# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**WASHINGTON, DC 20549**

# FORM 10-Q

**(Mark One)**

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

**For the quarterly period ended September 30, 2023**

**OR**

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

**For the transition period from __________ to __________**

**Commission File Number: 001-40054**

# Bumble Inc.

**(Exact Name of Registrant as Specified in its Charter)**

| | |
|---|---|
| **Delaware** | **85-3604367** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **1105 West 41st Street Austin, Texas** | **78756** |
| (Address of principal executive offices) | (Zip Code) |

**Registrant's telephone number, including area code: (512) 696-1409**

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| **Class A common stock, par value $0.01 per share** | **BMBL** | **The Nasdaq Stock Market LLC** |

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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

As of October 31, 2023, Bumble Inc. had 136,751,357 shares of Class A common stock, par value $0.01 per share, outstanding and 20 shares of Class B common stock, par value $0.01 per share, outstanding.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, or this Quarterly Report, contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect the current views of management of Bumble Inc. with respect to, among other things, its operations, its financial performance, its industry, and its business. Forward-looking statements include all statements that are not historical facts. In some cases, you can identify these forward-looking statements by the use of words such as “outlook,” “believe(s),” “expect(s),” “potential,” “continue(s),” “may,” “will,” “should,” “could,” “would,” “seek(s),” “predict(s),” “intend(s),” “trends,” “plan(s),” “estimate(s),” “anticipates,” “projection,” “will likely result” and or the negative version of these words or other comparable words of a future or forward-looking nature. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors include, but are not limited to, the following:

- our ability to retain existing users or attract new users and to convert users to paying users
- competition and changes in the competitive landscape of our market
- our ability to distribute our dating products through third parties, such as Apple App Store or Google Play Store, and offset related fees
- the impact of data security breaches or cyber attacks on our systems and the costs of remediation related to any such incidents
- the continued development and upgrading of our technology platform and our ability to adapt to rapid technological developments and changes in a timely and cost-effective manner
- our ability to obtain, maintain, protect and enforce intellectual property rights and successfully defend against claims of infringement, misappropriation or other violations of third-party intellectual property
- our ability to comply with complex and evolving U.S. and international laws and regulations relating to our business, including data privacy laws
- foreign currency exchange rate fluctuations
- risks relating to certain of our international operations, including geopolitical conditions and successful expansion into new markets
- the impact of current developments in Russia, Ukraine and surrounding countries on our business and users, including the impact of our decision to discontinue our operations in Russia and remove our apps from the Apple App Store and Google Play Store in Russia and Belarus
- control of us by Blackstone and our Founder (each, as defined below)
- the outsized voting rights of Blackstone and our Founder
- the inability to attract hire and retain a highly qualified and diverse workforce, or maintain our corporate culture
- changes in business or macroeconomic conditions, including the impact of widespread health emergencies or pandemics and measures taken in response, lower consumer confidence in our business or in the online dating industry generally, recessionary conditions, increased unemployment rates, stagnant or declining wages, changes in inflation or interest rates, geopolitical events, political unrest, armed conflicts, including conflicts in Eastern Europe and the Middle East, extreme weather events or natural disasters

For more information regarding these and other risks and uncertainties that we face, see Part I, “Item 1A—Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2022 (“2022 Form 10-K”). These factors should not be construed as exhaustive and we caution you that the important factors referenced above may not contain all of the factors that are important to you. Bumble Inc. undertakes no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by law.

### Website and Social Media Disclosure

We use our websites (www.bumble.com and ir.bumble.com) and at times our corporate X account (formerly known as Twitter) (www.twitter.com/bumble) and LinkedIn (www.linkedin.com/company/bumble) to distribute company information. The information we post through these channels may be deemed material. Accordingly, investors should monitor these channels, in addition to following our press releases, SEC filings and public conference calls and webcasts. In addition, you may automatically receive e-mail alerts and other information about Bumble when you enroll your e-mail address by visiting the “E-mail Alerts” section of our website at ir.bumble.com. The contents of our website and social media channels are not, however, a part of this Quarterly Report on Form 10-Q.

**Certain Definitions**

As used in this Quarterly Report, unless otherwise noted or the context requires otherwise:

- “Badoo App and Other Average Revenue per Paying User” or “Badoo App and Other ARPPU” is a metric calculated based on Badoo App and Other Revenue in any measurement period (excluding any revenue generated from Fruitz and Official, advertising and partnerships or affiliates) divided by Badoo App and Other Paying Users in such period divided by the number of months in the period.
- a “Badoo App and Other Paying User” is a user that has purchased or renewed a subscription plan and/or made an in-app purchase on Badoo app in a given month or made a purchase on one of our other apps that we owned and operated in a given month (excluding Fruitz and Official), or made a purchase on other third-party apps that used our technology in the relevant period. We calculate Badoo App and Other Paying Users as a monthly average, by counting the number of Badoo App and Other Paying Users in each month and then dividing by the number of months in the relevant measurement period.
- “Badoo App and Other Revenue” is revenue derived from purchases or renewals of a Badoo app subscription plan and/or in-app purchases on Badoo app in the relevant period, purchases on one of our other apps that we owned and operated in the relevant period, purchases on other third party apps that used our technology in the relevant period and advertising, partnerships or affiliates revenue in the relevant period.
- “Blackstone” or “our Sponsor” refer to investment funds associated with Blackstone Inc.
- “Blocker Companies” refer to certain entities that are taxable as corporations for U.S. federal income tax purposes in which the Pre-IPO Shareholders held interests.
- “Blocker Restructuring” refers to certain restructuring transactions that resulted in the acquisition by Pre-IPO Shareholders of shares of Class A common stock in exchange for their ownership interests in the Blocker Companies and Bumble Inc. acquiring an equal number of outstanding Common Units.
- “Board of Directors” or “Board” refers to the board of directors of Bumble Inc.
- “Bumble,” the “Company,” “we,” “us” and “our” refer to Bumble Inc. and its consolidated subsidiaries.
- “Bumble App Average Revenue per Paying User” or "Bumble App ARPPU" is a metric calculated based on Bumble App Revenue in any measurement period, divided by Bumble App Paying Users in such period divided by the number of months in the period.
- a “Bumble App Paying User” is a user that has purchased or renewed a Bumble app or Bumble For Friends app subscription plan and/or made an in-app purchase on Bumble app or Bumble For Friends app in a given month. We calculate Bumble App Paying Users as a monthly average, by counting the number of Bumble App Paying Users in each month and then dividing by the number of months in the relevant measurement period.
- “Bumble App Revenue” is revenue derived from purchases or renewals of a Bumble app or Bumble For Friends app subscription plan and/or in-app purchases on Bumble app or Bumble For Friends app in the relevant period.
- “Bumble Holdings” refers to Buzz Holdings L.P., a Delaware limited partnership.
- “Class B Units” refers to the interests in Bumble Holdings called “Class B Units,” including the Class B units held by Buzz Management Aggregator L.P., that were outstanding prior to the Reclassification.
- “Co-Investor” or “Accel” refer to an affiliate of Accel Partners LP.
- “Common Units” refers to the new class of units of Bumble Holdings created by the Reclassification and does not include Incentive Units.
- “Continuing Incentive Unitholders” refers to certain pre-IPO holders of Class B Units who hold Incentive Units following the consummation of the Reorganization Transactions and the Offering Transactions.
- “Founder” refers to Whitney Wolfe Herd, the founder of Bumble app, our Chief Executive Officer and member of our Board of Directors, together with entities beneficially owned by her.

•“Fruitz” refers to Flashgap SAS, which operates the Fruitz app.

•“Incentive Units” refers to the class of units of Bumble Holdings created by the reclassification of the Class B Units in the Reclassification. The Incentive Units are “profit interests” having economic characteristics similar to stock appreciation rights and having the right to share in any equity value of Bumble Holdings above specified participation thresholds. Vested Incentive Units may be converted to Common Units and be subsequently exchanged for shares of Class A common stock.

•“Incentive Unitholders” refers collectively to our Continuing Incentive Unitholders and eligible service providers that received Incentive Units at the time of the IPO in connection with such individual’s employment or service.

•“IPO” refers to the initial public offering of Class A common stock, which was completed on February 16, 2021.

•“Offering Transactions” refers to the offering of Class A common stock in the IPO and certain related transactions, as defined in “Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Factors Affecting the Comparability of Our Results of Operations—Initial Public Offering and Offering Transactions”.

•"Official" refers to Newel Corporation, which operates the Official app.

•“Pre-IPO Common Unitholders” refer to pre-IPO owners that hold Common Units following the Reclassification.

•“Pre-IPO owners” refer to our Founder, our Sponsor, Co-Investor and management and other equity holders who were the owners of Bumble Holdings immediately prior to the Offering Transactions.

•“Pre-IPO Shareholders” refer to pre-IPO owners that received shares of Class A common stock of Bumble Inc. pursuant to the Blocker Restructuring.

•“Reclassification” refers to the reclassification of the limited partnership interests of Bumble Holdings in connection with the IPO pursuant to which certain outstanding Class A units were reclassified into a new class of limited partnership interests that we refer to as “Common Units” and certain outstanding Class B Units were reclassified into a new class of limited partnership interests that we refer to as “Incentive Units.”

•“Reorganization Transactions” refer to certain transactions that occurred prior to the completion of the IPO which were accounted for as a reorganization of entities under common control, as further described in "Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

•“Sponsor Acquisition” refers to the acquisition on January 29, 2020 by our Sponsor of a majority stake in Worldwide Vision Limited and certain transactions related thereto.

•“Total Average Revenue per Paying User” or “Total ARPPU” is a metric calculated based on Total Revenue in any measurement period (excluding any revenue generated from Fruitz and Official, advertising and partnerships or affiliates) divided by the Total Paying Users in such period divided by the number of months in the period.

•“Total Paying Users” is the sum of Bumble App Paying Users and Badoo App and Other Paying Users.

•“Total Revenue” is the sum of Bumble App Revenue and Badoo App and Other Revenue.

•“user” is a user ID, a unique identifier assigned during registration.

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## PART I—FINANCIAL INFORMATION

### Item 1. Financial Statements (Unaudited).

**Bumble Inc.**
**Condensed Consolidated Balance Sheets**
**(In thousands, except share and per share information)**
**(Unaudited)**

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| **ASSETS** | | |
| Cash and cash equivalents | $ 439,184 | $ 402,559 |
| Accounts receivable, net | 102,007 | 66,930 |
| Other current assets | 42,952 | 31,882 |
| **Total current assets** | 584,143 | 501,371 |
| Right-of-use assets | 15,537 | 17,419 |
| Property and equipment, net | 13,589 | 14,467 |
| Goodwill | 1,584,062 | 1,579,770 |
| Intangible assets, net | 1,495,791 | 1,524,428 |
| Deferred tax assets, net | 32,379 | 24,050 |
| Other noncurrent assets | 7,692 | 31,116 |
| **Total assets** | $ 3,733,193 | $ 3,692,621 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| Accounts payable | $ 5,351 | $ 3,367 |
| Deferred revenue | 49,305 | 46,108 |
| Accrued expenses and other current liabilities | 136,471 | 156,443 |
| Current portion of long-term debt, net | 5,750 | 5,750 |
| **Total current liabilities** | 196,877 | 211,668 |
| Long-term debt, net | 616,179 | 619,223 |
| Deferred tax liabilities, net | 8,766 | 8,077 |
| Payable to related parties pursuant to a tax receivable agreement | 416,754 | 385,486 |
| Other long-term liabilities | 14,458 | 14,588 |
| **Total liabilities** | 1,253,034 | 1,239,042 |
| Commitments and contingencies (Note 14) | | |
| **Shareholders' equity:** | | |
| Class A common stock (par value $0.01 per share, 6,000,000,000 shares authorized; 138,003,587 shares issued and 136,683,215 shares outstanding as of September 30, 2023; 129,774,299 shares issued and outstanding as of December 31, 2022) | 1,380 | 1,298 |
| Class B common stock (par value $0.01 per share, 1,000,000 shares authorized; 20 shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively) | — | — |
| Preferred stock (par value $0.01; authorized 600,000,000 shares; no shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively) | — | — |
| Additional paid-in capital | 1,750,233 | 1,691,911 |
| Treasury stock (1,320,372 and no shares as of September 30, 2023 and December 31, 2022, respectively) | (15,743) | — |
| Accumulated deficit | (118,058) | (139,871) |
| Accumulated other comprehensive income | 71,911 | 74,477 |
| **Total Bumble Inc. shareholders' equity** | 1,689,723 | 1,627,815 |
| Noncontrolling interests | 790,436 | 825,764 |
| **Total shareholders' equity** | 2,480,159 | 2,453,579 |
| **Total liabilities and shareholders' equity** | $ 3,733,193 | $ 3,692,621 |

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

**Bumble Inc.**
**Condensed Consolidated Statements of Operations**
**(In thousands, except per share information)**
**(Unaudited)**

| | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Revenue | $ 275,510 | $ 232,639 | $ 778,193 | $ 661,875 |
| Operating costs and expenses: | | | | |
| Cost of revenue | 80,049 | 64,581 | 227,366 | 181,702 |
| Selling and marketing expense | 68,848 | 64,316 | 197,767 | 180,628 |
| General and administrative expense | 48,577 | 27,265 | 141,706 | 100,061 |
| Product development expense | 30,909 | 28,378 | 100,294 | 81,054 |
| Depreciation and amortization expense | 17,127 | 19,755 | 50,825 | 73,835 |
| **Total operating costs and expenses** | 245,510 | 204,295 | 717,958 | 617,280 |
| **Operating earnings (loss)** | 30,000 | 28,344 | 60,235 | 44,595 |
| Interest income (expense), net | (5,256) | (6,866) | (16,585) | (18,446) |
| Other income (expense), net | 252 | 6,545 | (6,278) | 24,729 |
| **Income (loss) before income taxes** | 24,996 | 28,023 | 37,372 | 50,878 |
| Income tax benefit (provision) | (1,872) | (1,618) | (7,228) | (5,756) |
| **Net earnings (loss)** | 23,124 | 26,405 | 30,144 | 45,122 |
| Net earnings (loss) attributable to noncontrolling interests | 6,453 | 8,342 | 8,331 | 14,298 |
| Net earnings (loss) attributable to Bumble Inc. shareholders | $ 16,671 | $ 18,063 | $ 21,813 | $ 30,824 |
| **Net earnings (loss) per share attributable to Bumble Inc. shareholders** | | | | |
| Basic earnings (loss) per share | $ 0.12 | $ 0.14 | $ 0.16 | $ 0.24 |
| Diluted earnings (loss) per share | $ 0.12 | $ 0.14 | $ 0.16 | $ 0.23 |

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

**Bumble Inc.**
**Condensed Consolidated Statements of Comprehensive Operations**
**(In thousands)**
**(Unaudited)**

| | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Net earnings (loss) | $ 23,124 | $ 26,405 | $ 30,144 | $ 45,122 |
| Other comprehensive income (loss), net of tax: | | | | |
| Change in foreign currency translation adjustment | (9,283) | (14,220) | (3,558) | (24,398) |
| Total other comprehensive income (loss), net of tax | (9,283) | (14,220) | (3,558) | (24,398) |
| Comprehensive income (loss) | 13,841 | 12,185 | 26,586 | 20,724 |
| Comprehensive income (loss) attributable to noncontrolling interests | 3,865 | 4,051 | 7,339 | 6,428 |
| Comprehensive income (loss) attributable to Bumble Inc. shareholders | $ 9,976 | $ 8,134 | $ 19,247 | $ 14,296 |

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

**Bumble Inc.**
**Condensed Consolidated Statements of Changes in Equity**
**Three months ended September 30, 2023**
**(In thousands, except per share amounts)**
**(Unaudited)**

| | Class A Common Stock | | Class B Common Stock | | Additional Paid-in | Treasury Stock | | Accumulated | Accumulated Other Comprehensive | Total Bumble Inc. Shareholders' | Noncontrolling | Total Shareholders' |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Capital | Shares | Amount | Deficit | Income | Equity | Interests | Equity |
| Balance as of June 30, 2023 | 137,771,696 | $ 1,378 | 20 | $ — | $ 1,735,792 | 1,320,372 | $ (15,743) | $ (134,729) | $ 78,606 | $ 1,665,304 | $ 781,028 | $ 2,446,332 |
| Net earnings (loss) | — | — | — | — | — | — | — | 16,671 | — | 16,671 | 6,453 | 23,124 |
| Stock-based compensation expense | — | — | — | — | 16,177 | — | — | — | — | 16,177 | 6,255 | 22,432 |
| Cancellation of restricted shares | (6,864) | | — | — | — | — | — | — | — | — | — | — |
| Restricted stock units issued, net of shares withheld for taxes | 225,029 | 2 | — | — | (1,736) | — | — | — | — | (1,734) | (666) | (2,400) |
| Exchange of Common Units for Class A common stock | 13,726 | — | — | — | — | — | — | — | — | — | — | — |
| Distribution to noncontrolling interest holders | — | — | — | — | — | — | — | — | — | — | (46) | (46) |
| Other comprehensive loss, net of tax | — | — | — | — | — | — | — | — | (6,695) | (6,695) | (2,588) | (9,283) |
| Balance as of September 30, 2023 | 138,003,587 | $ 1,380 | 20 | $ — | $ 1,750,233 | 1,320,372 | $ (15,743) | $ (118,058) | $ 71,911 | $ 1,689,723 | $ 790,436 | $ 2,480,159 |

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

**Bumble Inc.**
**Condensed Consolidated Statements of Changes in Equity**
**Three months ended September 30, 2022**
**(In thousands, except per share amounts)**
**(Unaudited)**

| | Class A Common Stock | | Class B Common Stock | | Additional Paid-in | Accumulated | Accumulated Other Comprehensive | Total Bumble Inc. Shareholders' | Noncontrolling | Total Shareholders' |
|---|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Capital | Deficit | Income | Equity | Interests | Equity |
| Balance as of June 30, 2022 | 129,559,112 | $ 1,296 | 20 | $ — | $ 1,623,562 | $ (47,364) | $ 72,004 | $ 1,649,498 | $ 863,707 | $ 2,513,205 |
| Net earnings (loss) | — | — | — | — | — | 18,063 | — | 18,063 | 8,342 | 26,405 |
| Stock-based compensation expense | — | — | — | — | 38,072 | — | — | 38,072 | — | 38,072 |
| Cancellation of restricted shares | (3,329) | — | — | — | (45) | — | — | (45) | 45 | — |
| Restricted stock units issued, net of shares withheld for taxes | 89,909 | 1 | — | — | (179) | — | — | (178) | (980) | (1,158) |
| Other comprehensive loss, net of tax | — | — | — | — | — | — | (9,929) | (9,929) | (4,291) | (14,220) |
| Balance as of September 30, 2022 | 129,645,692 | $ 1,297 | 20 | $ — | $ 1,661,410 | $ (29,301) | $ 62,075 | $ 1,695,481 | $ 866,823 | $ 2,562,304 |

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

**Bumble Inc.**
**Condensed Consolidated Statements of Changes in Equity**
**Nine months ended September 30, 2023**
**(In thousands, except per share amounts)**
**(Unaudited)**

| | Class A Common Stock | | Class B Common Stock | | Additional Paid-in | Treasury Stock | | Accumulated | Accumulated Other Comprehensive | Total Bumble Inc. Shareholders' | Noncontrolling | Total Shareholders' |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Capital | Shares | Amount | Deficit | Income | Equity | Interests | Equity |
| Balance as of December 31, 2022 | 129,774,299 | $ 1,298 | 20 | $ — | $ 1,691,911 | — | $ — | $ (139,871) | $ 74,477 | $ 1,627,815 | $ 825,764 | $ 2,453,579 |
| Net earnings (loss) | — | — | — | — | — | — | — | 21,813 | — | 21,813 | 8,331 | 30,144 |
| Stock-based compensation expense | — | — | — | — | (5,333) | — | — | — | — | (5,333) | 91,258 | 85,925 |
| Impact of Tax Receivable Agreement due to exchanges of Common Units | — | — | — | — | (31,389) | — | — | — | — | (31,389) | — | (31,389) |
| Cancellation of restricted shares | (8,693) | — | — | — | (27) | — | — | — | — | (27) | 27 | — |
| Restricted stock units issued, net of shares withheld for taxes | 978,485 | 10 | — | — | (10,118) | — | — | — | — | (10,108) | (4,257) | (14,365) |
| Exchange of Common Units for Class A common stock | 7,259,496 | 72 | — | — | 105,189 | — | — | — | — | 105,261 | (105,261) | — |
| Distribution to noncontrolling interest holders | — | — | — | — | — | — | — | — | — | — | (19,287) | (19,287) |
| Share repurchases | — | — | — | — | — | 1,320,372 | (15,743) | — | — | (15,743) | (5,147) | (20,890) |
| Other comprehensive loss, net of tax | — | — | — | — | — | — | — | — | (2,566) | (2,566) | (992) | (3,558) |
| Balance as of September 30, 2023 | 138,003,587 | $ 1,380 | 20 | $ — | $ 1,750,233 | 1,320,372 | $ (15,743) | $ (118,058) | $ 71,911 | $ 1,689,723 | $ 790,436 | $ 2,480,159 |

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

**Bumble Inc.**
**Condensed Consolidated Statements of Changes in Equity**
**Nine months ended September 30, 2022**
**(In thousands, except per share amounts)**
**(Unaudited)**

| | Class A Common Stock | | Class B Common Stock | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Income | Total Bumble Inc. Shareholders' Equity | Noncontrolling Interests | Total Shareholders' Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | | | | | | |
| Balance as of December 31, 2021 | 129,212,949 | $ 1,292 | 20 | $ — | $ 1,588,426 | $ (60,125) | $ 78,603 | $ 1,608,196 | $ 861,573 | $ 2,469,769 |
| Net earnings (loss) | — | — | — | — | — | 30,824 | — | 30,824 | 14,298 | 45,122 |
| Stock-based compensation expense | — | — | — | — | 79,363 | — | — | 79,363 | — | 79,363 |
| Impact of Tax Receivable Agreement due to exchanges of Common Units | — | — | — | — | (200) | — | — | (200) | — | (200) |
| Cancellation of restricted shares | (28,988) | — | — | — | (109) | — | — | (109) | 109 | — |
| Restricted stock units issued, net of shares withheld for taxes | 399,887 | 4 | — | — | (6,000) | — | — | (5,996) | (1,356) | (7,352) |
| Exchange of Common Units for Class A common stock | 61,844 | 1 | — | — | (70) | — | — | (69) | 69 | — |
| Other comprehensive loss, net of tax | — | — | — | — | — | — | (16,528) | (16,528) | (7,870) | (24,398) |
| Balance as of September 30, 2022 | 129,645,692 | $ 1,297 | 20 | $ — | $ 1,661,410 | $ (29,301) | $ 62,075 | $ 1,695,481 | $ 866,823 | $ 2,562,304 |

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

**Bumble Inc.**
**Condensed Consolidated Statements of Cash Flows**
**(In thousands)**
**(Unaudited)**

| | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| Net earnings (loss) | $ 30,144 | $ 45,122 |
| Adjustments to reconcile net earnings (loss) to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 50,825 | 73,835 |
| Impairment loss | — | 4,388 |
| Changes in fair value of interest rate swaps | 9,029 | (18,404) |
| Changes in fair value of contingent earn-out liability | (24,241) | (46,399) |
| Non-cash lease expense | 2,640 | 3,479 |
| Deferred income tax | (8,880) | (6,501) |
| Stock-based compensation expense | 83,660 | 77,179 |
| Net foreign exchange difference | (3,300) | (28,054) |
| Other, net | 1,240 | 12,463 |
| Changes in assets and liabilities: | | |
| Accounts receivable | (32,759) | (5,176) |
| Other current assets | (1,784) | 20,261 |
| Accounts payable | 2,464 | (9,841) |
| Deferred revenue | 3,149 | 4,679 |
| Legal liabilities | 1,475 | (7,130) |
| Lease liabilities | (2,991) | (3,237) |
| Accrued expenses and other current liabilities | 7,664 | (34,880) |
| Other, net | 334 | (15) |
| **Net cash provided by (used in) operating activities** | 118,669 | 81,769 |
| **Cash flows from investing activities:** | | |
| Capital expenditures | (12,769) | (11,311) |
| Acquisition of business, net of cash acquired | (9,820) | (69,720) |
| **Net cash provided by (used in) investing activities** | (22,589) | (81,031) |
| **Cash flows from financing activities:** | | |
| Repayment of term loan | (4,313) | (4,313) |
| Distributions paid to noncontrolling interest holders | (19,287) | — |
| Share repurchases | (20,890) | — |
| Withholding tax paid on behalf of employees on stock-based awards | (13,865) | (7,352) |
| **Net cash provided by (used in) financing activities** | (58,355) | (11,665) |
| Effects of exchange rate changes on cash and cash equivalents | (2,117) | 13,641 |
| **Net increase (decrease) in cash and cash equivalents and restricted cash** | 35,608 | 2,714 |
| Cash and cash equivalents and restricted cash, beginning of the period | 407,042 | 369,175 |
| **Cash and cash equivalents and restricted cash, end of the period** | 442,650 | 371,889 |
| Less restricted cash | (3,466) | (6,784) |
| **Cash and cash equivalents, end of the period** | $ 439,184 | $ 365,105 |

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

## Note 1 - Organization and Basis of Presentation

***Company Overview***

Bumble Inc.'s main operations are providing online dating and social networking applications through subscription and in-app purchases of products servicing North America, Europe and various other countries around the world. Bumble Inc. provides these services through websites and applications that it owns and operates. Bumble Inc. (the "Company" or "Bumble") was incorporated as a Delaware corporation on October 5, 2020 for the purpose of facilitating an initial public offering ("IPO") and other related transactions in order to operate the business of Buzz Holdings L.P. ("Bumble Holdings") and its subsidiaries.

