

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

**Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended June 30, 2025

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number: 001-40161

**DAVE INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**1265 South Cochran Ave**  
**Los Angeles, CA**  
(Address of principal executive offices)

**86-1481509**  
(I.R.S. Employer  
Identification No.)

**90019**  
Zip Code

**Registrant's telephone number, including area code: (844) 857-3283**

Title of Each Class	Securities registered pursuant to Section 12(b) of the Act: Trading Symbol(s)	Name of Each Exchange on Which Registered
Class A common stock, par value \$0.0001 Redeemable warrants, each lot of 32 warrants exercisable for one share of Class A common stock at an exercise price of \$368 per share of Class A common stock	DAVE DAVEW	The Nasdaq Stock Market LLC 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 than the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

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

As of July 23, 2025, there were 12,215,576 and 12,084,643 shares of Class A common stock, \$0.0001 par value, issued and outstanding, respectively. As of July 23, 2025, there were 1,414,082 shares of Class V common stock, \$0.0001 par value, issued and outstanding.

**DAVE INC.**  
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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this "Form 10-Q" or this "report") contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements contained in this Form 10-Q other than statements of historical fact, including statements regarding our future results of operations, financial position, market size and opportunity, our business strategy and plans, the factors affecting our performance, our objectives for future operations, our liquidity, borrowing capacity, our use of cash and cash requirements and the expected effects of new accounting pronouncements, are forward-looking statements. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "could," "should," "would," "can," "expect," "project," "outlook," "forecast," "objective," "plan," "potential," "seek," "grow," "target," "if" and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the section titled "Risk Factors" set forth in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the Securities and Exchange Commission (the "SEC") on March 4, 2025 (the "Annual Report"), as further updated in Part II, Item 1A "Risk Factors" of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 and this Form 10-Q and in our other filings with the SEC. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this Form 10-Q may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Forward-looking statements contained in this Form 10-Q involve a number of judgments, risks and uncertainties, including, without limitation, risks related to:

- the ability of Dave to compete in its highly competitive industry;
- the ability of Dave to keep pace with the rapid technological developments in its industry and the larger financial services industry;
- the ability of Dave to manage risks associated with providing ExtraCash;
- the ability of Dave to retain its current customers, acquire new customers (collectively, "Members") and sell additional functionality and services to its Members;
- the ability of Dave to protect intellectual property and trade secrets;
- the ability of Dave to maintain the integrity of its confidential information and information systems or comply with applicable privacy and data security requirements and regulations;
- the primary reliance by Dave on a single bank partner;
- the ability of Dave to maintain or secure current and future key banking relationships and other third-party service providers, including its ability to comply with applicable requirements of such third parties;
- the ability of Dave to comply with extensive and evolving laws and regulations applicable to its business;
- changes in applicable laws or regulations and extensive and evolving government regulations that impact operations and business;
- the ability to attract or maintain a qualified workforce;
- the level of product service failures that could lead Members to use competitors' services;
- investigations, claims, disputes, enforcement actions, arbitration, litigation and/or other regulatory or legal proceedings, including the Department of Justice's lawsuit against Dave;
- the ability to maintain the listing of Dave Class A Common Stock on The Nasdaq Stock Market; and
- the possibility that Dave may be adversely affected by other macroeconomic factors, including regulatory uncertainty, fluctuating interest rates, inflation, tariffs, unemployment rates, consumer sentiment, market volatility and business, and/or competitive factors.

We caution you that the foregoing list of judgments, risks and uncertainties that may cause actual results to differ materially from those in the forward-looking statements may not be complete. You should not rely upon forward-looking statements as predictions of

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future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, we do not intend to update any of these forward-looking statements after the date of this report or to conform these statements to actual results or revised expectations.

You should read this report with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect.

This report contains estimates, projections and other information concerning our industry, our business and the markets for our products. We obtained the industry, market and similar data set forth in this report from our own internal estimates and research and from industry research, publications, surveys and studies conducted by third parties, including governmental agencies. Information that is based on estimates, forecasts, projections, market research or similar methodologies is inherently subject to uncertainties, and actual events or circumstances may differ materially from events and circumstances that are assumed in this information. While we believe that the data we use from third parties are reliable, we have not separately verified these data. You are cautioned not to give undue weight to any such information, projections and estimates.

*As used in this report, the "Company," "Dave," "we," "us," "our" and similar terms refer to Dave Inc. (f/k/a VPC Impact Acquisition Holdings III, Inc.) and its consolidated subsidiaries, unless otherwise noted or the context otherwise requires.*

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

**Dave Inc.**  
**Condensed Consolidated Balance Sheets**  
*(in thousands; except share data)*  
*(unaudited)*

	As of June 30, 2025 <i>(unaudited)</i>	December 31, 2024
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 61,687	\$ 49,718
Marketable securities	99	97
ExtraCash receivables, net of allowance for credit losses of \$32,517 and \$22,703 as of June 30, 2025 and December 31, 2024, respectively	225,662	175,857
Investments	41,067	40,473
Prepaid expenses and other current assets	17,854	16,127
<b>Total current assets</b>	<b>346,369</b>	<b>282,272</b>
Property and equipment, net	591	704
Lease right-of-use assets (related-party of \$356 and \$507 as of June 30, 2025 and December 31, 2024, respectively)	356	507
Intangible assets, net	13,938	13,642
Debt facility commitment fee, long-term	80	163
Restricted cash	1,841	1,659
Other non-current assets	388	380
<b>Total assets</b>	<b>\$ 363,563</b>	<b>\$ 299,327</b>
<b>Liabilities, and stockholders' equity</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 7,732	\$ 6,767
Accrued expenses	17,165	16,707
Lease liabilities, short-term (related-party of \$210 and \$350 as of June 30, 2025 and December 31, 2024, respectively)	210	350
Legal settlement accrual	7,264	7,105
Other current liabilities	4,037	4,132
<b>Total current liabilities</b>	<b>36,408</b>	<b>35,061</b>
Lease liabilities, long-term (related-party of \$173 and \$204 as of June 30, 2025 and December 31, 2024, respectively)	173	204
Debt facility, long-term	75,000	75,000
Warrant and earnout liabilities	31,267	2,928
Other non-current liabilities	3,641	3,033
<b>Total liabilities</b>	<b>\$ 146,489</b>	<b>\$ 116,226</b>
Commitments and contingencies (Note 11)		
<b>Stockholders' equity:</b>		
Preferred stock, par value per share \$0.0001, 10,000,000 shares authorized; 0 shares issued and outstanding at June 30, 2025 and December 31, 2024	-	-
Class A common stock, par value per share \$0.0001, 500,000,000 shares authorized; 12,214,009 and 11,551,528 shares issued at June 30, 2025 and December 31, 2024, respectively; 12,083,076 and 11,501,965 shares outstanding at June 30, 2025 and December 31, 2024	1	1
Class V common stock, par value per share \$0.0001, 100,000,000 shares authorized; 1,414,082 and 1,514,082 shares issued and outstanding at June 30, 2025 and December 31, 2024, respectively;	-	-
Additional paid-in capital	338,531	335,326
Treasury shares, at cost (81,370 Class A common stock)	(6,960)	-
Accumulated other comprehensive gain	97	221
Accumulated deficit	(114,595)	(152,447)
<b>Total stockholders' equity</b>	<b>\$ 217,074</b>	<b>\$ 183,101</b>
<b>Total liabilities, and stockholders' equity</b>	<b>\$ 363,563</b>	<b>\$ 299,327</b>

See accompanying notes to the condensed consolidated financial statements.

**Dave Inc.**  
**Condensed Consolidated Balance Sheets, Continued**  
*(in thousands)*  
*(unaudited)*

The following table presents the assets and liabilities of a consolidated variable interest entity (“VIE”), which are included in the condensed consolidated balance sheets above. The assets in the table below may only be used to settle obligations of consolidated VIEs and are in excess of those obligations. All intercompany accounts have been eliminated.

	<u>As of June 30, 2025</u>	<u>As of December 31, 2024</u>
<b>Assets</b>		
Cash and cash equivalents	\$ 35,902	\$ 46,106
Investments	19,553	19,163
ExtraCash receivables, net of allowance for credit losses	207,683	158,447
Debt facility commitment fee, current	162	155
Debt facility commitment fee, long-term	80	163
<b>Total assets</b>	<b>\$ 263,380</b>	<b>\$ 224,034</b>
<b>Liabilities</b>		
Accounts payable	\$ 575	\$ 605
Long-term debt facility	75,000	75,000
<b>Total liabilities</b>	<b>\$ 75,575</b>	<b>\$ 75,605</b>

See accompanying notes to the condensed consolidated financial statements.

**Dave Inc.**  
**Condensed Consolidated Statements of Operations**  
*(in thousands; except per share data)*  
*(unaudited)*

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
<b>Operating revenues:</b>				
Service based revenue, net	\$ 121,593	\$ 71,651	\$ 219,444	\$ 137,213
Transaction based revenue, net	10,164	8,466	20,292	16,534
<b>Total operating revenues, net</b>	<b>131,757</b>	<b>80,117</b>	<b>239,736</b>	<b>153,747</b>
<b>Operating expenses:</b>				
Provision for credit losses	25,295	14,365	35,898	24,308
Processing and servicing costs	7,170	7,499	14,157	14,953
Financial network and transaction costs	7,227	6,495	14,266	12,850
Advertising and activation costs	15,456	12,883	27,386	23,820
Compensation and benefits	26,430	24,245	53,681	48,580
Technology and infrastructure	2,894	2,809	5,620	5,504
Other operating expenses	6,203	6,152	12,497	12,664
<b>Total operating expenses</b>	<b>90,675</b>	<b>74,448</b>	<b>163,505</b>	<b>142,679</b>
<b>Other (income) expenses:</b>				
Interest income	(588)	(537)	(1,019)	(2,032)
Interest expense	1,777	1,965	3,535	4,182
Gain on extinguishment of convertible debt	-	-	-	(33,442)
Changes in fair value of earnout liabilities	7,894	(63)	7,496	133
Changes in fair value of public and private warrant liabilities	20,491	(272)	20,843	205
<b>Total other expense (income), net</b>	<b>29,574</b>	<b>1,093</b>	<b>30,855</b>	<b>(30,954)</b>
<b>Net income before provision (benefit) for income taxes</b>	<b>11,508</b>	<b>4,576</b>	<b>45,376</b>	<b>42,022</b>
Provision (benefit) for income taxes	2,468	(1,782)	7,524	1,421
<b>Net income</b>	<b>\$ 9,040</b>	<b>\$ 6,358</b>	<b>\$ 37,852</b>	<b>\$ 40,601</b>
<b>Net income per share:</b>				
Basic	\$ 0.68	\$ 0.51	\$ 2.86	\$ 3.30
Diluted	\$ 0.62	\$ 0.47	\$ 2.61	\$ 3.02
<b>Weighted-average shares used to compute net income per share</b>				
Basic	13,364,926	12,416,524	13,246,266	12,318,365
Diluted	14,554,218	13,543,648	14,475,435	13,433,461

See accompanying notes to the condensed consolidated financial statements.

**Dave Inc.**  
**Condensed Consolidated Statements of Comprehensive Income**  
*(in thousands)*  
*(unaudited)*

	<b>For the Three Months Ended</b>		<b>For the Six Months Ended</b>	
	<b>June 30, 2025</b>	<b>June 30, 2024</b>	<b>June 30, 2025</b>	<b>June 30, 2024</b>
Net income	\$ 9,040	\$ 6,358	\$ 37,852	\$ 40,601
Other comprehensive gain (loss):				
Unrealized (loss) gain on available-for-sale securities	(132)	73	(124)	(574)
<b>Comprehensive income</b>	<b>\$ 8,908</b>	<b>\$ 6,431</b>	<b>\$ 37,728</b>	<b>\$ 40,027</b>

See accompanying notes to the condensed consolidated financial statements.

**Dave Inc.**  
**Condensed Consolidated Statement of Stockholders' Equity**  
*(in thousands, except share data)*  
*(unaudited)*

	Common stock				Additional paid-in capital	Treasury shares	Accumulated other comprehensive income	Accumulat ed deficit	Total stockhold ers' equity	
	Class A		Class V							
	Shares	Amount	Shares	Amount						
<b>Balance at March 31, 2025</b>	11,776,634	\$ 1	1,514,082	\$ -	\$ 329,828	\$ -	\$ (6,960)	\$ 229	\$ (123,635)	\$ 199,463
Issuance of Class A common stock in connection with stock plans	206,442	-	-	-	418	-	-	-	-	418
Conversion of Class V common stock to Class A common stock	100,000	-	(100,000)	-	-	-	-	-	-	-
Stock-based compensation	-	-	-	-	8,285	-	-	-	-	8,285
Unrealized loss on available-for-sale securities	-	-	-	-	-	-	(132)	-	-	(132)
Net income	-	-	-	-	-	-	-	9,040	-	9,040
<b>Balance at June 30, 2025</b>	12,083,076	\$ 1	1,414,082	\$ -	\$ 338,531	\$ -	\$ (6,960)	\$ 97	\$ (114,595)	\$ 217,074

	Common stock				Additional paid-in capital	Accumulate d other comprehensi ve income	Accumulated deficit	Total stockholders ' equity
	Class A		Class V					
	Shares	Amount	Shares	Amount				
<b>Balance at March 31, 2024</b>	10,819,723	1	1,514,082	-	303,387	3	(176,077)	127,314
Issuance of Class A common stock in connection with stock plans	280,004	-	-	-	307	-	-	307
Stock-based compensation	-	-	-	-	7,706	-	-	7,706
Unrealized gain on available-for-sale securities	-	-	-	-	-	72	-	72
Net income	-	-	-	-	-	-	6,358	6,358
<b>Balance at June 30, 2024</b>	11,099,727	\$ 1	1,514,082	\$ -	\$ 311,400	\$ 75	\$ (169,719)	\$ 141,757

Common stock											
	Class A		Class V		Additional paid-in capital	Treasury shares	Accumulated other comprehensive income	Accumulated deficit	Total stockholders' equity		
	Shares	Amount	Shares	Amount							
<b>Balance at January 1, 2025</b>	<b>11,501,965</b>	<b>\$ 1</b>	<b>1,514,082</b>	<b>\$ -</b>	<b>\$ 335,326</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 221</b>	<b>\$ (152,447)</b>	<b>\$ 183,101</b>	
Issuance of Class A common stock in connection with stock plans	694,793	-	-	-	722	-	-	-	-	722	
Shares withheld related to net share settlement	(132,312)	-	-	-	(13,319)	-	-	-	-	(13,319)	
Repurchase of Class A common stock	(81,370)	-	-	-	-	(6,960)	-	-	-	(6,960)	
Conversion of Class V common stock to Class A common stock	100,000	-	(100,000)	-	-	-	-	-	-	-	
Stock-based compensation	-	-	-	-	15,802	-	-	-	-	15,802	
Unrealized loss on available-for-sale securities	-	-	-	-	-	-	(124)	-	-	(124)	
Net income	-	-	-	-	-	-	-	-	37,852	37,852	
<b>Balance at June 30, 2025</b>	<b>12,083,076</b>	<b>\$ 1</b>	<b>1,414,082</b>	<b>\$ -</b>	<b>\$ 338,531</b>	<b>\$ (6,960)</b>	<b>\$ 97</b>	<b>\$ (114,595)</b>	<b>\$ 217,074</b>		

Common stock											
	Class A		Class V		Additional paid-in capital	Accumulated other comprehensive income	Accumulated deficit	Total stockholders' equity			
	Shares	Amount	Shares	Amount							
<b>Balance at January 1, 2024</b>	<b>10,634,173</b>	<b>\$ 1</b>	<b>1,514,082</b>	<b>\$ -</b>	<b>\$ 296,733</b>	<b>\$ 649</b>	<b>\$ (210,320)</b>	<b>\$ 87,063</b>			
Issuance of Class A common stock in connection with stock plans	465,554	-	-	-	831	-	-	831			
Stock-based compensation	-	-	-	-	13,836	-	-	13,836			
Unrealized loss on available-for-sale securities	-	-	-	-	-	(574)	-	(574)			
Net income	-	-	-	-	-	-	40,601	40,601			
<b>Balance at June 30, 2024</b>	<b>11,099,727</b>	<b>1</b>	<b>1,514,082</b>	<b>-</b>	<b>311,400</b>	<b>75</b>	<b>\$ (169,719)</b>	<b>141,757</b>			

See accompanying notes to the condensed consolidated financial statements.

**Dave Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
*(in thousands)*  
*(unaudited)*

	<b>For the Six Months Ended June 30,</b>	
	<b>2025</b>	<b>2024</b>
<b>Operating activities</b>		
Net income	\$ 37,852	\$ 40,601
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization	3,157	3,500
Provision for credit losses	35,898	24,308
Changes in fair value of earnout liabilities	7,496	133
Changes in fair value of public and private warrant liabilities	20,843	205
Gain on extinguishment of convertible debt	-	(33,442)
Stock-based compensation	15,802	13,836
Non-cash interest	-	251
Non-cash lease expense	(20)	(11)
Changes in fair value of marketable securities and investments	66	(173)
<b>Changes in operating assets and liabilities:</b>		
ExtraCash receivables, service based revenue	(7,909)	(568)
Prepaid income taxes	-	148
Prepaid expenses and other current assets	(1,719)	(5,587)
Accounts payable	965	3,833
Accrued expenses	458	(1,899)
Legal settlement accrual	159	(2,110)
Other current liabilities	(164)	510
Other non-current liabilities	608	2,864
Other non-current assets	(8)	(8)
<b>Net cash provided by operating activities</b>	<b>113,484</b>	<b>46,391</b>
<b>Investing activities</b>		
Payments for internally developed software costs	(3,101)	(3,767)
Purchase of property and equipment	(164)	(147)
Net originations and collections of ExtraCash receivables	(77,794)	(38,653)
Purchase of investments	(108,849)	(48,524)
Sale and maturity of investments	108,065	121,841
Purchase of marketable securities	(2)	(59,177)
Sale of marketable securities	-	60,034
<b>Net cash (used in) provided by investing activities</b>	<b>(81,845)</b>	<b>31,607</b>
<b>Financing activities</b>		
Repurchases of Class A common stock	(6,891)	-
Proceeds from issuance of common stock for stock option exercises	722	831
Payment of taxes for shares withheld related to net share settlement	(13,319)	(761)
Repayment of borrowings on convertible debt, long-term	-	(71,000)
<b>Net cash used in financing activities</b>	<b>(19,488)</b>	<b>(70,930)</b>
Net increase in cash and cash equivalents and restricted cash	12,151	7,068
Cash and cash equivalents and restricted cash, beginning of the period	51,377	43,078
<b>Cash and cash equivalents and restricted cash, end of the period</b>	<b>\$ 63,528</b>	<b>\$ 50,146</b>

**Supplemental disclosure of non-cash investing and financing activities:**

Accrued excise taxes for repurchases of Class A common stock	\$	69	\$	-
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**Supplemental disclosure of cash paid for:**

Income taxes	\$	1,615	\$	96
Interest	\$	3,490	\$	3,885

The following table provides a reconciliation of cash and cash equivalents, and restricted cash reported within the condensed consolidated balance sheets with the same as shown in the condensed consolidated statement of cash flows

Cash and cash equivalents	\$	61,687	\$	48,600
Restricted cash		1,841		1,546
<b>Total cash, cash equivalents, and restricted cash, end of the period</b>	<b>\$</b>	<b><u>63,528</u></b>	<b>\$</b>	<b><u>50,146</u></b>

See accompanying notes to the condensed consolidated financial statements.

## Note 1 Organization and Nature of Business

### Overview:

Dave ("the Company") was launched in 2017 to provide a faster, more transparent, and lower-cost alternative to traditional financial institutions, particularly for those living paycheck to paycheck. Inspired by the story of David vs. Goliath, the Company set out to challenge legacy banking by leveraging technology to expand financial access and improve consumer financial health. Through its fully integrated, mobile-first platform, the Company delivers innovative financial products designed to help underserved consumers manage their money more effectively. The Company's mission is to level the financial playing field by providing intuitive, transparent, and accessible solutions that empower its Members to navigate life's financial challenges with confidence.

### ExtraCash:

ExtraCash is an overdraft product offered through the Company's bank partner that provides Members with up to \$500 of credit to bridge liquidity gaps between paychecks. Using its proprietary AI-powered underwriting system, CashAI, the Company analyzes a Member's checking account transaction data to determine eligibility and set the credit approval amount. This fully automated process requires no credit check and does not rely on FICO or credit bureau data. Once an ExtraCash transaction is initiated, repayment is scheduled based on the Member's forecasted next paycheck or deposit date.

The Company designs and manages the complete risk management value chain—including underwriting, fraud and risk mitigation, payment processing, servicing, and collections. Each ExtraCash transaction is underwritten by CashAI when a Member accesses the Dave App, enabling near real-time evaluation of transaction data. This approach determines the optimal amount a Member can responsibly repay, delivering benefits for both the Member and the business.

### Dave Checking:

Dave Checking is a digital demand deposit account offered through its bank partner with premium features, no account minimums or corresponding fees, and Federal Deposit Insurance Corporation ("FDIC") pass-through insurance. Members can open a Dave Checking account in minutes through the Dave mobile application, add funds to their account, and begin spending using a Dave Checking virtual debit card. Dave Checking accounts also include a physical Dave branded debit Mastercard ("Dave Card") that can be used for everyday purchases and spending transactions as well as at any of the approximately 40,000 MoneyPass ATM network locations to make no-fee withdrawals at these in-network ATMs.

