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**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 March 31, 2026

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 001-42509



**STRATEGY INC**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

51-0323571

(I.R.S. Employer  
Identification Number)

1850 Towers Crescent Plaza, Tysons Corner, VA  
(Address of Principal Executive Offices)

22182

(Zip Code)

(703) 848-8600

(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol	Name of Each Exchange on which Registered
10.00% Series A Perpetual Strife Preferred Stock, \$0.001 par value per share	STRF	The Nasdaq Global Select Market
Variable Rate Series A Perpetual Stretch Preferred Stock, \$0.001 par value per share	STRC	The Nasdaq Global Select Market
8.00% Series A Perpetual Strike Preferred Stock, \$0.001 par value per share	STRK	The Nasdaq Global Select Market
10.00% Series A Perpetual Stride Preferred Stock, \$0.001 par value per share	STRD	The Nasdaq Global Select Market
Class A common stock, \$0.001 par value per share	MSTR	The Nasdaq Global Select Market

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

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

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

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

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

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

As of April 26, 2026, the registrant had 330,807,622 and 19,640,250 shares of class A common stock and class B common stock outstanding, respectively.

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**STRATEGY INC**

**FORM 10-Q**

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**PART I - FINANCIAL INFORMATION**
**Item 1. Financial Statements**

**STRATEGY INC**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except per share data)

	March 31, 2026	December 31, 2025
	(unaudited)	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 2,207,219	\$ 2,301,470
Restricted cash	2,026	1,873
Accounts receivable, net	122,257	205,748
Prepaid expenses and other current assets	59,722	55,046
<b>Total current assets</b>	<b>2,391,224</b>	<b>2,564,137</b>
Digital assets	51,649,675	58,854,028
Property and equipment, net	28,275	28,858
Right-of-use assets	58,270	46,975
Deposits and other assets	136,263	142,577
Deferred tax assets	5,043	4,507
<b>Total assets</b>	<b>\$ 54,268,750</b>	<b>\$ 61,641,082</b>
<b>Liabilities, Mezzanine Equity and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable, accrued expenses, and operating lease liabilities	\$ 44,660	\$ 50,335
Accrued compensation and employee benefits	33,654	69,986
Accrued interest	5,970	5,619
Preferred dividends payable	48,153	27,121
Current portion of long-term debt, net	31,402	31,313
Deferred revenue and advance payments	231,218	272,118
<b>Total current liabilities</b>	<b>395,057</b>	<b>456,492</b>
Long-term debt, net	8,165,122	8,158,842
Deferred revenue and advance payments	5,224	5,451
Operating lease liabilities	60,861	46,135
Other long-term liabilities	4,822	4,736
Deferred tax liabilities	1,379	1,926,454
<b>Total liabilities</b>	<b>8,632,465</b>	<b>10,598,110</b>
<b>Commitments and Contingencies</b>		
<b>Mezzanine Equity</b>		
Series A Perpetual Preferred Stock, \$0.001 par value; 424,953 and 442,361 shares authorized; 98,881 and 78,183 issued and outstanding at March 31, 2026 and December 31, 2025, respectively; redemption value and liquidation preference of \$10,004,676 and \$8,032,324 at March 31, 2026 and December 31, 2025, respectively	8,984,928	6,919,514
<b>Stockholders' Equity</b>		
Preferred stock undesignated, \$0.001 par value; 580,047 and 562,639 shares authorized, no shares issued and outstanding at March 31, 2026 and December 31, 2025, respectively	—	—
Class A common stock, \$0.001 par value; 10,330,000 and 10,330,000 shares authorized, 326,286 and 292,422 shares issued and outstanding at March 31, 2026 and December 31, 2025, respectively	326	292
Class B common stock, \$0.001 par value; 165,000 shares authorized, 19,640 shares issued and outstanding at both March 31, 2026 and December 31, 2025	20	20
Additional paid-in capital	43,130,389	37,806,554
Accumulated other comprehensive loss	(7,913)	(5,171)
(Accumulated deficit) retained earnings	(6,471,465)	6,321,763
<b>Total stockholders' equity</b>	<b>36,651,357</b>	<b>44,123,458</b>
<b>Total liabilities, mezzanine equity and stockholders' equity</b>	<b>\$ 54,268,750</b>	<b>\$ 61,641,082</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**STRATEGY INC**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)