Prior to the IPO and the Reorganization Transactions, Bumble Holdings L.P. ("Bumble Holdings"), a Delaware limited partnership, was formed primarily as a vehicle to finance the acquisition (the "Sponsor Acquisition") of a majority stake in Worldwide Vision Limited by a group of investment funds managed by Blackstone Inc. ("Blackstone" or our "Sponsor"). As Bumble Holdings did not have any previous operations, Worldwide Vision Limited, a Bermuda exempted limited company, is viewed as the predecessor to Bumble Holdings and its consolidated subsidiaries.

On February 16, 2021, the Company completed its IPO of 57.5 million shares of Class A common stock at an offering price of $43 per share and received net proceeds of $2,361.2 million after deducting underwriting discounts and commissions. The Company used the proceeds from the issuance of 48.5 million shares ($1,991.6 million) to redeem shares of Class A common stock and purchase limited partnership interests of Bumble Holdings ("Common Units") from entities affiliated with our Sponsor, at a price per share / Common Unit equal to the IPO price, net of underwriting discounts and commissions.

In connection with the IPO, the organizational structure was converted to an umbrella partnership-C-Corporation with Bumble Inc. becoming the general partner of Bumble Holdings. The Reorganization Transactions were accounted for as a transaction between entities under common control. As a result, the financial statements for periods subsequent to the Sponsor Acquisition and prior to the IPO and the Reorganization Transactions have been adjusted to combine the previously separate entities for presentation purposes. As the general partner, Bumble Inc. operates and controls all of the business and affairs, and through Bumble Holdings and its subsidiaries, conducts the business. Bumble Inc. consolidates Bumble Holdings in its consolidated financial statements and reports a noncontrolling interest related to the Common Units held by the pre-IPO common unitholders and the incentive units held by the continuing incentive unitholders in the consolidated financial statements.

Assuming the exchange of all outstanding Common Units for shares of Class A common stock on a one-for-one basis under the exchange agreement entered into by holders of Common Units, there would be 188,199,837 shares of Class A common stock outstanding (which does not reflect any shares of Class A common stock issuable in exchange for as-converted Incentive Units or upon settlement of certain other interests) as of September 30, 2023.

All references to the "Company", "we", "our" or "us" in this report are to Bumble Inc.

***Secondary Offerings***

On September 15, 2021, the Company completed a secondary offering of 20.70 million shares of Class A common stock on behalf of certain selling stockholders affiliated with Blackstone (the "Blackstone Selling Stockholders") at a price of $54.00 per share. This transaction resulted in the issuance of 9.2 million shares of Class A common stock for the period ended September 30, 2021.

On March 8, 2023, the Company completed a secondary offering of 13.75 million shares of Class A common stock on behalf of the Blackstone Selling Stockholders and the Founder at a price of $22.80 per share. This transaction resulted in the issuance of 7.2 million shares of Class A common stock for the period ended March 31, 2023.

Bumble did not sell any shares of Class A common stock in the secondary offerings and did not receive any of the proceeds from the sales. Bumble paid the costs associated with the sale of shares by the Blackstone Selling Stockholders and the Founder, net of the underwriting discounts.

***Basis of Presentation and Consolidation***

The unaudited condensed consolidated financial statements that accompany these notes include the financial statements of the Company, all entities that are wholly-owned by the Company and all entities in which the Company has a controlling financial interest. Intercompany transactions and balances have been eliminated. The unaudited condensed consolidated financial statements have been prepared in conformity with U.S. GAAP, consistent in all material respects with those applied in the Company's 2022 Form 10-K. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated statements and notes thereto included in the 2022 Form 10-K.

A noncontrolling interest in a consolidated subsidiary represents the portion of the equity (net assets) in a subsidiary not attributable, directly or indirectly, to the Company. Noncontrolling interests are presented as a separate component of equity in the consolidated balance sheets and the presentation of net income is modified to present earnings and other comprehensive income attributed to controlling and noncontrolling interests. The Company’s noncontrolling interest represents substantive profit-sharing arrangements and profit and losses are attributable to controlling and noncontrolling interests using an attribution method.

***Statements of Changes in Equity Reclassification***

In the second quarter of 2023, the Company adjusted balances within its Consolidated Statements of Changes in Equity to correct the allocation of stock-based compensation of $75.5 million from additional paid-in capital to noncontrolling interests. This amount relates to adjustments to additional paid-in capital and noncontrolling interests that had been incorrectly presented in the consolidated financial statements included within our previously filed Quarterly Reports on Form 10-Q for the quarters ended March 31, 2021 through March 31, 2023 and Annual Reports on Form 10-K for years ended December 31, 2022 and 2021. This classification adjustment is recorded in "Stock-based compensation expense" within our Condensed Consolidated Statements of Changes in Equity for the nine month periods ended September 30, 2023.

The Company concluded the misclassification to be immaterial to the consolidated financial statements and noted that it has no impact on previously reported consolidated statements of operations, comprehensive operations, and cash flows.

***Statements of Operations Reclassification***

Beginning on January 1, 2023, the Company reclassified certain employee and non-employee related expenses that support engineering, data design and product management, as well as maintenance and support costs for technology infrastructure, from "General and administrative expense" to "Product development expense" in the Condensed Consolidated Statements of Operations to align with operational functions. The Company has reclassified $2.6 million and $7.6 million of expenses for the three and nine months ended September 30, 2022, respectively, to conform to the current year presentation.

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

**Note 2 - Summary of Selected Significant Accounting Policies**

Included below are selected significant accounting policies including those that were added or modified during the nine months ended September 30, 2023 as a result of new transactions entered into or the adoption of new accounting policies. Refer to Note 2, *Summary of Selected Significant Accounting Policies*, within the annual consolidated financial statements in our 2022 Form 10-K for the full list of our significant accounting policies.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make certain judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses. The Company’s significant estimates relate to business combinations, asset impairments, potential obligations associated with legal contingencies, the fair value of contingent consideration, the fair value of derivatives, stock-based compensation, tax receivable agreements, and income taxes.

These estimates are based on management’s best estimates and judgment. Actual results may differ from these estimates. Estimates, judgments and assumptions are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions, judgments and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

***Cash, Cash Equivalents and Restricted Cash***

Cash and cash equivalents include cash in banks, cash on hand, cash in electronic money accounts, overnight deposits and investment in money market funds.

As of September 30, 2023 and December 31, 2022, the Company has classified the cash held in Russia as restricted cash due to the sanctions imposed by the Russia-Ukraine Conflict, which is included in “Other noncurrent assets” within the accompanying condensed consolidated balance sheets.

***Share Repurchase Program***

Shares repurchased pursuant to the Company's share repurchase program are held as treasury stock and reflected as a reduction of stockholders' equity within the accompanying condensed consolidated balance sheets. Upon retirement, the share repurchases will reduce common stock based on the par value of the shares and reduce its capital surplus for the excess of the repurchase price over the par value. In the event the Company still has an accumulated deficit balance, the excess over the par value will be applied to additional paid-in capital. Once the Company has retained earnings, the excess will be charged entirely to retained earnings.

Excise tax obligations will be included in the cost of the repurchased shares in the Company’s condensed consolidated financial statements. Reduction to the excise tax obligation associated with subsequent issuance of shares will be reflected as an adjustment to the excise tax previously recorded.

In May 2023, the Board of Directors approved a share repurchase program of up to $150.0 million of our outstanding Class A common stock. During the three and nine months ended September 30, 2023, share repurchases were nil and 1.3 million shares of Class A common stock, respectively. As of September 30, 2023, a total of $129.1 million remains available for repurchase under the repurchase program. On November 7, 2023, the Company announced an increase in the share repurchase program authorized amount from $150.0 million to $300.0 million.

***Revenue Recognition***

The Company recognizes revenue from services in accordance with FASB ASC Topic 606, Revenue from Contracts with Customers (“ASC 606”). Under ASC 606, the Company recognizes revenue when or as the Company’s performance obligations are satisfied by transferring control of the promised services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services. To determine revenue recognition for arrangements that an entity determines are within the scope of ASC 606, the Company performs the following five steps as prescribed by ASC 606:

(i)identify the contract(s) with a customer;

(ii)identify the performance obligations in the contract;

(iii)determine the transaction price;

(iv)allocate the transaction price to the performance obligations in the contract; and

(v)recognize revenue when (or as) the entity satisfies performance obligations.

The Company only applies the five-step model to contracts when it is probable that it will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inception, once the contract is determined to be within the scope of ASC 606, the Company assesses the goods or services promised within each contract and determines those that are performance obligations and assess whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

Revenue is primarily derived in the form of recurring subscriptions and in-app purchases. Subscription revenue is presented net of taxes, refunds and credit card chargebacks. This revenue is initially deferred and is recognized using the straight-line method over the term of the applicable subscription period. Revenue from lifetime subscriptions is deferred over the average estimated expected period of the subscriber relationship, which is currently estimated to be twelve months. Revenue from the purchase of in-app features is recognized based on usage. Unused in-app purchase fees expire based on the terms of the underlying agreement and are recognized as revenue when it is probable that a significant revenue reversal would not occur. The Company also earns revenue from online advertising and partnerships. Online advertising revenue is recognized when an advertisement is displayed. Revenue from partnerships is recognized according to the contractual terms of the partnership.

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, and (ii) contracts for which the Company recognizes revenue at the amount which it has the right to invoice for services performed.

During the three and nine months ended September 30, 2023 and 2022, there were no customers representing greater than 10% of total revenue.

For the periods presented, revenue across apps was as follows (in thousands):

| | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Bumble App | $ 221,785 | $ 180,641 | $ 624,039 | $ 503,482 |
| Badoo App and Other | 53,725 | 51,998 | 154,154 | 158,393 |
| **Total Revenue** | $ 275,510 | $ 232,639 | $ 778,193 | $ 661,875 |

***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 term of the applicable subscription period or expected completion of the performance obligation is one year or less. The deferred revenue balance is $49.3 million and $46.1 million as of September 30, 2023 and December 31, 2022, respectively, all of which is classified as a current liability. During the three months ended September 30, 2023 and 2022, the Company recognized revenue of $2.9 million and $2.5 million, respectively, which was included in the deferred revenue balance at the beginning of each respective period. During the nine months ended September 30, 2023 and 2022, the Company recognized revenue of $45.0 million and $39.1 million, respectively, that was included in the deferred revenue balance at the beginning of each respective period.

***Fair Value Measurements***

The Company follows ASC 820, Fair Value Measurement, for financial assets and liabilities measured at fair value on a recurring basis. The Company uses the fair value hierarchy to categorize the financial instruments measured at fair value based on the available inputs to the valuation and the degree to which they are observable or not observable in the market.

The three levels of the fair value hierarchy are as follows:

- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Assets and liabilities valued based on observable market data for similar instruments, such as quoted prices for similar assets or liabilities.
- 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.

See Note 8, *Fair Value Measurements,* for additional information.

***Stock-Based Compensation***

The Company issues stock-based awards to employees that are generally in the form of stock options, restricted shares, incentive units, or restricted stock units ("RSUs"). Compensation cost for equity awards is measured at their grant-date fair value, and in the case of restricted shares and RSUs is estimated based on the fair value of the Company's underlying common stock. The grant date fair value of stock options is estimated using the Black-Scholes option pricing model for time-vesting awards or a Monte Carlo simulation approach in an option pricing framework for exit-vesting awards. These require management to make assumptions with respect to the fair value of the Company's equity award on the grant date, including the expected term of the award, the expected volatility of the Company's stock calculated based on a period of time generally commensurate with the expected term of the award, risk-free interest rates and expected dividend yields of the Company's stock. For time-vesting awards, compensation cost is recognized over the requisite service period, which is generally the vesting period, using the graded attribution method.

At the IPO date, the Company concluded that our public offering represented a qualifying liquidity event that would cause the performance conditions to be probable of occurring. As such, compensation expense for performance-based stock awards was recognized over the requisite service period on a straight-line basis as achievement was probable. On July 15, 2022, the Exit-Vesting awards, with vesting based on certain performance conditions, were modified to also provide for time-based vesting in 36 equal installments and we began to recognize incremental stock-based compensation associated with the modification of these awards using the graded attribution method.

For periods prior to the Company's IPO, the grant date fair value of stock-based compensation awards and the underlying equity were determined on each grant date using a Monte Carlo model. As the Company's equity was not publicly traded, there was no history of market prices for the Company's equity. Thus, estimating grant date fair value required the Company to make assumptions, including the value of the Company's equity, expected time to liquidity, and expected volatility.

See Note 11, *Stock-based Compensation*, for a discussion of the Company's stock-based compensation plans and awards.

***Recently Adopted Accounting Pronouncement***

In March 2020, FASB issued Accounting Standards Update ("ASU") 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting and then subsequent amendments, which provide optional guidance and exceptions for applying GAAP to contract modifications and hedging relationships, subject to meeting certain criteria, that reference London Interbank Offered Rate ("LIBOR") or another reference rate expected to be discontinued. In December 2022, the FASB issued ASU 2022-06 Reference Rate Reform (Topic 848) - Deferral of the Sunset Date of Topic 848 (ASU 2022-06), which extends the optional transition relief to ease the potential burden in accounting for reference rate reform on financial reporting. The transition relief is provided through December 30, 2024 based on the expectation that the LIBOR ceased to be published as of June 30, 2023. The amendments are effective prospectively at any point through December 31, 2024.

The Company utilized the LIBOR transition relief for the amendments to its credit agreement and interest rate swaps. During the three months ended March 31, 2023, the Company implemented its transition plan toward the cessation of LIBOR and modified its financial instruments with attributes that are either directly or indirectly influenced by LIBOR. The adoption of Topic 848 did not have a material impact on the Company's consolidated financial statements and disclosures.

**Note 3 - Income Taxes**

The Company is subject to U.S. federal and state income taxes and files consolidated income tax returns for U.S. federal and certain state jurisdictions with respect to its allocable share of any net taxable income of Bumble Holdings. For the three and nine months ended September 30, 2023, the Company's effective tax rate was 7.5% and 19.3%, respectively, which differs from the U.S. federal statutory tax rate of 21% primarily due to the geographical distribution of our earnings, income attributable to noncontrolling interests, nondeductible stock-based compensation, and a valuation allowance recorded against certain deferred tax assets arising in the current year.

For the three and nine months ended September 30, 2022, our effective tax rates were 5.8% and 11.3%, respectively, which differ from the U.S. federal statutory tax rate of 21% primarily due to the geographical distribution of our earnings, income attributable to noncontrolling interests, nondeductible stock-based compensation, and a valuation allowance recorded against certain deferred tax assets arising in the current year.

**Note 4 - Payable to Related Parties Pursuant to a Tax Receivable Agreement**

In connection with the Reorganization Transactions and our IPO, we entered into a tax receivable agreement with certain of our pre-IPO owners that provides for the payment by the Company to such pre-IPO owners of 85% of the benefits, that the Company realizes, or is deemed to realize, as a result of the Company's allocable share of existing tax basis acquired in our IPO and other tax benefits related to entering into the tax receivable agreement. The payments under the tax receivable agreement are not conditioned upon continued ownership of the Company by the pre-IPO owners.

We have determined that it is more likely than not that we will be unable to realize tax benefits related to certain basis adjustments and acquired net operating losses that were received in connection with the Reorganization Transactions and our IPO. As a result of this determination, we have not recorded the benefit of these deferred tax assets as of September 30, 2023. The realizability of the deferred tax assets is evaluated based on all positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent results of operations. We will assess the realizability of the deferred tax assets at each reporting period, and a change in our estimate of our liability associated with the tax receivable agreement may result as additional information becomes available, including results of operations in future periods. At the time of the Sponsor Acquisition, the assets and liabilities of Bumble Holdings were adjusted to fair value on the closing date of the business combination for both financial reporting and income tax purposes. As a result of the IPO transaction, we inherited certain tax benefits associated with this stepped-up basis ("Common Basis") created when certain pre-IPO owners acquired their interests in Bumble Holdings in the Sponsor Acquisition. This Common Basis entitles us to the depreciation and amortization deductions previously allocable to the pre-IPO owners. Based on current projections, we anticipate having sufficient taxable income to be able to realize the benefit of this Common Basis and have recorded a tax receivable agreement liability to related parties of $416.8 million related to these benefits as of September 30, 2023. To the extent that we determine that we are able to realize the tax benefits associated with the basis adjustments and net operating losses, we would record an additional liability of $298.0 million for a total liability of $714.8 million. If, in the future, we are not able to utilize the Common Basis, we would record a reduction in the tax receivable agreement liability to related parties that would result in a benefit recorded within our consolidated statement of operations. During the nine months ended September 30, 2023, our tax receivable agreement liability increased by a net $22.4 million principally due to the effects of the March 2023 secondary offering of 13.75 million shares of Class A common stock of certain selling stockholders and the Founder and partially offset by the tax receivable agreement payments of $8.9 million made during the three months ended June 30, 2023.

**Note 5 - Property and Equipment, net**

A summary of the Company's property and equipment, net is as follows (in thousands):

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| Computer equipment | $ 22,840 | $ 22,366 |
| Leasehold improvements | 4,576 | 6,135 |
| Furniture and fixtures | 708 | 875 |
| Total property and equipment, gross | $ 28,124 | $ 29,376 |
| Accumulated depreciation | (14,535) | (14,909) |
| Total property and equipment, net | $ 13,589 | $ 14,467 |

Depreciation expense related to property and equipment, net for the three months ended September 30, 2023 and 2022 was $2.2 million and $2.1 million, respectively, and for the nine months ended September 30, 2023 and 2022 was $7.1 million and $6.5 million, respectively.

**Note 6 - Goodwill and Intangible Assets, net**

***Goodwill***

The changes in the carrying amount of goodwill for the period presented are as follows (in thousands):

| | |
|---|---|
| Balance as of December 31, 2022 | $ 1,579,770 |
| Acquisition | 4,636 |
| Foreign currency translation adjustment | (344) |
| Balance as of September 30, 2023 | $ 1,584,062 |

On April 26, 2023, the Company entered into a definitive agreement to purchase all the outstanding shares of Newel Corporation ("Newel") for a purchase price of approximately $10.0 million in cash. Newel (popularly known as Official) is an app that facilitates personal communication between partners. The Company acquired approximately $5.4 million in identifiable net assets and recognized goodwill of $4.6 million during the quarter ended June 30, 2023, based on a preliminary purchase price allocation. The goodwill is not expected to be tax deductible.

There were no impairment charges recorded for goodwill for the three and nine months ended September 30, 2023 and 2022.

***Intangible Assets, net***

A summary of the Company's intangible assets, net is as follows (in thousands):

| | September 30, 2023 | | | | |
|---|---|---|---|---|---|
| | Gross Carrying Amount | Accumulated Amortization | Accumulated Impairment Losses | Net Carrying Amount | Weighted-Average Remaining Useful Life (Years) |
| Brands - indefinite-lived | $ 1,511,269 | $ — | $ (141,000) | $ 1,370,269 | Indefinite |
| Brands - definite-lived | 41,765 | (4,314) | — | 37,451 | 12.5 |
| Developed technology | 249,303 | (181,189) | — | 68,114 | 1.4 |
| User base | 113,727 | (113,064) | — | 663 | 0.6 |
| White label contracts | 33,384 | (6,953) | (26,431) | — | — |
| Other | 26,489 | (7,195) | — | 19,294 | 3.9 |
| Total intangible assets, net | $ 1,975,937 | $ (312,715) | $ (167,431) | $ 1,495,791 | |

| | December 31, 2022 | | | | |
|---|---|---|---|---|---|
| | Gross Carrying Amount | Accumulated Amortization | Accumulated Impairment Losses | Net Carrying Amount | Weighted-Average Remaining Useful Life (Years) |
| Brands - indefinite-lived | $ 1,511,269 | $ — | $ (141,000) | $ 1,370,269 | Indefinite |
| Brands - definite-lived | 36,280 | (2,217) | — | 34,063 | 14.1 |
| Developed technology | 248,727 | (143,704) | — | 105,023 | 2.1 |
| User base | 113,487 | (112,877) | — | 610 | — |
| White label contracts | 33,384 | (6,953) | (26,431) | — | — |
| Other | 17,761 | (3,298) | — | 14,463 | 4.3 |
| Total intangible assets, net | $ 1,960,908 | $ (269,049) | $ (167,431) | $ 1,524,428 | |

Amortization expense related to intangible assets, net for the three months ended September 30, 2023 and 2022 was $14.9 million and $17.7 million, respectively, and for the nine months ended September 30, 2023 and 2022 was $43.8 million and $67.3 million, respectively.