Dave Checking revenues are primarily driven by merchant interchange, incentives from Mastercard, interest on deposits paid by our partner bank, and other ancillary fees paid by customers (e.g., out of network ATM fees, instant withdrawal fees).

### Personal Financial Management:

**Budget:** The Budget tool utilizes historical bank account data to identify recurring and common charges, enabling Members to anticipate upcoming transactions that may affect their account balances. It also provides timely notifications when there is a risk of an overdraft.

**Side Hustle:** Side Hustle is a streamlined job application portal for Dave Members to find supplemental or temporary work. The portal focuses on "gig economy," part-time, seasonal, remote and other flexible types of employment opportunities. Members can apply to dozens of jobs in-app using saved information and credentials. A side hustle can be an important part of a Member's long-term financial health, as it allows Members to quickly address unexpected expenses or cash needs with incremental income.

**Surveys:** The Company's Surveys product allows for additional earning opportunities, allowing Members to take paid surveys anytime within the Dave mobile application. This functionality drives engagement within the Dave ecosystem and deepens its relationship to its Members' financial wellbeing.

The Company generates monthly subscription revenue from Members enrolled in the Company's Personal Financial Management and other subscription-based services.

## Note 2 Significant Accounting Policies

### Basis of Presentation

These condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

During the three months ended June 30, 2025, the Company revised the presentation of certain items within its condensed consolidated statement of operations. Certain prior period amounts have been reclassified to conform to the current period presentation. These changes have been applied retrospectively to all periods presented and did not impact previously reported net income or earnings per share.

Specifically:

- Financial network and transaction costs now appear as a separate line item within operating expenses (formerly included in other operating expenses).
- Advertising and marketing is now presented as advertising and activation under operating expenses and includes Member activation costs (activation costs were formerly included in processing and servicing costs and other operating expenses).
- Technology and infrastructure costs now appear as a separate line item within operating expenses (formerly included in other operating expenses).

### Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and a variable interest entity (“VIE”). All intercompany transactions and balances have been eliminated upon consolidation.

In accordance with the provisions of Accounting Standards Codification (“ASC”) 810, Consolidation, the Company consolidates any VIE of which the Company is the primary beneficiary. The typical condition for a controlling financial interest ownership is holding a majority of the voting interests of an entity; however, a controlling financial interest may also exist in entities, such as VIEs, through arrangements that do not involve controlling voting interests. ASC 810 requires a variable interest holder to consolidate a VIE if that party has the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company does not consolidate a VIE in which it has a majority ownership interest when it is not considered the primary beneficiary. The Company evaluates its relationships with its VIEs on an ongoing basis to ensure that the Company continues to be the primary beneficiary. The Company is considered the primary beneficiary of Dave OD Funding I, LLC (“Dave OD”), as it has the power over the activities that most significantly impact the economic performance of Dave OD and has the obligation to absorb expected losses and the right to receive expected benefits that could be significant, in accordance with accounting guidance. As a result, the Company consolidated Dave OD and all intercompany accounts have been eliminated. The carrying value of Dave OD’s assets and liabilities, after elimination of any intercompany transactions and balances are shown in the condensed consolidated balance sheets. The assets of Dave OD are restricted and may only be used to settle obligations of Dave OD.

### Use of Estimates

The preparation of these condensed consolidated financial statements requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the condensed consolidated financial statements, as well as the reported revenues and expenses incurred during the reporting periods. The Company’s estimates are based on its historical experience and various other factors that the Company believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. The Company’s critical accounting estimates and assumptions are evaluated on an ongoing basis including those related to the:

- (i) Allowance for credit losses; and
- (ii) Income taxes.

Actual results may differ from these estimates under different assumptions or conditions.

### Revenue Recognition

Below is detail of operating revenues (*in thousands*):

	For the Three Months Ended,		For the Six Months Ended,	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Service based revenue, net				
Processing and service fees, net	\$ 113,464	\$ 49,595	\$ 196,912	\$ 94,191
Tips	-	16,077	7,496	30,987
Subscriptions	8,053	5,850	14,870	11,794
Other	76	129	166	241
Transaction based revenue, net				
Interchange revenue, net	6,011	4,742	11,896	9,484
ATM revenue, net	745	760	1,539	1,570
Other	3,408	2,964	6,857	5,480
<b>Total operating revenues, net</b>	<b>\$ 131,757</b>	<b>\$ 80,117</b>	<b>\$ 239,736</b>	<b>\$ 153,747</b>

### Service Based Revenue, Net

Service based revenue, net primarily consists of optional processing fees, optional tips, service fees and subscriptions charged to Members, net of processor costs associated with ExtraCash originations. ExtraCash receivables are treated as financial receivables under ASC 310 Receivables (“ASC 310”) and processing and service fees, net and tips are also accounted for in accordance with ASC 310.

#### Processing and Service Fees, Net:

Processing and service fees apply in connection with a Member’s use of ExtraCash. The Company's new fee model, rolled out to all Members in February 2025, is a mandatory overdraft service fee. At the Member’s election, the Company may expedite for a fee the funding of ExtraCash funds to an external debit card. These fees are considered non-refundable loan origination fees and are recognized as revenue over the average expected contractual term of the related ExtraCash transactions.

Costs incurred by the Company to originate ExtraCash are treated as direct loan origination costs. These direct loan origination costs are netted against ExtraCash-related income over the average expected contractual term of an ExtraCash. Direct origination costs recognized as a reduction of ExtraCash-related income during the three and six months ended June 30, 2025 were \$1.4 million and \$2.5 million, respectively. During the three and six months ended June 30, 2024, the Company recognized direct origination costs as a reduction of ExtraCash-related income of \$0.8 million and \$1.5 million, respectively.

#### Tips:

Prior to the second quarter of 2025, the Company encouraged, but did not contractually require, its Members who receive ExtraCash to leave a discretionary tip. For accounting purposes, tips are treated as an adjustment of yield to ExtraCash and are recognized over the average expected contractual term of its ExtraCash receivables. The Company discontinued optional tips from its business model in February 2025.

#### Subscriptions:

The Company accounts for subscriptions in accordance with ASC 606, *Revenue from Contracts with Customers* (“ASC 606”). Under ASC 606, the Company must identify the contract with a Member, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the Company satisfies the performance obligations. For revenue sources that are within the scope of Topic 606, the Company fully satisfies its performance obligations and recognizes revenue in the period it is earned as services are rendered. Transaction prices are typically fixed, charged on a periodic basis or based on activity. Because performance obligations are satisfied as services are rendered and the transaction prices are fixed, there is little judgment involved in applying ASC 606 that significantly affects the determination of the amount and timing of revenue from contracts with the Company’s Members.

Subscription fees are received on a monthly basis from Members who subscribe to the Company’s application. The Company continually fulfills its obligation to each Member over the subscription term. The series of distinct services represents a single performance obligation that is satisfied over time. The Company recognizes revenue ratably as the Member receives and consumes the benefits of the platform throughout the monthly contract period.

Price concessions granted to Members who have insufficient funds when subscription fees are due and not collected are forms of variable consideration under the Company’s contracts with Members. For price concessions, the Company has elected, as an

accounting policy, to account for price concessions for the month at the end of the reporting month based on the actual amounts collected from Members.

Other service based revenue consists of lead generation fees from the Company's Side Hustle advertising partners and revenue share from the Company's Surveys partners.

### **Transaction Based Revenue, Net**

Transaction based revenue, net primarily consists of interchange and ATM revenues from the Company's Checking Product, net of certain interchange and ATM-related fees, fees earned from funding and withdrawal-related transactions, volume support from a certain co-branded agreement, fees earned related to the Rewards Product for Members who make debit card spending transactions at participating merchants and deposit referrals and are recognized at the point in time the transactions occur, as the performance obligations are satisfied and the variable consideration is not constrained. The Company earns interchange fees from Members spend on Dave-branded debit cards, which are reduced by interchange-related costs payable to fulfillment partners. Interchange revenue is remitted by merchants and represents a percentage of the underlying transaction value processed through a payment network. ATM fees earned from Members' usage of out-of-network ATMs reduced by related ATM transaction costs during the three and six months ended June 30, 2025 were \$0.7 million and \$1.5 million, respectively. ATM-related fees recognized as a reduction of transaction based revenue during the three and six months ended June 30, 2025 were \$0.6 million and \$1.1 million, respectively. ATM fees earned from Members' usage of out-of-network ATMs reduced by related ATM transaction costs during the three and six months ended June 30, 2024 were \$0.8 million and \$1.6 million, respectively. ATM-related fees recognized as a reduction of transaction based revenue during the three and six months ended June 30, 2024 were \$0.5 million and \$1.0 million, respectively.

### **Processing and Servicing Costs**

Processing and servicing costs consist of amounts paid to third party processors for the recovery of ExtraCash, tips, processing fees, service fees and subscriptions. These expenses also include fees paid for services to connect Member's bank accounts to the Company's application. Except for processing and servicing costs associated with ExtraCash originations, which are recorded net against processing and service fee revenue, all other processing and servicing costs are expensed as incurred.

### **Financial Network and Transaction costs**

Financial Network and Transaction costs consist of program management fees, card network association fees, payment processing costs, losses related to Member-disputed transactions, bank card fees and fraud-related losses. All other financial network and transaction costs are expensed as incurred.

### **Cash and Cash Equivalents**

The Company classifies all highly liquid instruments with an original maturity of three months or less as cash equivalents.

### **Restricted Cash**

Restricted cash primarily represents cash held at financial institutions that is pledged as collateral for specific accounts that may become overdrawn.

### **Marketable Securities**

Marketable securities consist of a publicly traded money market mutual fund. The underlying money market instruments are primarily comprised of certificates of deposit and financial company asset backed commercial paper.

### **Investments**

Investments consist of corporate bonds and notes, asset backed securities, and government securities and are classified as "available-for-sale" as the sale of such securities may be required prior to maturity to implement the Company's strategies. The fair value of investments is determined by quoted prices in active markets with unrealized gains and losses (other than credit related impairment) reported as a separate component of other comprehensive income. For securities with unrealized losses, any credit related portion of the loss is recognized in earnings. If it is more likely than not that the Company will be unable or does not intend to hold the security to recovery of the non-credit related unrealized loss, the loss is recognized in earnings. Realized gains and losses are determined using the specific identification method and recognized in the condensed consolidated statements of comprehensive loss. Any related amounts recorded in accumulated other comprehensive income are reclassified to earnings (on a pre-tax basis).

### **ExtraCash Receivables**

ExtraCash Receivables include ExtraCash, processing and service fees and tips, net of certain direct origination costs and allowance for credit losses. Management's intent is to hold ExtraCash Receivables until the earlier of repayment or payoff date. Members' ExtraCash Receivables are treated as financial receivables under ASC 310.

ExtraCash Receivables to Members are not interest-bearing. The Company recognizes these ExtraCash Receivables at the origination amount and does not use discounting techniques to determine present value of originations due to their short-term nature.

The Company does not provide modifications to ExtraCash and does not charge late fees.

### **Allowance for Credit Losses**

ExtraCash receivables from contracts with Members as of the balance sheet dates are recorded at their original origination amounts, inclusive of outstanding processing fees, service fees and tips, and reduced by an allowance for expected credit losses. The Company pools its ExtraCash receivables, all of which are short-term (average term of approximately 11 days) in nature and arise from contracts with Members, based on shared risk characteristics to assess their risk of loss, even when that risk is remote. The Company uses an aging method and historical loss rates as a basis for estimating the percentage of current and delinquent ExtraCash receivables balances that will result in credit losses to derive the allowance for credit losses. The Company considers whether the conditions at the measurement date and reasonable and supportable forecasts about future conditions warrant an adjustment to its historical loss experience. In assessing such adjustments, the Company primarily evaluates current economic conditions, expectations of near-term economic trends and changes in customer payment terms, collection trends and cash collections subsequent to the balance sheet date. For the measurement dates presented herein, given its methods of collecting funds, and that the Company has not observed meaningful changes in its customers' payment behavior, it determined that its historical loss rates remain most indicative of its lifetime expected losses. The Company immediately recognizes an allowance for expected credit losses at the time of the ExtraCash origination. Adjustments to the allowance each period for changes in the estimate of lifetime expected credit losses are recognized in operating expenses—provision for credit losses in the condensed consolidated statements of operations.

When the Company determines that an ExtraCash receivable is not collectible, or after 120 days from origination has passed, the uncollectible amount is written-off as a reduction to both the allowance and the gross asset balance. Based on the average ExtraCash receivables term of approximately 11 days, ExtraCash receivables outstanding 12 or more days from origination may be considered past due. Subsequent recoveries are recorded when received and are recorded as a recovery of the allowance for expected credit losses. Any change in circumstances related to a specific Member ExtraCash receivables may result in an additional allowance for expected credit losses being recognized in the period in which the change occurs.

### **Internally Developed Software**

Internally developed software is capitalized when preliminary development efforts are successfully completed, management has authorized and committed project funding, it is probable that the project will be completed, and the software will be used as intended. Capitalized costs consist of salaries and other compensation costs for employees incurred for time spent on upgrades and enhancements to add functionality to the software and fees paid to third-party consultants who are directly involved in development efforts. These capitalized costs are included on the condensed consolidated balance sheets as intangible assets, net. Other costs are expensed as incurred and included within other operating expenses in the condensed consolidated statements of operations. Capitalized costs for the three and six months ended June 30, 2025 were \$1.7 and \$3.1 million, respectively. Capitalized costs for the three and six months ended June 30, 2024 were \$2.2 million and \$3.8 million, respectively.

Amortization of internally developed software commences when the software is ready for its intended use (i.e., after all substantial testing is complete). Internally developed software is amortized over its estimated useful life of 3 years.

The Company's accounting policy is to perform annual reviews of capitalized internally developed software projects to determine whether any impairment indicators are present as of December 31, or whenever a change in circumstances suggests an impairment indicator is present. If any impairment indicators are present, the Company will perform a recoverability test by comparing the sum of the estimated undiscounted cash flows attributed to the asset group to their carrying value. If the undiscounted cash flows expected to result from the remaining use of the asset (i.e., cash flows when testing recoverability) are less than the asset group's carrying value, the Company will determine the fair value of the asset group and recognize an impairment loss as the amount by which the carrying value of the asset group exceeds its fair value. If based on the results of the recoverability test, no impairment is indicated as the remaining undiscounted cash flows exceed the carrying value of the software asset group, the carrying value of the asset group as of the assessment date is deemed fully recoverable. In addition, the Company evaluates the remaining useful life of an intangible asset that is being amortized each reporting period to determine whether events and circumstances warrant a revision to the remaining period of amortization. If the estimate of an intangible asset's remaining useful life is changed, the remaining carrying value of the intangible asset shall be amortized prospectively over that revised remaining useful life.

## Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Property and equipment are recorded at cost and depreciated over the estimated useful lives ranging from 3 to 7 years using the straight-line method. Maintenance and repair costs are charged to operations as incurred and included within other operating expenses in the condensed consolidated statements of operations.

## Impairment of Long-Lived Assets

The Company assesses the impairment of long-lived assets, primarily property and equipment and amortizable intangible assets, whenever events or changes in business circumstances indicate that carrying amounts of the assets may not be fully recoverable. If the sum of the expected undiscounted future cash flows from an asset is less than the carrying amount of the asset, the Company estimates the fair value of the assets. The Company measures the loss as the amount by which the carrying amount exceeds its fair value calculated using the present value of estimated net future cash flows.

## Fair Value of Financial Instruments

ASC 820, Fair Value Measurement (“ASC 820”), provides a single definition of fair value and a common framework for measuring fair value as well as disclosure requirements for fair value measurements used in the condensed consolidated financial statements. Under ASC 820, fair value is determined based upon the exit price that would be received by a company to sell an asset or paid by a company to transfer a liability in an orderly transaction between market participants, exclusive of any transaction costs. Fair value measurements are determined by either the principal market or the most advantageous market. The principal market is the market with the greatest level of activity and volume for the asset or liability. Absent a principal market to measure fair value, the Company uses the most advantageous market, which is the market from which the Company would receive the highest selling price for the asset or pay the lowest price to settle the liability, after considering transaction costs. However, when using the most advantageous market, transaction costs are only considered to determine which market is the most advantageous and these costs are then excluded when applying a fair value measurement. ASC 820 creates a three-level hierarchy to prioritize the inputs used in the valuation techniques to derive fair values. The basis for fair value measurements for each level within the hierarchy is described below, with Level 1 having the highest priority and Level 3 having the lowest.

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active for identical or similar assets and liabilities, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Valuations are based on inputs that are unobservable and significant to the overall fair value measurement of the assets or liabilities. Inputs reflect management’s best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

## Concentration of Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, principally consist of cash and cash equivalents, restricted cash, ExtraCash receivables, and accounts receivable. The Company’s cash and cash equivalents and restricted cash in excess of the FDIC insured limits were \$60.8 million at June 30, 2025 and \$61.1 million at December 31, 2024. The Company’s payment processors also collect cash on the Company’s behalf and will hold these cash balances temporarily until they are settled the next business day. Also, the Company does not believe its marketable securities are exposed to any significant credit risk due to the quality and nature of the securities in which the money is held.

The Company relies on agreements with Evolve, currently its only active bank partner, to provide ExtraCash and other deposit accounts, debit card services and other transaction services to it and its Members. Given the size and consistent growth of the Company’s Member base as well as how its product capabilities have been expanding, the Company recently announced an additional financial institution with which it will partner. Refer to Note 20, Subsequent Events for further details regarding the Program Agreement entered into with Coastal Community Bank to become a sponsor for the Company’s banking and ExtraCash products.

No Member individually exceeded 10% or more of the Company’s ExtraCash receivables balance as of June 30, 2025 and December 31, 2024.

## Leases

ASC 842, Leases (“ASC 842”) requires lessees to recognize most leases on the condensed consolidated balance sheet with a corresponding right-of-use asset. Right-of-use assets represent the Company’s right to use an underlying asset for the lease term and

lease liabilities represent the Company's obligation to make lease payments arising from the lease. Right-of-use assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of fixed lease payments over the lease term. Leases are classified as financing or operating which will drive the expense recognition pattern. Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term. At the time of a lease abandonment, the operating lease right-of-use asset is derecognized, while the corresponding lease liability is evaluated by the Company based on any remaining contractual obligations as of the lease abandonment date.

The Company leases office space under two separate leases, both of which are considered operating leases. Options to extend or terminate a lease are considered as part of calculating the lease term to the extent that the option is reasonably certain of exercise. The leases do not include the options to purchase the leased property. The depreciable life of assets and leasehold improvements are limited by the expected lease term. Covenants imposed by the leases include letters of credit required to be obtained by the lessee.

The incremental borrowing rate ("IBR") represents the rate of interest the Company would expect to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms. When determinable, the Company uses the rate implicit in the lease to determine the present value of lease payments. As the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the lease commencement date in determining the present value of lease payments.

### **Stock-Based Compensation**

#### Stock Option Awards:

ASC 718, Compensation-Stock Compensation ("ASC 718"), requires the estimate of the fair value of all stock-based payments to employees, including grants of stock options, to be recognized in the statement of operations over the requisite service period. Under ASC 718, employee option grants are generally valued at the grant date and those valuations do not change once they have been established. The fair value of each option award is estimated on the grant date using the Black-Scholes Option Pricing Model. As allowed by ASC 718, the Company's estimate of expected volatility is based on its peer company average volatilities, including industry, stage of life cycle, size, and financial leverage. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant valuation. The Company recognizes forfeitures as they occur. Subsequent modifications to outstanding awards result in incremental cost if the fair value is increased as a result of the modification.

#### Restricted Stock Unit Awards:

Restricted stock units ("RSUs") are valued on the grant date. The fair value of the RSUs that vest based solely on a service condition is equal to the estimated fair value of the Company's Class A common stock on the grant date. This compensation cost is recognized on a straight-line basis over the requisite service period for the entire award. For RSUs that contain both a market condition and a service condition, market volatility and other factors are taken into consideration in determining the grant date fair value and the related compensation expense is recognized on a straight-line basis over the requisite service period of each separately vesting tranche, regardless of whether the market condition is satisfied, provided that the requisite service has been provided. These costs are a component of stock-based compensation expense, presented within compensation and benefits in the condensed consolidated statements of operations. The Company recognizes forfeitures as they occur.

#### Performance-Based Restricted Stock Unit Awards:

Performance-based RSUs are valued on the grant date and the compensation cost is recognized over the requisite service period if and when the Company concludes it is probable that the performance metrics will be satisfied. The grant-date fair value of the awards are not subsequently remeasured; however, the Company reassesses the probability of vesting at each reporting period and records a cumulative adjustment to compensation expense based on the likelihood the performance metric will be achieved. These costs are a component of stock-based compensation expense, presented within compensation and benefits in the condensed consolidated statements of operations. The Company recognizes forfeitures as they occur.

### **Advertising and Activation Costs**

Advertising costs are expensed as incurred. Advertising costs consist primarily of expenses related to digital marketing, paid social media, influencer partnerships, content marketing and referral programs. Advertising costs for the three and six months ended June 30, 2025, were \$13.4 million and \$23.7 million, respectively, and are presented within advertising and activation costs in the condensed consolidated statements of operations. Advertising costs for the three and six months ended June 30, 2024 were \$10.7 million and \$19.8 million, respectively. Activation costs, which consist primarily of expenses incurred to onboard and activate new users, are also expensed as incurred.