	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
	(unaudited)	(unaudited)
<b>Revenues:</b>		
Product licenses	\$ 5,501	\$ 7,270
Subscription services	58,879	37,103
Total product licenses and subscription services	64,380	44,373
Product support	44,190	52,529
Other services	15,730	14,164
<b>Total revenues</b>	<b>124,300</b>	<b>111,066</b>
<b>Cost of revenues:</b>		
Product licenses	1,196	964
Subscription services	22,471	14,429
Total product licenses and subscription services	23,667	15,393
Product support	6,187	7,354
Other services	11,092	11,224
<b>Total cost of revenues</b>	<b>40,946</b>	<b>33,971</b>
<b>Gross profit</b>	<b>83,354</b>	<b>77,095</b>
<b>Operating expenses:</b>		
Sales and marketing	36,272	27,532
Research and development	24,665	24,423
General and administrative	37,357	40,547
Unrealized loss on digital assets	14,455,479	5,906,005
<b>Total operating expenses</b>	<b>14,553,773</b>	<b>5,998,507</b>
<b>Loss from operations</b>	<b>(14,470,419)</b>	<b>(5,921,412)</b>
Interest income (expense), net	1,824	(17,106)
Other income (expense), net	3,116	(3,936)
<b>Loss before income taxes</b>	<b>(14,465,479)</b>	<b>(5,942,454)</b>
Benefit from income taxes	(1,922,809)	(1,725,084)
<b>Net loss</b>	<b>(12,542,670)</b>	<b>(4,217,370)</b>
Dividends on preferred stock	(229,527)	(10,648)
<b>Net loss attributable to common stockholders of Strategy</b>	<b>\$ (12,772,197)</b>	<b>\$ (4,228,018)</b>
<b>Basic loss per common share (1)</b>	<b>\$ (38.25)</b>	<b>\$ (16.49)</b>
Weighted average common shares outstanding - Basic	333,913	256,473
<b>Diluted loss per common share (1)</b>	<b>\$ (38.25)</b>	<b>\$ (16.49)</b>
Weighted average common shares outstanding - Diluted	333,913	256,473

(1) Basic and fully diluted loss per common share for class A and class B common stock are the same.

The accompanying notes are an integral part of these Consolidated Financial Statements.

**STRATEGY INC**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**(in thousands)**

	Three Months Ended March 31,	
	2026	2025
	(unaudited)	(unaudited)
<b>Net loss</b>	\$ (12,542,670)	\$ (4,217,370)
Other comprehensive (loss) income, net of applicable taxes:		
Foreign currency translation adjustment	(2,742)	3,417
Total other comprehensive (loss) income	(2,742)	3,417
<b>Comprehensive loss</b>	<u>\$ (12,545,412)</u>	<u>\$ (4,213,953)</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**STRATEGY INC**  
**CONSOLIDATED STATEMENTS OF MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY**  
(in thousands, unaudited)

	Mezzanine Equity			Stockholders' Equity						
	Perpetual Preferred Stock		Total Stockholders' Equity	Class A Common Stock		Class B Convertible Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)
	Shares	Amount		Shares	Amount	Shares	Amount			
		\$	\$		\$		\$	\$	\$	
<b>Balance at January 1, 2025</b>	—	\$ —	\$ 30,976,362	226,138	\$ 226	19,640	\$ 20	\$ 20,411,998	\$ (15,384)	\$ 10,579,502
Net loss	—	—	(4,217,370)	—	—	—	—	—	—	(4,217,370)
Other	—	—	(1,097)	—	—	—	—	—	—	(1,097)
Other comprehensive income	—	—	3,417	—	—	—	—	—	3,417	—
Preferred stock cash dividends declared	—	—	(9,188)	—	—	—	—	—	—	(9,188)
Issuance of class A common stock under stock incentive plans	—	—	12,121	401	—	—	—	12,121	—	—
Issuance of class A common stock under public offerings, net of issuance costs	—	—	4,399,205	12,625	13	—	—	4,399,192	—	—
Issuance of class A common stock upon conversions of convertible senior notes	—	—	1,045,132	7,373	8	—	—	1,045,124	—	—
Share-based compensation expense	—	—	12,654	—	—	—	—	12,654	—	—
Issuance of preferred stock	16,150	1,304,497	—	—	—	—	—	—	—	—
<b>Balance at March 31, 2025</b>	<b>16,150</b>	<b>\$ 1,304,497</b>	<b>\$ 32,221,236</b>	<b>246,537</b>	<b>\$ 247</b>	<b>19,640</b>	<b>\$ 20</b>	<b>\$ 25,881,089</b>	<b>\$ (11,967)</b>	<b>\$ 6,351,847</b>

**STRATEGY INC**  
**CONSOLIDATED STATEMENTS OF MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY**  
**(in thousands, unaudited)**