As of September 30, 2023, amortization of intangible assets with definite lives is estimated to be as follows (in thousands):

| | |
|---|---|
| Remainder of 2023 | $ 15,002 |
| 2024 | 59,646 |
| 2025 | 13,232 |
| 2026 | 5,060 |
| 2027 and thereafter | 30,243 |
| Total | $ 123,183 |

**Note 7 - Other Financial Data**

***Consolidated Balance Sheets Information***

Other current assets are comprised of the following balances (in thousands):

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| Capitalized aggregator fees | $ 12,451 | $ 10,917 |
| Prepayments | 12,178 | 9,201 |
| Income tax receivable | 432 | 4,491 |
| Derivative asset | 13,065 | — |
| Other receivables | 4,826 | 7,273 |
| Total other current assets | $ 42,952 | $ 31,882 |

Accrued expenses and other current liabilities are comprised of the following balances (in thousands):

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| Legal liabilities | $ 21,981 | $ 20,501 |
| Payroll and related expenses | 20,511 | 20,814 |
| Marketing expenses | 26,097 | 19,874 |
| Other accrued expenses | 16,548 | 14,536 |
| Lease liabilities | 1,392 | 3,135 |
| Income tax payable | 9,043 | 3,092 |
| Contingent earn-out liability | 28,086 | 52,327 |
| Payable to related parties pursuant to a tax receivable agreement | — | 8,826 |
| Other payables | 12,813 | 13,338 |
| Total accrued expenses and other current liabilities | $ 136,471 | $ 156,443 |

Other non-current liabilities are comprised of the following balances (in thousands):

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| Lease liabilities | $ 13,252 | $ 13,750 |
| Other liabilities | 1,206 | 838 |
| Total other liabilities | $ 14,458 | $ 14,588 |

**Note 8 - Fair Value Measurements**

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

| | September 30, 2023 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total Fair Value Measurements |
| **Assets:** | | | | |
| Cash equivalent - money market funds | $ 339,777 | $ — | $ — | $ 339,777 |
| Derivative asset | — | 13,065 | — | 13,065 |
| Investments in equity securities | — | — | 2,408 | 2,408 |
| | $ 339,777 | $ 13,065 | $ 2,408 | $ 355,250 |
| **Liabilities:** | | | | |
| Contingent earn-out liability | $ — | $ — | $ 28,086 | $ 28,086 |
| | $ — | $ — | $ 28,086 | $ 28,086 |

| | December 31, 2022 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total Fair Value Measurements |
| **Assets:** | | | | |
| Cash equivalent - money market funds | $ 322,409 | $ — | $ — | $ 322,409 |
| Derivative asset | — | 22,094 | — | 22,094 |
| Investments in equity securities | — | — | 2,577 | 2,577 |
| | $ 322,409 | $ 22,094 | $ 2,577 | $ 347,080 |
| **Liabilities:** | | | | |
| Contingent earn-out liability | $ — | $ — | $ 52,327 | $ 52,327 |
| | $ — | $ — | $ 52,327 | $ 52,327 |

There were no transfers between levels between September 30, 2023 and December 31, 2022.

The carrying value of accounts receivable, accounts payable, income tax payable, accrued expenses and other payables approximate their fair values due to the short-term maturities of these instruments.

The Company's contingent earn-out liability is measured at fair value on a recurring basis using significant unobservable inputs (Level 3) and totaled $28.1 million and $52.3 million as of September 30, 2023 and December 31, 2022, respectively. Contingent earn-out liability is included in "Accrued expenses and other current liabilities" in the accompanying condensed consolidated balance sheets.

As of September 30, 2023, there is a contingent consideration arrangement, consisting of an earn-out payment to former shareholders of Worldwide Vision Limited of up to $150.0 million. The Company determined the fair value of the contingent earn-out liability by using a probability-weighted analysis to determine the amount of the liabilities, and, if the arrangement is long-term in nature, applying a discount rate that captures the risks associated with the duration of the obligation. The number of scenarios in the probability-weighted analyses vary; generally, more scenarios are prepared for longer duration and more complex arrangements. As of September 30, 2023 and December 31, 2022, the fair value of the contingent earn-out liability reflects a risk-free rate of 5.5% and 4.7%, respectively.

In addition, there is a contingent consideration arrangement, consisting of an earn-out payment of up to $10.0 million in connection with the acquisition of Fruitz in January 2022. As of September 30, 2023, the balance of the contingent earn-out liability was nil.

The Company classified contingent earn-out arrangements as liabilities at the time of the acquisition, as they will be settled in cash, and remeasures the fair values of the contingent earn-out liabilities each reporting period thereafter until settled. The fair value of the contingent earn-out liabilities are sensitive to changes in the stock price, discount rates and the timing of the future payments, which are based upon estimates of future achievement of the performance metrics. Changes in fair values of contingent earn-out liabilities are recognized in “General and administrative expense” in the accompanying condensed consolidated statements of operations. The change in fair value of the contingent earn-out liability was $(11.3) million and $(27.0) million for the three months ended September 30, 2023 and 2022, respectively, and $(24.2) million and $(46.4) million for the nine months ended September 30, 2023 and 2022, respectively.

**Note 9 - Debt**

Total debt is comprised of the following (in thousands):

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| Term Loan due January 29, 2027 | $ 628,500 | $ 632,813 |
| Less: unamortized debt issuance costs | 6,571 | 7,840 |
| Less: current portion of debt, net | 5,750 | 5,750 |
| Total long-term debt, net | $ 616,179 | $ 619,223 |

*Credit Agreements*

On January 29, 2020, the Company and the wholly-owned subsidiaries, Buzz Bidco LLC, Buzz Merger Sub Limited, and Buzz Finco LLC (the “Borrower”) entered into a credit agreement (the “Original Credit Agreement”). The Original Credit Agreement permitted the Company to borrow up to $625.0 million through a seven-year $575.0 million term loan (“Original Term Loan”), as well as a five-year senior secured revolving credit facility of $50.0 million (the "Revolving Credit Facility") and $25.0 million available through letters of credit. In connection with the Original Credit Agreement, the Company incurred and paid debt issuance costs of $16.3 million during the year ended December 31, 2020.

On October 19, 2020, the Company entered into the Amendment No.1 to the Credit Agreement, which provides for incremental borrowing of an aggregate principal amount of $275.0 million (the “Incremental Term Loan”, and collectively with the Original Term Loan, the “Term Loans”). The terms of the Amendment No.1 to the Credit Agreement were unchanged from the Original Credit Agreement, and the sole purpose of the amendment was to increase the principal available to the Company. In connection with the Amendment No.1 to the Credit Agreement, the Company incurred and paid debt issuance costs of $4.8 million during the year ended December 31, 2020, of which approximately $1.6 million was capitalized as debt issuance costs.

On March 31, 2021, the Company used proceeds from the IPO to repay outstanding indebtedness on the Incremental Term Loan Facility in an aggregate principal amount of $200.0 million, which has prepaid our obligated principal repayments until maturity on the Incremental Term Loan and, as a result, has reduced our contractual obligations. In connection with the repayment, the Company recognized a $3.4 million loss on extinguishment of long-term debt.

On March 20, 2023, in connection with a Benchmark Discontinuation Event, the Company entered into Amendment No. 2 to the Original Credit Agreement (“Amendment No. 2”), which provided for the transition of the benchmark interest rate from LIBOR to the Secured Overnight Financing Rate ("SOFR") pursuant to benchmark replacement provisions set forth in the Original Credit Agreement. Pursuant to the terms of Amendment No. 2, effective with the interest period beginning March 31, 2023, LIBOR was replaced with Term SOFR, a forward-looking term rate based on SOFR, plus a credit spread adjustment of 0.10% with respect to the Term Loans and 0.00% with respect to loans under the Revolving Credit Facility (Term SOFR plus such credit spread adjustment, “Adjusted Term SOFR”). All other terms of the Original Credit Agreement unrelated to the benchmark replacement and its incorporation were unchanged by Amendment No. 2. Effective March 31, 2023 all Term Loans outstanding are bearing interest based on Adjusted Term SOFR and there were no Revolving Credit Loans outstanding.

Based on the calculation of the applicable consolidated first lien net leverage ratio, the applicable margin for borrowings under the Revolving Credit Facility is between 1.00% to 1.50% with respect to base rate borrowings and between 2.00% and 2.50% with respect to (i) prior to March 31, 2023, LIBOR rate borrowings and (ii) on or after April 1, 2023, Adjusted Term SOFR borrowings. The applicable commitment fee under the revolving credit facility is between 0.375% and 0.500% per annum based upon the consolidated first lien net leverage ratio. The Borrower must also pay customary letter of credit fees and an annual administrative agency fee.

The interest rates in effect for the Original Term Loan and the Incremental Term Loan as of September 30, 2023 were 8.17% and 8.67%, respectively. The Original Term Loan Facility amortizes in equal quarterly installments in aggregate annual amounts equal to 1.00% of the principal amount of the Original Term Loan Facility outstanding as of the date of the closing of the Original Term Loan Facility, with the balance being payable at maturity on January 29, 2027. The Incremental Term Loan Facility amortizes in equal quarterly installments in aggregate annual amounts equal to 1.00% of the principal amount of the Incremental Term Loan Facility outstanding as of the date of the closing of the Incremental Term Loan Facility, with the balance being payable at maturity on January 29, 2027. Following the $200.0 million aggregate principal payment of amount of outstanding indebtedness during the three months ended March 31, 2021 quarterly installment payments on the Incremental Term Loan Facility are no longer required for the remaining term of the facility. Principal amounts outstanding under the Revolving Credit Facility are due and payable in full at maturity on January 29, 2025. As of September 30, 2023, and at all times during the nine months ended September 30, 2023, the Company was in compliance with the financial debt covenants.

As the loans are issued with a floating rate of interest, the Company believes that the fair value of the obligations is approximated by the principal amount of the loans as of September 30, 2023. The carrying value of the Term Loans includes the outstanding principal amount, less unamortized debt issuance costs. Therefore, the Company assumes the carrying value of the debt, before any transaction costs, would closely approximate the fair value of the loan obligation with the assumptions above.

Future maturities of long-term debt as of September 30, 2023, were as follows (in thousands):

| | | |
|---|---|---|
| Remainder of 2023 | $ | 1,437 |
| 2024 | | 5,750 |
| 2025 | | 5,750 |
| 2026 | | 5,750 |
| 2027 and thereafter | | 609,813 |
| Total | $ | 628,500 |

**Note 10 - Earnings (Loss) per Share**

The Company computes earnings per share ("EPS") of Class A common stock using the two-class method required for participating securities. The Company considers unvested restricted shares and vested RSUs to be participating securities because holders are entitled to be credited with dividend equivalent payments, upon the payment by the Company of dividends on shares of Common Stock.

Undistributed earnings allocated to participating securities are subtracted from net earnings (loss) attributable to Bumble Inc. in determining net earnings (loss) attributable to common stockholders. Basic EPS is computed by dividing net earnings (loss) attributable to common stockholders by the weighted-average number of shares of our Class A common stock outstanding.

For the calculation of diluted EPS, net earnings (loss) attributable to common stockholders for basic EPS is adjusted by the effect of dilutive securities.

Diluted EPS attributable to common stockholders is computed by dividing the resulting net earnings (loss) attributable to common stockholders by the weighted-average number of common shares outstanding, adjusted to give effect to dilutive elements including restricted shares, RSUs, and options to the extent these are dilutive.

The following table sets forth a reconciliation of the numerators used to compute the Company's basic and diluted earnings (loss) per share (in thousands):

| | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Numerator: | | | | |
| Net earnings (loss) | $ 23,124 | $ 26,405 | $ 30,144 | $ 45,122 |
| Net earnings (loss) attributable to noncontrolling interests | 6,453 | 8,342 | 8,331 | 14,298 |
| Net earnings (loss) attributable to Bumble Inc. shareholders | $ 16,671 | $ 18,063 | $ 21,813 | $ 30,824 |

The following table sets forth the computation of the Company's basic and diluted earnings (loss) per share (in thousands, except share amounts, and per share amounts, unaudited):

| | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| **Basic earnings (loss) per share attributable to common stockholders** | | | | |
| **Numerator** | | | | |
| Allocation of net earnings (loss) attributable to Bumble Inc. shareholders | $ 16,671 | $ 18,042 | $ 21,461 | $ 30,855 |
| Less: net earnings (loss) attributable to participating securities | 9 | 18 | 14 | 33 |
| Net earnings (loss) attributable to common stockholders | $ 16,662 | $ 18,024 | $ 21,447 | $ 30,822 |
| **Denominator** | | | | |
| Weighted average number of shares of Class A common stock outstanding | 136,457,412 | 129,464,491 | 135,185,151 | 129,366,351 |
| Basic earnings (loss) per share attributable to common stockholders | $ 0.12 | $ 0.14 | $ 0.16 | $ 0.24 |
| **Diluted earnings (loss) per share attributable to common stockholders** | | | | |
| **Numerator** | | | | |
| Allocation of net earnings (loss) attributable to Bumble Inc. shareholders | $ 16,487 | $ 17,628 | $ 21,199 | $ 30,362 |
| Increase in net earnings (loss) attributable to common shareholders upon conversion of potentially dilutive Common Units | 6,637 | 8,777 | 8,945 | 14,760 |
| Less: net earnings (loss) attributable to participating securities | 9 | 18 | 14 | 33 |
| Net earnings (loss) attributable to common stockholders | $ 23,115 | $ 26,387 | $ 30,130 | $ 45,089 |
| **Denominator** | | | | |
| Number of shares used in basic computation | 136,457,412 | 129,464,491 | 135,185,151 | 129,366,351 |
| Add: weighted-average effect of dilutive securities | | | | |
| Restricted shares | — | — | — | — |
| RSUs | 1,375,772 | 1,597,664 | 1,244,705 | 988,602 |
| Options | — | — | — | — |
| Common Units to Convert to Class A Common Stock | 53,584,628 | 62,924,260 | 55,831,913 | 61,968,587 |
| Weighted average shares of Class A common stock outstanding used to calculate diluted earnings (loss) per share | 191,417,812 | 193,986,415 | 192,261,769 | 192,323,540 |
| Diluted earnings (loss) per share attributable to common stockholders | $ 0.12 | $ 0.14 | $ 0.16 | $ 0.23 |

The following table sets forth potentially dilutive securities that were excluded from the diluted earnings (loss) per share computation because the effect would be anti-dilutive, or issuance of such shares is contingent upon the satisfaction of certain conditions which were not satisfied by the end of the periods:

| | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| **Time-vesting awards:** | | | | |
| Options | 3,844,085 | 2,698,372 | 3,844,085 | 2,698,372 |
| Restricted shares | — | — | — | — |
| RSUs | 2,252,668 | 92,173 | 2,280,638 | 481,978 |
| Incentive units | 401,614 | 266,723 | 366,393 | 344,648 |
| **Total time-vesting awards** | 6,498,367 | 3,057,268 | 6,491,116 | 3,524,998 |
| | | | | |
| **Exit-vesting awards:** | | | | |
| Options | 79,908 | 164,362 | 79,908 | 164,362 |
| Restricted shares | — | — | — | — |
| RSUs | — | 208,007 | — | 208,007 |
| Incentive units | 958,133 | 300,732 | 1,012,768 | 372,819 |
| **Total exit-vesting awards** | 1,038,041 | 673,101 | 1,092,676 | 745,188 |
| **Total** | 7,536,408 | 3,730,369 | 7,583,792 | 4,270,186 |

**Note 11 - Stock-based Compensation**

Total stock-based compensation cost, net of forfeitures, was as follows:

| (In thousands) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Cost of revenue | $ 542 | $ 807 | $ 2,800 | $ 2,726 |
| Selling and marketing expense | 2,469 | 3,779 | 7,191 | 4,547 |
| General and administrative expense | 10,352 | 22,461 | 44,029 | 43,959 |
| Product development expense | 8,165 | 10,128 | 29,640 | 25,947 |
| **Total stock-based compensation expense** | $ 21,528 | $ 37,175 | $ 83,660 | $ 77,179 |

***Plans***

Prior to the IPO, Bumble Holdings had three active plans under which awards had been granted to various employees of the Company, including key management personnel, based on their management grade.

In connection with the Sponsor Acquisition, Bumble Holdings and Buzz Management Aggregator L.P., an interest holder in Bumble Holdings, adopted two new incentive plans for the employees' performance and retention purposes, namely the Employee Incentive Plan ("Non-U.S. Plan") and the Equity Incentive Plan ("U.S. Plan"). The participants of the Non-U.S. Plan and U.S. Plan are selected employees of the Company and the subsidiaries. Bumble Holdings and Buzz Management Aggregator L.P. also adopted one incentive plan for Whitney Wolfe Herd (the "Founder Plan"). Awards granted under the Founder Plan and U.S. Plan were in the form of Class B Units in Bumble Holdings and Class B Units in Buzz Management Aggregator L.P., respectively (collectively, the "Class B Units"). Under the Non-U.S. Plan, participants have received phantom awards of Class B Units in Buzz Management Aggregator L.P. (the "Phantom Class B Units") that are settled in cash equal to the notional value of the Buzz Management Aggregator Class B Units at the settlement date.

The Class B Units under the Founder Plan and U.S. Plan and the Phantom Class B Units under the Non-U.S. Plan comprise:

- Time-Vesting Class B Units and Time-Vesting Phantom Class B Units (60% of the Class B Units and Phantom Class B Units granted) that generally vest over a five-year service period and for which expense is recognized under a graded expense attribution model; and
- Exit-Vesting Class B Units and Exit-Vesting Phantom Class B Units (40% of the Class B Units and Phantom Class B Units granted). Vesting for these awards is based on a liquidity event in which affiliates of Blackstone receive cash proceeds in respect of its Class A units in the Company prior to the termination of the participant. Further, the portion of the Exit-Vesting Class B Units and Exit-Vesting Phantom Class B Units that vest is based on certain Multiple on Invested Capital ("MOIC") and Internal Rate of Return ("IRR") hurdles associated with a liquidity event. The MOIC and IRR hurdles impact the fair value of the awards. As the vesting of these units is contingent upon a specified liquidity event, no expense was required to be recorded prior to the occurrence of a liquidity event.

*Time-Vesting Class B Units and Exit-Vesting Class B Units*

Expense for the Time-Vesting Class B Units and Exit-Vesting Class B Units was based on the grant date fair value of the Class B Units. The grant date fair value was measured using a Monte Carlo model, which incorporates various assumptions noted in the following table. Use of a valuation model requires management to make certain assumptions with respect to selected model inputs. Expected volatility was calculated based on the observed equity volatility for comparable companies. The expected time to liquidity event was based on management's estimate of time to an expected liquidity event. The dividend yield was based on the Company's expected dividend rate. The risk-free interest rate was based on U.S. Treasury zero-coupon issues. Forfeitures were accounted for as they occurred.

The weighted-average assumptions the Company used in the Monte Carlo model for 2020 are as follows:

| | |
|---|---|
| Dividend yield | — |
| Expected volatility | 58 % |
| Risk-free interest rate | 0.86 % |
| Expected time to liquidity event (years) | 4.7 |

*Post-IPO Award Reclassification*

In connection with the Company's IPO, awards under the Founder Plan, U.S. Plan, and Non-U.S. Plan were reclassified as follows:

- The Time-Vesting and Exit-Vesting Class B Units in Bumble Holdings under the Founder Plan and granted to senior management under the U.S. Plan were reclassified to vested Incentive Units (in the case of Vested Class B Units) and unvested Incentive Units (in the case of unvested Class B Units) in Bumble Holdings.
- The Time-Vesting and Exit-Vesting Class B Units in Bumble Holdings (other than those granted to senior management) were reclassified to Class A common stock (in the case of vested Class B Units) and restricted shares of Class A common stock (in the case of unvested Class B Units) in the Company.
- The Time-Vesting and Exit-Vesting Phantom Class B Units in Bumble Holdings were reclassified into vested RSUs (in the case of vested Class B Phantom Units) and unvested RSUs (in the case of unvested Class B Phantom Units) in the Company.

In each of the above reclassifications, the Post-IPO awards retained the same terms and conditions (including applicable vesting requirement). Each Post-IPO award was converted to reflect the $43.00 share price contemplated in the Company's IPO while retaining the same economic value in the Company.

At the IPO date, the Company concluded that our public offering represented a qualifying liquidity event that would cause the Exit-Vesting awards' performance conditions to be probable. As such, the Company has begun to recognize stock-based compensation expense in relation to the Exit-Vesting awards.

On July 15, 2022, the Exit-Vesting awards granted to 386 participants were modified to also provide for time-based vesting in 36 equal installments, with the first installment vesting on August 29, 2022 and subsequent installments vesting on each of the next 35 monthly anniversaries of August 29, 2022, subject to the award holder's continued employment through each applicable vesting date and subject to other terms and conditions of the award. Incremental expense associated with the modification of the Exit-Vesting awards was $35.8 million, which is expected to be recognized over a period of 3.0 years. If the performance conditions are met prior to their respective time-vesting schedules, vesting of these Exit-Vesting awards and the associated stock-based compensation will be accelerated pursuant to the terms of the award agreements.

Incremental expense for the modified Exit-Vesting awards was based on the modification date fair value of modified Exit-Vesting Awards. The modification date fair value was measured using a Monte Carlo model, which incorporates various assumptions noted in the following table. Use of a valuation model requires management to make certain assumptions with respect to selected model inputs. Expected volatility was calculated based on the observed equity volatility for comparable companies. The expected time to liquidity event was based on management's estimate of time to an expected liquidity event. The dividend yield was based on the Company's expected dividend rate. The risk-free interest rate was based on U.S. Treasury zero-coupon issues. Forfeitures are accounted for as they occur.

The weighted-average assumptions the Company used in the Monte Carlo model for the modified Exit-Vesting awards are as follows:

| | |
|---|---|
| Dividend yield | — |
| Expected volatility | 60% |
| Risk-free interest rate | 2.1% to 3.1% |
| Expected time to liquidity event (years) | 1.0 |

Compensation cost related to the Exit-Vesting awards for the three months ended September 30, 2023 and 2022 was $5.0 million and $16.0 million, respectively, and $14.0 million and $19.5 million for the nine months ended September 30, 2023 and 2022, respectively.

On February 25, 2023, the Board of Directors approved amendments to outstanding Exit-Vesting awards with respect to change in control provisions. See "Item 9B — Other Information" of our 2022 Form 10-K for additional details. The Company reviewed the amendments to the change of control provisions in accordance with ASC 718, Compensation—Stock Compensation, and determined that the modification does not impact the existing expense recognition and financial statement presentation.

*2021 Omnibus Plan*

In connection with the IPO, the Company adopted the 2021 Omnibus Plan, which became effective on the date immediately prior to the effective date of the IPO. The 2021 Omnibus Plan provides the Company with flexibility to use various equity-based incentive awards as compensation tools to motivate and retain the Company's workforce. The Company initially reserved 30,000,000 shares of Class A common stock for the issuance of awards under the 2021 Omnibus Plan. The number of shares available for issuance under the 2021 Omnibus Plan will be increased automatically on January 1 of each fiscal year, by a number of shares of our Class A common stock equal to the least of (i) 12,000,000 shares of Class A common stock; (ii) 5% of the total number of shares of Class A common stock outstanding on the last day of the immediately preceding fiscal year, and (iii) a lower number of shares as may be determined by the Board. The Board elected not to approve an increase to the number of shares available for issuance under the 2021 Omnibus Plan for each of 2022 and 2023.