## Income Taxes

The Company follows ASC 740, Income Taxes (“ASC 740”), which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the condensed consolidated financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more-likely-than-not that the asset will not be realized.

ASC 740 provides that a tax benefit from an uncertain tax position may be recognized when it is more-likely-than-not that the position will be sustained in a court of last resort, based on the technical merits. If more-likely-than-not, the amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination, including compromise settlements. For tax positions not meeting the more-likely-than-not threshold, no tax benefit is recorded. The Company has estimated \$2.3 and \$2.0 million of uncertain tax positions as of June 30, 2025 and December 31, 2024, respectively, related to state income taxes and federal and state research and development tax credits.

The Company’s policy is to recognize interest expense and penalties accrued on any unrecognized tax benefits as a component of income tax expense within the statement of operations. The Company recognized \$0.026 million and \$0.004 million of interest expense and penalties as a component of income tax expense during the six months ended June 30, 2025 and 2024, respectively. There were \$0.078 million and \$0.020 million of accrued interest expense and penalties as of June 30, 2025 and June 30, 2024, respectively.

On June 27, 2025, California enacted legislation requiring financial institutions to utilize a single sales factor apportionment method, effective for tax years beginning in 2025. The Company is currently evaluating the impact of this legislation on its income tax provision, but anticipates that the new law will decrease its California apportioned income and state income tax expense beginning in 2025.

## Segment Information

The Company determines its operating segment based on how its chief operating decision makers manage operations, make operating decisions, and evaluate operating performance. The Company has determined that the Chief Operating Decision Maker (“CODM”) is a joint role shared by the Chief Executive Officer and Chief Financial Officer. Based upon the way the CODM reviews financial information and makes operating decisions and considering that the CODM reviews financial information on a consolidated basis for purposes of allocating resources and evaluating financial performance, the operations of the Company constitute a single operating segment and reportable segment. Refer to Note 18 Segment Information for further details.

## Net Income Per Share Attributable to Stockholders

The Company has two classes of participating securities (Class A common stock, par value \$0.0001 per share (“Class A Common Stock”) and Class V common stock, par value \$0.0001 per share (“Class V Common Stock”)) issued and outstanding as of June 30, 2025 (the Class V Common Stock and together with the Class A Common Stock, the “Common Stock”). The rights, including the liquidation and dividend rights, of the holders of the Class A Common Stock and Class V Common Stock are identical, except with respect to voting.

Basic net income attributable to holders of Common Stock per share is calculated by dividing net income attributable to holders of Common Stock by the weighted-average number of shares outstanding.

Diluted net income per share attributable to holders of common stock is computed by dividing net income per share attributable to stockholders and the weighted-average number of shares outstanding and the effect of potentially dilutive stock options, warrants, and restricted stock using the treasury stock method.

The following table sets forth the computation of the Company's basic and diluted net income per share attributable to holders of common stock (*in thousands, except share data*):

	For the Three Months Ended,		For the Six Months Ended,	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
<b>Numerator</b>				
Net income attributed to common stockholders—basic and diluted	\$ 9,040	\$ 6,358	\$ 37,852	\$ 40,601
<b>Denominator</b>				
Weighted-average shares of common stock—basic	13,364,926	12,416,524	13,246,266	12,318,365
Dilutive effect of stock options	221,925	281,982	193,126	251,119
Dilutive effect of RSU	967,367	845,142	1,036,043	863,977
Weighted-average shares of common stock—diluted	14,554,218	13,543,648	14,475,435	13,433,461
<b>Net income per share</b>				
Basic	\$ 0.68	\$ 0.51	\$ 2.86	\$ 3.30
Diluted	\$ 0.62	\$ 0.47	\$ 2.61	\$ 3.02

The following potentially dilutive shares were excluded from the computation of diluted net income per share for the periods presented because including them would have been antidilutive:

	For the Three Months Ended,		For the Six Months Ended,	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Equity incentive awards	425,793	808,055	504,835	852,782
<b>Total</b>	<b>425,793</b>	<b>808,055</b>	<b>504,835</b>	<b>852,782</b>

The Company also excluded 11,444,235 public and private warrants and 49,653 earnout shares that were potentially dilutive from the computation of diluted net income for the three and six months ended June 30, 2025 and 2024, respectively, as including them would have been antidilutive. In connection with the 32-for-1 reverse stock split effected on January 4, 2023, 32 warrants are exercisable for one share of Class A Common Stock. Refer to Note 9 Warrant Liabilities and Note 13 Fair Value of Financial Instruments for further details.

### Recent Accounting Pronouncements

#### Recently Issued Accounting Pronouncements Not Yet Adopted:

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2023-09, *Income Taxes - Improvements to Income Tax Disclosures*. The amendments require enhanced disclosures in connection with an entity's effective tax rate reconciliation, income taxes paid disaggregated by jurisdiction, and clarification on uncertain tax positions and related financial statement impacts. The amendments are effective for annual periods beginning after December 15, 2024. The Company is currently evaluating the impact of this amendment on its financial statement disclosures.

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement-Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses* and in January 2025, the FASB issued ASU No. 2025-01, *Clarifying the Effective Date*. The amendments require entities to disclose the following amounts in each relevant income statement expense captions: purchases of inventory, employee compensation, depreciation and intangible asset amortization. Entities are also required to disclose the total amount of selling expense and the entities definition of selling expenses. The amendments, as clarified by ASU No. 2025-01, are effective for fiscal years beginning after December 15, 2026, with early adoption permitted, and may be applied retrospectively or prospectively. The Company is currently evaluating the impact of this standard on its financial statement disclosures.

In March 2025, the FASB issued Accounting Standards Update No. 2025-02, *Liabilities (Topic 405): Improvements to Liability Derecognition and Disclosure Requirements*. This ASU clarifies the criteria for derecognizing liabilities and enhances disclosures

related to certain liabilities, particularly those resulting from settlement obligations and contingent liabilities. The updated guidance is intended to improve transparency and comparability by requiring detailed qualitative and quantitative disclosures in the notes to financial statements regarding the timing and circumstances of liability derecognition and significant judgments applied. The standard will be effective for fiscal years beginning after December 15, 2025, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact of this standard on its financial statement disclosures.

In May 2025, the FASB released ASU 2025-04, *Compensation—Stock Compensation (Topic 718): Simplifying Accounting for Certain Modifications to Equity Awards*. This new standard provides guidance to streamline the accounting for certain modifications of equity awards, including modifications related to equity-classified share-based payment awards. The ASU clarifies when a modification is considered substantive, how to measure the effects, and which disclosures are required upon modification. ASU 2025-04 becomes effective for fiscal years beginning after December 15, 2025, and for interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact of this standard on its financial statement disclosures.

### Note 3 Marketable Securities

Below is a detail of marketable securities (*in thousands*):

	<b>June 30, 2025</b>		<b>December 31, 2024</b>	
Marketable securities	\$	99	\$	97
<b>Total</b>	<b>\$</b>	<b>99</b>	<b>\$</b>	<b>97</b>

At June 30, 2025 and December 31, 2024, the Company's marketable securities consisted of investments in a publicly traded money market mutual fund. The underlying money market instruments were primarily comprised of certificates of deposit and financial company asset backed commercial paper. At both June 30, 2025 and December 31, 2024, the investment portfolio had a weighted-average maturity of 35 days. The gain recognized in connection with the investment in marketable securities for the three and six months ended June 30, 2025 was \$0.001 million and \$0.002 million, respectively, and recorded as a component of interest income in the condensed consolidated statements of operations. The gain recognized in connection with the investment in marketable securities for the three and six months ended June 30, 2024 was \$0.01 million and \$0.08 million, respectively, and recorded as a component of interest income in the condensed consolidated statements of operations.

### Note 4 Investments

Below is a summary of investments, which are measured at fair value as of June 30, 2025 (*in thousands*):

	<b>Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
Corporate bonds	\$ 2,427	\$ 2	\$ (14)	\$ 2,415
Government securities	38,543	109	-	38,652
<b>Total</b>	<b>\$ 40,970</b>	<b>\$ 111</b>	<b>\$ (14)</b>	<b>\$ 41,067</b>

Below is a summary of investments, which are measured at fair value as of December 31, 2024 (*in thousands*):

	<b>Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
Corporate bonds	\$ 4,249	\$ 1	\$ (38)	\$ 4,212
Government securities	36,003	258	-	36,261
<b>Total</b>	<b>\$ 40,252</b>	<b>\$ 259</b>	<b>\$ (38)</b>	<b>\$ 40,473</b>

The gross unrealized losses and fair values of available-for-sale investment securities that were in unrealized loss positions were as follows (*in thousands*):

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
<b>June 30, 2025</b>						
Corporate bonds	\$ 1,528	\$ (7)	\$ 718	\$ (7)	\$ 2,246	\$ (14)
<b>Total</b>	<b>\$ 1,528</b>	<b>\$ (7)</b>	<b>\$ 718</b>	<b>\$ (7)</b>	<b>\$ 2,246</b>	<b>\$ (14)</b>
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
<b>December 31, 2024</b>						
Corporate bonds	\$ 2,257	\$ (19)	\$ 1,043	\$ (19)	\$ 3,300	\$ (38)
<b>Total</b>	<b>\$ 2,257</b>	<b>\$ (19)</b>	<b>\$ 1,043</b>	<b>\$ (19)</b>	<b>\$ 3,300</b>	<b>\$ (38)</b>

The net realized gain recorded in connection with the investments for the three and six months ended June 30, 2025 was \$0.001 million and \$0.01 million, respectively, and was recorded as a component of interest income in the condensed consolidated statements of operations. The net realized gain recorded in connection with the investments for the three and six months ended June 30, 2024 was \$0.03 million and \$0.9 million, respectively, and was recorded as a component of interest income in the condensed consolidated statements of operations. Accrued interest of \$0.04 million and \$0.2 million is included in investments within the condensed consolidated balance sheets for the periods ended June 30, 2025 and 2024, respectively.

The Company does not intend to sell nor anticipate that it will be required to sell these investments before recovery of the amortized cost basis. As such, unrealized losses were determined not to be related to credit losses and the Company did not record any credit-related impairment losses on the available-for-sale investment securities during the three and six months ended June 30, 2025 and 2024.

As of June 30, 2025, the contractual maturities of available-for-sale investment securities were as follows (*in thousands*):

	Amortized Cost	Fair Value
Due in one year or less	\$ 40,246	\$ 40,349
Due after one year through five years	\$ 724	\$ 718
<b>Total</b>	<b>\$ 40,970</b>	<b>\$ 41,067</b>

#### Note 5 ExtraCash Receivables, Net

ExtraCash receivables, net, represent outstanding ExtraCash originations, processing fees, tips and service fees, net of direct origination costs, less an allowance for credit losses.

Below is a detail of ExtraCash receivables, net as of June 30, 2025 (*in thousands*):

Days From Origination	Gross	Allowance for Credit	ExtraCash
	ExtraCash Receivables	Losses	Receivables, Net
1-10	\$ 180,575	\$ (2,473)	\$ 178,102
11-30	46,553	(7,992)	38,561
31-60	14,061	(8,688)	5,373
61-90	9,756	(7,413)	2,343
91-120	7,234	(5,951)	1,283
<b>Total</b>	<b>\$ 258,179</b>	<b>\$ (32,517)</b>	<b>\$ 225,662</b>

Below is a detail of ExtraCash receivables, net as of December 31, 2024 (*in thousands*):

<u>Days From Origination</u>	<u>Gross ExtraCash Receivables</u>	<u>Allowance for Credit Losses</u>	<u>ExtraCash Receivables, Net</u>
1-10	\$ 142,623	\$ (2,112)	\$ 140,511
11-30	36,198	(6,223)	29,975
31-60	7,882	(4,937)	2,945
61-90	6,140	(4,712)	1,428
91-120	5,717	(4,719)	998
<b>Total</b>	<b>\$ 198,560</b>	<b>\$ (22,703)</b>	<b>\$ 175,857</b>

The roll-forward of the allowance for credit losses is as follows (*in thousands*):

<b>Opening allowance balance at January 1, 2025</b>	<b>\$ 22,703</b>
Plus: provision for credit losses	35,898
Plus: amounts recovered	7,860
Less: amounts written-off	(33,944)
<b>Ending allowance balance at June 30, 2025</b>	<b>\$ 32,517</b>
<b>Opening allowance balance at January 1, 2024</b>	<b>\$ 20,310</b>
Plus: provision for credit losses	24,308
Plus: amounts recovered	5,778
Less: amounts written-off	(29,903)
<b>Ending allowance balance at June 30, 2024</b>	<b>\$ 20,493</b>

The provision for credit losses for the six months ended June 30, 2025 was higher compared to the period ended June 30, 2024, due primarily to an increase of ExtraCash origination volume from approximately \$2.24 billion for the six months ended June 30, 2024 compared to \$3.32 billion for the period ended June 30, 2025, despite improved collections performance throughout the year. The increase in amounts written-off for the six months ended June 30, 2025 compared to period ended June 30, 2024 was also primarily a result of the increase in ExtraCash origination volume, offset by improved collections performance period over period.

#### Note 6 Intangible Assets, Net

The Company's intangible assets, net consisted of the following (*in thousands*):

	<u>Weighted Average Useful Lives</u>	<u>June 30, 2025</u>			<u>December 31, 2024</u>		
		<u>Gross Carrying Value</u>	<u>Accumulat ed Amortizati on</u>	<u>Net Book Value</u>	<u>Gross Carrying Value</u>	<u>Accumulat ed Amortizati on</u>	<u>Net Book Value</u>
Internally developed software	3.0 Years	\$ 30,602	\$ (16,718)	\$ 13,884	\$ 27,501	\$ (13,917)	\$ 13,584
Domain name	15.0 Years	121	(67)	54	121	(63)	58
<b>Intangible assets, net</b>		<b>\$ 30,723</b>	<b>\$ (16,785)</b>	<b>\$ 13,938</b>	<b>\$ 27,622</b>	<b>\$ (13,980)</b>	<b>\$ 13,642</b>

The future estimated amortization expenses as of June 30, 2025, were as follows (*in thousands*):

2025	3,116
2026	5,632
2027	3,366
Thereafter	1,824
<b>Total future amortization</b>	<b>\$ 13,938</b>

Amortization expense for the three and six months ended June 30, 2025 was \$1.4 million and \$2.8 million, respectively. Amortization expense for the three and six months ended June 30, 2024 was \$1.6 million and \$3.1 million, respectively. No significant impairment charges were recognized related to long-lived assets for the three and six months ended June 30, 2025 and 2024.

The Company did not incur any amortization expense related to any changes in useful life of its definite-lived intangible assets for the three months ended June 30, 2025 and 2024.

#### Note 7 Accrued Expenses and Other Current Liabilities

##### Accrued Expenses

The Company's accrued expenses consisted of the following (*in thousands*):

	<b>June 30, 2025</b>	<b>December 31, 2024</b>
Income taxes payable	\$ 6,668	\$ 1,476
Accrued professional and program fees	5,882	4,718
Accrued compensation	2,678	5,166
Sales tax payable	1,012	1,021
Accrued negative account balances	597	1,786
Other	328	317
Accrued charitable contributions	-	2,223
<b>Total</b>	<b>\$ 17,165</b>	<b>\$ 16,707</b>

Prior to the second quarter of 2025, accrued charitable contributions included amounts the Company had pledged related to charitable meal donations. The Company used a portion of tips received to make charitable cash donations to third parties who use the funds to provide meals to those in need. The Company discontinued the optional tips from Dave's business model in February 2025. For the three and six months ended June 30, 2025, the Company pledged \$0 and approximately \$0.5 million related to charitable donations, respectively. For the three and six months ended June 30, 2024, the Company pledged approximately \$1.0 million and \$1.9 million related to charitable donations, respectively. These costs are expensed as incurred and are presented within other operating expenses in the condensed consolidated statements of operations.

##### Other Current Liabilities

The Company's other current liabilities consisted of the following (*in thousands*):

	<b>June 30, 2025</b>	<b>December 31, 2024</b>
Deferred transaction costs	\$ 3,150	\$ 3,150
Other	887	982
<b>Total</b>	<b>\$ 4,037</b>	<b>\$ 4,132</b>

Other current liabilities includes deferred transaction costs associated with the transactions consummated on January 5, 2022 as contemplated by that certain Agreement and Plan of Merger, dated as of June 7, 2021 among VPC Impact Acquisition Holdings III, Inc. ("VPCC"), Dave Inc., a Delaware corporation and other entities (the "Business Combination"). These transaction costs were also capitalized and included within additional paid in capital in the condensed consolidated balance sheets.

#### Note 8 Convertible Note

On March 21, 2022, the Company entered into a Convertible Note Purchase Agreement ("Note Purchase Agreement") with FTX Ventures Ltd. (the "Purchaser"), owner of FTX US ("FTX"), providing for the purchase and sale of a convertible note in the initial principal amount of \$100.0 million (the "Note"). The Note bore interest at a rate of 3.00% per year (compounded semi-annually), payable semi-annually in arrears on June 30th and December 31st of each year. Interest may be paid in-kind or in cash, at the Company's option. Forty-eight months (the "Maturity Date") after the date of the initial issuance of the Note (the "Issuance Date"), the Company would pay the Purchaser the sum of (i) the outstanding principal amount of the Note, plus (ii) all accrued but unpaid interest thereon, plus (iii) all expenses incurred by the Purchaser (the "Redemption Price"). Payment of the Redemption Price on the Maturity Date will constitute a redemption of the Note in whole.

On January 29, 2024, the Company repurchased the \$105.7 million outstanding balance of the Note as of January 29, 2024 for \$71.0 million. The Company reduced the net carrying amount of debt by unamortized debt issuance costs of \$0.03 million at the extinguishment date. The Company also incurred third-party costs totaling \$1.3 million in conjunction with the settlement of the Note.

The third-party costs are included in the reacquisition price and the gain on extinguishment of \$33.4 million was calculated as the difference between the net carrying amount of debt and the reacquisition price.

#### **Note 9 Warrant Liabilities**

As of June 30, 2025, there were 6,344,021 public warrants (“Public Warrants”) outstanding and 5,100,214 private placement warrants (“Private Warrants”) outstanding. In connection with the 32-for-1 reverse stock split effected on January 4, 2023, 32 warrants are exercisable for one share of Class A Common Stock. Public Warrants may only be exercised for a whole number of shares. No fractional Public Warrants were issued upon separation of the units into their component parts upon the closing of the Business Combination and only whole Public Warrants trade. The Public Warrants are exercisable, provided that the Company continues to have an effective registration statement under the Securities Act covering the shares of Class A Common Stock issuable upon exercise of the Public Warrants and a current prospectus relating to them is available (or the Company permits holders to exercise their Public Warrants on a cashless basis and such cashless exercise is exempt from registration under the Securities Act).

The Company filed a registration statement covering the shares of Class A Common Stock issuable upon exercise of the Public Warrants and the Private Warrants. If the Company’s shares of Class A Common Stock are at the time of any exercise of a warrant not listed on a national securities exchange such that they satisfy the definition of a “covered security” under Section 18(b)(1) of the Securities Act, the Company may, at its option, require holders of Public Warrants who exercise their warrants to do so on a “cashless basis” in accordance with Section 3(a)(9) of the Securities Act and, in the event the Company so elects, it will not be required to file or maintain in effect a registration statement, and in the event the Company does not so elect, it will use its best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available.

The Public Warrants and Private Warrants have an exercise price of \$11.50 per share, or \$368 in total after giving effect to the 32-for-1 stock split, subject to adjustments. These warrants will expire five years after the completion of the Business Combination, or earlier if redeemed or upon liquidation.

Redemption of Public Warrants when the price per share of Class A Common Stock equals or exceeds \$576.00:

Once the Public Warrants become exercisable, the Company may redeem the outstanding Public Warrants for cash:

- in whole and not in part;
- at a price of \$0.01 per warrant;
- upon a minimum of 30 days prior written notice of redemption; and if, and only if, the closing price of Class A Common Stock equals or exceeds \$576.00 per share (as adjusted) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders.

The Company will not redeem the Public Warrants as described above unless an effective registration statement under the Securities Act covering the Class A Common Stock issuable upon exercise of the warrants is effective and a current prospectus relating to those shares of Class A Common Stock is available throughout the 30-day redemption period.

Redemption of Public Warrants for when the price per share of Class A Common Stock equals or exceeds \$320.00:

Once the Public Warrants become exercisable, the Company may redeem the outstanding Public Warrants:

- in whole and not in part;
- at \$0.10 per warrant upon a minimum of 30 days’ prior written notice of redemption provided that holders will be able to exercise their warrants on a cashless basis prior to redemption and receive that number of shares determined by reference to an agreed table based on the redemption date and the “fair market value” (as defined below) of the Class A Common Stock; and
- if, and only if, the closing price of Class A Common Stock equals or exceeds \$320.00 per Public Share (as adjusted) for any 20 trading days within the 30-trading day period ending three trading days before the Company sends notice of redemption to the warrant holders.

If the Company calls the Public Warrants for redemption, management will have the option to require all holders that wish to exercise the Public Warrants to do so on a “cashless basis,” as described in the warrant agreement. The exercise price and number of shares of Class A Common Stock issuable upon exercise of the warrants may be adjusted in certain circumstances including in the event of a stock dividend, or recapitalization, reorganization, merger or consolidation. However, the Public Warrants will not be adjusted for issuance of Class A Common Stock at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the Public Warrants.

