherwise provided in the certificate of incorporation or bylaws of the corporation or (ii) the certificate of incorporation directs that a particular class of stock is to elect such director, in which case a majority of the other directors elected by such class, or a sole remaining director elected by such class, will fill such vacancy.

The Bylaws provide that vacancies and newly created directorships may be filled by the vote of a majority of the remaining directors elected by the stockholders who vote on such directorship (even if less than a quorum) or the vote or written consent of a majority of the voting power of the shares of our stock issued and outstanding and entitled to vote on such directorship (subject to the provisions of the Investor Rights Agreement, dated September 29, 2017 (the "Investor Rights Agreement"), by and between ANGI and IAC, concerning two ANGI-Designated Directors (as such term is defined in the Investor Rights Agreement)).

#### **No Cumulative Voting**

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Under the DGCL, cumulative voting for elections of directors is not permitted unless the corporation's certificate of incorporation specifically provides for it. ANGI's Certificate of Incorporation does not provide for cumulative voting.

#### **Special Meetings of Stockholders**

Under the DGCL, a special meeting of stockholders may be called by the board of directors or by such other persons as may be authorized in the certificate of incorporation or the bylaws of the corporation.

The Bylaws provide that special meetings of the stockholders may be called by the chairman of the ANGI board of directors or by a majority of ANGI directors. ANGI stockholders, however, may not call for a special meeting of stockholders.

#### **Amending the Certificate of Incorporation and Bylaws**

Under the DGCL, a certificate of incorporation may be amended if: (i) the board of directors adopts a resolution setting forth the proposed amendment, declares the advisability of the amendment and directs that it be submitted to a vote at a meeting of stockholders (except that, unless required by the certificate of incorporation, no meeting or vote of stockholders is required to adopt an amendment for certain specified changes) and (ii) the holders of a majority of shares of stock entitled to vote on the matter approve the amendment, unless the certificate of incorporation requires the vote of a greater number of shares. If a class vote on the amendment is required by the DGCL, or by the certificate of incorporation, approval by a majority of the outstanding shares of stock of the class is required, unless a greater proportion is specified in the certificate of incorporation or by other provisions of the DGCL. The Certificate of Incorporation provides that we reserve the right to amend, alter, change or repeal any provision contained in such Certificate of Incorporation, as prescribed by the DGCL.

Under the DGCL, the board of directors may adopt, amend or repeal a corporation's bylaws if so authorized in the certificate of incorporation. The stockholders of a Delaware corporation also have the power to adopt, amend or repeal bylaws.

The Certificate of Incorporation and the Bylaws allow the ANGI board of directors to adopt, amend or repeal the Bylaws by the vote of a majority of all directors. Under the Investor Rights Agreement, however, up until the date on which the ~~2023~~<sup>2024</sup> annual meeting of ANGI stockholders is held, IAC has agreed not to vote in favor of any amendments to the Certificate of Incorporation or Bylaws that would be inconsistent with certain provisions of the Investor Rights Agreement and would adversely affect the rights of holders of Class A Common Stock, other than as may be approved by the audit committee of the ANGI board of directors and a majority of the holders of Class A Common Stock.

#### **Authorized but Unissued Shares**

Delaware companies are permitted to authorize shares that may be issued in the future. A substantial number of unissued shares of our Class A Common Stock, Class B Common Stock, Class C Common Stock and preferred stock are available for future issuances by the ANGI board of directors without stockholder approval, subject to any limitations imposed by the Nasdaq Rules. Issuances of these shares could be utilized for a variety of corporate purposes, including future offerings to raise additional capital, acquisitions and employee benefit plans. The existence of any authorized but unissued and unreserved shares of Class A Common Stock, Class B Common Stock, Class C Common Stock and preferred stock could render more difficult or discourage an attempt to obtain control of ANGI by means of a proxy contest, tender offer, merger or otherwise.

#### **Exclusive Jurisdiction**

The Bylaws provide that a state court located within Delaware, or if no state court located within Delaware has jurisdiction, the federal district court for the District of Delaware, shall be the exclusive forum for all of the following: (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim for or based on breach of fiduciary duty owed by any current or former director or officer or other employee of ANGI to us or to our stockholders, (iii) any action asserting a claim against ANGI or any of its current or former directors, officers or other employees pursuant to the DGCL, the Certificate of Incorporation or Bylaws, (iv) any action asserting a claim relating to or involving us that is governed by the internal affairs doctrine or (v) any action asserting an "internal corporate claim," as defined under the DGCL.