The fair value of Time-Vesting awards granted or modified at the time of the IPO was determined using the Black-Scholes option pricing model with the following assumptions:

| | |
|---|---|
| Volatility | 55%-60% |
| Expected Life | 0.5-7.4 years |
| Risk-free rate | 0.1%-0.8% |
| Fair value per unit | $43.00 |
| Dividend yield | 0% |
| Discount for lack of marketability[(1)] | 15%-25% |

The fair value of Exit-Vesting awards granted or modified at the time of the IPO was determined using a Monte Carlo simulation approach in an option pricing framework, where the common stock price of the Company was evolved using a Geometric Brownian Motion over a period from the Valuation Date to the date of Management's expected exit date - a date at which MOIC and IRR realized by the Sponsor can be calculated ("Sponsor Exit"), with the following assumptions:

| | |
|---|---|
| Volatility | 55% |
| Expected Life | 1.8 years |
| Risk-free rate | 0.1% |
| Fair value per unit | $43.00 |
| Dividend yield | 0% |
| Discount for lack of marketability[(1)] | 15% |

(1) Discount for lack of marketability for Time-Vesting awards and Exit-Vesting awards is only applicable for Incentive Units granted in Bumble Holdings at the time of the IPO.

The fair value of Time-Vesting Options granted during the nine months ended September 30, 2023 was determined using the Black-Scholes option pricing model with the following assumptions:

| | |
|---|---|
| Volatility | 60%-80% |
| Expected Life | 7.0 years |
| Risk-free rate | 3.7%-4.4% |
| Fair value per unit | $10.00-$15.30 |
| Dividend yield | 0% |

*Incentive Units in Bumble Holdings*

The following table summarizes information around Incentive Units in Bumble Holdings. These include grants of Class B Units that were reclassified into Incentive Units as described above, as well as Incentive Units issued to new recipients. The Incentive Units received as a result of the Reclassification of Class B Units retain the vesting attributes (including original service period vesting start date) of the Class B Units. The Company did not recognize any incremental fair value due to the reclassification of awards as the fair value per award was the same immediately prior to and after the Reclassification. The newly granted Incentive Units contain the same vesting attributes as Incentive Units granted as a result of the Reclassification. In July 2022, the Exit-Vesting RSUs were modified to also provide for time-based vesting in 36 equal installments, with the first installment vesting on August 29, 2022, and subsequent installments vesting on each of the next 35 monthly anniversaries of August 29, 2022, subject to the award holder’s continued employment through each applicable vesting date and subject to other terms and conditions of the award (as noted above in the section headed “Post-IPO Award Reclassification”).

| | Time-Vesting Incentive Units | | Exit-Vesting Incentive Units | |
|---|---|---|---|---|
| | **Number of Awards** | **Weighted-Average Participation Threshold** | **Number of Awards** | **Weighted-Average Participation Threshold** |
| Unvested as of December 31, 2022 | 3,857,248 | $ 14.33 | 3,724,214 | $ 13.81 |
| Granted | — | — | — | — |
| Vested | (1,175,615) | 13.37 | (1,063,172) | 13.32 |
| Forfeited | (146,094) | 43.00 | (117,236) | 12.35 |
| Unvested as of September 30, 2023 | 2,535,539 | $ 13.12 | 2,543,806 | $ 12.67 |

As of September 30, 2023, total unrecognized compensation cost related to the Time-Vesting Incentive Units is $3.2 million, which is expected to be recognized over a weighted-average period of 1.6 years. Total unrecognized compensation cost related to the Exit-Vesting Incentive Units is $9.3 million, which is expected to be recognized over a weighted-average period of 1.8 years.

*Restricted Shares of Class A Common Stock in Bumble Inc.*

The following table summarizes information around restricted shares in the Company. The restricted shares granted as a result of the reclassification of Class B Units retain the vesting attributes (including original service period vesting start date) of the Class B Units. The Company did not recognize any incremental fair value due to the reclassification of awards as the fair value per award was the same immediately prior to and after the Reclassification. In July 2022, the Exit-Vesting restricted stock were modified to also provide for time-based vesting in 36 equal installments, with the first installment vesting on August 29, 2022, and subsequent installments vesting on each of the next 35 monthly anniversaries of August 29, 2022, subject to the award holder's continued employment through each applicable vesting date and subject to other terms and conditions of the award (as noted above in the section headed "Post-IPO Award Reclassification").

| | Time-Vesting Restricted Shares of Class A Common Stock | | Exit-Vesting Restricted Shares of Class A Common Stock | |
|---|---|---|---|---|
| | Number of Awards | Weighted-Average Grant-Date Fair Value | Number of Awards | Weighted-Average Grant-Date Fair Value |
| Unvested as of December 31, 2022 | 58,247 | $ 7.02 | 55,744 | $ 17.26 |
| Granted | — | — | — | — |
| Vested | (19,330) | 7.02 | (15,581) | 17.24 |
| Forfeited | (4,062) | 8.06 | (4,631) | 18.14 |
| Unvested as of September 30, 2023 | 34,855 | $ 6.90 | 35,532 | $ 17.15 |

As of September 30, 2023, total unrecognized compensation cost related to the Time-Vesting restricted shares is $47.0 thousand, which is expected to be recognized over a weighted-average period of 1.3 years. Total unrecognized compensation cost related to the Exit-Vesting restricted shares is $0.2 million, which is expected to be recognized over a weighted-average period of 1.8 years.

*RSUs in Bumble Inc.*

The following table summarizes information around RSUs in the Company. These include grants of Phantom Class B Units that were reclassified into RSUs in conjunction with the IPO, as well as Promised RSUs issued to new recipients. The RSUs granted as a result of the reclassification of Phantom Class B Units retain the vesting attributes (including original service period vesting start date) of the Phantom Class B Units. As the Phantom Class B Units were legally settled in cash and the RSUs will be settled with equity, this represents a liability-to-equity modification. The Company reclassified any outstanding liabilities to equity and recognized expense in accordance with the appropriate pattern using the modification date fair value.

Time-Vesting RSUs that were granted as a result of the Reclassification generally vest in equal annual installments over a five-year period, whereas Time-Vesting RSUs that were granted at the time of the Company's IPO generally vest in equal annual installments over a four-year period. Time-Vesting RSUs that have been granted since the Company's IPO will generally vest 25% on the first anniversary of the date of grant, or other vesting commencement date, and the remaining 75% of the award vests in equal installments on each monthly or quarterly anniversary thereafter such that the award will be fully vested on the fourth anniversary of the date of grant, or other vesting commencement date. Exit-Vesting RSUs that were granted as a result of the Reclassification contain similar vesting requirements to the previously Exit-Vesting Phantom Class B Units. In July 2022, the Exit-Vesting RSUs were modified to also provide for time-based vesting in 36 equal installments, with the first installment vesting on August 29, 2022, and subsequent installments vesting on each of the next 35 monthly anniversaries of August 29, 2022, subject to the award holder's continued employment through each applicable vesting date and subject to other terms and conditions of the award (as noted above in the section headed "Post-IPO Award Reclassification").

In June 2023, the Company's Board of Directors adopted an Independent Director Compensation Policy for independent directors not employed by the Company. Initial and annual Time-Vesting RSUs granted under the Independent Director Compensation Policy will vest on the earlier of (i) immediately prior to the first annual meeting of the shareholders of the Company following the grant date, or (ii) the first anniversary of the current year annual meeting of the shareholders of the Company.

| | Time-Vesting RSUs | | Exit-Vesting RSUs | |
|---|---|---|---|---|
| | Number of Awards | Weighted-Average Grant-Date Fair Value | Number of Awards | Weighted-Average Grant-Date Fair Value |
| Unvested as of December 31, 2022 | 4,845,852 | $ 32.50 | 761,473 | $ 40.23 |
| Granted | 4,127,622 | 21.69 | — | — |
| Vested | (1,476,389) | 32.89 | (170,127) | 42.23 |
| Forfeited | (643,892) | 31.06 | (205,080) | 33.74 |
| Unvested as of September 30, 2023 | 6,853,193 | $ 26.04 | 386,266 | $ 42.79 |

As of September 30, 2023, total unrecognized compensation cost related to the Time-Vesting RSUs is $86.2 million, which is expected to be recognized over a weighted-average period of 2.9 years. Total unrecognized compensation cost related to the Exit-Vesting RSUs is $4.5 million, which is expected to be recognized over a weighted-average period of 1.8 years.

*Options*

Under the 2021 Omnibus Plan, the Company has granted certain stock options with the underlying equity being shares of the Company’s Class A common stock. These stock options are inclusive of both Time-Vesting stock options and Exit-Vesting stock options. Time-Vesting stock options either vest over a four or a five-year period, and the weighted-average remaining contractual term has been specified in the table below. Exit-Vesting stock options vest upon satisfaction of a performance condition under which Blackstone and its affiliates receive cash proceeds in respect of certain MOIC and IRR hurdles, subject to the recipient’s continued employment at the time of satisfaction. At the IPO date, the Company concluded that the public offering represented a qualifying liquidity event that would cause the Exit-Vesting options’ performance conditions to be probable of occurring. In July 2022, the Exit-Vesting options were modified to also provide for time-based vesting in 36 equal installments, with the first installment vesting on August 29, 2022, and subsequent installments vesting on each of the next 35 monthly anniversaries of August 29, 2022, subject to the award holder’s continued employment through each applicable vesting date and subject to other terms and conditions of the award (as noted above in the section headed “Post-IPO Award Reclassification”).

The following table summarizes the Company’s option activity as it relates to Time-Vesting stock options as of September 30, 2023:

| | September 30, 2023 | | |
|---|---|---|---|
| | Number of Options | Weighted-Average Exercise Price Per Share | Weighted-Average Grant Date Fair Value Per Share |
| Outstanding as of December 31, 2022 | 2,946,118 | $ 35.64 | $ 20.34 |
| Granted | 1,250,466 | 20.84 | 13.42 |
| Exercised | — | — | — |
| Forfeited and expired | (352,499) | 41.16 | 21.30 |
| Outstanding as of September 30, 2023 | 3,844,085 | $ 30.32 | $ 17.70 |
| Exercisable as of September 30, 2023 | 1,029,160 | $ 37.59 | $ 20.57 |

The following table summarizes the Company's option activity as it relates to Exit-Vesting stock options as of September 30, 2023:

| | September 30, 2023 | | |
|---|---|---|---|
| | Number of Options | Weighted-Average Exercise Price Per Share | Weighted-Average Grant Date Fair Value Per Share |
| Outstanding as of December 31, 2022 | 164,362 | $ 43.00 | $ 18.66 |
| Granted | — | — | — |
| Exercised | — | — | — |
| Forfeited | (84,454) | 43.00 | 15.30 |
| Outstanding as of September 30, 2023 | 79,908 | $ 43.00 | $ 22.21 |
| Exercisable as of September 30, 2023 | 31,071 | $ 43.00 | $ 22.21 |

Total unrecognized compensation cost related to the Time-Vesting options is $18.9 million, which is expected to be recognized over a weighted-average period of 2.7 years. Total unrecognized compensation cost related to the Exit-Vesting options is $0.3 million, which is expected to be recognized over a weighted-average period of 1.8 years.

Options have a maximum contractual term of 10 years. The aggregate intrinsic value – assuming all options are expected to vest – and weighted-average remaining contractual terms of Time-Vesting and Exit-Vesting options outstanding and options exercisable were as follows as of September 30, 2023.

| | |
|---|---|
| Aggregate intrinsic value | |
| Time-Vesting options outstanding | — |
| Time Vesting options exercisable | — |
| Exit-Vesting options outstanding | — |
| Exit-Vesting options exercisable | — |
| Weighted-average remaining contractual term (in years) | |
| Time-Vesting options outstanding | 8.5 |
| Time Vesting options exercisable | 7.7 |
| Exit-Vesting options outstanding | 7.4 |
| Exit-Vesting options exercisable | 7.4 |

The weighted-average exercise price exceeded the market price as of September 30, 2023, and as such, resulted in the aggregate intrinsic value to be negative for all of the Company's stock options (referred to as "out-of-the money").

**Note 12 - Related Party Transactions**

In the ordinary course of operations, the Company enters into transactions with related parties, as discussed below.

| Related Party relationship | Type of Transaction | Financial Statement Line | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|---|---|
| Other | Marketing costs | Selling and marketing expense | $ 1,331 | $ 836 | $ 3,941 | $ 2,362 |
| Other | Moderator costs | Cost of revenue | 1,442 | 566 | 3,902 | 1,120 |
| Other | Advertising revenue | Revenue | 218 | 143 | 552 | 400 |

| Related Party relationship | Type of Transaction | Financial Statement Line | September 30, 2023 | December 31, 2022 |
|---|---|---|---|---|
| Pre-IPO owners | Tax receivable agreement | Accrued expenses and other current liabilities | $ — | $ 8,826 |
| Pre-IPO owners | Tax receivable agreement | Payable to related parties pursuant to a tax receivable agreement | 416,754 | 385,486 |

*Payable to related parties pursuant to a tax receivable agreement*

Concurrent with the completion of the IPO, the Company entered into a tax receivable agreement with pre-IPO owners including our Founder, our Sponsor, an affiliate of Accel Partners LP and management and other equity holders (see Note 4, *Payable to Related Parties Pursuant to a Tax Receivable Agreement*).

*Other*

The Company recognizes advertising revenues and incurs marketing expenses from Liftoff Mobile Inc. ("Liftoff"), a company in which Blackstone-affiliated funds hold a controlling interest. The Company uses TaskUs Inc. ("TaskUs"), a company in which Blackstone-affiliated funds holds more than a 20% ownership interest, for moderator services.

**Note 13 - Segment and Geographic Information**

The Company operates as a single operating segment. The Company’s chief operating decision maker is the Chief Executive Officer, who reviews financial information presented on a consolidated basis, accompanied by disaggregated information about the Company’s revenue, for purposes of making operating decisions, assessing financial performance and allocating resources.

Revenue by major geographic region is based upon the location of the customers who receive the Company’s services. The information below summarizes revenue by geographic area, based on customer location (in thousands):

| | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| North America[1] | $ 154,699 | $ 141,808 | $ 445,156 | $ 400,177 |
| Rest of the world | 120,811 | 90,831 | 333,037 | 261,698 |
| **Total** | $ 275,510 | $ 232,639 | $ 778,193 | $ 661,875 |

(1) North America revenue includes revenue from the United States and Canada.

The United States is the only country with revenues of 10% or more of the Company’s total revenue for the three and nine months ended September 30, 2023 and 2022.

The information below summarizes property and equipment, net by geographic area (in thousands):

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| United Kingdom | $ 4,811 | $ 5,893 |
| United States | 3,166 | 4,462 |
| Czech Republic | 3,218 | 1,491 |
| Rest of the world | 2,394 | 2,621 |
| **Total** | $ 13,589 | $ 14,467 |

United Kingdom, United States and Czech Republic are the only countries with property and equipment of 10% or more of the Company’s total property and equipment, net at September 30, 2023 and December 31, 2022.

**Note 14 - Commitments and Contingencies**

The Company has entered into indemnification agreements with the Company’s officers and directors for certain events or occurrences. The Company maintains a directors and officers insurance policy to provide coverage in the event of a claim against an officer or director.

***Litigation***

We are subject to various legal proceedings, claims, and governmental inspections, audits or investigations arising out of our business which cover matters such as general commercial, consumer protection, governmental regulations, product liability, privacy, safety, environmental, intellectual property, employment and other actions that are incidental to our business, including a number of trademark proceedings, both offensive and defensive, regarding the BUMBLE, BADOO and FRUITZ marks. Although the outcomes of these claims cannot be predicted with certainty, in the opinion of management, the ultimate resolution of these matters will not have a material adverse effect on our financial position or results of operations.

In late 2021 and early 2022, four putative class action lawsuits were filed against the Company in Illinois alleging that certain features of the Badoo or Bumble apps violate the Illinois Biometric Information Privacy Act (“BIPA”). These lawsuits allege that the apps used facial geometry scans in violation of BIPA's authorization, consent, and data retention policy provisions. Plaintiffs in these lawsuits seek statutory damages, compensatory damages, attorneys' fees, injunctive relief, and (in one action) punitive damages. These cases are still in early stages and at this time the Company cannot reasonably estimate a range of potential liability, if any, which may arise therefrom.

In January 2022, a purported class action complaint, UA Local 13 Pension Fund v. Bumble Inc. et al., was filed in the United States District Court for the Southern District of New York naming, among others, the Company, our Chief Executive Officer, our Chief Financial Officer, our Board of Directors and Blackstone, as defendants. The complaint asserts claims under the U.S. federal securities laws, purportedly brought on behalf of a class of purchasers of shares of Class A common stock in Bumble's secondary public stock offering that took place in September 2021 (the "SPO"), that the SPO Registration Statement and prospectus contained false and misleading statements or omissions by failing to disclose certain information concerning Bumble and Badoo app paying users and related trends and issues with the Badoo app payment platform, and that as a result of the foregoing, Bumble's business metrics and financial prospects were not as strong as represented in the SPO Registration Statement and prospectus. The complaint seeks unspecified damages and an award of costs and expenses, including reasonable attorneys' fees, as well as equitable relief. In March 2023, the parties executed a settlement agreement that includes a full release of the asserted claims against the Company and other defendants in exchange for a settlement amount of $18 million. The settlement does not reflect an admission of any allegation or wrongdoing. In August 2023, the court granted final approval of the settlement. The Company and its insurers have paid the full settlement amount into an escrow account in accordance with the terms of the court's prior preliminary approval.

Six shareholder derivative complaints have been filed in the United States District Court for the Southern District of New York, United States District Court for the District of Delaware and Delaware Court of Chancery against the Company and certain directors and officers based on the same allegations and events described in the SPO class action complaint above. The Glover-Mott shareholder derivative complaint was filed in April 2022 in federal court. The Michael Schirano shareholder derivative complaint was filed in May 2023 in federal court. The United States District Court for the District of Delaware ordered the two actions consolidated in August 2023 under the caption In Re Bumble Inc. Stockholder Derivative Litigation. An amended consolidated complaint was filed in August 2023 alleging violations of Section 14(a) of the Exchange Act, Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and Section 29(b) of the Exchange Act, as well as for breach of fiduciary duty, waste, and unjust enrichment against, among others, management, our Board of Directors and Blackstone. The complaint seeks unspecified damages; rescission of certain employment agreements between the individual defendants and the Company, disgorgement from defendants of any improperly or unjustly obtained profits or benefits; an award of costs and disbursements, including reasonable attorneys' fees; punitive damages; pre- and post-judgment interest, and that the Company be directed to take action to reform its corporate governance and internal procedures. Two federal court shareholder derivative complaints—the William B. Federman Irrevocable Trust complaint, filed in May 2022, and the Dana Messana complaint, filed in September 2022—were voluntarily dismissed in July 2023. In January 2023 and February 2023, purported shareholders Alberto Sanchez and City of Vero Beach Police Officers' Retirement Trust Fund, respectively, filed shareholder derivative complaints in the Delaware Court of Chancery. In March 2023, the Delaware Court of Chancery consolidated those actions under the caption In re Bumble Inc. Stockholder Derivative Litigation. In April 2023, the consolidated action plaintiffs filed a consolidated complaint that asserts claims for breach of fiduciary duty and unjust enrichment against, among others, management, our Board of Directors, and Blackstone. The complaint seeks unspecified damages; a finding that the individual defendants breached their fiduciary duties; disgorgement from defendants of any unjustly obtained profits or benefits; and an award of costs and disbursement, including attorneys' fees, accountants' fees, and experts' fees. In October 2023, the court denied defendants' motion to dismiss the consolidated complaint.

In August 2023, Bumble received litigation demands from (i) counsel representing the purported Bumble shareholder who filed the voluntarily dismissed William B. Federman Irrevocable Trust derivative action in the U.S. District Court for the District of Delaware and (ii) counsel representing the purported Bumble shareholder who filed the voluntarily dismissed Dana Messana derivative action in the U.S. District Court for the District of Delaware. Both litigation demands are directed to the Bumble Board and contains factual allegations involving the September 2021 SPO that are generally consistent with those in the derivative litigation filed in state and federal court. The letters demand~~s~~, among other things, that Bumble's Board undertake an independent investigation into alleged legal violations, and that Bumble commence a civil action to pursue related claims against any individuals who allegedly harmed Bumble. The Bumble Board will act in response to the letters as appropriate. Management is unable to determine a range of potential losses that is reasonably possible of occurring.

The Company has also received an inquiry from the SEC relating to the disclosures at issue in the SPO class action complaint. The Company cannot predict at this point the length of time that these matters will be ongoing, their outcome or the liability, if any, which may arise therefrom.

Between June 2023 and August 2023, the Company received over 15,000 individual demands for arbitration regarding Bumble's alleged violation of California's Unruh Civil Rights Act as a result of its "women message first" feature. We agreed to enter into a mediation and, as a result, we were informed by JAMS, our putative arbitration service provider, that it placed a stay on the administration of the submitted demands pending mediation. The mediation concluded successfully, and the Company has made or is making settlement offers to each of the individual claimants based on the outcome of that mediation. Although the Company expects that most claimants will accept the settlement and that most demands will be withdrawn and dismissed, certain claimants who reject the settlement may continue to prosecute their demands. The Company cannot predict at this time the number of claimants who will continue to prosecute their demands and thus cannot predict at this time the outcome or liability that may result from any such continued arbitration. In addition, in August 2023, the Company received a pre-arbitration demand from a law firm purporting to represent over 5,000 claimants regarding the same alleged violation. The Company is in discussions regarding the mediation of these claims. If these claims or additional claims in the future were to proceed to arbitration, we could incur significant administrative, arbitrator, and legal fees and costs associated with their defense. For example, although we dispute the applicability and propriety of these fees, JAMS generally charges up to $2,000 in filing fees for each individual claim, which would be accrued when invoiced or, if earlier, when the services are rendered. In addition to filing fees, we could incur ongoing administrative fees to JAMS and its arbitrators and potential damages, including attorney's fees and costs, if there were adverse outcomes. We cannot predict at this time the incremental liability, if any, we may incur related to these administrative or arbitrator fees, or damages or attorneys' fees and costs, or the length of time that it may take to resolve these claims. For the three and nine months ended September 30, 2023, we recorded approximately $14.0 million and $19.5 million, respectively, in costs in connection with the aforementioned matters.

From time to time, the Company is subject to patent litigations asserted by non-practicing entities.

As of September 30, 2023 and December 31, 2022, the Company determined that provisions of $22.0 million and $20.5 million, respectively, reflect our best estimate of any probable future obligation for the Company's litigations. The provision as of September 30, 2023, includes amounts accrued in connection with the mass arbitrations described above, and the provision as of December 31, 2022, includes amounts accrued with respect to the Company's class action lawsuit related to the SPO, representing management's current estimated probable loss for this matter following a court-ordered mediation between the parties to the litigation. During the nine months ended September 30, 2023, the Company paid $18.3 million to settle litigation matters, which amount is accordingly no longer reflected in the provision as of September 30, 2023. Legal expenses are included in "General and administrative expense" in the accompanying condensed consolidated statements of operations.