The Private Warrants are identical to the Public Warrants, except that the Private Placement Warrants will be non-redeemable so long as they are held by VPC Impact Acquisition Holdings Sponsor III, LLC, which was the sponsor of VPCC and an affiliate of certain of

VPCC's officers and directors prior to the Business Combination, (the "Sponsor") or its permitted transferees. If the Private Warrants are held by someone other than the Sponsor or its permitted transferees, the Private Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants.

Contemporaneously with the execution of the Debt Facility, the Company issued warrants to the various lenders (the "Lenders") associated with Victory Park Management, LLC as consideration for entering into the Debt Facility, representing a loan commitment fee. The warrants vest and become exercisable based on the Company's aggregated draw on the Debt Facility in incremental \$10.0 million tranches and terminate upon the earliest to occur of (i) the fifth anniversary of the occurrence of a qualified financing event and (ii) the consummation of a liquidity event. The holders of the warrants have the ability to exercise their right to acquire a number of common shares equal to 0.2% of the fully diluted equity of the Company as of the closing date ("Equity Closing Date") of the Company's next equity financing with proceeds of at least \$40.0 million ("Qualified Financing Event") or immediately prior to the consummation of a liquidity event. The exercise price of the warrants is the greater of (i) 80% of the fair market value of each share of Common Stock at the Equity Closing Date and (ii) \$120.0656 per share, subject to certain down-round adjustments. The warrants meet the definition of a derivative under ASC 815 and will be accounted for as a liability at fair value and subsequently remeasured to fair value at the end of each reporting period with the changes in fair value recorded in the condensed consolidated statement of operations. The initial offsetting entry to the warrant liability was an asset recorded to reflect the loan commitment fee. The loan commitment fee asset will be amortized to interest expense over the commitment period of four years. The Company estimated the fair value of the warrants at the issuance date to be \$0.1 million using the Black-Scholes option-pricing model. Determining the fair value of these warrants under this model requires subjective assumptions. These estimates involve inherent uncertainties and the application of management's judgment.

Immediately prior to the close of the Business Combination, all, or 1,664,394 of the vested warrants were exercised and net settled for 14,087 shares of Legacy Dave's Class A Common Stock after applying the Exchange Ratio.

#### **Note 10 Debt Facility**

In January 2021, Dave OD Funding I, LLC ("Borrower") entered into a delayed draw senior secured loan facility (the "Debt Facility") with Victory Park Management, LLC ("Agent"), and allowed the Borrower to draw up to \$100 million from the Lenders. The Debt Facility had an interest rate of 6.95% annually plus a base rate defined as the greater of the three-month London interbank offered rate ("LIBOR") as of the last business day of each calendar month and 2.55%. Interest is payable monthly in arrears. The Debt Facility contained certain financial covenants, including a requirement to maintain a minimum cash, cash equivalents, or marketable securities balance of \$15.0 million.

On September 13, 2023, the Company executed the Third Amendment to the Debt Facility with the existing Lenders. The Third Amendment, among other things: (i) increases the secured loan facility commitment amount by \$50 million to a total of \$150 million; (ii) extends the maturity date of the Debt Facility from January 2025 to December 2026; (iii) adds a liquidity trigger threshold, measured as of the last day of any calendar month, equal to the lesser of (a) the trailing six-month EBITDA as of such date, (b) the product of (A) the trailing three-month EBITDA as of such date, multiplied by (B) two (2), and (c) zero (\$0); (iv) increases the minimum liquidity threshold, a requirement to maintain a minimum cash, cash equivalents, or marketable securities balance, from \$8.0 million to \$15 million (v) replaces LIBOR with the secured overnight financing rate ("SOFR") and updates interest rates to the base rate (or if greater, SOFR for such date for a 3-month tenor and 3.00%) plus 5.00% per annum on that portion of the aggregate outstanding principal balance that is less than or equal to \$75 million, plus the base rate plus 4.50% per annum on that portion of the aggregate outstanding principal balance, if any, that is greater than \$75 million; (vi) updates prepayment premiums for early or voluntary principal repayments and (vii) the Company's guaranty (the limited guaranty was secured by a first-priority lien against substantially all of the Company's assets) of up to \$25 million of the Borrower's obligations under the Debt Facility has been terminated.

Payments of the loan draws are due at the following dates: (i) within five business days after the date of receipt by the Borrower of any net cash proceeds in excess of \$0.25 million in the aggregate during any fiscal year from any asset sales (other than certain permitted dispositions), Borrower must prepay the loans or remit such net cash proceeds in an aggregate amount equal to 100% of such net cash proceeds; (ii) within five business days after the date of receipt by Borrower, or the Agent as loss payee, of any net cash proceeds from any destruction or taking, the Borrower must prepay the loans or remit such net cash proceeds in an aggregate amount equal to 100% of such net cash proceeds; (iii) within three business days after the date of receipt by Borrower of any net cash proceeds from the incurrence of any indebtedness of Borrower (other than with respect to permitted borrower indebtedness), the Borrower will prepay the loans or remit such net cash proceeds in an aggregate amount equal to 100% of such net cash proceeds; and (iv) (a) if extraordinary receipts are received by Borrower in the aggregate amount in any fiscal year in excess of \$0.25 million or (b) if an event of default has occurred and is continuing at any time when any extraordinary receipts are received by Borrower, then within five business days of the receipt by Borrower of any such extraordinary receipts, the Borrower must prepay the loans or remit such net cash proceeds in an aggregate amount equal to (x) 100% of such extraordinary receipts in excess of \$0.25 million in respect of clause (a) above and (y) 100% of such extraordinary receipts in respect of clause (b) above.

On October 18, 2024, the Company executed the Fourth Amendment to the Debt Facility with the existing Lenders to expand the Company's borrowing capacity. The amendment also updates interest rates to the sum of the base rate plus 5.00% per annum on the aggregate outstanding principal balance and updates prepayment premiums for early or voluntary principal repayments, among other administrative terms. The Fourth Amendment was accounted for as a debt modification and, accordingly, the Company incurred \$0.03 million in associated costs which will be recognized within the consolidated statement of operations evenly through maturity date of the Debt Facility, and no gain or loss was recognized. As of June 30, 2025, the Company was not in compliance with a specific debt covenant under its existing Debt Facility. In particular, a breach existed relating to the Minimum Receivable Loan-to-Value ("LTV Ratio"), which exceeded the allowable limits set forth in the covenant. The Agent, on behalf of the Lenders, provided a one-time limited waiver of this covenant, effective from October 18, 2024 until June 30, 2025. This waiver is solely for that period and for addressing this specific breach, and does not constitute a waiver of any default or event of default under the Debt Facility. On July 14, 2025, the Company entered into the Fifth Amendment to the Financing Agreement, which, among other updates, removed the LTV ratio covenant from the agreement entirely. For further details regarding the terms and financial covenants modified under the Fifth Amendment, including additional reporting and cash management requirements, see Note 20, Subsequent Events.

As of June 30, 2025 and December 31, 2024, the Company had drawn \$75.0 million on the Debt Facility and had made no repayments.

#### **Note 11 Commitments and Contingencies**

From time to time, the Company is subject to various legal proceedings and claims, either asserted or unasserted, that arise in the ordinary course of business. Other than as described below, management does not believe that any of these proceedings or claims will have a significant adverse effect on the Company's business, financial condition, results of operations, or cash flows. However, legal proceedings and claims are subject to many factors that are difficult to predict, so there can be no assurance that, in the event of a material unfavorable result in one or more claims, the Company will not incur material costs.

##### *1. United States of America v. Dave, Inc. and Jason Wilk (filed December 30, 2024 in the United States District Court for the Central District of California)*

In January 2023, the Company received a Civil Investigative Demand from the Federal Trade Commission (the "FTC") staff seeking information in connection with the sale, offering, advertising, marketing or other promotion of cash advance products and online financial services. In response, the Company cooperated with the FTC staff while seeking to engage constructively with the FTC to resolve this matter.

On August 21, 2024, the FTC staff sent the Company a proposed consent order and draft complaint, alleging that the Company had violated Section 5(a) of the Federal Trade Commission Act ("FTC Act") which prohibits "unfair or deceptive acts or practices in or affecting commerce" and certain provisions of the Restore Online Shoppers' Confidence Act related to the Company's platform and offering of the ExtraCash Product (the "Complaint"), and advising that it would recommend the filing of a Complaint if the Company did not settle the FTC's claims. The Company engaged in good faith negotiations with the FTC staff to settle the claims but these negotiations were unsuccessful, and on November 5, 2024, the FTC filed the Complaint in the United States District Court for the Central District of California against the Company. The Complaint sought a permanent injunction, monetary relief for an unspecified amount and "other relief as the court determines to be just and proper." The FTC then referred the case to the Department of Justice (the "DOJ"), and on December 30, 2024, the DOJ filed an amended civil complaint in the United States District Court for the Central District of California, naming the Company and our Chief Executive Officer, Jason Wilk as defendants (the "Amended Complaint"). The Amended Complaint alleges that Dave violated Section 5(a) of the FTC Act as well as the Restore Online Shoppers' Confidence Act. The DOJ is seeking injunctive relief, civil penalties, monetary relief and other relief. On February 28, 2025, we filed a motion to dismiss the DOJ's Amended Complaint. On April 7, 2025, the DOJ filed an opposition to the Company's motion to dismiss and on April 21, 2025 the Company filed its reply in support of the Company's motion to dismiss. The hearing on the Company's motion to dismiss was held on June 30, 2025, and the court has not yet issued a ruling.

Although the Company believes that its practices have at all times been in compliance with applicable law, the outcome of any case in litigation is uncertain. Therefore, as of the three months ended June 30, 2025, the Company has recorded a \$7.0 million litigation and settlement accrual for this matter. Significant changes in the accrual may be required in future periods as the case progresses and additional information becomes available. At this time, the Company is unable to reasonably predict the possible outcome of this matter due to, among other things, the fact that it raises difficult factual and legal issues and is subject to many uncertainties and complexities. There can be no assurance that the Company will be successful in the litigation, and the Company may incur a loss in excess of the amount accrued. The defense or resolution of this matter could involve significant monetary costs and have a material impact on the Company's business, financial results and operations.

## Note 12 Leases

In January 2019, the Company entered into a lease agreement with PCJW Properties LLC ("PCJW") for office space located in Los Angeles, California. The lease term is seven years, beginning January 1, 2019 and ending December 31, 2025. The current monthly lease payment is \$0.03 million, subject to an annual escalation of 5%.

In December 2018, the Company entered into a sublease agreement with PCJW, controlled by Company's founders (including the Company's CEO), for general office space next to the aforementioned leased property in Los Angeles, California. The lease term was five years subject to early termination by either party, beginning November 2018 and ending October 2023. In November 2023, the Company extended the sublease for five more years ending October 2028. Under the terms of the sublease, the current monthly rent is \$0.006 million, subject to an annual escalation of 4%.

All leases were classified as operating and operating lease expenses are presented within Other operating expenses in the condensed consolidated statements of operations. The Company does not have any finance leases or sublease arrangements where the Company is the sublessor. The Company's leasing activities are as follows (*in thousands*):

	For the Six Months Ended,	
	June 30, 2025	June 30, 2024
Operating lease cost	\$ 174	\$ 173
Short-term lease cost	-	-
<b>Total lease cost</b>	<b>\$ 174</b>	<b>\$ 173</b>

Other information:	For the Six Months Ended,	
	June 30, 2025	June 30, 2024
Cash paid for operating leases	\$ 193	\$ 184
Weighted-average remaining lease term - operating lease	2.22	2.62
Weighted-average discount rate - operating lease	10%	10%

The future minimum lease payments as of June 30, 2025, were as follows (*in thousands*):

Year	Related-Party Commitment
2025 (remaining)	\$ 193
2026	\$ 80
2027	\$ 83
2028	\$ 71
<b>Total minimum lease payments</b>	<b>\$ 427</b>
Less: imputed interest	\$ (44)
<b>Total lease liabilities</b>	<b>\$ 383</b>

### Note 13 Fair Value of Financial Instruments

The following are the major categories of assets and liabilities measured at fair value on a recurring basis as of June 30, 2025 and December 31, 2024, using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3) (in thousands):

<b>June 30, 2025</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets</b>				
Marketable securities	\$ 99	\$ —	\$ —	\$ 99
Investments	—	41,067	—	41,067
<b>Total assets</b>	<b>\$ 99</b>	<b>\$ 41,067</b>	<b>\$ —</b>	<b>\$ 41,166</b>
<b>Liabilities</b>				
Warrant liabilities - public warrants	\$ 11,483	\$ —	\$ —	\$ 11,483
Warrant liabilities - private warrants	—	—	11,292	11,292
Earnout liabilities	—	—	8,492	8,492
<b>Total liabilities</b>	<b>\$ 11,483</b>	<b>\$ —</b>	<b>\$ 19,784</b>	<b>\$ 31,267</b>

  

<b>December 31, 2024</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets</b>				
Marketable securities	\$ 97	\$ —	\$ —	\$ 97
Investments	—	40,473	—	40,473
<b>Total assets</b>	<b>\$ 97</b>	<b>\$ 40,473</b>	<b>\$ —</b>	<b>\$ 40,570</b>
<b>Liabilities</b>				
Warrant liabilities - public warrants	\$ 1,016	\$ —	\$ —	\$ 1,016
Warrant liabilities - private warrants	—	—	916	916
Earnout liabilities	—	—	996	996
<b>Total liabilities</b>	<b>\$ 1,016</b>	<b>\$ —</b>	<b>\$ 1,912</b>	<b>\$ 2,928</b>

The Company had no assets or liabilities measured at fair value on a non-recurring basis as of June 30, 2025 and December 31, 2024.

The Company also has financial instruments not measured at fair value. The Company has evaluated cash (Level 1), restricted cash (Level 1), accounts payable (Level 2), accrued expenses (Level 2) and ExtraCash receivables (Level 3) and believes the carrying value approximates the fair value due to the short-term nature of these balances. The fair value of the debt facility (Level 2) approximates its carrying value.

#### Marketable Securities:

The Company evaluated the quoted market prices in active markets for its marketable securities and has classified its securities as Level 1. The Company's investments in marketable securities are exposed to price fluctuations. The fair value measurements for the securities are based upon the quoted prices of similar items in active markets multiplied by the number of securities owned.

#### Investments:

The following describes the valuation techniques used by the Company to measure the fair value of investments held as of June 30, 2025 and 2024.

##### *U.S. Government Securities*

The fair value of U.S. government securities is estimated by independent pricing services who use computerized valuation formulas to calculate current values. U.S. government securities are categorized in Level 2 of the fair value hierarchy.

##### *Corporate Bonds and Notes*

The fair value of corporate bonds and notes is estimated by independent pricing services who use computerized valuation formulas to calculate current values. These securities are generally categorized in Level 2 of the fair value hierarchy or in Level 3 when market-based transaction activity is unavailable and significant unobservable inputs are used.

### Asset-Backed Securities

The fair value of these asset-backed securities is estimated by independent pricing services who use computerized valuation formulas to calculate current values. These securities are generally categorized in Level 2 of the fair value hierarchy or in Level 3 when market-based transaction activity is unavailable and significant unobservable inputs are used.

#### Public Warrants:

As discussed further in Note 9, Warrant Liabilities, in January 2022, upon completion of the Business Combination, public warrants were automatically converted to warrants to purchase Common Stock of the Company. These public warrants met the definition of a derivative under ASC 815, and due to the terms of the warrants, were required to be liability classified. This warrant liability was initially recorded as a liability at fair value, with the offsetting entry recorded as a non-cash expense within the statement of operations. The derivative liability was subsequently recorded at fair value at each reporting period, with changes in fair value reflected in earnings. The loss related to the change in fair value of the public warrant liability for the three and six months ended June 30, 2025 was \$10.3 million and \$10.5 million, respectively, which is presented within changes in fair value of public warrant liability in the condensed consolidated statements of operations.

A roll-forward of the Level 1 public warrant liability is as follows (*in thousands*):

<b>Opening value at January 1, 2025</b>	<b>\$ 1,016</b>
Change in fair value during the period	10,467
<b>Ending value at June 30, 2025</b>	<b>\$ 11,483</b>

#### Private Warrants:

As discussed further in Note 9, Warrant Liabilities, in January 2022, upon completion of the Business Combination, private warrants were automatically converted to warrants to purchase Common Stock of the Company. These private warrants met the definition of a derivative under ASC 815, and due to the terms of the warrants, were required to be liability classified. This warrant liability was initially recorded as a liability at fair value, with the offsetting entry recorded as a non-cash expense within the condensed consolidated statement of operations. The derivative liability was subsequently recorded at fair value at each reporting period, with changes in fair value reflected in earnings. The loss related to the change in fair value of the private warrant liability for the three and six months ended June 30, 2025 was \$10.2 million and \$10.4 million, respectively, which is presented within changes in fair value of private warrant liabilities in the condensed consolidated statements of operations.

A roll-forward of the Level 3 private warrant liability is as follows (*in thousands*):

<b>Opening value at January 1, 2025</b>	<b>\$ 916</b>
Change in fair value during the period	10,376
<b>Ending value at June 30, 2025</b>	<b>\$ 11,292</b>

The Company used a Black-Scholes option pricing model to determine the fair value of the private warrant liability. The following table presents the assumptions used to value the private warrant liability for the three months ended June 30, 2025:

Exercise price	\$ 368
Expected volatility	62.88%
Risk-free interest rate	3.84%
Remaining term	1.51 years
Dividend yield	0%

#### Earnout Shares Liability:

As part of the recapitalization and business combination in January 2022, 49,563 shares of Class A Common Stock held by founders of VPCC are subject to forfeiture if the vesting condition is not met over the five-year term following the Closing Date ("Founder Holder Earnout Shares"). These Founder Holder Earnout Shares were initially recorded as a liability at fair value and subsequently recorded at fair value at each reporting period, with changes in fair value reflected in earnings. The loss related to the change in fair value of the Founder Holder Earnout Shares liabilities for the three and six months ended June 30, 2025, was \$7.9 million and \$7.5 million, respectively, which are presented within changes in fair value of earnout liabilities in the condensed consolidated statements of operations.

A roll-forward of the Level 3 Founder Holder Earnout Shares liability is as follows (*in thousands*):

<b>Opening value at January 1, 2025</b>	<b>\$ 996</b>
<b>Change in fair value during the period</b>	<b>7,496</b>
<b>Ending value at June 30, 2025</b>	<b>\$ 8,492</b>

The Company used a Monte Carlo Simulation Method to determine the fair value of the Founder Holder Earnout Shares liability. The following table presents the assumptions used to value the Founder Holder Earnout Shares liability for the three months ended June 30, 2025:

Exercise price	\$400-\$480
Expected volatility	67.5%
Risk-free interest rate	3.80%
Remaining term	1.52 years
Dividend yield	0%

There were no other assets or liabilities that were required to be measured at fair value on a recurring basis as of June 30, 2025 and December 31, 2024.

#### Note 14 Stockholders' Equity

##### Preferred Stock

As of June 30, 2025, no shares of preferred stock were outstanding.

Pursuant to the terms of the Company's amended and restated certificate of incorporation, shares of preferred stock may be issued from time to time in one or more series. The Company's Board of Directors is authorized to fix the voting rights, if any, designations, powers and preferences, the relative, participating, optional or other special rights, and any qualifications, limitations and restrictions thereof, applicable to the shares of each series of preferred stock. The Company's Board of Directors is able to, without stockholder approval, issue preferred stock with voting and other rights that could adversely affect the voting power and other rights of the holders of the common stock and could have anti-takeover effects. The ability of the Company's Board of Directors to issue preferred stock without stockholder approval could have the effect of delaying, deferring or preventing a change of control or the removal of existing management.

##### Class A and Class V Common Stock

The Company's Board of Directors has authorized two classes of common stock, Class A Common Stock and Class V Common Stock. The Company had authorized 500,000,000 and 100,000,000 shares of Class A Common Stock and Class V Common Stock, respectively. Shares of Class V Common Stock have 10 votes per share, while shares of Class A Common Stock have one vote per share. The holders of shares of Class A Common Stock and Class V Common Stock shall at all times vote together as a single class on all matters (including the election of directors) submitted to a vote of the Company's stockholders. Shares of Class V Common Stock are convertible into shares of Class A Common Stock on a one-to-one basis at the option of the holders of Class V Common Stock at any time upon written notice to the Company. As of June 30, 2025, the Company had 12,214,009 and 1,414,082 shares of Class A Common Stock and Class V Common Stock issued, respectively. As of June 30, 2025, the Company had 12,083,076 and 1,414,082 shares of Class A Common Stock and Class V Common Stock outstanding, respectively.

##### Net Share Settlement of RSU Tax Withholding

The Company's 2021 Equity Incentive Plan (the "2021 Plan") expressly authorizes share withholding (net settlement) to satisfy tax obligations related to equity awards. In a net share settlement, the Company withholds a portion of the shares that would otherwise be delivered to the employee upon vesting, in an amount sufficient to cover the employee's minimum statutory tax withholding requirements, and remits the equivalent value in cash to the tax authorities.

During the quarter ended March 31, 2025, the Company satisfied employee tax withholding obligations upon the vesting of restricted stock units using a net share settlement method. Accordingly, the Company used approximately \$13.3 million in cash during the quarter to fund these tax payments on the employees' behalf, which resulted in 132,312 shares not issued to employees.