#### **Limitation on Liability and Indemnification of Directors and Officers**

Under the DGCL, subject to specified limitations in the case of derivative suits brought by a corporation's stockholders in its name, a corporation may indemnify any person who is made or is threatened to be made a party to any action, suit or proceeding on account of being a director, officer, employee or agent of the corporation (or was serving at the request of the corporation in such capacity for another corporation, partnership, joint venture, trust or other enterprise) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, provided that there is a determination that: (i) the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interest of the corporation and (ii) in a criminal action or proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful. Without court approval, however, no indemnification may be made in respect of any derivative action in which an individual is adjudged liable to the corporation, except to the extent the Delaware Court of Chancery or the court in which such action or suit was brought determines upon application that, despite the adjudication but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified.

The DGCL requires indemnification of directors and officers for expenses (including attorneys' fees) actually and reasonably relating to a successful defense on the merits or otherwise of a derivative or third party action.

Under DGCL, a corporation may advance expenses relating to the defense of any proceeding to directors and officers upon the receipt of an undertaking by or on behalf of the individual to repay such amount if it is ultimately determined that such person is not entitled to be indemnified.

The DGCL permits the adoption of a provision in a corporation's certificate of incorporation limiting or eliminating the monetary liability of a director to a corporation or its stockholders by reason of a director's breach of the fiduciary duty of care. The DGCL does not permit any limitation of the liability of a director for: (i) breaching the duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith, (iii) engaging in intentional misconduct or a known violation of law, (iv) obtaining an improper personal benefit from a transaction or (v) paying a dividend or approving a stock repurchase or redemption that was illegal under applicable law.

In addition, the Certificate of Incorporation provides that we must indemnify our directors and officers to the fullest extent authorized by law. Under the Bylaws, we are also expressly required to advance certain expenses to our directors and officers and are permitted to carry directors' and officers' insurance providing indemnification for our directors and officers for some liabilities.

#### ***Waiver of Corporate Opportunity of IAC and Officers and Directors of IAC***

The DGCL permits the adoption of a provision in a corporation's certificate of incorporation renouncing any interests or expectancy of a corporation in, or in being offered an opportunity to participate in, specified business opportunities or specified classes or categories of business opportunities that are presented to the corporation or one or more of its officers, director or stockholders.

The Certificate of Incorporation includes a "corporate opportunity" provision that renounces any of ANGI's interests or expectancy: (i) to participate in any business of IAC or (ii) in any potential transaction or matter that may constitute a corporate opportunity for both (a) IAC and (b) ANGI. Under this provision, ANGI further recognizes that: (x) any of its directors or officers who are also officers, directors, employees or other affiliates of IAC or its affiliates (except that ANGI and its subsidiaries will not be deemed affiliates of IAC or its affiliates for purposes of this provision) and (y) IAC itself has no duty to offer or communicate information regarding such a corporate opportunity. The provision generally provides that neither IAC nor ANGI officers or directors who are also officers or directors of IAC or its affiliates will be liable to ANGI or its stockholders for breach of any fiduciary duty by reason of: (A) such person's participation in any business on behalf of IAC or (ii) the fact that any such person pursues or acquires any corporate opportunity for the account of IAC or its affiliates, directs or transfers such corporate opportunity to IAC or its affiliates, or does not communicate information regarding such corporate opportunity to ANGI. This renunciation does not extend to corporate opportunities expressly offered to ANGI officers or directors solely in their capacities as an officer and/or director of ANGI.

Entity	Jurisdiction of Formation
AHWC, Inc.	Delaware
Angi Contracting LLC	Delaware
ANGI Group, LLC	Delaware
Angi Roofing, LLC	Delaware
Angie's List, Inc.	Delaware
CraftJack Inc.	Illinois
Fixd Repair, LLC	Texas
Fixd Services, LLC	Texas
HAI Holding BV	Netherlands
Handy Contracting, LLC	Delaware
Handy Platform Limited	Ireland
Handy Technologies, Inc.	Delaware
HandyBook Handybook Canada ULC	Canada
Home Advisor Limited	England and Wales
HomeAdvisor GmbH	Germany
HomeAdvisor Angi International, LLC	Delaware
HomeAdvisor, Inc.	Delaware
HomeStars, Inc.	Canada
ImproveNet, Inc.	Delaware
Instapro I AG	Germany
Instapro II AG	Germany
MH Handwerksleistungen Berlin UG	Germany
Mhelpdesk, Inc.	Delaware
Mile High Insights, LLC	Delaware
MyBuilder Limited	England and Wales
MyBuilder Plus Limited	England and Wales
MyHammer GmbH	Germany
Total Home Roofing, LLC	Florida
Travaux.com S.à.r.l.	France
We are Mop! Limited	England and Wales
Werkspot BV	Netherlands