***Purchase Commitments***

In May 2023, the Company amended the agreement for third-party cloud services, which superseded and replaced the September 2022 agreement. Under the amended terms, the Company is committed to pay a minimum of $12.0 million over the period of 18 months. If at the end of the 18 months, or upon early termination, the Company has not reached the $12.0 million in spend, the Company will be required to pay for the difference between the sum of fees already incurred and the minimum commitment. As of September 30, 2023, our minimum commitment remaining is $10.1 million.

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

*You should read the following discussion and analysis of the financial condition and results of operations of Bumble Inc. in conjunction with our unaudited condensed consolidated financial statements and related notes included elsewhere in Part I, “Item 1 – Financial Statements (Unaudited)”. This discussion contains forward-looking statements that involve risks and uncertainties about our business and operations. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include, without limitation, those discussed in this Management’s Discussion and Analysis of Financial Condition and Results of Operations and those identified under “Special Note Regarding Forward-Looking Statements” and Part I, “Item 1A—Risk Factors" in our 2022 Form 10-K.*

**Overview**

We provide online dating and social networking applications through subscription and in-app purchases of products servicing North America, Europe and various other countries around the world. Bumble operates five apps, Bumble, Bumble For Friends, Badoo, Fruitz and Official, and we are a leader in the online dating space. Our apps monetize via a freemium model, where the use of the service is free and a subset of the users pay for subscriptions or in-app purchases to access premium features. We launched Bumble app in 2014 to address antiquated gender norms and a lack of kindness and accountability on the internet. In July 2023, we launched the Bumble For Friends app, made to help create new, meaningful friendships. We believe that healthy and equitable relationships begin with Kind Connections and focus on building authenticity and safety in the online space, which is marked at times by isolation and toxicity. We also believe there is a significant opportunity to extend our platform beyond online dating into healthy relationships across all areas of life: love, friendships, careers and beyond. By empowering women across all of their relationships, we believe that we have the potential to become a preeminent global women’s brand. By placing women at the center – where women make the first move – we are building a platform that is designed to be safe and empowering for women, and in turn, provide a better environment for everyone. Badoo app, launched in 2006, was one of the pioneers of web and mobile free-to-use dating products. In January 2022, we acquired Fruitz, a fast-growing dating app with a Gen Z focus, which is a growing segment of online dating consumers. Fruitz encourages open and honest communication of dating intentions through playful fruit metaphors. In April 2023, we acquired Newel (popularly known as Official), an app that facilitates personal communication between partners. Revenues from Fruitz and Official were included in Badoo App and Other Revenue but excluded from our key operating metrics.

**Quarter ended September 30, 2023 Consolidated Results**

For the three months ended September 30, 2023 and 2022, we generated:

- Total revenue of $275.5 million and $232.6 million, respectively;
- Bumble App Revenue of $221.8 million and $180.6 million, respectively;
- Badoo App and Other Revenue of $53.7 million and $52.0 million, respectively;
- Net earnings of $23.1 million and $26.4 million, respectively, representing net earnings margins of 8.4% and 11.4%, respectively; and
- Adjusted EBITDA of $75.3 million and $61.8 million, respectively, representing Adjusted EBITDA margins of 27.3% and 26.6%, respectively.

**Year-to-Date ended September 30, 2023 Consolidated Results**

For the nine months ended September 30, 2023 and 2022, we generated:

- Total revenue of $778.2 million and $661.9 million, respectively;
- Bumble App Revenue of $624.0 million and $503.5 million, respectively;
- Badoo App and Other Revenue of $154.2 million and $158.4 million, respectively;
- Net earnings of $30.1 million and $45.1 million, respectively, representing net earnings margins of 3.9% and 6.8%, respectively; and
- Adjusted EBITDA of $201.9 million and $166.4 million, respectively, representing Adjusted EBITDA margins of 25.9% and 25.1%, respectively.
- Net cash provided by operating activities of $118.7 million and $81.8 million, respectively, and operating cash flow conversion of 393.7% and 181.2%, respectively; and

- Free cash flow of $105.9 million and $70.5 million, respectively, representing free cash flow conversion of 52.5% and 42.3%, respectively.

For a reconciliation of Adjusted EBITDA, Adjusted EBITDA margin, Free Cash Flow and Free Cash Flow Conversion, which are all non-GAAP measures, to the most directly comparable GAAP financial measures, information about why we consider Adjusted EBITDA, Adjusted EBITDA margin, free cash flow and free cash flow conversion useful and a discussion of the material risks and limitations of these measures, please see "—Non-GAAP Financial Measures."

**Key Operating and Financial Metrics**

We regularly review a number of metrics, including the following key operating and financial metrics, to evaluate our business, measure our performance, identify trends in our business, prepare financial projections and make strategic decisions. We believe these non-GAAP and operational measures are useful in evaluating our performance, in addition to our financial results prepared in accordance with GAAP. See "—Non-GAAP Financial Measures" for additional information on non-GAAP financial measures and a reconciliation to the most comparable GAAP measures.

The following metrics were calculated excluding paying users and revenue generated from Fruitz and Official:

| (In thousands, except ARPPU) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Bumble App Paying Users | 2,604.9 | 2,088.1 | 2,460.5 | 1,929.3 |
| Badoo App and Other Paying Users | 1,215.6 | 1,202.2 | 1,177.4 | 1,176.8 |
| Total Paying Users | 3,820.5 | 3,290.3 | 3,637.9 | 3,106.1 |
| Bumble App Average Revenue per Paying User | $ 28.38 | $ 28.84 | $ 28.18 | $ 29.00 |
| Badoo App and Other Average Revenue per Paying User | $ 12.79 | $ 12.75 | $ 12.70 | $ 13.26 |
| Total Average Revenue per Paying User | $ 23.42 | $ 22.96 | $ 23.17 | $ 23.03 |

| (In thousands, except per share data and percentages) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| **Condensed Consolidated Statements of Operations Data:** | | | | |
| Revenue | $ 275,510 | $ 232,639 | $ 778,193 | $ 661,875 |
| Net earnings (loss) | 23,124 | 26,405 | 30,144 | 45,122 |
| Net earnings (loss) attributable to Bumble Inc. shareholders | 16,671 | 18,063 | 21,813 | 30,824 |
| Net earnings (loss) per share attributable to Bumble Inc. shareholders | | | | |
| Basic earnings (loss) per share | $ 0.12 | $ 0.14 | $ 0.16 | $ 0.24 |
| Diluted earnings (loss) per share | $ 0.12 | $ 0.14 | $ 0.16 | $ 0.23 |

| (In thousands) | September 30, 2023 | December 31, 2022 |
|---|---|---|
| **Condensed Consolidated Balance Sheets Data:** | | |
| Total assets | $ 3,733,193 | $ 3,692,621 |
| Cash and cash equivalents | 439,184 | 402,559 |
| Long-term debt, net including current maturities | 621,929 | 624,973 |

***Profitability and Liquidity***

We use net earnings (loss) and net cash provided by (used in) operating activities to assess our profitability and liquidity, respectively. In addition to net earnings (loss) and net cash provided by (used in) operating activities, we also use the following measures:

- **Adjusted EBITDA**. We define Adjusted EBITDA as net earnings (loss) excluding income tax (benefit) provision, interest (income) expense, net, depreciation and amortization, stock-based compensation expense, employer costs related to stock-based compensation, foreign exchange (gain) loss, changes in fair value of contingent earn-out liability, interest rate swaps and investments in equity securities, transaction and other costs, litigation costs net of insurance reimbursements that arise outside of the ordinary course of business, tax receivable agreement liability remeasurement (benefit) expense and impairment loss. Adjusted EBITDA margin represents Adjusted EBITDA as a percentage of revenue.

- **Free cash flow**. We define free cash flow as net cash provided by (used in) operating activities less capital expenditures. Free cash flow conversion represents free cash flow as a percentage of Adjusted EBITDA.

Adjusted EBITDA, Adjusted EBITDA margin, free cash flow and free cash flow conversion are key measures we use to assess our financial performance and are also used for internal planning and forecasting purposes. We believe Adjusted EBITDA, Adjusted EBITDA margin, free cash flow and free cash flow conversion are helpful to investors, analysts and other interested parties because they can assist in providing a more consistent and comparable overview of our operations across our historical financial periods. In addition, these measures are frequently used by analysts, investors and other interested parties to evaluate and assess performance.

See "—Non-GAAP Financial Measures" for additional information and a reconciliation of net earnings (loss) to Adjusted EBITDA and Adjusted EBITDA margin and net cash provided by (used in) operating activities to free cash flow.

**Macroeconomic Conditions**

The prevailing global economic climate, the conflicts in Eastern Europe and the Middle East, and other macroeconomic conditions, including but not limited to slower growth or economic recession, changes to fiscal and monetary policy, and exchange rate fluctuations have adversely affected and may continue to adversely impact our business as consumers face greater pressure on disposable income. The increase in interest rates by the Federal Reserve and overall market conditions had led to significant strengthening of the U.S. dollar against other global currencies in 2022 and has remained volatile during the first nine months of 2023. A strong U.S. dollar had impacted and may impact our revenue and earnings in the future. We continuously monitor the direct and indirect impacts of these circumstances on our business and financial results.

For additional information, see "Risk Factors—General Risk Factors—We are exposed to changes in the global macroeconomic environment beyond our control, which may adversely affect consumer discretionary spending, demand for our products and services, and our expenses" in Part I, Item 1A. of our 2022 Form 10-K.

**Impact of Russia-Ukraine Conflict**

Historically, we have had business operations in Russia. Prior to the Russian invasion of Ukraine in February 2022, we leased office space in Moscow and had approximately 125 employees based out of the Moscow office, consisting primarily of engineers responsible for services including anti-spam, integrity, incident management and product development and services related to supportive IT infrastructure.

On March 8, 2022, we announced the discontinuation of our operations in Russia and the removal of all of our apps from the Apple App Store and Google Play Store in Russia and Belarus. We closed our Moscow office and shifted our resources based in Moscow, where feasible, to other geographic locations.

For additional information, see "Risk Factors—Risks Related to Our Brand, Products and Operations—Our operations may be adversely affected by ongoing developments in Russia, Ukraine and surrounding countries, including due to the impact of our decision to discontinue our operations in Russia and remove our apps from the Apple App Store and Google Play Store in Russia and Belarus" in Part I, Item 1A. of our 2022 Form 10-K.

**Factors Affecting the Comparability of Our Results of Operations**

As a result of a number of factors, our historical results of operations may not be comparable from period to period or going forward. Set forth below is a brief discussion of the key factors impacting the comparability of our results of operations.

**Initial Public Offering and Offering Transactions**

On February 10, 2021, our registration statement on Form S-1 relating to our initial public offering ("IPO") was declared effective by the SEC, and our Class A common stock began trading on the NASDAQ on February 11, 2021. Our IPO closed on February 16, 2021.

Bumble Inc. issued and sold 57.5 million shares of its Class A common stock in the IPO, including 7.5 million shares sold pursuant to the exercise in full by the underwriters of their option to purchase additional shares. Bumble Inc. used the proceeds (net of underwriting discounts) from the issuance of 9 million shares ($369.6 million) to acquire an equivalent number of newly-issued Common Units from Bumble Holdings, which Bumble Holdings used to repay outstanding indebtedness under our Term Loan Facility totaling approximately $200.0 million in aggregate principal amount and approximately $148.3 million for general corporate purposes, and to bear all of the expenses of the IPO. Bumble Inc. used the proceeds (net of underwriting discounts) from the issuance of 48.5

million shares ($1,991.6 million) to purchase or redeem an equivalent aggregate number of shares of Class A common stock and Common Units from our pre-IPO owners. We refer to the foregoing transactions as the “Offering Transactions”.

**Secondary Offerings**

On September 15, 2021, the Company completed a secondary offering of 20.70 million shares of Class A common stock on behalf of certain selling stockholders affiliated with Blackstone at a price of $54.00 per share. This transaction resulted in the issuance of 9.2 million Class A shares for the period ended September 30, 2021.

On March 8, 2023, the Company completed a secondary offering of 13.75 million shares of Class A common stock on behalf of certain selling stockholders affiliated with Blackstone and the Founder at a price of $22.80 per share. This transaction resulted in the issuance of 7.2 million Class A shares for the period ended March 31, 2023.

Bumble did not sell any shares of Class A common stock in these offerings and did not receive any of the proceeds from the sales. Bumble paid the costs associated with the sales of shares by the selling stockholders, net of the underwriting discounts.

**Reorganization Transactions**

Prior to the completion of the IPO, we undertook certain reorganization transactions (the “Reorganization Transactions”) such that Bumble Inc. is now a holding company, and its sole material asset is a controlling equity interest in Bumble Holdings. As the general partner of Bumble Holdings, Bumble Inc. now operates and controls all of the business and affairs of Bumble Holdings, has the obligation to absorb losses and receive benefits from Bumble Holdings and, through Bumble Holdings and its subsidiaries, conducts our business. The Reorganization Transactions were accounted for as a reorganization of entities under common control. As a result, the consolidated financial statements of Bumble Inc. will recognize the assets and liabilities received in the Reorganization Transactions at their historical carrying amounts, as reflected in the historical financial statements of Bumble Holdings, the accounting predecessor. Bumble Inc. will consolidate Bumble Holdings on its consolidated financial statements and record a noncontrolling interest, related to the Common Units and the Incentive Units held by our pre-IPO owners, on its consolidated balance sheet and statement of operations.

Bumble Inc. is a corporation for U.S. federal and state income tax purposes. Bumble Inc.’s accounting predecessor, Bumble Holdings is and has been since the Sponsor Acquisition, treated as a flow-through entity for U.S. federal income tax purposes, and as such, has generally not been subject to U.S. federal income tax at the entity level. Accordingly, the historical results of operations and other financial information set forth in this Quarterly Report do not include any material provisions for U.S. federal income tax for the period prior to our IPO. Following our IPO, Bumble Inc. pays U.S. federal and state income taxes as a corporation on its share of Bumble Holdings’ taxable income.

In addition, in connection with the Reorganization Transactions and our IPO, we entered into the tax receivable agreement as described under “—Tax Receivable Agreement.”

**Tax Receivable Agreement**

In connection with the Reorganization Transactions and our IPO, we entered into a tax receivable agreement with certain of our pre-IPO owners that provides for the payment by the Company to such pre-IPO owners of 85% of the benefits that the Company realizes, or is deemed to realize, as a result of the Company’s allocable share of existing tax basis acquired in our IPO, increases in our share of existing tax basis and adjustments to the tax basis of the assets of Bumble Holdings as a result of sales or exchanges of Common Units (including Common Units issued upon conversion of vested Incentive Units), and our utilization of certain tax attributes of the Blocker Companies (including the Blocker Companies’ allocable share of existing tax basis) and certain other tax benefits related to entering into the tax receivable agreement.

For additional information, see “Risk Factors—Bumble Inc. will be required to pay certain of our pre-IPO owners for most of the benefits relating to tax depreciation or amortization deductions that we may claim as a result of Bumble Inc.’s allocable share of existing tax basis acquired in the IPO, Bumble Inc.’s increase in its allocable share of existing tax basis and anticipated tax basis adjustments we receive in connection with sales or exchanges of Common Units (including Common Units issued upon conversion of vested Incentive Units) in connection with or after the IPO and our utilization of certain tax attributes of the Blocker Companies.” and “Risk Factors—In certain cases, payments under the tax receivable agreement may be accelerated and/or significantly exceed the actual benefits Bumble Inc. realizes in respect of the tax attributes subject to the tax receivable agreement.” in each case, in Part I, Item 1A. of our 2022 Form 10-K.

For additional information, see Note 4, Payable to Related Parties Pursuant to a Tax Receivable Agreement, to our unaudited condensed consolidated financial statements included in Part I, “Item 1 – Financial Statements (Unaudited)” of this Quarterly Report on Form 10-Q.

We have determined that it is more likely than not that we will be unable to realize certain tax benefits that were received in connection with the Reorganization Transactions and our IPO. As a result of this determination, we have not recorded the benefit of these deferred tax assets as of September 30, 2023. The Company is entitled to certain depreciation and amortization deductions as a result of its allocable share of existing tax basis acquired in the IPO and increases in its allocable share of existing basis and adjustments to the tax basis of the assets of Bumble Holdings as a result of sales or exchanges in connection with the IPO. There is significant existing tax basis in the assets of Bumble Holdings as a result of the Sponsor Acquisition. Based on current projections, we anticipate having sufficient taxable income to be able to realize these tax benefits and have recorded a liability of $416.8 million associated with the tax receivable agreement related to these benefits. The ability of the deferred tax assets to be realized is evaluated based on all positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent results of operations. We will assess the ability of the deferred tax assets to be realized at each reporting period, and a change in our estimate of our liability associated with the tax receivable agreement may result as additional information becomes available, including results of operations in future periods. During the nine months ended September 30, 2023, our tax receivable agreement liability increased by a net $22.4 million principally due to the effects of the March 2023 secondary offering of 13.75 million shares of Class A common stock of certain selling stockholders and the Founder and partially offset by the tax receivable agreement payments of $8.9 million made during the three months ended June 30, 2023.

**Employee Equity Plans**

In connection with the Reorganization Transactions and our IPO, we undertook a number of modifications to existing employee equity plans such that awards under the Founder Plan, U.S. Plan, and Non-U.S. Plan were reclassified as follows:

- The Time-Vesting and Exit-Vesting Class B Units in Bumble Holdings under the Founder Plan and granted to Senior Management under the U.S. Plan were reclassified to vested Incentive Units (in the case of Vested Class B Units) and unvested Incentive Units (in the case of unvested Class B Units) in Bumble Holdings.
- The Time-Vesting and Exit-Vesting Class B Units in Bumble Holdings (other than those granted to senior management) were reclassified to Class A common stock (in the case of vested Class B Units) and restricted shares of Class A common stock (in the case of unvested Class B Units) in Bumble Inc.
- The Time-Vesting and Exit-Vesting Phantom Class B Units in Bumble Holdings were reclassified into vested RSUs (in the case of vested Class B Phantom Units) and unvested RSUs (in the case of unvested Class B Phantom Units) in Bumble Inc. As the modification resulted in a change from liability-settled to equity-settled, the RSUs were fair valued at the date of the IPO.

In all cases of respective reclassifications, the Post-IPO awards retained the same terms and conditions (including applicable vesting requirements). Each Post-IPO award was converted to reflect the $43.00 share price contemplated in the Company’s IPO while retaining the same economic value in the Company.

In connection with the IPO, we adopted the 2021 Omnibus Incentive Plan (the "2021 Omnibus Plan"), which became effective on the date immediately prior to the effective date of the IPO. Under the 2021 Omnibus Plan, we granted equity awards as follows:

- Stock options with the underlying equity being shares of the Company’s Class A common stock. These stock options are inclusive of both Time-Vesting stock options and Exit-Vesting stock options.
- Time-Vesting Restricted Stock Units with the underlying equity being shares of the Company’s Class A common stock.
- Shares of Class A common stock issuable in exchange for an equivalent number of Common Units in Bumble Holdings to be received upon the conversion of vested Time-Vesting and Exit-Vesting Incentive Units in Bumble Holdings.

At the IPO date, we concluded that our public offering represented a qualifying liquidity event that would cause the Exit-Vesting awards’ performance conditions to be probable. As such, we started to recognize stock-based compensation expense for the Exit-Vesting awards. On July 15, 2022, the Exit-Vesting awards, with vesting based on certain performance conditions, were modified to also provide for time-based vesting in 36 equal installments and we began to recognize incremental stock-based compensation associated with the modification of these awards. Compensation cost related to the Exit-Vesting awards for the three months ended September 30, 2023 and 2022 was $5.0 million and $16.0 million, respectively, and $14.0 million and $19.5 million for the nine months ended September 30, 2023 and 2022, respectively.

For additional information, see Note 11, *Stock-based Compensation,* to our unaudited condensed consolidated financial statements included in Part I, “Item 1 – Financial Statements (Unaudited)” of this Quarterly Report on Form 10-Q.

**Components of Results of Operations**

Our business is organized into a single reportable segment.

***Revenue***

We monetize the Bumble, Bumble For Friends, Badoo, Fruitz and Official apps via a freemium model where the use of our service is free and a subset of our users pay for subscriptions or in-app purchases to access premium features. Subscription revenue is presented net of taxes, refunds and credit card chargebacks. This revenue is initially deferred and is recognized using the straight-line method over the term of the applicable subscription period. Revenue from lifetime subscriptions is deferred over the average estimated expected period of the subscriber relationship, which is currently estimated to be twelve months. Revenue from the purchase of in-app features is recognized based on usage and estimated breakage revenue associated with unused in-app purchases.

We also earn revenue from online advertising and partnerships, which are not a significant part of our business. Online advertising revenue is recognized when an advertisement is displayed. Revenue from partnerships is recognized according to the contractual terms of the partnership.

***Cost of revenue***

Cost of revenue consists primarily of in-app purchase fees due on payments processed through the Apple App Store and Google Play Store. Purchases on Android, mobile web and desktop may have additional payment methods, such as credit card or via telecom providers. These purchases incur fees which vary depending on payment method. Purchase fees are deferred and expensed over the same period as revenue.

Cost of revenue also includes data center expenses such as rent, power and bandwidth for running servers, employee compensation (including stock-based compensation) and other employee related costs, impairment of capitalized aggregator costs associated with breakage revenue and restructuring charges. Expenses relating to customer care functions such as customer service, moderators and other auxiliary costs associated with providing services to customers such as fraud prevention are also included within cost of revenue.

***Selling and marketing expense***

Selling and marketing expense consists primarily of brand marketing, digital and social media spend, field marketing, restructuring charges, compensation expense (including stock-based compensation) and other employee-related costs for personnel engaged in sales and marketing functions.

***General and administrative expense***

General and administrative expense consists primarily of compensation (including stock-based compensation) and other employee-related costs for personnel engaged in executive management, finance, legal, tax and human resources. General and administrative expense also consists of transaction costs, impairment losses, changes in fair value of contingent earn-out liability, expenses associated with facilities, information technology, external professional services, legal costs, settlement of legal claims, restructuring charges and other administrative expenses.

***Product development expense***

Product development expense consists primarily of compensation (including stock-based compensation) and other employee-related costs for personnel engaged in the design, development, testing and enhancement of product offerings and related technology, as well as restructuring charges.

***Depreciation and amortization expense***

Depreciation and amortization expense is primarily related to computer equipment, leasehold improvements, furniture and fixtures, developed technology, user base, white label contracts, trademarks and other definite-lived intangible assets.

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

Interest income (expense), net consists of interest income received on related party loans receivables and interest expense incurred in connection with our long-term debt.

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

Other income (expense), net consists of insurance reimbursement proceeds, impacts from foreign exchange transactions, tax receivable agreement liability remeasurement (benefit) expense, loss on debt extinguishment, fair value changes in derivatives, sub-lease income and investments in equity securities.

***Income tax benefit (provision)***

Income tax benefit (provision) represents the income tax benefit or expense associated with our operations based on the tax laws of the jurisdictions in which we operate. These foreign jurisdictions have different statutory tax rates than the United States. Our effective tax rates will vary depending on the relative proportion of foreign to domestic income, changes in the valuation of our deferred tax assets and liabilities, and changes in tax laws.