## Note 15 Stock-Based Compensation

In 2017, the Company's Board of Directors adopted the Dave Inc. 2017 Stock Plan (the "2017 Plan"). The 2017 Plan authorized the award of stock options, restricted stock, and restricted stock units. On January 4, 2022, the stockholders of the Company approved the 2021 Plan. The 2021 Plan was previously approved, subject to stockholder approval, by the Company's Board of Directors on January 4, 2022. Upon the consummation of the Business Combination with VPCC, the 2017 Plan was terminated and replaced by the 2021 Plan. The maximum term of stock options granted under the 2021 Plan is 10 years and the awards generally vest over a four-year period.

The Company recognized \$8.3 million and \$15.8 million of stock-based compensation expense arising from stock options, restricted stock unit grants and performance-based restricted stock unit grants which is recorded as a component of compensation and benefits in the condensed consolidated statements of operations for the three and six months ended June 30, 2025, respectively. The Company recognized \$7.7 million and \$13.8 million of stock-based compensation expense arising from stock option and restricted stock unit grants for the three and six months ended June 30, 2024, respectively.

### Stock Options:

Management has valued stock options at their date of grant utilizing the Black-Scholes option pricing model. The fair value of the underlying shares was estimated by using a number of inputs, including recent arm's length transactions involving the sale of the Company's common stock.

*Expected term*—The expected term represents the period of time that options are expected to be outstanding. As the Company does not have sufficient historical exercise behavior, it determines the expected life assumption using the simplified method, which is an average of the contractual term of the option and its vesting period.

*Risk free interest rate*—The risk-free interest rate is based on the implied yield available on U.S. Treasury issues with an equivalent term approximating the expected life of the options depending on the date of the grant and expected life of the options.

*Expected dividend yield*—The Company bases the expected dividend yield assumption on the fact that it has never paid cash dividends and has no present intention to pay cash dividends.

*Expected volatility*—Due to the Company's limited operating history and lack of company-specific historical or implied volatility, the expected volatility assumption is based on historical volatilities of a peer group of similar companies whose share prices are publicly available. The Company identified a group of peer companies and considered their historical stock prices. In identifying peer companies, the Company considered the industry, stage of life cycle, size, and financial leverage of such other entities.

Activity with respect to stock options is summarized as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)
<b>Options outstanding, January 1, 2025</b>	<b>558,379</b>	\$ 16.92	5.6	\$ 39,085
Granted	-	\$ -		
Exercised	(103,847)	\$ 6.96		
Forfeited	-	\$ -		
Expired	(798)	\$ 22.21		
<b>Options outstanding, June 30, 2025</b>	<b>453,734</b>	\$ 19.19	5.4	112,912
Nonvested options, June 30, 2025	239,355	\$ 23.16	5.7	58,537
<b>Vested and exercisable, June 30, 2025</b>	<b>214,379</b>	\$ 14.77	5.1	54,374

At June 30, 2025, total estimated unrecognized stock-based compensation cost related to unvested stock options prior to that date was \$1.4 million, which is expected to be recognized over a weighted-average remaining period of 3.0 years.

On March 3, 2021, the Company granted the Chief Executive Officer stock options to purchase up to 358,001 shares of Common Stock in nine tranches. Each of the nine tranches contain service, market and performance conditions. The market conditions relate to the achievement of certain specified price targets. Vesting commences on the grant date; however, no compensation charges are recognized until the service and performance condition are probable, which is upon the completion of a liquidity event, the achievement of specified price targets for each tranche of shares, and continuous employment. Upon the completion of the Business

Combination, the performance condition was met and the Company recorded a cumulative stock-based compensation expense of \$1.9 million. The options have a strike price of \$23.16 per share. The Company determined the fair value of the options on the grant date to be \$10.5 million using a Monte Carlo simulation with key inputs and assumptions such as stock price, term, dividend yield, risk-free interest rate, and volatility. The derived service periods determined by the valuation for each of the nine tranches range from approximately 3 years to approximately 7 years. Each tranche will be expensed monthly over the derived service period unless vesting conditions for a particular tranche are met, at which point all remaining compensation charges related to that particular tranche will be expensed in the period in which the vesting conditions were met. During the quarter ended June 30, 2025, a price target milestone was achieved and 119,321 stock options were considered vested.

The following table presents the key inputs and assumptions used to value the options granted to the Chief Executive Officer on the grant date:

Remaining term	10.0 years
Risk-free interest rate	1.5%
Expected dividend yield	0.0%
Expected volatility	40.0%

#### Restricted Stock Units:

Activity with respect to RSUs is summarized as follows:

	Shares	Weighted-Average Grant-Date Fair Value
<b>Outstanding shares at January 1, 2025</b>	<b>1,200,868</b>	\$ 27.21
Granted	209,530	\$ 85.90
Vested and Released	(380,493)	\$ 42.22
Forfeited	(85,870)	\$ 25.39
<b>Outstanding shares at June 30, 2025</b>	<b>944,035</b>	\$ 39.83

At June 30, 2025, total estimated unrecognized stock-based compensation cost related to nonvested RSUs was approximately \$35.3 million, which is expected to be recognized over a weighted-average period of 2.9 years.

During the quarter ended March 31, 2023, the Company granted 629,454 RSUs to certain employees in six tranches. Each of the six tranches contain service and market conditions. The market conditions relate to the achievement of certain specified price targets. Vesting commences on the grant date and the Company determined the fair value of the RSUs on the grant date to be approximately \$3.0 million using a Monte Carlo simulation with key inputs and assumptions such as stock price, term, risk-free interest rate, and volatility. The derived service periods determined by the valuation for each of the six tranches range from approximately two years to approximately three years. Each tranche will be expensed monthly over the derived service period unless vesting conditions for a particular tranche are met, at which point all remaining compensation charges related to that particular tranche will be expensed in the period in which the vesting conditions were met.

The following table presents the key inputs and assumptions used to value the RSUs that contain service and market conditions on the grant date:

Remaining term	5.0 years
Risk-free interest rate	3.5%
Expected volatility	79.7%

During October 2023, the Company granted 71,844 RSUs to certain employees in six tranches. Each of the six tranches contain service and market conditions. The market conditions relate to the achievement of certain specified price targets. Vesting commences on the grant date and the Company determined the fair value of the RSUs on the grant date to be approximately \$0.2 million using a Monte Carlo simulation with key inputs and assumptions such as stock price, term, risk-free interest rate, and volatility. The derived service periods determined by the valuation ranges from approximately two years to approximately three years. Each grant will be expensed monthly over the derived service period unless vesting conditions for a particular grant are met, at which point all remaining compensation charges related to that particular grant will be expensed in the period in which the vesting conditions were met.

The following table presents the key inputs and assumptions used to value the RSUs granted during October 2023 that contain service and market conditions on the grant date:

Remaining term	4.2 years
Risk-free interest rate	4.9%
Expected volatility	87.6%

During the quarter ended June 30, 2024, the Company's Board of Directors approved a modification to the price targets in the market conditions and the addition of alternative performance conditions for 333,275 unvested RSUs. The modification of the unvested RSUs resulted in an incremental stock-based compensation expense of \$1.0 million, which will be expensed monthly over the derived service period. The weighted average modification-date fair value of the RSUs was \$5.36 per award. The Company determined the fair value of the RSUs on the modification date using a Monte Carlo simulation with key inputs and assumptions such as stock price, term, risk-free interest rate, and volatility. The derived service periods determined by the valuation range from approximately one year to approximately two years. The RSUs will be expensed monthly over the derived service period unless vesting conditions for a particular tranche are met, at which point all remaining compensation charges will be expensed in the period in which the vesting conditions were met. As a result of the modification, the RSUs are now classified as performance-based RSUs and included in the activity table below.

The following table presents the key inputs and assumptions used to value the RSUs modified during the quarter ended June 30, 2024:

Remaining term	3.7 years
Risk-free interest rate	4.7%
Expected volatility	71.7%

During the quarter ended September 30, 2024, the Company's Board of Directors approved a modification to the price targets in the market conditions and the addition of alternative performance conditions for 50,000 unvested RSUs and during the quarter the Company achieved the performance conditions. The modification and achievement of the performance conditions resulted in an incremental cumulative stock-based compensation expense of approximately \$0.4 million. As a result of the modification, the RSUs were classified as performance-based RSUs and included in the activity table below. As of June 30, 2025, the 50,000 performance-based RSUs were vested and issued based upon the achievement of the remaining service requirement as outlined in the award agreements.

#### Performance-Based Restricted Stock Units:

The Company grants performance-based RSUs to certain executives and employees as part of its long-term incentive plan. The performance-based RSUs are subject to the attainment of defined performance and service conditions, such as specific adjusted EBITDA targets and specific share price targets, both subject to continued employment with the Company through certain dates. The actual number of shares subject to the award is determined at the end of the performance period and may range from 0% to 150% of the target shares granted depending upon the terms of the award. Compensation cost is recognized over the requisite service period if and when the Company concludes it is probable that the performance metrics will be satisfied.

Activity with respect to Performance-Based RSUs is summarized as follows:

	Shares	Weighted-Average Grant-Date Fair Value
<b>Outstanding shares at January 1, 2025</b>	338,052	\$ 34.26
Granted	181,610	89.76
Vested and Released	(210,453)	34.48
Forfeited	(21,142)	63.19
<b>Outstanding shares at June 30, 2025</b>	<b>288,067</b>	<b>66.97</b>

During the year ended December 31, 2024, the Company achieved certain performance conditions as outlined in its grant agreements and recorded a cumulative stock-based compensation expense of approximately \$5.6 million.

At June 30, 2025, total estimated unrecognized stock-based compensation cost related to nonvested performance-based RSUs was approximately \$14.5 million, which is expected to be recognized over a weighted-average period of 1.8 years.

## Note 16 Related-Party Transactions

### Leasing Arrangements

During each of the three and six months ended June 30, 2025, the Company paid \$0.1 million and \$0.2 million, respectively, under lease agreements with PCJW, which is controlled by the Company's founders (including the Company's current CEO), for general office space in Los Angeles, California. During the three and six months ended June 30, 2024, the Company paid \$0.1 million and \$0.2 million, respectively, under the lease agreements with PCJW.

The following is a schedule of future minimum rental payments as of June 30, 2025 under Company's sublease for the properties located in Los Angeles, California, signed with PCJW (*in thousands*):

<b>Year</b>	<b>Related-Party Commitment</b>
2025 (remaining)	\$ 193
2026	\$ 80
2027	\$ 83
2028	\$ 71
<b>Total minimum lease payments</b>	<b>\$ 427</b>
Less: imputed interest	\$ (44)
<b>Total lease liabilities</b>	<b>\$ 383</b>

The related-party components of the lease right-of-use assets, lease liabilities, short-term, and lease liabilities, long-term are presented as part of the right-of-use asset and lease liability on the condensed consolidated balance sheets.

### Debt Facility

Brendan Carroll, a Senior Partner at Victory Park Capital Advisors, LLC ("VPC"), joined the board of directors of the Company upon closing of the Business Combination. Interest expense related to the Debt Facility totaled \$1.8 million and \$3.5 million for the three and six months ended June 30, 2025, respectively. For more information about the Debt Facility with VPC, refer to Note 10, Debt Facility.

### Legal Services

The law firm of Mitchell Sandler LLC, of which the Company's director Andrea Mitchell is a partner, provided legal services to the Company, which totaled \$0.4 million and \$0.6 million for the three and six months ended June 30, 2025.

## Note 17 401(k) Savings Plan

The Company maintains a 401(k) savings plan for the benefit of its employees. Employees can defer up to 90% of their compensation subject to fixed annual limits. All current employees are eligible to participate in the 401(k) savings plan. Beginning January 2021, the Company began matching contributions to the 401(k) savings plan equal to 100% of the first 4% of wages deferred by each participating employee. The Company incurred expenses for employer matching contributions of \$0.5 million and \$1.1 million for the three and six months ended June 30, 2025, respectively, and \$0.5 million and \$1.0 million for the three and six months ended June 30, 2024, respectively.

## Note 18 Segment Information

In accordance with ASC 280, *Segment Reporting*, the operations of the Company constitute a single operating and reportable segment. This conclusion reflects the manner in which the Chief Operating Decision Maker ("CODM"), a joint responsibility, shared by the Chief Executive Officer and Chief Financial Officer, reviews financial information and makes operating decisions. The determination of the reportable segment is based on the nature of the Company's products and services, as well as the financial performance, on a consolidated entity-wide basis, that are regularly reviewed by the CODM to guide resource allocation and assess performance.

The Company's operations, all of which are located in the United States, collectively support this single-segment structure. No Member individually contributed to 10% or more of the Company's revenues for the three and six months ended June 30, 2025 and 2024.

For further information regarding the Company's products, services, and the accounting policies applied to its reportable segment, refer to Note 2 Significant Accounting Policies.

The key performance measure used by the CODM to make key operating decisions is consolidated net income, as reported in the Consolidated Statement of Operations. This measure to assess overall financial performance, identify areas for operation

improvement, resource allocation and the allocation of budget between the provision for credit losses, processing and servicing costs, advertising and marketing, compensation and benefits and other operating expenses. This measure helps to ensure alignment with the Company's long-term financial objectives and supports consistent evaluation across all business activities.

The segment assets and liabilities reviewed by the CODM are those reported on the Company's consolidated balance sheets, with particular focus on available liquidity, including cash, cash equivalents, investments, restricted cash, and ExtraCash receivables, offset by current liabilities and outstanding debt.

The following table presents selected financial information with respect to the Company's single operating and reportable segment for the three and six months ended June 30, 2025 and 2024, respectively:

**Dave Inc.**  
**Condensed Consolidated Statements of Operations**  
*(in thousands)*

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
<b>Operating revenues:</b>				
Service based revenue, net	\$ 121,593	\$ 71,651	\$ 219,444	\$ 137,213
Transaction based revenue, net	10,164	8,466	20,292	16,534
<b>Total operating revenues, net</b>	<b>131,757</b>	<b>80,117</b>	<b>239,736</b>	<b>153,747</b>
<b>Operating expenses:</b>				
Provision for credit losses	25,295	14,365	35,898	24,308
Processing and servicing costs	7,170	7,499	14,157	14,953
Financial network and transaction costs	7,227	6,495	14,266	12,850
Advertising and activation costs	15,456	12,883	27,386	23,820
Employee salaries	11,779	10,984	23,467	22,751
Stock-based compensation	8,285	7,706	15,802	13,836
Other compensation and benefits	6,366	5,555	14,412	11,993
Technology and infrastructure	2,894	2,809	5,620	5,504
Other operating expenses	6,203	6,152	12,497	12,664
<b>Total operating expenses</b>	<b>90,675</b>	<b>74,448</b>	<b>163,505</b>	<b>142,679</b>
<b>Other (income) expenses:</b>				
Interest income	(588)	(537)	(1,019)	(2,032)
Interest expense	1,777	1,965	3,535	4,182
Gain on extinguishment of convertible debt	-	-	-	(33,442)
Changes in fair value of earnout liabilities	7,894	(63)	7,496	133
Changes in fair value of public and private warrant liabilities	20,491	(272)	20,843	205
<b>Total other (income) expense, net</b>	<b>29,574</b>	<b>1,093</b>	<b>30,855</b>	<b>(30,954)</b>
<b>Net income before provision (benefit) for income taxes</b>	<b>11,508</b>	<b>4,576</b>	<b>45,376</b>	<b>42,022</b>
Provision (benefit) for income taxes	2,468	(1,782)	7,524	1,421
<b>Net income</b>	<b>\$ 9,040</b>	<b>\$ 6,358</b>	<b>\$ 37,852</b>	<b>\$ 40,601</b>

Other operating expenses primarily include charitable commitments, depreciation and amortization of property and equipment and intangible assets, legal fees, rent, sales tax-related costs, office expenses, public relations, professional services, travel and entertainment, and insurance. These costs generally reflect our investments in infrastructure, business development, risk management, and administrative costs, and may vary period to period based on operational needs and strategic initiatives.

Significant noncash items that impact net income include provision for credit losses, stock based compensation, depreciation expense, amortization expense (see Note 6, Intangible Assets, Net), changes in fair value of earnout liabilities (see Note 13, Fair Value of Financial Instruments), and changes in fair value of public and private warrant liabilities (see Note 13, Fair Value of Financial Instruments).

**Note 19 Treasury Shares**

On March 7, 2025, the Company's Board of Directors authorized a share repurchase program under which the Company may repurchase up to \$50.0 million of Class A common stock. Repurchases may be made from time to time through open market transactions, privately negotiated transactions, block trades, one or more Rule 10b5-1 trading plans or other means the Company's management deems appropriate, in accordance with applicable securities laws. The program has no expiration date and may be suspended or terminated at any time at the discretion of the Board of Directors.

During the quarter ended March 31, 2025, the Company repurchased 81,370 shares of Class A common stock for an aggregate purchase price of \$6.9 million, inclusive of transaction costs. All repurchased shares were recorded as treasury shares and are carried at cost as a component of stockholders' equity on the condensed consolidated balance sheets. No treasury shares were retired or reissued during the period. The Inflation Reduction Act imposed a nondeductible 1% excise tax on the net value of certain share repurchases. During the three months ended June 30, 2025, the excise tax on net share repurchases was approximately \$0.1 million.

As of June 30, 2025, approximately \$43.1 million remained available for future repurchases under the current authorization.

No share repurchases were made during the quarter ended June 30, 2025.

**Note 20 Subsequent Events**

Subsequent events are events or transactions that occur after the condensed consolidated balance sheet date, but before the condensed consolidated financial statements are available to be issued. The Company recognizes in the condensed consolidated financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the condensed consolidated balance sheet, including the estimates inherent in the process of preparing the condensed consolidated financial statements. The Company's condensed consolidated financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the condensed consolidated balance sheet but arose after the condensed consolidated balance sheet date and before the condensed consolidated financial statements were available to be issued.

On July 4, 2025, H.R. 1, the One Big Beautiful Bill Act ("OBBBA") was signed into law. The OBBBA includes a broad range of tax reform provisions affecting businesses including modifications to capitalization of research and development expenses, limitations on deductions for interest expense and accelerated fixed asset depreciation. We are currently evaluating the full effects of the legislation on our estimated annual effective tax rate and cash tax position. As the legislation was signed into law after the close of the Company's second quarter, the impacts are not included in operating results for the six months ended June 30, 2025.

On July 14, 2025, Dave OD Funding I, LLC (the Borrower), Dave Operating LLC (as successor to Dave Inc. and as Guarantor), Victory Park Management, LLC (as Agent), and the Lenders entered into a Fifth Amendment to their Financing Agreement dated January 27, 2021, as previously amended. The amendment became effective on July 14, 2025. This Fifth Amendment revised and replaced certain provisions of the existing Financing Agreement, specifically including the modification or removal of certain covenants. Notably, the Loan-to-Value ("LTV") financial covenant previously located in Article 8(b) of the agreement, was removed as part of these amendments. This change eliminates the requirement that previously set a maximum LTV ratio for borrowing availability under the facility.

On August 4, 2025, Dave Operating LLC entered into a First Amendment to the Program Agreement, dated February 27, 2025, with Coastal Community Bank. This First Amendment revised and replaced certain provisions of the Program Agreement related to certain receivables associated with the Program ("Receivables"). Pursuant to the First Amendment, Receivables in an amount up to \$225 million will be maintained on the balance sheet of Coastal for up to 60 calendar days following their origination date and then sold to the Company.

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

*The following discussion and analysis of the Company’s financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and the notes related thereto which are included in Part I, Item 1. “Financial Statements” of this Quarterly Report on Form 10-Q. Certain information contained in the discussion and analysis set forth below includes forward-looking statements. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those set forth under “Cautionary Note Regarding Forward-Looking Statements,” “Risk Factors” and elsewhere in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the Securities and Exchange Commission (the “SEC”) on March 4, 2025 (the “Annual Report”) and in “Cautionary Note Regarding Forward-Looking Statements,” Part II, Item 1A. “Risk Factors” and elsewhere in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 and this Quarterly Report on Form 10-Q.*

### **Company Overview**

Dave was launched in 2017 to provide a faster, more transparent, and lower-cost alternative to traditional financial institutions, particularly for those living paycheck to paycheck. Inspired by the story of David vs. Goliath, we set out to challenge legacy banking by leveraging technology to expand financial access and improve consumer financial health. Through our mobile-first platform, we deliver innovative financial products designed to help underserved consumers manage their money more effectively. Our mission is to level the financial playing field by providing intuitive, transparent, and accessible solutions that empower our Members to navigate life’s financial challenges with confidence.

We have engineered a purpose-driven platform designed to deliver on our mission, making a significant impact across the stakeholder groups we serve. Since our inception, nearly 18 million Members have signed up for the Dave app, with nearly 13 million having used at least one of our products. We have provided Members with nearly \$18 billion in ExtraCash, offering critical liquidity when they need it most. To further support our communities, we have donated over \$23 million to charity and important causes since inception.

Customers value our products, as demonstrated by more than 730,000 App Store reviews with an average 4.8-star rating as of July 2025. Our business model is built on transparency and customer alignment and building relationships with our Members that drive positive outcomes for both them and our business.

At the core of our success is a world-class team dedicated to delivering on our mission. Dave has been recognized by Built In as a Best Place to Work for five consecutive years, reinforcing our commitment to both our Members and employees.