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Exhibit 23.1

#### Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following registration statements (and amendments thereto):

- (1) Registration Statement (Form S-3, No. 333-227932) of ANGI Homeservices Inc (Angi Inc.);
- (2) Registration Statement (Form S-8, No. 333-220788) pertaining to the 2017 Stock and Annual Incentive Plan of ANGI Homeservices Inc. (Angi Inc.); and
- (3) Registration Statement (Form S-4, No. 333-219064) of ANGI Homeservices Inc. (Angi Inc.)

of our reports dated **March 1, 2023** **February 29, 2024**, with respect to the consolidated financial statements and schedule of Angi Inc. and subsidiaries, and the effectiveness of internal control over financial reporting of Angi Inc. and subsidiaries, included in this Annual Report (Form 10-K) of Angi Inc. and subsidiaries for the year ended **December 31, 2022** **December 31, 2023**.

/s/ ERNST & YOUNG LLP

New York, New York

March 1, 2023 February 29, 2024

Exhibit 31.1

**Certification**

I, Joseph Levin, certify that:

1. I have reviewed this report on Form 10-K for the **quarter** fiscal year ended **December 31, 2022****December 31, 2023** of Angi Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: **March 1, 2023****February 29, 2024**

/s/ JOSEPH LEVIN

Joseph Levin

*Chief Executive Officer*

Exhibit 31.2

### Certification

I, Andrew Russakoff, Jeffrey W. Kip, certify that:

1. I have reviewed this report on Form 10-K for the quarter fiscal year ended December 31, 2022 December 31, 2023 of Angi Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 1, 2023 February 29, 2024

/s/ JEFFREY W. KIP

Jeffrey W. Kip

President

Exhibit 31.3

### Certification

I, Andrew Russakoff, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2023 of Angi Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the

period in which this report is being prepared;

- b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 29, 2024

/s/ ANDREW RUSSAKOFF

Andrew Russakoff

*Chief Financial Officer*

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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**

I, Joseph Levin, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

- (1) the Annual Report on Form 10-K for the fiscal year ended **December 31, 2022** December 31, 2023 of Angi Inc. (the "Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Angi Inc.

Dated: **March 1, 2023** February 29, 2024

/s/ JOSEPH LEVIN

Joseph Levin

*Chief 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**

I, Andrew Russakoff, Jeffrey W. Kip, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

- (1) the Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023 of Angi Inc. (the "Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Angi Inc.

Dated: **March 1, 2023** February 29, 2024

**/s/ JEFFREY W. KIP**

Jeffrey W. Kip

*President*

**Exhibit 32.3**

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

I, Andrew Russakoff, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

- (1) the Annual Report on Form 10-K for the fiscal year ended December 31, 2023 of Angi Inc. (the "Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Angi Inc.

Dated: **February 29, 2024**

**/s/ ANDREW RUSSAKOFF**

Andrew Russakoff

*Chief Financial Officer*

**Clawback Policy**

**COMPENSATION CLAWBACK POLICY**

Angi Inc.

(effective September 2023)

**RECOVERY**

136/139

**REFINITIV** 

If Angi Inc. (the "Company") is required to undertake a Restatement, then the Company shall recover, reasonably promptly, all Recoverable Compensation from any Covered Person during the Applicable Period, unless the Committee determines it Impracticable to do so.

The Compensation and Human Capital Committee (the "Committee") has sole discretion to administer this policy and, subject to applicable law, may seek to recover such Recoverable Compensation by requiring any Covered Person to repay such amount to the Company, an adjustment to future cash or equity-based compensation payments or awards, by set-off of a Covered Person's other compensation or by such other means or combination of means as the Committee, in its sole discretion, determines to be appropriate.

## DEFINITIONS

For purposes of this policy, the following terms shall have the following meanings:

"Applicable Period" means the three completed fiscal years of the Company immediately preceding the earlier of: (i) the date 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 a Restatement is required or (ii) the date a regulator, court or other legally authorized entity directs the Company to undertake a Restatement. The "Applicable 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.

"Board" means the Company's Board of Directors.

"Covered Person" means any person who is, or was at any time, during the Applicable Period, an Executive Officer of the Company. For the avoidance of doubt, a Covered Person may include a former Executive Officer that left the Company, retired or transitioned to an employee role (including after serving as an Executive Officer in an interim capacity) during the Applicable Period.