**Results of Operations**

The following table sets forth our unaudited condensed consolidated statement of operations information for the periods presented:

| **(In thousands)** | **Three Months Ended September 30, 2023** | **Three Months Ended September 30, 2022** | **Nine Months Ended September 30, 2023** | **Nine Months Ended September 30, 2022** |
|---|---|---|---|---|
| Revenue | $ 275,510 | $ 232,639 | $ 778,193 | $ 661,875 |
| Operating costs and expenses: | | | | |
| Cost of revenue | 80,049 | 64,581 | 227,366 | 181,702 |
| Selling and marketing expense | 68,848 | 64,316 | 197,767 | 180,628 |
| General and administrative expense | 48,577 | 27,265 | 141,706 | 100,061 |
| Product development expense | 30,909 | 28,378 | 100,294 | 81,054 |
| Depreciation and amortization expense | 17,127 | 19,755 | 50,825 | 73,835 |
| **Total operating costs and expenses** | 245,510 | 204,295 | 717,958 | 617,280 |
| **Operating earnings (loss)** | 30,000 | 28,344 | 60,235 | 44,595 |
| Interest income (expense), net | (5,256) | (6,866) | (16,585) | (18,446) |
| Other income (expense), net | 252 | 6,545 | (6,278) | 24,729 |
| **Income (loss) before income taxes** | 24,996 | 28,023 | 37,372 | 50,878 |
| Income tax benefit (provision) | (1,872) | (1,618) | (7,228) | (5,756) |
| **Net earnings (loss)** | 23,124 | 26,405 | 30,144 | 45,122 |
| Net earnings (loss) attributable to noncontrolling interests | 6,453 | 8,342 | 8,331 | 14,298 |
| Net earnings (loss) attributable to Bumble Inc. shareholders | $ 16,671 | $ 18,063 | $ 21,813 | $ 30,824 |

The following table sets forth our unaudited condensed consolidated statement of operations information as a percentage of revenue for the periods presented:

| | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Revenue | 100.0% | 100.0% | 100.0% | 100.0% |
| Operating costs and expenses: | | | | |
| Cost of revenue | 29.1% | 27.8% | 29.2% | 27.5% |
| Selling and marketing expense | 25.0% | 27.6% | 25.4% | 27.3% |
| General and administrative expense | 17.6% | 11.7% | 18.2% | 15.1% |
| Product development expense | 11.2% | 12.2% | 12.9% | 12.2% |
| Depreciation and amortization expense | 6.2% | 8.5% | 6.5% | 11.2% |
| **Total operating costs and expenses** | 89.1% | 87.8% | 92.3% | 93.3% |
| **Operating earnings (loss)** | 10.9% | 12.2% | 7.7% | 6.7% |
| Interest income (expense), net | (1.9)% | (3.0)% | (2.1)% | (2.8)% |
| Other income (expense), net | 0.1% | 2.8% | (0.8)% | 3.7% |
| **Income (loss) before income taxes** | 9.1% | 12.0% | 4.8% | 7.7% |
| Income tax benefit (provision) | (0.7)% | (0.7)% | (0.9)% | (0.9)% |
| **Net earnings (loss)** | 8.4% | 11.4% | 3.9% | 6.8% |
| Net earnings (loss) attributable to noncontrolling interests | 2.3% | 3.6% | 1.1% | 2.2% |
| Net earnings (loss) attributable to Bumble Inc. shareholders | 6.1% | 7.8% | 2.8% | 4.7% |

The following table sets forth the stock-based compensation expense, net of forfeitures, included in operating costs and expenses:

| (In thousands) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Cost of revenue | $ 542 | $ 807 | $ 2,800 | $ 2,726 |
| Selling and marketing expense | 2,469 | 3,779 | 7,191 | 4,547 |
| General and administrative expense | 10,352 | 22,461 | 44,029 | 43,959 |
| Product development expense | 8,165 | 10,128 | 29,640 | 25,947 |
| **Total stock-based compensation expense** | $ 21,528 | $ 37,175 | $ 83,660 | $ 77,179 |

***Comparison of the Three and Nine Months Ended September 30, 2023 and 2022***

***Revenue***

| (In thousands) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Bumble App | $ 221,785 | $ 180,641 | $ 624,039 | $ 503,482 |
| Badoo App and Other | 53,725 | 51,998 | 154,154 | 158,393 |
| **Total Revenue** | $ 275,510 | $ 232,639 | $ 778,193 | $ 661,875 |

Total Revenue was $275.5 million for the three months ended September 30, 2023, compared to $232.6 million for the same period in 2022. The increase was primarily driven by growth in Total Paying Users, an increase in Total Average Revenue per Paying User, and favorable fluctuations in foreign currency exchange rates.

Bumble App Revenue was $221.8 million for the three months ended September 30, 2023, compared to $180.6 million for the same period in 2022. This increase was primarily driven by a 24.7% increase in Bumble App Paying Users to 2.6 million, partially offset by a 1.6% decline in Bumble App ARPPU to $28.38. The increase in Bumble App Revenue was due to growth in core markets, international expansion and favorable fluctuations in foreign currency exchange rates.

Badoo App and Other Revenue was $53.7 million for the three months ended September 30, 2023, compared to $52.0 million for the same period in 2022. This increase was primarily driven by a 1.1% increase in Badoo App and Other Paying Users to 1.2 million, a 0.3% increase in Badoo App and Other ARPPU to $12.79 and favorable fluctuations in foreign currency exchange rates. In addition, other revenue of $7.1 million for the three months ended September 30, 2023, increased by $1.1 million, or 17.7% compared to the same period in 2022.

Total Revenue was $778.2 million for the nine months ended September 30, 2023, compared to $661.9 million for the same period in 2022. The increase was primarily driven by growth in Total Paying Users and an increase in Total Average Revenue per Paying User, partially offset by unfavorable fluctuations in foreign currency exchange rates.

Bumble App Revenue was $624.0 million for the nine months ended September 30, 2023, compared to $503.5 million for the same period in 2022. This increase was primarily driven by a 27.5% increase in Bumble App Paying Users to 2.5 million, partially offset by a 2.8% decline in Bumble App ARPPU to $28.18. The increase in Bumble App Revenue was due to growth in core markets and international expansion, partially offset by unfavorable fluctuations in foreign currency exchange rates.

Badoo App and Other Revenue was $154.2 million for the nine months ended September 30, 2023, compared to $158.4 million for the same period in 2022. This decrease was primarily driven by a 4.2% decrease in Badoo App and Other ARPPU to $12.70, partially offset by a 0.1% increase in Badoo App and Other Paying Users to 1.2 million. Results for the nine months ended September 30, 2023 reflect the full impact of the Company's decision to remove all of its apps from the Apple App Store and Google Play Store in Russia and Belarus in March 2022, as well as other global macroeconomic conditions. Macroeconomic conditions may continue to have an adverse impact on Badoo App and Other Paying Users in the remainder of 2023. In addition, other revenue of $19.5 million for the nine months ended September 30, 2023, increased by $1.6 million, or 8.7% compared to the same period in 2022.

***Cost of revenue***

| (In thousands, except percentages) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Cost of revenue | $ 80,049 | $ 64,581 | $ 227,366 | $ 181,702 |
| Percentage of revenue | 29.1% | 27.8% | 29.2% | 27.5% |

Cost of revenue for the three months ended September 30, 2023 increased by $15.5 million, or 24.0%, as compared to the same period in 2022, driven primarily by growth in in-app purchase fees due to increasing revenue. Cost of revenue for the nine months ended September 30, 2023 increased by $45.7 million, or 25.1%, as compared to the same period in 2022 driven primarily by growth in in-app purchase fees due to increasing revenue. As a percentage of revenue, cost of revenue increased for the three-month and nine-month periods ended September 30, 2023 primarily due to increased moderators of our content and the adoption of Google Play billing in many of our markets.

***Selling and marketing expense***

| (In thousands, except percentages) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Selling and marketing expense | $ 68,848 | $ 64,316 | $ 197,767 | $ 180,628 |
| Percentage of revenue | 25.0% | 27.6% | 25.4% | 27.3% |

Selling and marketing expense for the three months ended September 30, 2023 increased by $4.5 million, or 7.0%, as compared to the same period in 2022. The change was primarily due to a $3.7 million increase in digital and social media marketing costs and a $0.9 million increase in personnel-related expenses.

Selling and marketing expense for the nine months ended September 30, 2023 increased by $17.1 million, or 9.5%, as compared to the same period in 2022. The change was primarily due to an $8.7 million increase in digital and social media marketing costs and an $8.2 million increase in personnel-related expenses.

***General and administrative expense***

| (In thousands, except percentages) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| General and administrative expense | $ 48,577 | $ 27,265 | $ 141,706 | $ 100,061 |
| Percentage of revenue | 17.6% | 11.7% | 18.2% | 15.1% |

General and administrative expense for the three months ended September 30, 2023 increased by $21.3 million, or 78.2%, as compared to the same period in 2022. The change was primarily driven by a $15.7 million decrease in gain resulting from the change in fair value of the contingent earn-out liabilities and a $15.2 million increase in legal and professional fees, partially offset by an $8.8 million decrease in personnel-related expenses.

General and administrative expense for the nine months ended September 30, 2023 increased by $41.6 million, or 41.6%, as compared to the same period in 2022. The change was primarily driven by a $22.2 million decrease in gain resulting from the change in fair value of the contingent earn-out liabilities, an $18.4 million increase in legal and professional fees, and a $6.4 million increase in personnel-related expenses, partially offset by a $4.4 million Moscow right-of-use asset impairment in the prior year period.

***Product development expense***

| (In thousands, except percentages) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Product development expense | $ 30,909 | $ 28,378 | $ 100,294 | $ 81,054 |
| Percentage of revenue | 11.2% | 12.2% | 12.9% | 12.2% |

Product development expense in the three months ended September 30, 2023 increased by $2.5 million, or 8.9%, as compared to the same period in 2022, primarily driven by a $1.6 million increase in personnel-related expenses.

Product development expense in the nine months ended September 30, 2023 increased by $19.2 million, or 23.7%, as compared to the same period in 2022, primarily driven by a $17.1 million increase in personnel-related expenses.

***Depreciation and amortization expense***

| (In thousands, except percentages) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Depreciation and amortization expense | $ 17,127 | $ 19,755 | $ 50,825 | $ 73,835 |
| Percentage of revenue | 6.2% | 8.5% | 6.5% | 11.2% |

Depreciation and amortization expense for the three months ended September 30, 2023 decreased by $2.6 million, or 13.3%, as compared to the same period in 2022. Depreciation and amortization expense for the nine months ended September 30, 2023 decreased by $23.0 million, or 31.2%, as compared to the same period in 2022. The decreases in depreciation and amortization expense for the three-month and nine-month periods were primarily due to the full amortization of the legacy Badoo user base in July 2022.

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

| (In thousands, except percentages) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Interest income (expense), net | $ (5,256) | $ (6,866) | $ (16,585) | $ (18,446) |
| Percentage of revenue | (1.9)% | (3.0)% | (2.1)% | (2.8)% |

Interest income (expense), net for the three months ended September 30, 2023 decreased by $1.6 million, or 23.4%, compared to the same period in 2022. Interest income (expense), net for the nine months ended September 30, 2023 decreased by $1.9 million, or 10.1%, compared to the same period in 2022. The change for the three-month and nine-month periods were due to the Company investing surplus funds in money market funds since the fourth quarter of 2022, partially offset by an increase in interest rates on our outstanding debt under the credit agreements.

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

| (In thousands, except percentages) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Other income (expense), net | $ 252 | $ 6,545 | $ (6,278) | $ 24,729 |
| Percentage of revenue | 0.1% | 2.8% | (0.8)% | 3.7% |

Other income (expense), net for the three months ended September 30, 2023 decreased by $6.3 million, or 96.1%, compared to the same period in 2022. The change was primarily due to an $8.6 million decrease resulting from the change in fair values of interest rate swaps, partially offset by a $2.3 million increase in net foreign exchange gains.

Other income (expense), net for the nine months ended September 30, 2023 decreased by $31.0 million, or 125.4%, compared to the same period in 2022. The change was primarily due to a $27.4 million decrease resulting from the change in fair values of interest rate swaps, and a $3.6 million decrease in net foreign exchange gains.

***Income tax benefit (provision)***

| (In thousands, except percentages) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Income tax benefit (provision) | $ (1,872) | $ (1,618) | $ (7,228) | $ (5,756) |
| Effective tax rate | 7.5% | 5.8% | 19.3% | 11.3% |

Income tax provision was $(1.9) million for the three months ended September 30, 2023, as compared to $(1.6) million for the same period in 2022. Income tax provision was $(7.2) million for the nine months ended September 30, 2023, as compared to $(5.8) million for the same period in 2022. The income tax provision is higher year over year for the three and nine months ended September 30, 2023 due to the impact of the income tax rate changes recorded in 2022.

**Non-GAAP Financial Measures**

We report our financial results in accordance with GAAP, however, management believes that certain non-GAAP financial measures provide users of our financial information with useful supplemental information that enables a better comparison of our performance across periods. We believe Adjusted EBITDA provides visibility to the underlying continuing operating performance by excluding the impact of certain expenses, including income tax (benefit) provision, interest (income) expense, net, depreciation and amortization, stock-based compensation expenses, employer costs related to stock-based compensation, foreign exchange (gain) loss, changes in fair value of contingent earn-out liability, interest rate swaps and investments in equity securities, transaction and other costs, litigation costs net of insurance reimbursements that arise outside of the ordinary course of business, tax receivable agreement liability remeasurement (benefit) expense and impairment loss, as management does not believe these expenses are representative of our core earnings. We also provide Adjusted EBITDA margin, which is calculated as Adjusted EBITDA divided by revenue. In addition to Adjusted EBITDA and Adjusted EBITDA margin, we believe free cash flow and free cash flow conversion provide useful information regarding how cash provided by (used in) operating activities compares to the capital expenditures required to maintain and grow our business, and our available liquidity, after funding such capital expenditures, to service our debt, fund strategic initiatives, effectuate discretionary share repurchases and strengthen our balance sheet, as well as our ability to convert our earnings to cash. Additionally, we believe such metrics are widely used by investors, securities analysis, ratings agencies and other parties in evaluating liquidity and debt-service capabilities. We calculate free cash flow and free cash flow conversion using methodologies that we believe can provide useful supplemental information to help investors better understand underlying trends in our business.

Our non-GAAP financial measures may not be comparable to similarly titled measures used by other companies, have limitations as analytical tools and should not be considered in isolation, or as substitutes for analysis of our operating results as reported under GAAP. Additionally, we do not consider our non-GAAP financial measures as superior to, or a substitute for, the equivalent measures calculated and presented in accordance with GAAP. Some of the limitations are:

- Adjusted EBITDA and Adjusted EBITDA margin exclude the recurring, non-cash expenses of depreciation and amortization of property and equipment and definite-lived intangible assets and, although these are non-cash expenses, the assets being depreciated and amortized may have to be replaced in the future;
- Adjusted EBITDA and Adjusted EBITDA margin do not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA and Adjusted EBITDA margin exclude stock-based compensation expense and employer costs related to stock-based compensation, which has been, and will continue to be for the foreseeable future, an important part of how we attract and retain our employees and a significant recurring expense in our business;
- Adjusted EBITDA and Adjusted EBITDA margin do not reflect the interest (income) expense, net or the cash requirements to service interest or principal payments on our indebtedness, and free cash flow does not reflect the cash requirements to service principal payments on our indebtedness;
- Adjusted EBITDA and Adjusted EBITDA margin do not reflect income tax (benefit) provision we are required to make; and
- Free cash flow and free cash flow conversion do not represent our residual cash flow available for discretionary purposes and does not reflect our future contractual commitments.

Adjusted EBITDA is not a liquidity measure and should not be considered as discretionary cash available to us to reinvest in the growth of our business or to distribute to stockholders or as a measure of cash that will be available to us to meet our obligations.

To properly and prudently evaluate our business, we encourage investors to review the financial statements included elsewhere in this report, and not rely on a single financial measure to evaluate our business. We also strongly urge investors to review the reconciliation of net earnings (loss) to Adjusted EBITDA, the computation of Adjusted EBITDA margin as compared to net earnings (loss) margin which is net earnings (loss) as a percentage of revenue, the reconciliation of net cash provided by (used in) operating activities to free cash flow, and the computation of free cash flow conversion as compared to operating cash flow conversion, which is net cash provided by (used in) operating activities as a percentage of net earnings (loss) in each case set forth below.

We define Adjusted EBITDA as net earnings (loss) excluding income tax (benefit) provision, interest (income) expense, net, depreciation and amortization, stock-based compensation expense, employer costs related to stock-based compensation, foreign exchange (gain) loss, changes in fair value of contingent earn-out liability, interest rate swaps and investments in equity securities, transaction and other costs, litigation costs net of insurance reimbursements that arise outside of the ordinary course of business, tax receivable agreement liability remeasurement (benefit) expense and impairment loss. Adjusted EBITDA margin represents Adjusted EBITDA as a percentage of revenue.

We define free cash flow as net cash provided by (used in) operating activities less capital expenditures. Free cash flow conversion represents free cash flow as a percentage of Adjusted EBITDA. Operating cash flow conversion represents net cash provided by (used in) operating activities as a percentage of net earnings (loss).

The following table reconciles our non-GAAP financial measures to the most comparable GAAP financial measures for the periods presented:

| (In thousands, except percentages) | Three Months Ended September 30, 2023 | Three Months Ended September 30, 2022 | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|---|---|
| Net earnings (loss) | $ 23,124 | $ 26,405 | $ 30,144 | $ 45,122 |
| Add back: | | | | |
| Income tax (benefit) provision | 1,872 | 1,618 | 7,228 | 5,756 |
| Interest (income) expense, net | 5,256 | 6,866 | 16,585 | 18,446 |
| Depreciation and amortization | 17,127 | 19,755 | 50,825 | 73,835 |
| Stock-based compensation expense | 21,528 | 37,175 | 83,660 | 77,179 |
| Employer costs related to stock-based compensation (1) | 1,003 | 431 | 4,025 | 1,628 |
| Litigation costs, net of insurance reimbursements (2) | 16,323 | 249 | 24,874 | 4,089 |
| Foreign exchange (gain) loss (3) | (3,905) | (1,551) | (2,439) | (6,050) |
| Changes in fair value of interest rate swaps(4) | 3,796 | (4,774) | 9,029 | (18,404) |
| Transaction and other costs(5) | 463 | 2,705 | 1,994 | 6,869 |
| Changes in fair value of contingent earn-out liability | (11,308) | (27,004) | (24,241) | (46,399) |
| Changes in fair value of investments in equity securities | 2 | (38) | 178 | (38) |
| Impairment loss(6) | — | — | — | 4,388 |
| Adjusted EBITDA | $ 75,281 | $ 61,837 | $ 201,862 | $ 166,421 |
| Net earnings (loss) margin | 8.4 % | 11.4 % | 3.9 % | 6.8 % |
| Adjusted EBITDA margin | 27.3 % | 26.6 % | 25.9 % | 25.1 % |
| | | | | |
| Net cash provided by (used in) operating activities | | | $ 118,669 | $ 81,769 |
| Less: | | | | |
| Capital expenditures | | | (12,769) | (11,311) |
| Free cash flow | | | $ 105,900 | $ 70,458 |
| Operating cash flow conversion | | | 393.7 % | 181.2 % |
| Free cash flow conversion | | | 52.5 % | 42.3 % |

(1)Represents employer portion of Social Security and Medicare payroll taxes domestically, National Insurance contributions in the United Kingdom and comparable costs internationally related to the settlement of equity awards.

(2)Represents certain litigation costs and insurance proceeds associated with pending litigations or settlements of litigation.

(3)Represents foreign exchange (gain) loss due to foreign currency transactions.

(4)Represents fair value (gain) loss on interest rate swaps.

(5)Represents transaction costs related to acquisitions and our offerings such as legal, accounting, advisory fees and other related costs. Amount in 2022 also includes employee-related restructuring costs directly associated with our decision to discontinue our operations in Russia including severance benefits, relocation and advisory fees.

(6)Represents impairment loss of a right-of-use asset related to our Moscow office.

## Liquidity and Capital Resources

### *Overview*

As of September 30, 2023, we had $439.2 million of cash and cash equivalents, an increase of $36.6 million from December 31, 2022 primarily due to cash generated from operations, partially offset by share repurchases, cash distribution payments to the noncontrolling interest holders and the acquisition of Newel. The Company's principal sources of liquidity are our cash and cash equivalents and cash generated from operations. Our primary uses of liquidity are operating expenses and capital expenditures, funding our debt obligations, partnership tax distributions, paying income taxes and obligations under our tax receivable agreement and effectuating share repurchases as discussed below. Based on current conditions, we believe that we have sufficient financial resources to fund our activities and execute our business plans during the next twelve months.

Our Board of Directors has approved a share repurchase program of up to $150.0 million of our outstanding Class A Common stock. Bumble intends to use the program to repurchase shares on a discretionary basis from time to time, subject to general business and market conditions and other investment opportunities, through open market purchases, privately negotiated transactions or other means, including through 10b5-1 trading plans. This repurchase program may be commenced, suspended or discontinued at any time. During the nine months ended September 30, 2023, we repurchased 1.3 million shares for $20.9 million, on a trade date basis.

On November 7, 2023, the Company announced an increase in the share repurchase program authorized amount from $150.0 million to $300.0 million.

### *Cash Flow Information*

The following table summarizes our unaudited condensed consolidated cash flow information for the periods presented:

| (In thousands) | Nine Months Ended September 30, 2023 | Nine Months Ended September 30, 2022 |
|---|---|---|
| Net cash provided by (used in): | | |
| Operating activities | $ 118,669 | $ 81,769 |
| Investing activities | (22,589) | (81,031) |
| Financing activities | (58,355) | (11,665) |

*Operating activities*

Net cash provided by operating activities was $118.7 million and $81.8 million, respectively, in the nine months ended September 30, 2023 and 2022. This includes adjustments to net earnings (loss) for the nine months ended September 30, 2023 and 2022 related to: depreciation and amortization of $50.8 million and $73.8 million, respectively; stock-based compensation of $83.7 million and $77.2 million, respectively; change in fair value of interest rate swaps of $9.0 million and $(18.4) million, respectively; and change in fair value of deferred contingent consideration of $(24.2) million and $(46.4) million, respectively. The changes in assets and liabilities for the nine months ended September 30, 2023 and 2022 consist primarily of: changes in accrued expenses and other current liabilities of $7.7 million and $(34.9) million, respectively; and changes in accounts receivables of $(32.8) million and $(5.2) million, respectively, driven by timing of cash receipts.

*Investing activities*

Net cash used in investing activities was $22.6 million and $81.0 million for the nine months ended September 30, 2023 and 2022, respectively. The Company had capital expenditures of $12.8 million and $11.3 million in the nine months ended September 30, 2023 and 2022, respectively. The Company used $9.8 million for the acquisition of Newel (net of cash acquired) in the nine months ended September 30, 2023 and $69.7 million for the acquisition of Fruitz (net of cash acquired) in the nine months ended September 30, 2022.