### **Market Opportunity**

The U.S. financial system has historically failed to address the needs of the millions of Americans who are living paycheck to paycheck. According to the Financial Health Network (“FHN”) in 2024, approximately 180 million Americans are classified as financially “coping” or “vulnerable” representing over 70% of the U.S. population, up from 66% in 2021. A July 2025 report by PYMNTS also found that 68% of U.S. consumers were living paycheck to paycheck, up from 64% a year earlier. This market includes both young and financially challenged individuals who have trouble managing cash flow, have minimal savings, regularly overdraft, and pay high fees for access to financial services. FHN research estimates there is approximately \$38 billion of fees paid annually for access to basic checking services, including account maintenance fees, overdraft fees and ATM fees and that financially vulnerable and coping populations pay over \$200 billion in annual fees and interest for short-term credit. We believe these insights are supported by a Dave study of our Members which reveals that traditional financial institutions charge consumers between \$300-\$400 of fees annually for access to basic checking services. We also believe these trends underscore a growing need for better financial solutions and illustrate the depth of our total addressable market (“TAM”), which we estimate to be approximately 180 million Americans that do not have access to affordable and effective banking solutions.

We believe that these high costs are the result of the cost structure of incumbents. With expensive brick-and-mortar bank branch networks, antiquated technology, large employee bases, and inefficient customer acquisition strategies, legacy institutions have significant costs to serve their customers, which drives the high price that customers have to pay for access to their services. By leveraging world-class technology and harnessing the power of data and artificial intelligence, we believe that we have dramatically reduced the costs to serve customers in this market. Through this structural advantage, we are able to provide increased access to banking and credit products at lower costs, resulting in a much stronger value proposition to our Members.

## **Comparability of Financial Information**

Our future results of operations and financial position may not be comparable to historical results as a result of the consummation of the Business Combination.

## **Key Factors Affecting Operating Results**

Our future operating results and cash flows are dependent upon a number of opportunities, challenges and other factors, including Member growth and activity, product expansion, competition, industry trends and general economic conditions.

### **Member Growth and Activity**

We have made significant investments in our platform, and our business is dependent on continued Member growth, as well as our ability to offer new products and services and generate additional revenues from our existing Members using such additional products and services. Member growth and activity are critical to our ability to increase our scale, capture market share and earn an attractive return on our technology, product and marketing investments. Growth in Members and Member activity will depend heavily on our ability to continue to offer attractive products and services and the success of our marketing and Member acquisition efforts.

### **Product Expansion**

We aim to develop and offer a best-in-class financial services platform with integrated products and services that improve the financial well-being of our Members. We have invested and continue to make significant investments in the development, improvement and marketing of our financial products and are focused on continual growth in the number of products we offer that are utilized by our Members.

### **Competition**

We face competition from several financial services-oriented institutions. In our reportable segment, as well as in potential new lines of business, we may compete with more established institutions, some of which have more financial resources. We compete at multiple levels, including competition among other financial institutions and lenders in our ExtraCash business, competition for deposits in and debit card spending from our Dave Banking product from traditional banks and digital banking products and competition for subscribers to our personal financial management tools. Some of our competitors may at times seek to increase their market share by undercutting pricing terms prevalent in that market, which could adversely affect our market share for any of our products and services or require us to incur higher member acquisition costs

### **Concentration**

We rely on agreements with Evolve Bank & Trust ("Evolve"), our primary bank partner, and Coastal Community Bank ("Coastal Community Bank") to provide ExtraCash and other deposit accounts, debit card services and other transaction services to us and our Members. See Part II, Item 1A. "Risk Factors" for additional information.

### **Industry Trends/General Economic Conditions**

We expect economic cycles to affect our business, financial performance, and financial condition. Macroeconomic conditions, including, but not limited to, regulatory uncertainty, fluctuating interest rates, inflation, tariffs, unemployment rates, consumer sentiment and market volatility may impact consumer spending behavior and consumer demand for financial products. Although the Company's business operations have not been materially impacted as of the date of this report, our business, financial condition, results of operations and prospects may be adversely affected due to the ongoing nature of these macroeconomic factors. Interest rates have remained elevated over the last two years, which has increased the costs of borrowing on our Debt Facility. Higher interest rates also often lead to higher payment obligations, which may reduce the ability of Members to repay their ExtraCash and, therefore, lead to increased delinquencies, write-offs and decreased recoveries. We also believe that higher interest rates may increase demand for ExtraCash as consumers seek additional sources of liquidity to help them fund higher costs of living. Additionally, higher levels of unemployment could adversely impact Members' income levels and, hence, the ability of Members to repay, which could lead to deterioration in credit performance. We believe that our underwriting engine is well positioned to evaluate credit risk in a higher unemployment environment as it analyzes bank account transaction data to assess, nearly in real-time, changes in Members' income, spending, savings, and employment status. We also believe that demand for ExtraCash may increase in periods of higher unemployment as consumers seek additional sources of liquidity to help them meet their financial obligations.

## Key Components of Statements of Operations

### Basis of presentation

Currently, we conduct business through one operating segment which constitutes a single reportable segment. For more information about our basis of presentation, refer to Note 2 in the accompanying condensed consolidated financial statements of Dave included in this report.

During the three months ended June 30, 2025, we revised the presentation of certain items within its condensed consolidated statement of operations. These changes have been applied retrospectively to all periods presented and did not impact previously reported net income or earnings per share.

Specifically:

- Financial network and transaction costs now appear as a separate line item within operating expenses (formerly included in other operating expenses).
- Advertising and marketing is now presented as advertising and activation under operating expenses and includes Member activation costs (activation costs were formerly included in processing and servicing costs and other operating expenses).
- Technology and infrastructure costs now appear as a separate line item within operating expenses (formerly included in other operating expenses).

### Operating Revenues

#### *Service based revenue, net*

Service based revenue, net primarily consists of optional processing fees, optional tips, service fees and subscriptions charged to Members, net of processor-related costs associated with ExtraCash disbursements. Service based revenue, net also consists of lead generation fees from our Side Hustle advertising partners and revenue share from our surveys partner.

#### *Transaction based revenue, net*

Transaction based revenue, net primarily consists of interchange and ATM revenues from our Checking Product, net of interchange fees, ATM-related fees and interest earned by Members. Also included in transaction based revenue are fees earned from funding and withdrawal-related transactions and volume support from a certain co-branded agreement and deposit referral fees that are recognized at the point in time the transactions occur, as the performance obligations are satisfied and the variable consideration is not constrained.

### Operating expenses

We classify our operating expenses into the following seven categories:

#### *Provision for Credit Losses*

The provision for credit losses primarily consists of an allowance for expected credit losses at a level estimated to be adequate to absorb credit losses inherent in the outstanding ExtraCash receivables, inclusive of outstanding processing and service fees and tips, along with outstanding amounts aged over 120 days or which become uncollectible based on information available to us during the period. We currently estimate the allowance balance required using historical loss and collections experience, and, if relevant, the nature and volume of the portfolio, economic conditions, and other factors such as collections trends and cash collections received subsequent to the balance sheet date. Changes to the allowance have a direct impact on the provision for credit losses in the condensed consolidated statement of operations. We consider ExtraCash receivables aged more than 120 days or which become uncollectible based on information available to us as impaired. All impaired ExtraCash receivables are deemed uncollectible and subsequently written off and are a direct reduction to the allowance for credit losses. Subsequent recoveries, if any, of ExtraCash receivables written-off are recorded as a reduction to the provision for credit losses in the condensed consolidated statements of operations when collected.

#### *Processing and Servicing Costs*

Processing and servicing costs consist of fees paid to our processing partners for the recovery of ExtraCash, optional processing fees, optional tips, service fees and subscriptions. These expenses also include costs paid for services to connect Members' bank accounts to our application. Except for processing and servicing costs associated with ExtraCash originations which are recorded net against revenue, all other processing and service costs are expensed as incurred.

### Financial Network and Transaction Costs

Financial network and transaction costs primarily consist of program management fees, card network association fees, payment processing costs, losses related to Member-disputed transactions, bank card fees and fraud-related losses.

### Advertising and Activation Costs

Advertising and activation expenses primarily consist of fees paid to our advertising and marketing platform partners for online, social media, and television campaigns, as well as promotional partnerships. These expenses also include activation-related costs, such as third-party fees (e.g., Plaid) incurred to onboard new Members to our platform. Advertising and activation costs are expensed as incurred, even though they may provide benefits over an extended period.

### Compensation and Benefits

Compensation and benefits expenses represent the compensation, inclusive of stock-based compensation and benefits, that we provide to our employees and the payments we make to third-party contractors. While we have an in-house customer service function, we employ third-party contractors to conduct call center operations and manage routine customer service inquiries and support.

### Technology and Infrastructure

Technology and infrastructure costs are associated with third-party Software-as-a-Service (“SaaS”) solutions, including cloud-based platforms that support the development, maintenance, scalability, and security of our products and internal systems.

### Other Operating Expenses

Other operating expenses primarily include charitable commitments, depreciation and amortization of property and equipment and intangible assets, legal fees, rent, sales tax-related costs, office expenses, public relations, professional services, travel and entertainment, and insurance. These costs generally reflect our investments in infrastructure, business development, risk management, and internal controls. As such, they may fluctuate based on strategic priorities and are not always directly correlated with revenue or transaction volume.

### Other (income) expenses

Other (income) expenses consist of interest income, interest expense, gain on extinguishment of debt, changes in fair value of earnout liabilities and changes in fair value of warrant liabilities.

### Provision for income taxes

Provision for income taxes consists of the federal and state corporate income taxes accrued on income resulting from the sale of our services.

## Results of Operations

### Comparison of the three months ended June 30, 2025 and 2024

#### Operating revenues

<i>(in thousands, except for percentages)</i>	For the Three Months Ended		Change	
	June 30,		\$	%
	2025	2024	2025/2024	2025/2024
Service based revenue, net				
Processing and service fees, net	\$ 113,464	\$ 49,595	\$ 63,869	129%
Tips	-	16,077	(16,077)	-100%
Subscriptions	8,053	5,850	2,203	38%
Other	76	129	(53)	-41%
Transaction based revenue, net	10,164	8,466	1,698	20%
<b>Total</b>	<b>\$ 131,757</b>	<b>\$ 80,117</b>	<b>\$ 51,640</b>	<b>64%</b>

#### Service based revenue, net—

#### Processing and Service fees, net

Processing and service fees, net of processing and servicing costs associated with ExtraCash originations, totaled \$113.5 million for the three months ended June 30, 2025, representing an increase of \$63.9 million, or 129%, compared to \$49.6 million for the three months ended June 30, 2024. The increase was primarily driven by an approximate 16% increase in average monthly transacting Members, an increase in total ExtraCash origination volume from approximately \$1.19 billion to approximately \$1.79 billion, a rise in the average ExtraCash amounts that increased from \$166 to \$206 period over period, and increases to our fee structure that took place during February 2025. In addition, both the average processing and service fees, and percentage of Members who elected to expedite ExtraCash disbursements, increased modestly during the current period. We expect processing and service fees to continue to increase in line with growth in ExtraCash volume and Member engagement.

#### Tips

Tips decreased \$16.1 million for the three months ended June 30, 2025 compared to the three months ended June 30, 2024 due to the elimination of the Member tipping option in February 2025.

#### Subscriptions

Subscription revenue totaled \$8.1 million for the three months ended June 30, 2025, an increase of \$2.2 million, or 38%, compared to \$5.9 million for the three months ended June 30, 2024. The increase was primarily attributable to the growth in the number of paying Members on our platform, in addition to subscription fee increases that took place during June 2025.

#### Transaction based revenue, net

Transaction based revenue, net, was \$10.2 million for the three months ended June 30, 2025, an increase of \$1.7 million, or 20%, compared to \$8.5 million for the three months ended June 30, 2024. The increase was primarily driven by interchange revenue, resulting from the growth in Members engaging with our Checking Product, as well as increased card spend and transaction volume, which rose approximately 27% period over period. Additionally, transaction based revenue, net increased due to fees earned from higher Members' funding and withdrawal-related transaction volume.

#### Operating expenses

<i>(in thousands, except for percentages)</i>	For the Three Months Ended		Change	
	June 30,		\$	%
	2025	2024	2025/2024	2025/2024
Provision for credit losses	\$ 25,295	\$ 14,365	\$ 10,930	76%
Processing and servicing costs	7,170	7,499	(329)	-4%
Financial network and transaction costs	7,227	6,495	732	11%
Advertising and activation costs	15,456	12,883	2,573	20%
Compensation and benefits	26,430	24,245	2,185	9%
Technology and infrastructure	2,894	2,809	85	3%
Other operating expenses	6,203	6,152	51	1%
<b>Total</b>	<b>\$ 90,675</b>	<b>\$ 74,448</b>	<b>\$ 16,227</b>	<b>22%</b>

*Provision for credit losses*—The provision for credit losses totaled \$25.3 million for the three months ended June 30, 2025, compared to \$14.4 million for the three months ended June 30, 2024, representing an increase of \$10.9 million, or 76%. This increase was primarily driven by an increase in provision expense of \$1.7 million related to ExtraCash receivables aged over 120 days and those that have become uncollectible based on information available to us, in addition to an increase in provision expense of \$9.3 million related to ExtraCash receivables aged 120 days and under.

The increase in provision expense of \$1.7 million related to ExtraCash receivables aged over 120 days and those which have become uncollectible based on information available to us, period over period, was attributed to a 16% increase in average transacting Members, average ExtraCash amounts from \$166 to \$206 and total ExtraCash origination volume from \$1.19 billion to approximately \$1.79 billion for the three months ended June 30, 2024 and 2025, respectively. These increases were offset by improved collections performance, due primarily to underwriting modifications related to ExtraCash eligibility requirements, new Member conversion and risk detection. All impaired ExtraCash receivables deemed uncollectible are subsequently written-off and are a direct reduction to the allowance for credit losses.

Provision expense related to receivables aged 120 days and under increased by \$9.3 million, primarily due to higher outstanding balances resulting from a 50% increase in ExtraCash origination volume, partially offset by improved collection performance. These dynamics resulted in an increase to the allowance for credit losses and corresponding increase in provision expense during the three

months ended June 30, 2025 as compared to June 30, 2024. We expect continued volatility in ExtraCash receivables outstanding each period, as balances are directly influenced by the timing and volume of Member activity in the trailing 120-day period. Additionally, slight improvements in historical loss and collection rates contributed to a reduction in loss rate assumptions used in calculating the allowance for credit losses. Changes in these historical assumptions directly impact both the allowance and the provision for credit losses.

For additional details on the aging of ExtraCash receivables and a roll-forward of the allowance for credit losses, refer to the tables in Note 5 - ExtraCash Receivables, Net in the accompanying condensed consolidated financial statements.

*Processing and service costs*—Processing and servicing costs totaled \$7.2 million for the three months ended June 30, 2025, compared to \$7.5 million for the three months ended June 30, 2024. The decrease of \$0.3 million, or 4%, was primarily driven by continued technology enhancements made to our ExtraCash payments structure along with rebates and cost savings due to price reductions from our processors and card network partners, partially offset by cost increases from ExtraCash origination volume from \$1.19 billion to approximately \$1.79 billion.

*Financial network and transaction costs*—Financial network and transaction costs totaled \$7.2 million for the three months ended June 30, 2025, compared to \$6.5 million for the three months ended June 30, 2024. The increase of \$0.7 million, or 11%, was primarily driven by increases in debit card network fees and debit card processing costs due to a 27% increase in spend-related transaction volume period over period, partially offset by decreases in open disputes and negative balance expenses due to continued fraud mitigation efforts.

*Advertising and activation costs*—Advertising and activation costs totaled \$15.5 million for the three months ended June 30, 2025, compared to \$12.9 million for the three months ended June 30, 2024. The increase of \$2.6 million, or 20%, was primarily attributable to an expansion of marketing spend during the summer season in order to capitalize on the higher levels of demand for ExtraCash during that period. We are increasingly optimizing marketing spend by platform and channel, with a particular focus on acquiring high-value new customers. We continue to prioritize channel and creative optimizations and ongoing improvements to our measurement and reporting infrastructure, both of which allow us to invest more intelligently across our marketing mix.

*Compensation and benefits*—Compensation and benefits expenses totaled \$26.4 million for the three months ended June 30, 2025, compared to \$24.2 million for the three months ended June 30, 2024. The increase of \$2.2 million, or 9%, was primarily attributable to the following:

- an increase in payroll related costs of \$1.5 million, primarily due to increased compensation, employer related taxes and performance bonuses incurred during the three months ended June 30, 2025; and
- an increase in stock-based compensation of \$0.6 million, primarily due to the grant of certain performance-based restricted stock units during the three months ended June 30, 2025, compared to the three months ended June 30, 2024, offset by a reduction in stock-based compensation expense related to stock options granted in prior years that have fully vested.

*Technology and infrastructure*—Technology and infrastructure expenses totaled \$2.9 million for the three months ended June 30, 2025, compared to \$2.8 million for the three months ended June 30, 2024. These costs remained steady period over period.

*Other operating expenses*—Other operating expenses remained steady and totaled \$6.2 million for both the three months ended June 30, 2025 and the three months ended June 30, 2024.

Other (income) expenses

<i>(in thousands, except for percentages)</i>	<b>For the Three Months Ended</b>		<b>Change</b>	
	<b>June 30,</b>		<b>\$</b>	<b>%</b>
	<b>2025</b>	<b>2024</b>	<b>2025/2024</b>	<b>2025/2024</b>
Interest income	\$ (588)	\$ (537)	\$ (51)	9%
Interest expense	1,777	1,965	(188)	-10%
Gain on extinguishment of convertible debt	-	-	-	0%
Changes in fair value of earnout liabilities	7,894	(63)	7,957	-12630%
Changes in fair value of public and private warrant liabilities	20,491	(272)	20,763	-7633%
<b>Total</b>	<b>\$ 29,574</b>	<b>\$ 1,093</b>	<b>\$ 28,481</b>	<b>2606%</b>

*Interest expense*—Interest expense totaled \$1.8 million for the three months ended June 30, 2025, compared to \$2.0 million for the three months ended June 30, 2024. The decrease of \$0.2 million, or 10% was primarily driven by an overall decline in interest rates.

*Changes in fair value of earnout liability*—Changes in fair value of earnout liabilities resulted in expense of \$7.9 million for the three months ended June 30, 2025, compared to a gain of \$0.06 million for the three months ended June 30, 2024. The increase of \$8.0 million was primarily driven by a fair value adjustment related to the earnout shares liability, which is sensitive to fluctuations in our Class A common stock price. While our stock has generally appreciated over the last 12 months, a significant increase in our Class A common stock price during the second quarter of 2025 led to a remeasurement of the liability at a higher fair value, resulting in the expense recognized during the period.

*Changes in fair value of warrant liability*—Changes in the fair value of our warrant liability resulted in an expense of \$20.5 million for the three months ended June 30, 2025, compared to a gain of \$0.3 million for the three months ended June 30, 2024. The increase of \$20.8 million was primarily driven by fair value adjustments related to our public and private warrant liabilities, which are remeasured each period based on changes in the DAVEW warrant price and our Class A common stock price. The warrant liability increased in value during the current quarter due to a significant increase in the DAVEW warrant price and our Class A common stock price during the second quarter of 2025, which led to a remeasurement of the liability at a higher fair value, resulting in the expense recognized during the period.

Provision for income taxes

<i>(in thousands, except for percentages)</i>	For the Three Months Ended		Change	
	June 30,		\$	%
	2025	2024	2025/2024	2025/2024
Provision (benefit) for income taxes	2,468	(1,782)	4,250	238%
<b>Total</b>	<b>\$2,468</b>	<b>\$(1,782)</b>	<b>\$4,250</b>	<b>238%</b>

Provision for income taxes for the three months ended June 30, 2025 increased by approximately \$4.3 million, or 238%, compared to the three months ended June 30, 2024. The Company reported higher income for the three months ended June 30, 2025, compared to the three months ended June 30, 2024, which resulted in an income tax expense, rather than a benefit, in 2025. Although the Company reported income for the three months ended June 30, 2024, a decrease in the 2024 estimated annual effective tax rate during the second quarter resulted in a benefit for income taxes.

## Results of Operations

### Comparison of the six months ended June 30, 2025 and 2024

Operating revenues

<i>(in thousands, except for percentages)</i>	For the Six Months Ended		Change	
	June 30,		\$	%
	2025	2024	2025/2024	2025/2024
Service based revenue, net				
Processing and service fees, net	\$ 196,912	\$ 94,191	\$ 102,721	109%
Tips	7,496	30,987	(23,491)	-76%
Subscriptions	14,870	11,794	3,076	26%
Other	166	241	(75)	-31%
Transaction based revenue, net	20,292	16,534	3,758	23%
<b>Total</b>	<b>\$ 239,736</b>	<b>\$ 153,747</b>	<b>\$ 85,989</b>	<b>56%</b>

*Service based revenue, net*—

*Processing and Service fees, net*

Processing and service fees, net of processing and servicing costs associated with ExtraCash originations, totaled \$196.9 million for six months ended June 30, 2025, representing an increase of \$102.7 million, or 109%, compared to \$94.2 million for the six months ended June 30, 2024. The increase was primarily driven by an approximately 15% increase in average monthly transacting Members, an increase in total ExtraCash origination volume from approximately \$2.24 billion to approximately \$3.32 billion, a rise in the average ExtraCash amounts that increased from \$163 to \$199 period over period and increases to our fee structure that took place

during February 2025. In addition, both the average processing and service fees, and percentage of Members who elected to expedite ExtraCash disbursements, increased modestly during the current period. We expect processing and service fees to continue to increase in line with growth in ExtraCash volume and Member engagement.