"Exchange" means the Nasdaq Stock Market.

"Executive Officer" means the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function or any other person (including an officer of the Company's parent(s) or subsidiaries) who performs similar policy-making functions for the Company.

"Financial Reporting Measure" means a measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements (including non-GAAP financial measures, such as those appearing in the Company's earnings releases or periodic filings with the U.S. Securities and Exchange Commission), and any measure that is derived wholly or in part from such measure. Examples of Financial Reporting Measures include (but are not limited to) measures based on: revenue, net income, operating income, financial ratios, Adjusted EBITDA, EBITDA, liquidity measures, return measures (such as return on assets), profitability of one or more segments, revenue per user, cost per employee, stock price and total shareholder return.

"Impracticable" means the Committee may determine in good faith that recovery of Recoverable Compensation is "Impracticable" if: (i) pursuing such recovery would violate applicable law and the Company provides an opinion of counsel to that effect to the Exchange, (ii) the direct expense paid to a third party to assist in enforcing this policy would exceed the Recoverable Compensation and the Company has: (A) made a reasonable attempt to recover such amounts and (B) provided documentation of such attempts to recover such amounts to the Exchange or (iii) 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 the Internal Revenue Code of 1986, as amended.

"Incentive-Based Compensation" means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

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"Received." Incentive-Based Compensation is deemed "Received" in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

"Recoverable Compensation" means the amount of any Incentive-Based Compensation (calculated on a pre-tax basis) Received by a Covered Person during the Applicable Period that is in excess of the amount that otherwise would have been Received if the calculation were based on the Restatement. For the avoidance of doubt, Recoverable Compensation does not include any Incentive-Based Compensation Received by a person: (i) before such person began service in a position or capacity meeting the definition of a "Covered Person," or (ii) during any period that the Company did not have a class of its securities listed on a national securities exchange or a national securities association. For Incentive-Based Compensation (calculated on a pre-tax basis) based on stock price or total shareholder return, where the Recoverable Compensation is not subject to mathematical recalculation directly from the information in a Restatement, the Recoverable Compensation shall be based on a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received, and documentation of such reasonable estimate shall be provided to the Exchange.

"Restatement" means an accounting restatement of any of the Company's financial statements filed with the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, due to the Company's material noncompliance with any financial reporting requirement under U.S. securities laws, regardless of whether Company or Covered Person misconduct was the cause for such restatement. "Restatement" includes any

required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (commonly referred to as "Big R" restatements), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (commonly referred to as "little r" restatements).

#### **NO INDEMNIFICATION OR REIMBURSEMENT**

Notwithstanding the terms of any other policy, program, agreement or arrangement, in no event will the Company or any of its affiliates indemnify or reimburse a Covered Person for any loss under this policy and in no event shall the Company or any of its affiliates pay premiums on any insurance policy that would cover a Covered Person's potential obligations with respect to Recoverable Compensation under this policy.

#### **ADMINISTRATION OF POLICY**

The Committee shall have full authority to administer this policy. Actions of the Committee pursuant to this policy shall be taken by the vote of a majority of its members. The Committee shall, subject to the provisions of this policy, make such determinations and interpretations and take such actions in connection with this policy as it deems necessary, appropriate or advisable. All determinations and interpretations made by the Committee shall be final, binding and conclusive.

#### **OTHER LAWS**

The remedies under this policy are in addition to, and not in lieu of, any legal and equitable claims the Company or any of its affiliates may have or any actions that may be imposed by law enforcement agencies, regulators, administrative bodies or other authorities. Further, the exercise by the Committee of any rights pursuant to this policy shall be without prejudice to any other rights that the Company or the Committee may have with respect to any Executive Officer or other Covered Person subject to this policy. To the extent applicable, this policy will be administered in a manner that complies with applicable law and listing exchange requirements and shall be interpreted and construed accordingly.

#### **AMENDMENT & TERMINATION**

Subject to compliance with Section 10D of the Securities Exchange Act of 1934, as amended, and Nasdaq Listing Rule 5608, the Committee or the Board may amend or terminate this policy at any time.

#### **INTERPRETATION & ENFORCEMENT**

This policy will be interpreted and enforced, and appropriate disclosures and other filings with respect to this policy will be made, in accordance with Rule 10D-1 of the Securities Exchange Act of 1934, as amended, and the Exchange's listing standards.

#### **EFFECTIVENESS**

Except as otherwise determined in writing by the Committee, this policy shall apply to any Incentive-Based Compensation that is Received by Covered Persons prior to or following the effectiveness of this policy.

#### DISCLAIMER

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