*Financing activities*

Net cash used in financing activities was $58.4 million and $11.7 million in the nine months ended September 30, 2023 and 2022, respectively. During the nine months ended September 30, 2023 and 2022, the Company used $13.9 million and $7.4 million, respectively, for shares withheld to satisfy employee tax withholding requirements upon vesting of restricted stock units. The Company used $4.3 million in both of the nine months ended September 30, 2023 and 2022 to repay a portion of the outstanding indebtedness under our Original Term Loan. In addition, during the nine months ended September 30, 2023, the Company used $20.9 million for share repurchase and Bumble Holdings made cash distribution payments of $19.3 million to the noncontrolling interest holders.

***Indebtedness***

*Senior Secured Credit Facilities*

In connection with the Sponsor Acquisition, in January 2020, we entered into a credit agreement (the “Credit Agreement”) providing for (i) a term loan facility in an original aggregate principal amount of $575.0 million (the “Original Term Loan Facility”) and (ii) a revolving facility in an aggregate principal amount of up to $50.0 million. In connection with a transaction whereby we distributed proceeds to our pre-IPO owners and to partially repay a loan from our Founder, in October 2020, we entered into the Incremental Term Loan Facility (the “Incremental Term Loan Facility” and together with the Original Term Loan Facility, the “Senior Secured Credit Facilities”) in an original aggregate principal amount of $275.0 million. The Incremental Term Loan provides for additional senior secured term loans with substantially identical terms as the Original Term Loan Facility (other than the applicable margin). A portion of the net proceeds from the initial public offering was used to repay $200.0 million aggregate principal amount of our outstanding indebtedness under our Term Loan Facility in the three months ended March 31, 2021. The Credit Agreement was further amended in March 2023, pursuant to which the interest rate benchmark referenced to LIBOR was transitioned to SOFR. The borrower under the Credit Agreement is a wholly owned subsidiary of Bumble Holdings, Buzz Finco L.L.C. (the “Borrower”). The Credit Agreement contains affirmative and negative covenants and customary events of default.

Borrowings under the Credit Agreement bear interest at a rate equal to, at the Borrower’s option, either (i) LIBOR prior to March 31, 2023 and Adjusted Term SOFR beginning March 31, 2023 for the relevant interest period, adjusted for statutory reserve requirements (subject to a floor of 0.0% on the Original Term Loan and 0.50% on the Incremental Term Loan), plus an applicable margin or (ii) a base rate equal to the highest of (a) the rate of interest in effect as last quoted by the Wall Street Journal as the “Prime Rate” in the United States, (b) the federal funds effective rate plus 0.50% and (c) adjusted LIBOR prior to April 1, 2023 and Adjusted Term SOFR beginning April 1, 2023, for an interest period of one month plus 1.00% (subject to a floor of 0.00% per annum), in each case, plus an applicable margin. The applicable margin for loans under the Revolving Credit Facility is subject to adjustment based upon the consolidated first lien net leverage ratio of the Borrower and its restricted subsidiaries and is subject to reduction after the consummation of our initial public offering.

In addition to paying interest on the outstanding principal under the Credit Agreement, the Borrower is required to pay a commitment fee of 0.50% per annum (which is subject to a decrease to 0.375% per annum based upon the consolidated first lien net leverage ratio of the Borrower and its restricted subsidiaries) to the lenders under the Revolving Credit Facility in respect of the unutilized commitments thereunder. The Borrower must also pay customary letter of credit fees and an annual administrative agency fee.

The Original Term Loan Facility amortizes in equal quarterly installments in aggregate annual amounts equal to 1.00% of the principal amount of the Original Term Loan Facility outstanding as of the date of the closing of the Original Term Loan Facility, with the balance being payable at maturity on January 29, 2027. The Incremental Term Loan Facility amortizes in equal quarterly installments in aggregate annual amounts equal to 1.00% of the principal amount of the Incremental Term Loan Facility outstanding as of the date of the closing of the Incremental Term Loan Facility, with the balance being payable at maturity on January 29, 2027. Following the $200.0 million aggregate principal payment of outstanding indebtedness during the three months ended March 31, 2021, quarterly installment payments on the Incremental Term Loan Facility are no longer required for the remaining term of the facility. Principal amounts outstanding under the Revolving Credit Facility are due and payable in full at maturity on January 29, 2025.

**Contractual Obligations and Contingencies**

The following table summarizes our contractual obligations as of September 30, 2023:

| | Payments due by period | | | | |
|---|---|---|---|---|---|
| **(In thousands)** | **Less than 1 year** | **1 to 3 years** | **3 to 5 years** | **More than 5 years** | **Total** |
| Long-term debt | $ 5,750 | $ 11,500 | $ 611,250 | $ — | $ 628,500 |
| Operating leases | 2,001 | 6,978 | 6,523 | 1,148 | 16,650 |
| Other | 10,984 | 3,941 | — | — | 14,925 |
| Total | $ 18,735 | $ 22,419 | $ 617,773 | $ 1,148 | $ 660,075 |

In connection with the IPO, in February 2021, we entered into a tax receivable agreement with certain of our pre-IPO owners that provides for the payment by the Company to such pre-IPO owners of 85% of the benefits that the Company realizes, or is deemed to realize, as a result of the Company’s allocable share of existing tax basis acquired in our initial public offering and other tax benefits related to entering into the tax receivable agreement. The payments under the tax receivable agreement are not conditioned upon continued ownership of the Company by the pre-IPO owners.

The payments that we may be required to make under the tax receivable agreement to the pre-IPO owners may be significant and are not reflected in the contractual obligations table set forth above as they are dependent upon future taxable income. Assuming no material changes in the relevant tax law, and that we earn sufficient taxable income to realize all tax benefits that are subject to the tax receivable agreement, we expect future payments under the tax receivable agreement related to the Offering Transactions and subsequent activity through September 30, 2023 to aggregate to $714.8 million and to range over the next 15 years from approximately $8.9 million to $58.2 million per year and decline thereafter. In determining these estimated future payments, we have given retrospective effect to certain exchanges of Common Units for Class A shares that occurred after the IPO but were contemplated to have occurred pursuant to the Blocker Restructuring. The foregoing numbers are merely estimates, and the actual payments could differ materially. See Note 4, *Payable to Related Parties Pursuant to a Tax Receivable Agreement*, for additional information.

In connection with the Sponsor Acquisition in January 2020, we entered into a contingent consideration arrangement, consisting of an earn-out payment to the former shareholders of Worldwide Vision Limited of up to $150.0 million. In addition, we entered into a contingent consideration arrangement for an earn-out payment of up to $10.0 million in connection with our January 2022 acquisition of Fruitz. The timing and amount of such payments, that we may be required to make, is not reflected in the contractual obligations table set forth above as the payment to the former shareholders of Worldwide Vision Limited is dependent upon the achievement of a specified return on invested capital by our Sponsor and our payment to Fruitz is dependent upon the achievement of certain net revenue targets. See "Item 8—Financial Statements and Supplementary Data — Note 7, *Business Combination*" in our 2022 Annual Report on Form 10-K for additional information.

In May 2023, the Company amended an agreement for third-party cloud services, which superseded and replaced the September 2022 agreement. Under the amended terms, the Company is committed to pay a minimum of $12.0 million over the period of 18 months. If at the end of the 18 months, or upon early termination, the Company has not reached the $12.0 million in spend, the Company will be required to pay for the difference between the sum of fees already incurred and the minimum commitment. As of September 30, 2023, our minimum commitment remaining is $10.1 million.

**Critical Accounting Policies and Estimates**

We have discussed the estimates and assumptions that we believe are critical because they involve a higher degree of judgment in their application and are based on information that is inherently uncertain in our Annual Report on Form 10-K for the year ended December 31, 2022. There have been no significant changes to these accounting policies and estimates for the nine months ended September 30, 2023.

**Related Party Transactions**

For discussions of related party transactions, see Note 12, *Related Party Transactions,* to the condensed consolidated financial statements included in "Item 1 - Financial Statements (Unaudited)."

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

***Foreign Currency Exchange Risk***

We conduct business in certain foreign markets, primarily in the United Kingdom and the European Union. For the three months ended September 30, 2023 and 2022, revenue outside of North America accounted for 43.8% and 39.0% of combined revenue, respectively. Revenue outside of North America accounted for 42.8% and 39.5% of combined revenue for the nine months ended September 30, 2023 and 2022, respectively. Our primary exposure to foreign currency exchange risk is the underlying user's functional currency other than the U.S. Dollar, primarily the British Pound and Euro. As foreign currency exchange rates change, translation of the statements of operations of our international businesses into U.S. dollars affects year-over-year comparability of operating results. The average Euro versus the U.S. Dollar exchange rate was 8.0% and 1.6% higher in the three and nine months ended September 30, 2023 compared to the three and nine months ended September 30, 2022, respectively. The average British Pound versus the U.S. Dollar exchange rate was 7.5% higher and 1.2% lower in the three and nine months ended September 30, 2023 compared to the three and nine months ended September 30, 2022, respectively.

Historically, we have not hedged any foreign currency exposures. We have performed a sensitivity analysis as of September 30, 2023 and 2022. A hypothetical 10% change in British Pound and Euro, relative to the U.S. Dollar, would have changed revenue by $6.1 million and $4.6 million for the nine months ended September 30, 2023 and 2022, respectively, with all other variables held constant. This accounts for 0.8% and 0.7% of total revenue for the nine months ended September 30, 2023 and 2022, respectively. Our continued international expansion increases our exposure to exchange rate fluctuations and as a result such fluctuations could have a significant impact on our future results of operations.

***Interest Rate Risk***

At September 30, 2023, we had debt outstanding with a carrying value of $621.9 million. With consideration of the financial impact of our interest rate swaps, a hypothetical interest rate increase of 1% would have increased interest expense for the three and nine months ended September 30, 2023 by $0.7 million and $2.1 million, respectively, based upon the outstanding debt balances and interest rates in effect during that period. See Note 9, Debt, within the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report. Borrowings under our Senior Secured Credit Facilities bear interest at a variable market rate. In order to reduce the financial impact of increases in interest rates, the Company entered into two interest rate swaps for a total notional amount of $350 million on June 22, 2020. The effective date for the interest rate swaps is June 30, 2020 and the final maturity date is June 30, 2024. The financial impact of the interest rate swaps is to fix the variable interest rate element on $350 million of the long-term debt at a rate of 0.4008%.

In July 2017, the UK’s Financial Conduct Authority, which regulates LIBOR, announced that it intended to phase out USD LIBOR for new loans by the end of 2021 and would stop publishing USD LIBOR after June 30, 2023. The discontinuation, reform or replacement of LIBOR may result in fluctuating interest rates, or higher interest rates, which could have a material adverse effect on our interest expense. In March 2023, in connection with a Benchmark Discontinuation Event, the Company entered into Amendment No. 2 to the Original Credit Agreement (“Amendment No. 2”), which provided for the transition of the benchmark interest rate from LIBOR to the Secured Overnight Financing Rate ("SOFR") pursuant to benchmark replacement provisions set forth in the Original Credit Agreement. Pursuant to the terms of Amendment No. 2, effective with the interest period beginning March 31, 2023, LIBOR was replaced with Term SOFR, a forward-looking term rate based on SOFR, plus a credit spread adjustment of 0.10% with respect to the Term Loans and 0.00% with respect to loans under the Revolving Credit Facility (Term SOFR plus such credit spread adjustment, “Adjusted Term SOFR”). All other terms of the Original Credit Agreement unrelated to the benchmark replacement and its incorporation were unchanged by Amendment No. 2. Effective March 31, 2023, all Term Loans outstanding are bearing interest based on Adjusted Term SOFR and there were no Revolving Credit Loans outstanding. In April 2023, we amended our interest rate swaps expiring in June 2024. Pursuant to this amendment, effective on March 31, 2023, the benchmark reference rate was transitioned from LIBOR to Term SOFR and the variable interest rate element on $350 million of the long-term debt was fixed at a rate of 0.3299%.

**Item 4. Controls and Procedures.**

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of September 30, 2023, our disclosure controls and procedures are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (“SEC”), and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings.

We are subject to various legal proceedings, claims, and governmental inspections, audits or investigations arising out of our business which cover matters such as general commercial, governmental regulations, product liability, environmental, intellectual property, employment and other actions that are incidental to our business, including a number of trademark proceedings, both offensive and defensive, regarding the BUMBLE, BADOO and FRUITZ marks. Although the outcomes of these claims cannot be predicted with certainty, in the opinion of management, the ultimate resolution of these matters will not have a material adverse effect on our financial position or results of operations.

For additional information, see Note 14, *Commitments and Contingencies*, to our unaudited condensed consolidated financial statements included in Part I, "Item 1—Financial Statements (Unaudited)" of this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

### Item 1A. Risk Factors.

For a discussion of our risk factors, see Part I, "Item 1A—Risk Factors" of our 2022 Form 10-K. Refer also to the other information set forth in this Quarterly Report on Form 10-Q, including in the "Special Note Regarding Forward-Looking Statements," and in Part I, "Item 2—Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Item 1—Financial Statements (Unaudited)".

### Item 2. Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities.

**Issuer Purchases of Equity Securities**

In May, 2023, we announced that our Board of Directors had approved a share repurchase program of up to $150.0 million of our outstanding Class A common stock. The program had $129.1 million remaining as of September 30, 2023. On November 7, 2023, the Company announced an increase in the share repurchase program authorized amount from $150.0 million to $300.0 million. Share repurchases under the program will be made on a discretionary basis from time to time, subject to general business and market conditions and other investment opportunities, through open market purchases, privately negotiated transactions or other means, including through Rule 10b5-1 trading plans. The share repurchase program does not have an expiration date and may be suspended or discontinued at any time.

The following table sets forth purchases by the Company of its Class A common stock during the three months ended September 30, 2023 under this publicly announced share repurchase program.

| Period | (a) Total Number of Shares Purchased | (b) Average Price Paid Per Share(1) | (c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | (d) Maximum Approximate Dollar Value of Shares That May Yet Be Purchased Under Publicly Announced Plans or Programs(2) |
|---|---|---|---|---|
| July 1 - July 31, 2023 | — | $ — | — | $ 129,110,016 |
| August 1 - August 31, 2023 | — | — | — | 129,110,016 |
| September 1 - September 30, 2023 | — | — | — | 129,110,016 |
| Total | — | $ — | — | $ 129,110,016 |

(1) Average price paid per share includes costs associated with the repurchases (i.e. broker commissions, etc.).

(2) Represents the approximate dollar value of shares of Class A common stock that remained available for repurchase as of September 30, 2023.

**Item 5. Other Information.**

**Section 13(r) Disclosure**

Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012, which added Section 13(r) of the Exchange Act, we hereby incorporate by reference herein Exhibit 99.1 of this report, which includes disclosures regarding activities at Mundys S.p.A. (formerly Atlantia S.p.A.), which may be, or may have been at the time considered to be, an affiliate of Blackstone and, therefore, our affiliate.

**Item 6. Exhibits.**

The following is a list of all exhibits filed or furnished as part of this report:

| Exhibit Number | Description |
|---|---|
| 2.1 | Agreement and Plan of Merger, dated as of November 8, 2019, by and among Buzz Holdings L.P., Buzz Merger Sub Ltd, Worldwide Vision Limited and Buzz SR Limited, as the seller representative (incorporated by reference to Exhibit 2.1 to the Registrant's Registration Statement on Form S-1 filed on January 15, 2021). |
| 3.1 | Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 16, 2021). |
| 3.2 | Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on February 16, 2021). |
| 10.1* | Form of Annual Restricted Stock Unit Grant Award to Directors, under 2021 Omnibus Incentive Plan. † |
| 10.2* | Form of Initial Award of Restricted Stock Unit Grant to New Directors, under 2021 Omnibus Incentive Plan.† |
| 10.3 | Transition Agreement, dated as of August 22, 2023, by and between the Company and Tariq M. Shaukat (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 23, 2023). |
| 31.1* | Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1* | Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2* | Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.1* | Section 13(r) Disclosure. |
| 101.INS | Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document. |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

* Filed herewith.

† Management contract or compensatory plan or arrangement.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

## SIGNATURES

Pursuant to the requirements 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.

| | | |
|---|---|---|
| | **BUMBLE INC.** | |
| Date: November 8, 2023 | By: | /s/ Whitney Wolfe Herd<br>Whitney Wolfe Herd<br>Chief Executive Officer |
| Date: November 8, 2023 | By: | /s/ Anuradha B. Subramanian<br>Anuradha B. Subramanian<br>Chief Financial Officer |

**Exhibit 10.1**

***Form of Annual Award / Pro-Rata RSU Agreement***

**RESTRICTED STOCK UNIT GRANT NOTICE**
**UNDER THE**
**BUMBLE INC.**
**2021 OMNIBUS INCENTIVE PLAN**
**(RSU Grant – Directors)**

Bumble Inc., a Delaware corporation (the "Company"), pursuant to its 2021 Omnibus Incentive Plan (as amended and/or restated from time to time, the "Plan"), hereby grants to the Participant set forth below the number of Restricted Stock Units set forth below. The Restricted Stock Units are subject to all of the terms and conditions as set forth herein, in the Restricted Stock Unit Agreement (the "Restricted Stock Unit Agreement") (attached hereto), and in the Plan, all of which are incorporated herein in their entirety. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Plan.

| | |
|---|---|
| **Participant**: | [●] |
| **Date of Grant**: | [●] |
| **Number of Restricted Stock Units**: | [●] |
| **Vesting Schedule**: | Provided that the Participant has not undergone a Termination at the time of the applicable vesting date, one hundred percent (100%) of the Restricted Stock Units will vest on the earlier to occur of (i) immediately prior to the first annual meeting of the shareholders of the Company following the Date of Grant, or (ii) [the date of the annual meeting of stockholders relating to the grant].<br><br>Notwithstanding the foregoing, if the Participant's service is terminated without Cause by the Company or its then-Affiliates in the two-year period following a Change in Control, then all then-outstanding Restricted Stock Units (or substitute equity or consideration of purchaser or its Affiliates, as applicable) shall vest upon the Participant's Termination. |
| **Settlement**: | Any Restricted Stock Units that become vested pursuant to the Vesting Schedule set forth above shall be settled in accordance with Section 3 of the Restricted Stock Unit Agreement. |

* * *

**THE PARTICIPANT ACKNOWLEDGES RECEIPT OF THIS RESTRICTED STOCK UNIT GRANT NOTICE, THE RESTRICTED STOCK UNIT AGREEMENT AND THE PLAN, AND, AS AN EXPRESS CONDITION TO THE GRANT OF RESTRICTED STOCK UNITS HEREUNDER, AGREES TO BE BOUND BY THE TERMS OF THIS RESTRICTED STOCK UNIT GRANT NOTICE, THE RESTRICTED STOCK UNIT AGREEMENT AND THE PLAN. <u>IF THE PARTICIPANT DOES NOT ACCEPT THE RESTRICTED STOCK UNIT AGREEMENT THROUGH THE ONLINE ACCEPTANCE PROCESS BY THIRTY CALENDAR DAYS FOLLOWING THE GRANT DATE, OR SUCH OTHER DATE THAT MAY BE COMMUNICATED, THE COMPANY WILL AUTOMATICALLY ACCEPT THE RESTRICTED STOCK UNIT AGREEMENT ON THE PARTICIPANT'S BEHALF. IF THE PARTICIPANT DECLINES THE RESTRICTED STOCK UNIT AGREEMENT, THE PARTICIPANT'S RESTRICTED STOCK UNIT AWARD WILL BE CANCELED AND THE PARTICIPANT WILL NOT BE ENTITLED TO ANY BENEFITS FROM THE AWARD NOR ANY COMPENSATION OR BENEFITS IN LIEU OF THE CANCELED AWARD.</u>**

**RESTRICTED STOCK UNIT AGREEMENT**
**UNDER THE**
**BUMBLE INC.**
**2021 OMNIBUS INCENTIVE PLAN**

Pursuant to the Restricted Stock Units Grant Notice (the "Grant Notice") delivered to the Participant (as defined in the Grant Notice), and subject to the terms of this Restricted Stock Unit Agreement (this "Restricted Stock Unit Agreement") and the Bumble Inc. 2021 Omnibus Incentive Plan, as it may be amended and/or restated from time to time (the "Plan"), Bumble Inc., a Delaware corporation (the "Company"), and the Participant agree as follows. Capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Plan.

1.Grant of Restricted Stock Units. Subject to the terms and conditions set forth herein and in the Plan, the Company hereby grants to the Participant the number of Restricted Stock Units provided in the Grant Notice (with each Restricted Stock Unit representing the right to receive one share of Common Stock upon the vesting of such Restricted Stock Unit). The Company may make one or more additional grants of Restricted Stock Units to the Participant under this Restricted Stock Unit Agreement by providing the Participant with a new Grant Notice, which may also include any terms and conditions differing from this Restricted Stock Unit Agreement to the extent provided therein. The Company reserves all rights with respect to the granting of additional Restricted Stock Units hereunder and makes no implied promise to grant additional Restricted Stock Units.

2.Vesting. Subject to the conditions contained herein and in the Plan, the Restricted Stock Units shall vest and the restrictions on such Restricted Stock Units shall lapse as provided in the Grant Notice. With respect to any Restricted Stock Unit, the period of time that such Restricted Stock Unit remains subject to vesting shall be its Restricted Period.

3.Settlement of Restricted Stock Units. Subject to the proviso to Section 9(d)(ii) of the Plan, within 45 days following the date on which the Restricted Period lapses with respect to a Restricted Stock Unit, the Company shall issue to the Participant or the Participant's beneficiary, without charge, one share of Common Stock (or other securities or other property, as applicable) for each such outstanding Restricted Stock Unit.

4.Treatment of Restricted Stock Units Upon Termination. (a) Unless otherwise determined by the Committee, in the event of the Participant's Termination for any reason:

(i)all vesting with respect to the Restricted Stock Units shall cease (after taking into account vesting of Restricted Stock Units as set forth in the Grant Notice); and

(ii)the unvested Restricted Stock Units shall be forfeited to the Company by the Participant for no consideration as of the date of such Termination.

(b)Upon (i) a Termination by the Company for Cause; or (ii) a Termination as a result of a voluntary resignation by the Participant when grounds for Cause exist, in each case, unvested Restricted Stock Units and all vested Restricted Stock Units that have not been settled in shares of Common Stock pursuant to Section 3 of this Restricted Stock Unit Agreement shall be forfeited to the Company by the Participant for no consideration as of the date of such Termination.

5. Company; Participant.

(a) The term “Company” as used in this Restricted Stock Unit Agreement with reference to service shall include the Board, the Company and its Subsidiaries.

(b) Whenever the word “Participant” is used in any provision of this Restricted Stock Unit Agreement under circumstances where the provision should logically be construed to apply to the executors, the administrators, or the person or persons to whom the Restricted Stock Units may be transferred by will or by the laws of descent and distribution, the word “Participant” shall be deemed to include such person or persons.

6. Non-Transferability. The Restricted Stock Units are not transferable by the Participant except to Permitted Transferees in accordance with Section 14(b) of the Plan. Except as otherwise provided herein, no assignment or transfer of the Restricted Stock Units, or of the rights represented thereby, whether voluntary or involuntary, by operation of law or otherwise, shall vest in the assignee or transferee any interest or right herein whatsoever, but immediately upon such assignment or transfer the Restricted Stock Units shall terminate and become of no further effect.