#### Tips

Tips totaled \$7.5 million for the six months ended June 30, 2025, representing a decrease of \$23.5 million, or 76%, compared to \$31.0 million for the six months ended June 30, 2024. The decline was primarily due to the elimination of the Member tipping option in February 2025.

#### Subscriptions

Subscription revenue totaled \$14.9 million for the six months ended June 30, 2025, an increase of \$3.1 million, or 26%, compared to \$11.8 million for the six months ended June 30, 2024. The increase was primarily attributable to the growth in the number of paying Members on our platform, in addition to subscription fee increases that took place during June 2025.

#### Transaction based revenue, net

Transaction based revenue, net, was \$20.3 million for the six months ended June 30, 2025 an increase of \$3.8 million, or 23%, compared to \$16.5 million for the six months ended June 30, 2024. The increase was primarily driven by higher interchange revenue, resulting from the growth in Members engaging with our Checking Product, as well as increased card spend and transaction volume, which rose approximately 25% period over period. Additionally, transaction based revenue increased due to fees earned from higher Members' funding and withdrawal-related transactions. These increases were partially offset by a \$0.2 million increase in interest due to Members.

#### Operating expenses

(in thousands, except for percentages)	For the Six Months Ended		Change	
	June 30,		\$	%
	2025	2024	2025/2024	2025/2024
Provision for credit losses	\$ 35,898	\$ 24,308	\$ 11,590	48%
Processing and servicing costs	14,157	14,953	(796)	-5%
Financial network and transaction costs	14,266	12,850	1,416	11%
Advertising and activation costs	27,386	23,820	3,566	15%
Compensation and benefits	53,681	48,580	5,101	11%
Technology and infrastructure	5,620	5,504	116	2%
Other operating expenses	12,497	12,664	(167)	-1%
<b>Total</b>	<b>\$ 163,505</b>	<b>\$ 142,679</b>	<b>\$ 20,826</b>	<b>15%</b>

*Provision for credit losses*—The provision for credit losses totaled \$35.9 million for six months ended June 30, 2025, compared to \$24.3 million for the six months ended June 30, 2024. The increase of \$11.6 million, or 47.7%, was primarily attributable to an increase in provision expense of \$2.0 million related to ExtraCash receivables aged over 120 days and those that have become uncollectible based on information available to us and an increase in provision expense of \$9.6 million related to ExtraCash receivables aged 120 days and under.

The increase in provision expense of \$2.0 million related to ExtraCash receivables aged over 120 days and those which have become uncollectible based on information available to us, period over period, was attributed to increases in transacting Members, average ExtraCash from \$163 to \$199 and total ExtraCash origination volume from \$2.24 billion to approximately \$3.32 billion for the six months ended June 30, 2024 and 2025, respectively, offset by improved collections performance due primarily to underwriting modifications related to ExtraCash eligibility requirements, new Member conversion and risk detection. All impaired ExtraCash receivables deemed uncollectible are subsequently written-off and are a direct reduction to the allowance for credit losses.

The increase in provision expense of \$9.6 million related to ExtraCash receivables aged 120 days and under was primarily attributed to an increase in receivables outstanding related to the 49% increase in ExtraCash volume period over period, offset by improved collections performance during the six months ended June 30, 2025 compared to the six months ended June 30, 2024. This resulted in an increase to the allowance for credit losses and corresponding increase in provision expense during the six months ended June 30, 2025 as compared to June 30, 2024. We anticipate volatility in ExtraCash receivables outstanding each period as they are directly correlated with the timing and volume of Member ExtraCash activity during the last 120 days prior to the end of the period.

Historical loss and collections rates utilized in the calculation of the provision for credit losses decreased slightly when compared to historical rates due to continued improvement in historical collections performance. Any changes to our historical loss and collections experience directly affect the historical loss rates utilized in the calculation of the allowance for credit losses. The changes in the allowance for credit losses, period over period, have a direct impact on the provision for credit losses.

For information on the aging of ExtraCash receivables and a roll-forward of the allowance for credit losses, refer to the tables in Note 5 ExtraCash Receivables, Net in the accompanying condensed consolidated financial statements of Dave included in this report.

*Processing and service costs*—Processing and servicing costs totaled \$14.2 million for the six months ended June 30, 2025 compared to \$15.0 million for the six months ended June 30, 2024. The decrease of \$0.8 million, or 5%, was primarily driven by continued technology enhancements made to our ExtraCash payments structure along with rebates and cost savings due to price reductions from our processors and card network partners, partially offset by increases in ExtraCash origination volume from \$2.24 billion to approximately \$3.32 billion.

*Financial network and transaction costs*—Financial network and transaction costs totaled \$14.3 million for the three months ended June 30, 2025, compared to \$12.9 million for the three months ended June 30, 2024. The increase of \$1.4 million, or 11%, was primarily driven by increases in debit card network fees and debit card processing costs due to a 25% increase in transaction volume period over period, partially offset by decreases in open disputes and negative balance expenses due to continued fraud mitigation efforts.

*Advertising and activation costs*—Advertising and activation expenses totaled \$27.4 million for the six months ended June 30, 2025 compared to \$23.8 million for the six months ended June 30, 2024. The increase of \$3.6 million, or 15%, was primarily attributable to an expansion of marketing spend during the summer season in order to capitalize on the higher levels of demand for ExtraCash during that period. We are increasingly optimizing marketing spend by platform and channel, with a particular focus on acquiring high-value new customers. We continue to prioritize channel and creative optimizations and ongoing improvements to our measurement and reporting infrastructure, both of which allow us to invest more intelligently across our marketing mix.

*Compensation and benefits*—Compensation and benefits expenses totaled \$53.7 million for the six months ended June 30, 2025 compared to \$48.6 million for the six months ended June 30, 2024. The increase of \$5.1 million, or 10%, was primarily attributable to the following:

- an increase in payroll related costs of \$2.9 million, primarily due to increased compensation, employer related taxes and performance bonuses during the six months ended June 30, 2024; and
- an increase in stock-based compensation of \$2.0 million, primarily due to the vesting of certain performance based restricted stock units during the six months ended June 30, 2025, compared to the six months ended June 30, 2024, offset by a reduction in stock-based compensation expense related to stock options granted in prior years that have fully vested.

*Technology and infrastructure*—Technology and infrastructure expenses totaled \$5.6 million for the six months ended June 30, 2025, compared to \$5.5 million for the six months ended June 30, 2024. These costs remained steady period over period.

*Other operating expenses*—Other operating expenses totaled \$12.5 million for the six months ended June 30, 2025, compared to \$12.7 million for the six months ended June 30, 2024. These costs remained steady period over period.

Other (income) expenses

<i>(in thousands, except for percentages)</i>	<b>For the Six Months Ended</b>		<b>Change</b>	
	<b>June 30,</b>		<b>\$</b>	<b>%</b>
	<b>2025</b>	<b>2024</b>	<b>2025/2024</b>	<b>2025/2024</b>
Interest income	\$ (1,019)	\$ (2,032)	\$ 1,013	-50%
Interest expense	3,535	4,182	(647)	-15%
Gain on extinguishment of convertible debt	-	(33,442)	33,442	-100%
Changes in fair value of earnout liabilities	7,496	133	7,363	5536%
Changes in fair value of public and private warrant liabilities	20,843	205	20,638	10067%
<b>Total</b>	<b>\$ 30,855</b>	<b>\$ (30,954)</b>	<b>\$ 61,809</b>	<b>-200%</b>

*Interest income*—Interest income totaled \$1.0 million for the six months ended June 30, 2025, compared to \$2.0 million for the six months ended June 30, 2024. The decrease of \$1.0 million, or 50%, was primarily attributable to an average lower total balance of investments held during the quarter ended June 30, 2025 as compared to the quarter ended June 30, 2024.

*Interest expense*—Interest expense totaled \$3.5 million for the six months ended June 30, 2025 compared to \$4.2 million for the six months ended June 30, 2024. The decrease of \$0.7 million, or 15%, was primarily attributable to an overall decline in interest rates and a reduction of interest expense related to the repurchase of the convertible note with FTX Ventures Ltd. in January 2024.

*Gain on extinguishment of convertible debt*—The gain on extinguishment of convertible debt totaled \$0 for the six months ended June 30, 2025 compared to \$33.4 million for the six months ended June 30, 2024. The decrease was attributable to the repurchase of the \$105.7 million outstanding balance of the convertible note with FTX Ventures Ltd. for \$71.0 million in January 2024. The gain was reduced by unamortized debt issuance costs of \$0.03 million at the extinguishment date and third-party costs totaling \$1.3 million in conjunction with the settlement of the convertible note.

*Changes in fair value of earnout liability*—Changes in fair value of earnout liabilities resulted in an expense of \$7.5 million for the six months ended June 30, 2025, compared to an expense of \$0.1 million for the six months ended June 30, 2024. The increase of \$7.4 million was primarily driven by a fair value adjustment related to the earnout shares liability, which is sensitive to fluctuations in our Class A common stock price. While our stock has generally appreciated over the last 12 months, the increase in our Class A common stock price during the first six months of 2025 led to a remeasurement of the liability at a higher fair value, resulting in the higher expense recognized during the period.

*Changes in fair value of warrant liability*—Changes in the fair value of our warrant liability resulted in an expense of \$20.8 million for the six months ended June 30, 2025, compared to an expense of \$0.2 million for the six months ended June 30, 2024. The increase of \$20.6 million was primarily driven by fair value adjustments related to our public and private warrant liabilities, which are remeasured each period based on changes in the DAVEW warrant price and our Class A common stock price. The warrant liability increased in value during the first six months of 2025 due to a significant increase in the DAVEW warrant price and our Class A common stock price during the first six months of 2025, which led to a remeasurement of the liability at a higher fair value, resulting in the higher expense recognized during the period.

Provision for income taxes

<i>(in thousands, except for percentages)</i>	For the Six Months Ended		Change	
	June 30,		\$	%
	2025	2024	2025/2024	2025/2024
Provision for income taxes	7,524	1,421	6,103	429%
<b>Total</b>	<b>\$7,524</b>	<b>\$1,421</b>	<b>\$6,103</b>	429%

Provision for income taxes for the six months ended June 30, 2025, increased by approximately \$6.1 million, or 429%, compared to the six months ended June 30, 2024. This increase was primarily due to a significant increase in reported income, excluding discrete income and losses, for the six months ended June 30, 2025, compared to the six months ended June 30, 2024. The Company reported discrete nondeductible losses for changes in fair value of warrant liabilities and earnout liabilities of approximately \$28.3 million for the six months ended June 30, 2025, compared to a discrete gain on extinguishment of convertible debt of \$33.4 million for the six months ended June 30, 2024.

#### Non-GAAP Financial Measures

In addition to our results determined in accordance with GAAP, we believe the following non-GAAP measure is useful in evaluating our operational performance. We use the following non-GAAP measure to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that the non-GAAP financial information may be helpful in assessing our operating performance and facilitates an alternative comparison among fiscal periods. The non-GAAP financial measure is not, and should not be viewed as, a substitute for GAAP reporting measures.

#### Adjusted EBITDA

“Adjusted EBITDA” is defined as net income adjusted for interest expense, net, provision (benefit) for income taxes, depreciation and amortization, stock-based compensation, gain on extinguishment of convertible debt, changes in fair value of earnout liabilities, changes in fair value of public and private warrant liabilities and other discretionary items determined by management. Adjusted EBITDA is intended as a supplemental measure of our performance that is neither required by, nor presented in accordance with,

GAAP. We believe that the use of Adjusted EBITDA provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing our financial measures with those of comparable companies, which may present similar non-GAAP financial measures to investors. However, you should be aware that, when evaluating Adjusted EBITDA, we may incur future expenses similar to those excluded when calculating these measures. In addition, our presentation of these measures should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Our computation of Adjusted EBITDA may not be comparable to other similarly titled measures computed by other companies, because not all companies calculate Adjusted EBITDA in the same fashion.

Because of these limitations, Adjusted EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using Adjusted EBITDA on a supplemental basis. The reconciliation of net income to Adjusted EBITDA below should be reviewed, and no single financial measure should be relied upon to evaluate our business.

The following table reconciles net income to Adjusted EBITDA for the three and six months ended June 30, 2025 and 2024, respectively:

<i>(in thousands)</i>	<b>For the Three Months Ended</b>	
	<b>June 30,</b>	
	<b>2025</b>	<b>2024</b>
Net income	\$ 9,040	\$ 6,358
Interest expense, net	1,189	1,428
Provision (benefit) for income taxes	2,468	(1,782)
Depreciation and amortization	1,582	1,782
Stock-based compensation	8,285	7,706
Changes in fair value of earnout liabilities	7,894	(63)
Changes in fair value of public and private warrant liabilities	20,491	(272)
<b>Adjusted EBITDA</b>	<b>\$ 50,949</b>	<b>\$ 15,157</b>

<i>(in thousands)</i>	<b>For the Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2025</b>	<b>2024</b>
Net income	\$ 37,852	\$ 40,601
Interest expense, net	2,516	2,150
Provision for income taxes	7,524	1,421
Depreciation and amortization	3,082	3,432
Stock-based compensation	15,802	13,836
Gain on extinguishment of convertible debt	-	(33,442)
Changes in fair value of earnout liabilities	7,496	133
Changes in fair value of public and private warrant liabilities	20,843	205
<b>Adjusted EBITDA</b>	<b>\$ 95,115</b>	<b>\$ 28,336</b>

### Liquidity and Capital Resources

In the past, we have financed our operations primarily from cash receipts from service and transaction based revenues, equity financings, borrowings under the Debt Facility, issuances of convertible notes and funds received as a result of the business combination. As of June 30, 2025 and December 31, 2024, our cash and cash equivalents, marketable securities, investments and restricted cash balance was \$104.7 million and \$91.9 million, respectively.

As an early-stage company, the expenses we have incurred since inception are consistent with our strategy and approach to capital allocation. Although we have recently begun to generate net income, we may incur net losses in the future in accordance with our operating plan as we continue to expand and improve upon our financial platform.

Our ability to access capital when needed is not assured and, if capital is not available to us when, and in the amounts needed, we could be required to delay, scale back or abandon some or all of our development programs and other operations, which could materially harm our business, prospects, financial condition and operating results.

We believe that our cash on hand should be sufficient to meet our working capital and capital expenditure requirements and fund our operations for a period of at least 12 months from the date of this report. We may raise additional capital through private or public equity or debt financings. The amount and timing of our future funding requirements, if any, will depend on many factors, including

the pace and results of our product development efforts. No assurances can be provided that additional funding will be available at terms acceptable to us, if at all. If we are unable to raise additional capital, we may significantly curtail our operations, modify existing strategic plans and/or dispose of certain operations or assets.

#### Share Repurchase Authorization

In March 2025, our Board of Directors authorized a share repurchase program under which we may repurchase up to \$50.0 million of our outstanding Class A common stock. The repurchases may be conducted through open market transactions, privately negotiated transactions, block trades, one or more Rule 10b5-1 trading plans or other means our management deems appropriate.

The program is part of our capital allocation strategy to return capital to shareholders and manage dilution from equity compensation. The timing, price, and volume of repurchases are subject to management's discretion and depend on market conditions, legal requirements, and other factors. We may suspend or discontinue the program at any time without prior notice. The program has no expiration date.

As of June 30, 2025, we had repurchased 81,370 Class A common shares for an aggregate cost of \$6.9 million, leaving \$43.1 million available under the current authorization. These repurchases were funded using general corporate funds and classified as treasury stock.

No share repurchases were made during the quarter ended June 30, 2025.

#### Material Cash Requirements

In the normal course of business, we enter into various agreements with our vendors that may subject us to minimum annual requirements. While our contractual commitments will have an impact on our future liquidity, we believe that we will be able to adequately fulfill these obligations through cash generated from operations and from our existing cash balances. We do not have any "off-balance sheet arrangements," as defined by the SEC regulations.

Although we have fully implemented our remote employee workforce strategy in the U.S., we have not closed our leased office locations. We are required to continue making our contractual payments until our operating leases are formally terminated or expire. Our remaining leases have terms of approximately 0.5 to 3.3 years as of June 30, 2025, and we had a total lease liability of \$0.4 million. See Note 12, Leases in the notes to our condensed consolidated financial statements for additional information regarding our lease liabilities as of June 30, 2025.

In the near term, we expect to continue to generate ExtraCash relying primarily on our balance sheet cash and Debt Facility, as needed. Interest payments on term loan borrowings under the Debt Facility are required to be made on a monthly basis. At June 30, 2025, \$75.0 million of term loans under the Debt Facility were outstanding. See Note 10, Debt Facility in the notes to our condensed consolidated financial statements in this report.

We also had certain contractual payment obligations for interest owed under the \$100.0 million Note we issued and sold pursuant to the Note Purchase Agreement entered into with FTX Ventures Ltd. Interest payments relating to the Note were required to be made or added to the outstanding principal on a semi-annual basis. On January 29, 2024, we repurchased the \$105.5 million outstanding balance of the Note for \$71.0 million. For more information on the Note Purchase Agreement with FTX Ventures Ltd., see Note 8, Convertible Note Payable.

In addition, we have recorded accruals related to certain legal contingencies as of June 30, 2025. These accruals reflect management's best estimate of probable and reasonably estimable losses arising from ongoing legal proceedings. While we do not expect these matters to result in cash payments that would materially impair our liquidity, they represent a known use of cash in future periods and are reviewed and adjusted as developments warrant. See Note 11, Commitments and Contingencies in the notes to our condensed consolidated financial statements, for further detail on these matters.

We may use cash to acquire businesses and technologies. The nature of these transactions, however, makes it difficult to predict the amount and timing of such cash requirements.

#### Cash Flows Summary

<i>(in thousands)</i>	<b>For the Six Months Ended June 30,</b>	
<b>Total cash provided by (used in):</b>	<b>2025</b>	<b>2024</b>
Operating activities	\$ 113,484	\$ 46,391
Investing activities	(81,845)	31,607
Financing activities	(19,488)	(70,930)
<b>Net increase in cash and cash equivalents and restricted cash</b>	<b>\$ 12,151</b>	<b>\$ 7,068</b>

### Cash Flows From Operating Activities

During the six months ended June 30, 2025, net cash provided by operating activities increased compared to the six months ended June 30, 2024 due to increases in operating revenues and a reduction in various operating expenses across the organization. Net cash provided by operating activities for the six months ended June 30, 2025 included net income of \$37.9 million, and excluding non-cash impacts, included an increase in ExtraCash receivables, service based revenue of \$7.9 million and an increase in prepaid expenses and other current assets of \$1.7 million. These changes were offset by an increase in accounts payable of \$1.0 million, an increase in other non-current liabilities of \$0.6 million and an increase in accrued expenses of \$0.5 million.

During the six months ended June 30, 2024, net cash provided by operating activities increased compared to the six months ended June 30, 2023 due to increases in operating revenues and a reduction in operating expenses across the organization. Net cash provided by operating activities for the six months ended June 30, 2024 included net income of \$40.6 million, and excluding non-cash impacts, included increase in accounts payable of \$3.8 million, an increase in other non-current liabilities of \$2.9 million, an increase in other current liabilities of \$0.5 million, and a decrease in prepaid income taxes of \$0.1 million. These changes were offset primarily by an increase in prepaid expenses and other current assets of \$5.6 million, a decrease in a legal settlement accrual of \$2.1 million, a decrease in accrued expenses of \$1.9 million and an increase in ExtraCash receivables, service based revenue of \$0.6 million.

### Cash Flows From Investing Activities

During the six months ended June 30, 2025, net cash used in investing activities was \$81.8 million. This included the sale and maturity of investments of \$108.1 million, offset by purchases of investments of \$108.8 million, net ExtraCash originations and collections of \$77.8 million, and payments related to internally developed software costs of \$3.1 million.

During the six months ended June 30, 2024, net cash provided by investing activities was \$31.6 million. This included the sale and maturity of investments of \$121.8 million and sale of marketable securities of \$60.0 million, offset by purchases of marketable securities of \$59.2 million, purchases of investments of \$48.5 million, net disbursements and collections of ExtraCash receivables of \$38.7 million, and payments related to internally developed software costs of \$3.8 million.

### Cash Flows From Financing Activities

During the six months ended June 30, 2025, net cash used in financing activities was \$19.5 million, which consisted of the \$13.3 million for payment for shares withheld related to net share settlements and \$6.9 million related to repurchases of Class A Common Stock, offset by \$0.7 million for proceeds received for stock option exercises.

During six months ended June 30, 2024, net cash used in financing activities was \$70.9 million, which consisted of the \$71.8 million paydown of the FTX Ventures Ltd. convertible note and associated costs, offset by \$0.8 million received for stock option exercises.

### Critical Accounting Estimates

Our condensed consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the condensed consolidated financial statements, as well as the reported revenues and expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Our critical accounting estimates and assumptions are evaluated on an ongoing basis, including those related to the following:

- (i) Allowance for credit losses; and
- (ii) Income taxes.

Actual results may differ from these estimates under different assumptions or conditions. We believe that the accounting estimates discussed below are critical to understanding our historical and future performance, as these estimates relate to the more significant areas involving management's judgments and estimates. For further details, please refer to Note 2 in our accompanying condensed consolidated financial statements for the three month ended June 30, 2025 and 2024 included in this Form 10-Q.

While our significant accounting estimates are described in the notes to our condensed consolidated financial statements, we believe that the following accounting estimates require a greater degree of judgment and complexity and are the most critical to understanding our financial condition and historical and future results of operations.