7. Rights as Stockholder. The Participant or a Permitted Transferee of the Restricted Stock Units shall have no rights as a stockholder with respect to any share of Common Stock underlying a Restricted Stock Unit unless and until the Participant shall have become the holder of record or the beneficial owner of such share of Common Stock, and no adjustment shall be made for dividends or distributions or other rights in respect of such share of Common Stock for which the record date is prior to the date upon which the Participant shall become the holder of record or the beneficial owner thereof.

8. Dividend Equivalents. The Restricted Stock Units shall be entitled to be credited with dividend equivalent payments (upon the payment by the Company of dividends on shares of Common Stock), which shall accrue in cash without interest and shall be delivered in cash. Accumulated dividend equivalents shall be payable at such time as the underlying Restricted Stock Units to which such dividend equivalents relate are settled in accordance with Section 3 above. For the avoidance of doubt, dividend equivalents accrued in respect of Restricted Stock Units shall only be paid to the extent the underlying Restricted Stock Unit vests and is settled, and to the extent that any Restricted Stock Units are forfeited and not vested and settled, the Participant shall have no right to such dividend equivalent payments.

9. Tax Withholding. The provisions of Section 14(d) of the Plan are incorporated herein by reference and made a part hereof. The Participant shall satisfy such Participant’s withholding liability, if any, referred to in Section 14(d) of the Plan by having the Company withhold from the number of shares of Common Stock otherwise deliverable pursuant to the settlement of the Restricted Stock Units a number of shares of Common Stock with a fair market value, on the date that the Restricted Stock Units are settled, equal to such withholding liability; provided that the number of such shares may not have a fair market value greater than the minimum required statutory withholding liability unless determined by the Committee not to result in adverse accounting consequences. Notwithstanding the foregoing, the Participant acknowledges and agrees that to the extent consistent with applicable law and the Participant’s status as an independent consultant for U.S. federal income tax purposes, the Company does not intend to withhold any amounts as federal income tax withholdings under any other state or federal laws, and the Participant hereby agrees to make adequate provision for any sums required to satisfy all applicable federal, state, local and foreign tax withholding obligations of the Company which may arise in connection with the grant of Restricted Stock Units.

10. Notice. Every notice or other communication relating to this Restricted Stock Unit Agreement between the Company and the Participant shall be in writing, and shall be mailed to or delivered

to the party for whom it is intended at such address as may from time to time be designated by such party in a notice mailed or delivered to the other party as herein provided; provided, that, unless and until some other address be so designated, all notices or communications by the Participant to the Company shall be mailed or delivered to the Company at its principal executive office, to the attention of the Chief Legal Officer, and all notices or communications by the Company to the Participant may be given to the Participant personally or may be mailed to the Participant at the Participant's last known address, as reflected in the Company's records. Notwithstanding the above, all notices and communications between the Participant and any third-party plan administrator shall be mailed, delivered, transmitted or sent in accordance with the procedures established by such third-party plan administrator and communicated to the Participant from time to time.

11. No Right to Continued Service. This Restricted Stock Unit Agreement does not confer upon the Participant any right to continue as a director or other service provider to the Company.

12. Binding Effect. This Restricted Stock Unit Agreement shall be binding upon the heirs, executors, administrators and successors of the parties hereto.

13. Waiver and Amendments. Except as otherwise set forth in Section 13 of the Plan, any waiver, alteration, amendment or modification of any of the terms of this Restricted Stock Unit Agreement shall be valid only if made in writing and signed by the parties hereto; provided, however, that any such waiver, alteration, amendment or modification is consented to on the Company's behalf by the Committee. No waiver by either of the parties hereto of their rights hereunder shall be deemed to constitute a waiver with respect to any subsequent occurrences or transactions hereunder unless such waiver specifically states that it is to be construed as a continuing waiver

14. Clawback/Forfeiture. In the event of a Termination by the Company for Cause, or if the Company discovers within 12 months after a Termination that grounds for a Termination for Cause existed at the time of such Termination, in each case, then the Participant shall be required, in addition to any other remedy available (on a non-exclusive basis), to pay to the Company, within 10 business days after the Company's request to the Participant therefor, an amount equal to the aggregate after-tax proceeds (taking into account all amounts of tax that would be recoverable upon a claim of loss for payment of such proceeds in the year of repayment) that the Participant received upon the sale or other disposition of, or distributions in respect of, the Restricted Stock Units issued hereunder (including any shares of Common Stock issued upon settlement of any such Restricted Stock Unit). Any reference in this Restricted Stock Unit Agreement to grounds existing for a Termination for Cause shall be determined without regard to any notice period, cure period, or other procedural delay or event required prior to a finding of, or Termination for, Cause.

15. Governing Law. This Restricted Stock Unit Agreement shall be construed and interpreted in accordance with the laws of the State of Delaware, without regard to the principles of conflicts of law thereof. Notwithstanding anything contained in this Restricted Stock Unit Agreement, the Grant Notice or the Plan to the contrary, if any suit or claim is instituted by the Participant or the Company relating to this Restricted Stock Unit Agreement, the Grant Notice or the Plan, the Participant hereby submits to the exclusive jurisdiction of and venue in the courts of Delaware.

16. Section 409A of the Code. It is intended that the Restricted Stock Units granted hereunder shall be exempt from Section 409A of the Code pursuant to the "short-term deferral" rule applicable to such section, as set forth in the regulations or other guidance published by the Internal Revenue Service thereunder.

17. Plan. The terms and provisions of the Plan are incorporated herein by reference. In the event of a conflict or inconsistency between the terms and provisions of the Plan and the provisions of this Restricted Stock Unit Agreement, the Plan shall govern and control.

18. Imposition of Other Requirements. The Company reserves the right to impose other requirements on the Participant's participation in the Plan, on the Restricted Stock Units and on any shares of Common Stock acquired under the Plan, to the extent that the Company determines it is necessary or advisable for legal or administrative reasons, and to require the Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

19. Electronic Delivery and Acceptance. The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means. The Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company. Further, if the Participant does not accept the Restricted Stock Unit Agreement through the online acceptance process by the date set forth in the Grant Notice, or such other date that may be communicated, the Company will automatically accept the Restricted Stock Unit Agreement on the Participant's behalf. If the Participant declines the Restricted Stock Unit Agreement, the Participant's Restricted Stock Unit award will be canceled and the Participant will not be entitled to any benefits from the award nor any compensation or benefits in lieu of the canceled award.

20. Entire Agreement. This Restricted Stock Unit Agreement, the Grant Notice and the Plan constitute the entire agreement of the parties hereto in respect of the subject matter contained herein and supersede all prior agreements and understandings of the parties, oral and written, with respect to such subject matter.

***Initial Award RSU Agreement***

**RESTRICTED STOCK UNIT GRANT NOTICE**
**UNDER THE**
**BUMBLE INC.**
**2021 OMNIBUS INCENTIVE PLAN**
**(RSU Grant – Directors)**

Bumble Inc., a Delaware corporation (the "Company"), pursuant to its 2021 Omnibus Incentive Plan (as amended and/or restated from time to time, the "Plan"), hereby grants to the Participant set forth below the number of Restricted Stock Units set forth below. The Restricted Stock Units are subject to all of the terms and conditions as set forth herein, in the Restricted Stock Unit Agreement (the "Restricted Stock Unit Agreement") (attached hereto), and in the Plan, all of which are incorporated herein in their entirety. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Plan.

| | |
|---|---|
| **Participant**: | [●] |
| **Date of Grant**: | [●] |
| **Vesting Reference Date**: | [●] |
| **Number of Restricted Stock Units**: | [●] |
| **Vesting Schedule**: | Provided that the Participant has not undergone a Termination at the time of the applicable vesting date, one third (1/3) of the Restricted Stock Units (rounded down to the nearest whole share of Common Stock) will vest on each anniversary of the Vesting Reference Date such that the Restricted Stock Units will be fully vested on the third anniversary of the Vesting Reference Date; provided, that on the third anniversary of the Vesting Reference Date, any Restricted Stock Units that have not otherwise vested due to rounding will also vest in full.<br><br>Notwithstanding the foregoing, if the Participant's service is terminated without Cause by the Company or its then-Affiliates in the two-year period following a Change in Control, then all then-outstanding Restricted Stock Units (or substitute equity or consideration of purchaser or its Affiliates, as applicable) shall vest upon the Participant's Termination. |
| **Settlement**: | Any Restricted Stock Units that become vested pursuant to the Vesting Schedule set forth above shall be settled in accordance with Section 3 of the Restricted Stock Unit Agreement. |

* * *

**THE PARTICIPANT ACKNOWLEDGES RECEIPT OF THIS RESTRICTED STOCK UNIT GRANT NOTICE, THE RESTRICTED STOCK UNIT AGREEMENT AND THE PLAN, AND, AS AN EXPRESS CONDITION TO THE GRANT OF RESTRICTED STOCK UNITS HEREUNDER, AGREES TO BE BOUND BY THE TERMS OF THIS RESTRICTED STOCK UNIT GRANT NOTICE, THE RESTRICTED STOCK UNIT AGREEMENT AND THE PLAN. IF THE PARTICIPANT DOES NOT ACCEPT THE RESTRICTED STOCK UNIT AGREEMENT THROUGH THE ONLINE ACCEPTANCE PROCESS BY THIRTY CALENDAR DAYS FOLLOWING THE GRANT DATE, OR SUCH OTHER DATE THAT MAY BE COMMUNICATED, THE COMPANY WILL AUTOMATICALLY ACCEPT THE RESTRICTED STOCK UNIT AGREEMENT ON THE PARTICIPANT'S BEHALF. IF THE PARTICIPANT DECLINES THE RESTRICTED STOCK UNIT AGREEMENT, THE PARTICIPANT'S RESTRICTED STOCK UNIT AWARD WILL BE CANCELED AND THE PARTICIPANT WILL NOT BE ENTITLED TO ANY BENEFITS FROM THE AWARD NOR ANY COMPENSATION OR BENEFITS IN LIEU OF THE CANCELED AWARD.**

**RESTRICTED STOCK UNIT AGREEMENT**
**UNDER THE**
**BUMBLE INC.**
**2021 OMNIBUS INCENTIVE PLAN**

Pursuant to the Restricted Stock Units Grant Notice (the "Grant Notice") delivered to the Participant (as defined in the Grant Notice), and subject to the terms of this Restricted Stock Unit Agreement (this "Restricted Stock Unit Agreement") and the Bumble Inc. 2021 Omnibus Incentive Plan, as it may be amended and/or restated from time to time (the "Plan"), Bumble Inc., a Delaware corporation (the "Company"), and the Participant agree as follows. Capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Plan.

1.Grant of Restricted Stock Units. Subject to the terms and conditions set forth herein and in the Plan, the Company hereby grants to the Participant the number of Restricted Stock Units provided in the Grant Notice (with each Restricted Stock Unit representing the right to receive one share of Common Stock upon the vesting of such Restricted Stock Unit). The Company may make one or more additional grants of Restricted Stock Units to the Participant under this Restricted Stock Unit Agreement by providing the Participant with a new Grant Notice, which may also include any terms and conditions differing from this Restricted Stock Unit Agreement to the extent provided therein. The Company reserves all rights with respect to the granting of additional Restricted Stock Units hereunder and makes no implied promise to grant additional Restricted Stock Units.

2.Vesting. Subject to the conditions contained herein and in the Plan, the Restricted Stock Units shall vest and the restrictions on such Restricted Stock Units shall lapse as provided in the Grant Notice. With respect to any Restricted Stock Unit, the period of time that such Restricted Stock Unit remains subject to vesting shall be its Restricted Period.

3.Settlement of Restricted Stock Units. Subject to the proviso to Section 9(d)(ii) of the Plan, within 45 days following the date on which the Restricted Period lapses with respect to a Restricted Stock Unit, the Company shall issue to the Participant or the Participant's beneficiary, without charge, one share of Common Stock (or other securities or other property, as applicable) for each such outstanding Restricted Stock Unit.

4.Treatment of Restricted Stock Units Upon Termination. (a) Unless otherwise determined by the Committee, in the event of the Participant's Termination for any reason:

(i)all vesting with respect to the Restricted Stock Units shall cease (after taking into account vesting of Restricted Stock Units as set forth in the Grant Notice); and

(ii)the unvested Restricted Stock Units shall be forfeited to the Company by the Participant for no consideration as of the date of such Termination.

(b)Upon (i) a Termination by the Company for Cause; or (ii) a Termination as a result of a voluntary resignation by the Participant when grounds for Cause exist, in each case, unvested Restricted Stock Units and all vested Restricted Stock Units that have not been settled in shares of Common Stock pursuant to Section 3 of this Restricted Stock Unit Agreement shall be forfeited to the Company by the Participant for no consideration as of the date of such Termination.

5.Company; Participant.

(a)The term “Company” as used in this Restricted Stock Unit Agreement with reference to service shall include the Board, the Company and its Subsidiaries.

(b)Whenever the word “Participant” is used in any provision of this Restricted Stock Unit Agreement under circumstances where the provision should logically be construed to apply to the executors, the administrators, or the person or persons to whom the Restricted Stock Units may be transferred by will or by the laws of descent and distribution, the word “Participant” shall be deemed to include such person or persons.

6.Non-Transferability. The Restricted Stock Units are not transferable by the Participant except to Permitted Transferees in accordance with Section 14(b) of the Plan. Except as otherwise provided herein, no assignment or transfer of the Restricted Stock Units, or of the rights represented thereby, whether voluntary or involuntary, by operation of law or otherwise, shall vest in the assignee or transferee any interest or right herein whatsoever, but immediately upon such assignment or transfer the Restricted Stock Units shall terminate and become of no further effect.

7.Rights as Stockholder. The Participant or a Permitted Transferee of the Restricted Stock Units shall have no rights as a stockholder with respect to any share of Common Stock underlying a Restricted Stock Unit unless and until the Participant shall have become the holder of record or the beneficial owner of such share of Common Stock, and no adjustment shall be made for dividends or distributions or other rights in respect of such share of Common Stock for which the record date is prior to the date upon which the Participant shall become the holder of record or the beneficial owner thereof.

8.Dividend Equivalents. The Restricted Stock Units shall be entitled to be credited with dividend equivalent payments (upon the payment by the Company of dividends on shares of Common Stock), which shall accrue in cash without interest and shall be delivered in cash. Accumulated dividend equivalents shall be payable at such time as the underlying Restricted Stock Units to which such dividend equivalents relate are settled in accordance with Section 3 above. For the avoidance of doubt, dividend equivalents accrued in respect of Restricted Stock Units shall only be paid to the extent the underlying Restricted Stock Unit vests and is settled, and to the extent that any Restricted Stock Units are forfeited and not vested and settled, the Participant shall have no right to such dividend equivalent payments.

9.Tax Withholding. The provisions of Section 14(d) of the Plan are incorporated herein by reference and made a part hereof. The Participant shall satisfy such Participant’s withholding liability, if any, referred to in Section 14(d) of the Plan by having the Company withhold from the number of shares of Common Stock otherwise deliverable pursuant to the settlement of the Restricted Stock Units a number of shares of Common Stock with a fair market value, on the date that the Restricted Stock Units are settled, equal to such withholding liability; provided that the number of such shares may not have a fair market value greater than the minimum required statutory withholding liability unless determined by the Committee not to result in adverse accounting consequences. Notwithstanding the foregoing, the Participant acknowledges and agrees that to the extent consistent with applicable law and the Participant’s status as an independent consultant for U.S. federal income tax purposes, the Company does not intend to withhold any amounts as federal income tax withholdings under any other state or federal laws, and the Participant hereby agrees to make adequate provision for any sums required to satisfy all applicable federal, state, local and foreign tax withholding obligations of the Company which may arise in connection with the grant of Restricted Stock Units.

10.Notice. Every notice or other communication relating to this Restricted Stock Unit Agreement between the Company and the Participant shall be in writing, and shall be mailed to or delivered to the party for whom it is intended at such address as may from time to time be designated by such party in a notice mailed or delivered to the other party as herein provided; provided, that, unless and until some other address be so designated, all notices or communications by the Participant to the Company shall be mailed or delivered to the Company at its principal executive office, to the attention of the Chief Legal Officer, and all notices or communications by the Company to the Participant may be given to the Participant personally or may be mailed to the Participant at the Participant's last known address, as reflected in the Company's records. Notwithstanding the above, all notices and communications between the Participant and any third-party plan administrator shall be mailed, delivered, transmitted or sent in accordance with the procedures established by such third-party plan administrator and communicated to the Participant from time to time.

11. No Right to Continued Service. This Restricted Stock Unit Agreement does not confer upon the Participant any right to continue as a director or other service provider to the Company.

12. Binding Effect. This Restricted Stock Unit Agreement shall be binding upon the heirs, executors, administrators and successors of the parties hereto.

13. Waiver and Amendments. Except as otherwise set forth in Section 13 of the Plan, any waiver, alteration, amendment or modification of any of the terms of this Restricted Stock Unit Agreement shall be valid only if made in writing and signed by the parties hereto; provided, however, that any such waiver, alteration, amendment or modification is consented to on the Company's behalf by the Committee. No waiver by either of the parties hereto of their rights hereunder shall be deemed to constitute a waiver with respect to any subsequent occurrences or transactions hereunder unless such waiver specifically states that it is to be construed as a continuing waiver

14. Clawback/Forfeiture. In the event of a Termination by the Company for Cause, or if the Company discovers within 12 months after a Termination that grounds for a Termination for Cause existed at the time of such Termination, in each case, then the Participant shall be required, in addition to any other remedy available (on a non-exclusive basis), to pay to the Company, within 10 business days after the Company's request to the Participant therefor, an amount equal to the aggregate after-tax proceeds (taking into account all amounts of tax that would be recoverable upon a claim of loss for payment of such proceeds in the year of repayment) that the Participant received upon the sale or other disposition of, or distributions in respect of, the Restricted Stock Units issued hereunder (including any shares of Common Stock issued upon settlement of any such Restricted Stock Unit). Any reference in this Restricted Stock Unit Agreement to grounds existing for a Termination for Cause shall be determined without regard to any notice period, cure period, or other procedural delay or event required prior to a finding of, or Termination for, Cause.

15. Governing Law. This Restricted Stock Unit Agreement shall be construed and interpreted in accordance with the laws of the State of Delaware, without regard to the principles of conflicts of law thereof. Notwithstanding anything contained in this Restricted Stock Unit Agreement, the Grant Notice or the Plan to the contrary, if any suit or claim is instituted by the Participant or the Company relating to this Restricted Stock Unit Agreement, the Grant Notice or the Plan, the Participant hereby submits to the exclusive jurisdiction of and venue in the courts of Delaware.

16. Section 409A of the Code. It is intended that the Restricted Stock Units granted hereunder shall be exempt from Section 409A of the Code pursuant to the "short-term deferral" rule applicable to such section, as set forth in the regulations or other guidance published by the Internal Revenue Service thereunder.

17. Plan. The terms and provisions of the Plan are incorporated herein by reference. In the event of a conflict or inconsistency between the terms and provisions of the Plan and the provisions of this Restricted Stock Unit Agreement, the Plan shall govern and control.

18. Imposition of Other Requirements. The Company reserves the right to impose other requirements on the Participant's participation in the Plan, on the Restricted Stock Units and on any shares of Common Stock acquired under the Plan, to the extent that the Company determines it is necessary or advisable for legal or administrative reasons, and to require the Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

19. Electronic Delivery and Acceptance. The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means. The Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company. Further, if the Participant does not accept the Restricted Stock Unit Agreement through the online acceptance process by the date set forth in the Grant Notice, or such other date that may be communicated, the Company will automatically accept the Restricted Stock Unit Agreement on the Participant's behalf. If the Participant declines the Restricted Stock Unit Agreement, the Participant's Restricted Stock Unit award will be canceled and the Participant will not be entitled to any benefits from the award nor any compensation or benefits in lieu of the canceled award.

20. Entire Agreement. This Restricted Stock Unit Agreement, the Grant Notice and the Plan constitute the entire agreement of the parties hereto in respect of the subject matter contained herein and supersede all prior agreements and understandings of the parties, oral and written, with respect to such subject matter.

**Exhibit 31.1**

**CERTIFICATION**
**PURSUANT TO 17 CFR 240.13a-14**
**PROMULGATED UNDER**
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Whitney Wolfe Herd, certify that:

1.I have reviewed this quarterly report on Form 10-Q of Bumble Inc.;

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2023

/s/ Whitney Wolfe Herd
Whitney Wolfe Herd
Chief Executive Officer
(principal executive officer)

**Exhibit 31.2**

**CERTIFICATION**
**PURSUANT TO 17 CFR 240.13a-14**
**PROMULGATED UNDER**
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Anuradha B. Subramanian, certify that:

1.I have reviewed this quarterly report on Form 10-Q of Bumble Inc.;

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2023

/s/ Anuradha B. Subramanian
Anuradha B. Subramanian
Chief Financial Officer
(principal financial officer)

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Bumble Inc. (the "Company") on Form 10-Q for the quarterly period ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Whitney Wolfe Herd, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2023

/s/ Whitney Wolfe Herd
Whitney Wolfe Herd
Chief Executive Officer
(principal executive officer)

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

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

**Exhibit 32.2**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Bumble Inc. (the "Company") on Form 10-Q for the quarterly period ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Anuradha B. Subramanian, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2023

/s/ Anuradha B. Subramanian
Anuradha B. Subramanian
Chief Financial Officer
(principal financial officer)

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

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

**Exhibit 99.1**

## Section 13(r) Disclosure

*Blackstone Inc. ("Blackstone") filed the disclosure reproduced below with respect to its quarter ended September 30, 2023, in accordance with Section 13(r) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in regard to Mundys S.p.A. (formerly, Atlantia S.p.A.). Mundys S.p.A. may be, or may have been at the time considered to be, an affiliate of Blackstone, and therefore an affiliate of Bumble Inc. ("Bumble"). Bumble did not independently verify or participate in the preparation of the disclosure reproduced below.*

Blackstone included the following disclosure in its Quarterly Report on Form 10-Q for the period ended September 30, 2023:

Mundys S.p.A. (formerly "Atlantia S.p.A.") provided the disclosure reproduced below in connection with activities during the quarter ended September 30, 2023. We have not independently verified or participated in the preparation of this disclosure.

"Disclosure pursuant to Section 13(r) of the Securities Exchange Act of 1934. Funds affiliated with Blackstone first invested in Mundys S.p.A. on November 18, 2022 in connection with the voluntary public tender offer by Schema Alfa S.p.A. for all of the shares of Mundys S.p.A., pursuant to which such funds obtained a minority non-controlling interest in Mundys S.p.A. Mundys S.p.A. owns and controls Aeroporti di Roma S.p.A. ("ADR"), an operator of airports in Italy including Leonardo da Vinci-Fiumicino Airport. Iran Air has historically operated periodic flights to and from Leonardo da Vinci-Fiumicino Airport as authorized, from time to time, by an aviation-related bilateral agreement between Italy and Iran, scheduled in compliance with European Regulation 95/93, and approved by the Italian Civil Aviation Authority. ADR, as airport operator, is under a mandatory obligation to provide airport services to all air carriers (including Iran Air) authorized by the applicable Italian authority. The relevant turnover attributable to these activities (whose consideration is calculated on the basis of general tariffs determined by such independent Italian authority) in the quarter ended September 30, 2023 was less than €65,000. Mundys S.p.A. does not track profits specifically attributable to these activities."