#### Allowance for Credit Losses

ExtraCash receivables from contracts with Members as of the balance sheet dates are recorded at their original receivable amounts reduced by an allowance for expected credit losses. We pool our ExtraCash receivables, all of which are short-term in nature and arise from contracts with Members, based on shared risk characteristics to assess their risk of loss, even when that risk is remote. We use an aging method and historical loss rates as a basis for estimating the percentage of current and delinquent ExtraCash receivables balances that will result in credit losses. We consider whether the conditions at the measurement date and reasonable and supportable forecasts about future conditions warrant an adjustment to our historical loss experience. In assessing such adjustments, we primarily evaluate current economic conditions, expectations of near-term economic trends and changes in customer payment terms and collection trends. For the measurement dates presented herein, given our methods of collecting funds, and that we have not observed meaningful changes in our customers' payment behavior, we determined that our historical loss rates remained most indicative of our lifetime expected losses. We immediately recognize an allowance for expected credit losses upon the origination of the ExtraCash receivable. Adjustments to the allowance each period for changes in the estimate of lifetime expected credit losses are recognized in operating expenses—provision for credit losses in the consolidated statements of operations.

When we determine that an ExtraCash receivable is not collectible, the uncollectible amount is written-off as a reduction to both the allowance and the gross asset balance. Subsequent recoveries are recorded when received and are recorded as a recovery of the allowance for expected credit losses. Any change in circumstances related to a specific ExtraCash receivable may result in an additional allowance for expected credit losses being recognized in the period in which the change occurs.

#### Income Taxes

We follow ASC 740, Income Taxes ("ASC 740"), which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the period in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more-likely-than-not that the asset will not be realized.

The effective tax rate used for interim periods is the estimated annual effective tax rate, based on the current estimate of full year results, except that those taxes related to specific discrete events, if any, are recorded in the interim period in which they occur. The annual effective tax rate is based upon several significant estimates and judgments, including our estimated annual pre-tax income in each tax jurisdiction in which it operates, and the development of tax planning strategies during the year. In addition, our tax expense can be impacted by changes in tax rates or laws and other factors that cannot be predicted with certainty. As such, there can be significant volatility in interim tax provisions.

ASC 740 provides that a tax benefit from an uncertain tax position may be recognized when it is more-likely-than-not that the position will be sustained in a court of last resort, based on the technical merits. If more-likely-than-not, the amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized upon examination, including compromise settlements. For tax positions not meeting the more-likely-than-not threshold, no tax benefit is recorded. We have estimated \$2.3 million and \$1.5 million of uncertain tax positions as of June 30, 2025 and 2024, respectively, related to state income taxes and federal and state R&D tax credits.

Our policy is to recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense within the statement of operations.

We are subject to income tax in jurisdictions in which we operate, including the United States. For U.S. income tax purposes, we are taxed as a Subchapter C corporation.

We recognize deferred taxes for temporary differences between the basis of assets and liabilities for financial statement and income tax purposes. We recorded a valuation allowance against our deferred tax assets, net of certain deferred tax liabilities, at June 30, 2025 and December 31, 2024. Based upon management's assessment of all available evidence, we have concluded that it is more-likely-than-not that the deferred tax assets, net of certain deferred tax liabilities, will not be realized.

On June 27, 2025, California enacted a new law requiring financial institutions to utilize a single sales factor apportionment method, effective for tax years beginning in 2025. While management is currently evaluating the ultimate impact of this change, the Company expects that this legislation will reduce its California apportioned income and related state income tax expense beginning in 2025.

#### Emerging Growth Company Status

We are an "emerging growth company" as defined in Section 2(a) of the Securities Act of 1933, as amended, and have elected to take advantage of the benefits of the extended transition period for new or revised financial accounting standards. We will no longer qualify as an emerging growth company after December 31, 2025, but expect to continue to take advantage of the benefits of the extended transition period until that date, although we may decide to early adopt such new or revised accounting standards to the extent permitted by such standards. We expect to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and non-public companies until the earlier of the date we (i) are no longer an

emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. This may make it difficult or impossible to compare our financial results with the financial results of another public company that is either not an emerging growth company or is an emerging growth company that has chosen not to take advantage of the extended transition period exemptions because of the potential differences in accounting standards used. See Note 2 of our accompanying condensed consolidated financial statements included in this report for the recent accounting pronouncements adopted and the recent accounting pronouncements not yet adopted for the three months ended June 30, 2025 and 2024.

In addition, we intend to rely on the other exemptions and reduced reporting requirements provided by the JOBS Act for emerging growth companies. Subject to certain conditions set forth in the JOBS Act, if we intend to rely on such exemptions, we are not required to, among other things: (a) provide an auditor's attestation report on our system of internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act; (b) provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd- Frank Wall Street Reform and Consumer Protection Act; (c) comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the condensed consolidated financial statements (auditor discussion and analysis); and (d) disclose certain executive compensation-related items such as the correlation between executive compensation and performance and comparisons of the Chief Executive Officer's compensation to median employee compensation.

### **Recently Issued Accounting Standards**

Refer to Note 2, "Significant Accounting Policies," of our condensed consolidated financial statements included in this report for a discussion of the impact of recent accounting pronouncements.

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

Not required until after the first fiscal year-end in which Item 305(c) of Regulation S-K is applicable for former smaller reporting companies.

### **Item 4. Controls and Procedures.**

#### **Evaluation of Disclosure Controls and Procedures**

Our management has evaluated, with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2025.

#### **Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the 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.

For a description of our material pending legal proceedings, please see Note 11, “Commitments and Contingencies,” to the condensed consolidated financial statements included elsewhere in this report.

From time to time, we may become involved in other legal proceedings, including arbitrations, arising in the ordinary course of business. We are not currently a party to any other such litigation or legal proceedings that, in the opinion of our management, are likely to have a material adverse effect on our business. However, in light of the uncertainties involved in such matters, including the fact that some legal proceedings are at preliminary stages or seek an indeterminate amount of damages, penalties or fines, it is possible that future outcomes of legal proceedings could have a material impact on our results of operations. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, negative publicity and reputational harm and other factors.

### Item 1A. Risk Factors.

As of the date of this Form 10-Q, there have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on March 4, 2025, other than as noted below and in Part II, Item 1A “Risk Factors” of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. Additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations. We may disclose changes to such risk factors or disclose additional risk factors from time to time in our future filings with the SEC.

***ExtraCash exposes us to credit risk of our Members and if our underwriting criteria for ExtraCash is not sufficient to mitigate against this risk, or if the data we use to underwrite is inaccurate or incomplete, our financial condition and operating results could be adversely affected if a substantial number of our Members fail to repay the ExtraCash overdraft they receive.***

The ExtraCash product exposes us to financial losses if Members do not repay the ExtraCash overdraft. The timing and volume of repayments have a significant impact on our financial results and cash flows. If a large number of Members do not repay ExtraCash overdrafts, our financial condition and operating results would be adversely affected.

Our underwriting standards may not offer adequate protection against the risk of non-payment, especially in periods of economic uncertainty such as existed more recently with rising interest rates, and inflationary pressures. We rely on consumer’s bank account data obtained through a third party in order to develop our underwriting models and in order to underwrite any particular consumer’s ExtraCash overdraft. If this data becomes unavailable or is inaccurate or incomplete, our underwriting may not adequately predict repayment of advances. In addition, if the cost to obtain this data materially increases, our business, results of operations and financial condition may be materially and adversely affected.

Our ability to accurately forecast performance and determine an appropriate provision and our credit loss allowance, is critical to our business and financial results. The determination of our credit loss allowance requires many assumptions and complex analyses, including management’s evaluation of the risk inherent in the ExtraCash portfolio, composition of the portfolio, specific impaired ExtraCash receivables, and current economic conditions.

There can be no assurance that our performance forecasts will be accurate. In periods with changing economic conditions, elevated interest rates and persistent inflationary pressures, accurately forecasting repayment of ExtraCash receivables is more difficult. Our credit loss allowance is an estimate, and if actual repayment defaults are materially greater than our credit loss allowance, or more generally, if our forecasts are not accurate, our financial position, liquidity and results of operations could be materially adversely affected. Specifically, we may incur net charge-offs in excess of our reserves, or we may be required to increase our provision for credit losses, either of which would adversely affect our results of operations. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Critical Accounting Estimates” in this Quarterly Report on Form 10-Q.

***We primarily rely on a single bank partner, and if our present or any future key banking relationships are terminated and we are not able to secure or successfully migrate client portfolios to a new bank partner or partners, or our bank partner becomes subject to regulatory restrictions or other operational disruptions, our business would be adversely affected.***

We rely on agreements with Evolve, our primary bank partner, and Coastal Community Bank to provide ExtraCash and other deposit accounts, debit card services and other transaction services to us and our Members. In June 2024, Evolve became subject to a consent order issued by its primary regulator, the Board of Governors of the Federal Reserve System (“Federal Reserve Board”), that imposes restrictions on Evolve’s operations and risk management practices. The recent bankruptcy of Synapse Financial Technologies, Inc. (“Synapse”), also affected the ability of customers of financial technology companies that used Synapse as a service provider to access funds placed at Synapse’s partner banks, including Evolve, for a number of months. We have also entered into a Program Agreement

with Coastal Community Bank to become a sponsor for our banking and ExtraCash products. Our Members have begun onboarding to Coastal Community Bank on a limited basis.

These agreements and corresponding regulations and supervisory expectations governing banks and financial institutions may give Evolve or Coastal Community Bank substantial discretion in approving certain aspects of our business practices, including our application and qualification procedures for Members and require us to comply with certain legal requirements. Our current or future bank partner's discretionary actions or interpretations of our obligations under these agreements could impose material limitations to, or have a material adverse effect on, our business, financial condition and results of operations. In addition, any disruptions or restrictions on our bank partner's operations could have an adverse effect on our business, financial condition and results of operations. For example, in May 2024, Evolve experienced a cybersecurity incident that resulted in the leak of certain customer information, including the information of some of our Members.

If our relationships with our bank partners are terminated or if one of our bank partners is unable to provide the necessary services to us, we would need to find another financial institution to provide those services, which could be difficult and expensive. Transitioning Members' accounts from one bank partner to another, including the transition from Evolve to Coastal Community Bank, raises the risk of financial losses as a result of operational errors, including but not limited to, loss or disclosure of Member data and records, software defects, service disruption, employee misconduct, security breaches, or other similar actions or errors as well as from disputes or negotiations with an existing or prospective bank partner. Transitioning Members' accounts from one bank partner to another also entails risk of disruption to our business from differences in the manner in which the new bank partner provides products and services to Members, including the new bank partner's credit underwriting, regulatory compliance practices, and customer service practices and difficulties operating with more than one bank partner during any transition. The occurrence of any such events or any such changes in our bank partner's practices could cause financial losses to our business and our Members, loss of trust, damage to our reputation, or termination of our agreements with strategic partners, each of which could result in loss of Members; loss or delayed market acceptance and sales of our products or services; legal claims against us, including from our existing or prospective bank partner; regulatory enforcement action; or diversion of resources, including through increased service expenses or financial concessions and increased insurance costs. If we are unable to find a replacement financial institution to provide the services we receive from our bank partner, we would not be able to offer ExtraCash, service our deposit accounts, debit cards and other services, which would have a material adverse effect on our business, financial condition and results of operations. Furthermore, our financial results could be adversely affected if our costs associated with using our bank partner materially change or if any penalty or claim for damages is imposed as a result of our breach of our agreements with our bank partner.

***Changes in U.S. policies may adversely impact our business, financial condition, and results of operations.***

The current U.S. administration has announced and/or implemented significant new tariffs and retaliatory tariffs against U.S. trading partners. Tariffs and trade restrictions may cause the prices of products to increase, which could reduce our Members' disposable income, and adversely impact their spending, willingness to use ExtraCash, or ability to repay ExtraCash. This, in turn, could adversely affect our financial condition and results of operations.

The current U.S. administration is also implementing significant changes to the size and scope of the federal government. These changes may include reductions to government funding of various programs and agencies, alteration of the payment systems it uses, changes in policy direction, reduction and possible elimination of various federal agencies and bureaus and reduction of the overall federal government workforce. These changes, which may have a positive impact by reducing the overall federal deficit and reducing regulatory burden, may also have potential negative impacts, including impacts on the economy as a whole or different regions or segments of the economy. Accordingly, it is possible that such comprehensive changes may be materially adverse to our Members, business, financial condition and results of operation.

***Our business is subject to extensive regulation and oversight in a variety of areas under federal, state and local laws, and is subject to regulatory investigations, consumer litigation, and mass arbitrations.***

We are subject to extensive regulation under United States federal and state laws and regulations. Regulators have broad discretion with respect to the interpretation, implementation, and enforcement of these laws and regulations, including through enforcement actions that could subject us to civil money penalties, Member remediation, increased compliance costs, and limits or prohibitions on our ability to offer certain products or services or to engage in certain activities. Any failure or perceived failure to comply with any of these laws or regulations could subject us to lawsuits or governmental actions and/or damage our reputation or cause us to modify our products and operations or cease our ability to offer certain products altogether, which could materially and adversely affect our business. Moreover, any competitors subject to different, or in some cases less restrictive, legislative or regulatory regimes may have or obtain a competitive advantage over us.

We are subject to the regulatory and enforcement authority of the CFPB, which oversees compliance with federal consumer financial protection laws. In addition, our partnership with Evolve and with Coastal Community Bank are subject to the supervisory authority of the Federal Reserve, which is the primary federal bank regulator of Evolve and Coastal Community Bank, and their respective state

banking regulators. Any future bank partnership will also be subject to the supervisory authority of the partner bank's primary federal and any applicable state bank regulator. The CFPB has broad enforcement powers, and upon determining a violation of applicable law has occurred can order, among other things, rescission or reformation of contracts, the refund of moneys, restitution, disgorgement or compensation for unjust enrichment, the payment of damages or other monetary relief, public notifications regarding violations, limits on activities or functions, remediation of practices, external compliance monitoring and civil money penalties. The cost of responding to investigations can be substantial and an adverse resolution to an investigation, including a consent order or other settlement, may have a material adverse effect on our business, financial position, results of operations and future prospects.

For example, in January 2023, the Company received a Civil Investigative Demand from the Federal Trade Commission (the "FTC") staff seeking information in connection with the sale, offering, advertising, marketing or other promotion of cash advance products and online financial services. In response, the Company cooperated with the FTC staff while seeking to engage constructively with the FTC to resolve this matter.

On August 21, 2024, the FTC staff sent the Company a proposed consent order and draft complaint, alleging that the Company had violated Section 5(a) of the Federal Trade Commission Act ("FTC Act") which prohibits "unfair or deceptive acts or practices in or affecting commerce" and certain provisions of the Restore Online Shoppers' Confidence Act related to the Company's platform and offering of the ExtraCash Product (the "Complaint"), and advising that it would recommend the filing of an enforcement action if the Company did not settle the FTC's claims. The Company engaged in good faith negotiations with the FTC staff to settle the claims but these negotiations were unsuccessful, and on November 5, 2024, the FTC filed the Complaint in the United States District Court for the Central District of California against the Company. The Complaint sought a permanent injunction, monetary relief for an unspecified amount and "other relief as the court determines to be just and proper." The FTC then referred the case to the Department of Justice (the "DOJ"), and on December 30, 2024, the DOJ filed an amended civil complaint in the United States District Court for the Central District of California, naming the Company and our Chief Executive Officer, Jason Wilk as defendants (the "Amended Complaint"). The Amended Complaint alleges that Dave violated Section 5(a) of the FTC Act as well as the Restore Online Shoppers' Confidence Act. The DOJ is seeking injunctive relief, civil penalties, monetary relief and other relief. For additional information regarding this matter, see Part II, Item 1 "Legal Proceedings" and Note 11, "Commitments and Contingencies," to the condensed consolidated financial statements included elsewhere in this report.

Although the Company believes that its practices have at all times been in compliance with applicable law, the outcome of any case in litigation is uncertain. Therefore, for the year ended December 31, 2024, the Company recorded a \$7 million litigation and settlement accrual for this matter. Significant changes in the accrual may be required in future periods as the case progresses and additional information becomes available. At this time, the Company is unable to reasonably predict the possible outcome of this matter due to, among other things, the fact that it raises difficult factual and legal issues and is subject to many uncertainties and complexities. There can be no assurance that the Company will be successful in the litigation, and the Company may incur a loss in excess of the amount accrued. The defense or resolution of this matter could involve significant monetary costs and have a material impact on the Company's business, financial results and operations.

In addition, we are also subject to consumer litigation, including putative consumer class actions, and mass arbitrations, in which large groups of consumers bring arbitration claims against the Company simultaneously, which allege that we violate federal and/or state laws regulating the financial services industry. For example, there has been an increase in consumer litigation and mass arbitration demands, including several consumer litigation and mass arbitration demands that have been filed or threatened against the Company. The results of any such claims, litigation, mass arbitrations, government investigations or other legal or regulatory proceedings cannot be predicted with certainty. For additional information regarding our material legal proceedings, refer to Part II, Item 1 "Legal Proceedings" and Note 11, "Commitments and Contingencies," to the condensed consolidated financial statements included elsewhere in this report.

Our "terms of use" for the Dave App as well as the Evolve and Coastal Community Bank agreements related to the ExtraCash and deposit accounts include arbitration clauses, and any future bank partner agreements related to the ExtraCash and deposit accounts are also expected to include arbitration clauses. If our arbitration agreements were to become unenforceable for any reason, we could experience an increase to our consumer litigation costs and exposure to potentially damaging class action lawsuits. Even if our arbitration clause remains enforceable, we would remain subject to mass arbitrations.

We have been and may in the future also be subject to investigations and potential enforcement actions that may be brought by state regulatory authorities, state attorneys general or other state enforcement authorities and other governmental agencies. Any such actions could subject us to civil money penalties and fines, Member remediation, and increased compliance costs, damage our reputation and brand and limit or prohibit our ability to offer certain products and services or engage in certain business practices. Further, in some cases, regardless of fault, it may be less time-consuming or costly to settle these matters, which may require us to implement certain changes to our business practices, provide remediation to certain individuals or make a settlement payment to a given party or regulatory body.

*The valuation of our public and private warrants and earnout shares could materially increase the volatility of our net income (loss) in our consolidated statements of operations.*

We record changes in the fair value of our public and private warrants and earnout shares at each reporting period based on fluctuations in our stock price and the number of instruments outstanding. These mark-to-market adjustments to warrant and earnout liabilities reflect the fair value of instruments issued in connection with our initial public offering and business combination agreements. Significant movements in our stock price or the outstanding count of public warrants, private warrants or earnout shares could have a substantial effect on our net income (loss). Furthermore, the valuation models and assumptions used to measure these instruments' fair values may introduce additional unpredictability and volatility into our financial results.

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

None

**Item 3. Defaults Upon Senior Securities.**

None

**Item 4. Mine Safety Disclosures.**

None

**Item 5. Other Information**

On May 30, 2025, Jason Wilk, a member of our Board of Directors and Chief Executive Officer, entered into a pre-arranged stock trading plan that provides for the potential sale of up to 100,000 shares of Dave Class A Common Stock between August 29, 2025 and May 29, 2026, subject to the plan's earlier expiration or completion in accordance with its terms.

On June 4, 2025, Kyle Beilman, Chief Financial Officer and Chief Operating Officer, entered into a pre-arranged stock trading plan that provides for the potential sale of up to 70,000 shares of Dave Class A Common Stock between September 3, 2025 and December 31, 2025, subject to the plan's earlier expiration or completion in accordance with its terms.

On June 5, 2025, Yadin Rozov, a member of our Board of Directors, entered into a pre-arranged stock trading plan that provides for the potential sale of up to 19,386 shares of Dave Class A Common Stock between September 4, 2025 and December 31, 2025, subject to the plan's earlier expiration or completion in accordance with its terms.

These trading plans are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act.

**Item 6. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
31.1	<a href="#">Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002</a>
32.1**	<a href="#">Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002</a>
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document With Embedded Linkbase Documents.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

\*\* Furnished and not filed.

**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.

Dated: August 6, 2025

**Dave Inc.**

By: /s/ Jason Wilk

Jason Wilk

Title: Chief Executive Officer

Dated: August 6, 2025

**DAVE INC.**

By: /s/ Kyle Beilman

Kyle Beilman

Title: Chief Financial Officer and Chief Operating Officer

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jason Wilk, certify that:

- 1) I have reviewed this Quarterly Report on Form 10-Q for the quarter ended June 30, 2025 of Dave 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: August 6, 2025

/s/ Jason Wilk  
\_\_\_\_\_  
Chief Executive Officer  
(principal executive officer)

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**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kyle Beilman, certify that:

- 1) I have reviewed this Quarterly Report on Form 10-Q for the quarter ended June 30, 2025 of Dave 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: August 6, 2025

/s/ Kyle Beilman  
\_\_\_\_\_  
Chief Financial Officer and Chief Operating Officer  
(principal financial officer)

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

The undersigned, Jason Wilk, Chief Executive Officer, and Kyle Beilman, Chief Financial Officer and Chief Operating Officer of Dave Inc. (the “Company”), hereby certify as of the date hereof, solely for the purposes of 18 U.S.C. §1350, that:

- (i) the Quarterly Report on Form 10-Q for the period ended June 30, 2025 of the Company (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: August 6, 2025

/s/ Jason Wilk  
\_\_\_\_\_  
Chief Executive Officer

/s/ Kyle Beilman  
\_\_\_\_\_  
Chief Financial Officer and Chief Operating Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

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