	Mezzanine Equity			Stockholders' Equity						
	Perpetual Preferred Stock		Total Stockholders' Equity	Class A Common Stock		Class B Convertible Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)
	Shares	Amount		Shares	Amount	Shares	Amount			
<b>Balance at January 1, 2026</b>	78,183	\$ 6,919,514	\$ 44,123,458	292,422	\$ 292	19,640	\$ 20	\$ 37,806,554	\$ (5,171)	\$ 6,321,763
Net loss	—	—	(12,542,670)	—	—	—	—	—	—	(12,542,670)
Other comprehensive income	—	—	(2,742)	—	—	—	—	—	(2,742)	—
Preferred stock cash dividends declared	—	—	(250,558)	—	—	—	—	—	—	(250,558)
Issuance of class A common stock under stock incentive plans	—	—	18,484	395	—	—	—	18,484	—	—
Issuance of class A common stock under public offerings, net of issuance costs	—	—	5,292,212	33,469	34	—	—	5,292,178	—	—
Share-based compensation expense	—	—	13,173	—	—	—	—	13,173	—	—
Issuance of preferred stock	20,698	2,065,414	—	—	—	—	—	—	—	—
<b>Balance at March 31, 2026</b>	<b>98,881</b>	<b>\$ 8,984,928</b>	<b>\$ 36,651,357</b>	<b>326,286</b>	<b>\$ 326</b>	<b>19,640</b>	<b>\$ 20</b>	<b>\$ 43,130,389</b>	<b>\$ (7,913)</b>	<b>\$ (6,471,465)</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**STRATEGY INC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Three Months Ended March 31,	
	2026	2025
	(unaudited)	(unaudited)
<b>Operating activities:</b>		
Net loss	\$ (12,542,670)	\$ (4,217,370)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	8,785	6,575
Reduction in carrying amount of right-of-use assets	1,527	2,240
Deferred taxes	(1,925,628)	(1,728,363)
Share-based compensation expense	13,173	11,819
Unrealized loss on digital assets	14,455,479	5,906,005
Amortization of issuance costs on long-term debt	6,516	6,048
Other	492	—
Changes in operating assets and liabilities:		
Accounts receivable	1,206	10,542
Prepaid expenses and other current assets	(5,982)	(7,835)
Deposits and other assets	428	(1,519)
Accounts payable and accrued expenses	(802)	(1,431)
Accrued compensation and employee benefits	(38,027)	(30,385)
Accrued interest	351	421
Deferred revenue and advance payments	41,958	43,289
Operating lease liabilities and long-term liabilities	(2,817)	(2,425)
Net cash provided by (used in) operating activities	13,989	(2,389)
<b>Investing activities:</b>		
Purchases of digital assets	(7,251,126)	(7,661,663)
Advance deposits on purchases of property and equipment	—	(6,000)
Purchases of property and equipment	(952)	(2,737)
Net cash used in investing activities	(7,252,078)	(7,670,400)
<b>Financing activities:</b>		
Proceeds from sale of common stock under public offerings	5,298,581	4,407,093
Issuance costs paid related to sale of common stock under public offerings	(6,369)	(7,129)
Proceeds from sale of preferred stock under public offerings	2,069,957	1,336,938
Issuance costs paid related to sale of preferred stock under public offerings	(4,543)	(31,113)
Dividends paid on preferred stock	(229,527)	(9,188)
Proceeds from exercise of stock options	15,438	9,418
Proceeds from sales under employee stock purchase plan	3,046	2,703
Other financing outflows	(149)	(141)
Proceeds from convertible senior notes	—	2,000,000
Issuance costs paid for convertible senior notes	—	(14,133)
Payments to settle conversions and redemption of convertible senior notes	—	(143)
Net cash provided by financing activities	7,146,434	7,694,305
<b>Effect of foreign exchange rate changes on cash, cash equivalents, and restricted cash</b>	<b>(2,443)</b>	<b>845</b>
<b>Net (decrease) increase in cash, cash equivalents, and restricted cash</b>	<b>(94,098)</b>	<b>22,361</b>
<b>Cash, cash equivalents, and restricted cash, beginning of period</b>	<b>2,303,343</b>	<b>39,897</b>
<b>Cash, cash equivalents, and restricted cash, end of period</b>	<b>\$ 2,209,245</b>	<b>\$ 62,258</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**STRATEGY INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(unaudited)**

**(1) Summary of Significant Accounting Policies**

***(a) Basis of Presentation***

The accompanying Consolidated Financial Statements of Strategy Inc (“Strategy,” or the “Company”) are unaudited.

The Consolidated Financial Statements and Notes to Consolidated Financial Statements are presented as required by the rules and regulations of the United States Securities and Exchange Commission (“SEC”) for interim reporting and do not contain certain information included in the Company’s annual financial statements and notes. These financial statements should be read in conjunction with the Company’s audited financial statements and the notes thereto filed with the SEC in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025. There have been no significant changes in the Company’s accounting policies since December 31, 2025.

Certain prior period amounts have been reclassified and aggregated to conform to the current period presentation. These changes did not have a material impact on the Company’s Consolidated Financial Statements and no underlying accounting policies or measurement bases have changed.

In the opinion of management, all adjustments necessary for a fair statement of financial position and results of operations have been included. All such adjustments are of a normal recurring nature, unless otherwise disclosed. Interim results are not necessarily indicative of results for a full year.

The accompanying Consolidated Financial Statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

***(b) Digital Assets***

The Company initially records its bitcoin purchases at cost and any increases or decreases in fair value are recognized as incurred in the Company's Consolidated Statements of Operations, and the fair value of the Company’s bitcoin is reflected within the Company's Consolidated Balance Sheet each reporting period-end. The Company establishes a deferred tax liability when the fair value of bitcoin at the reporting date exceeds the average cost basis of the Company’s bitcoin holdings at that date. Subsequent increases or decreases in the fair value of bitcoin result in corresponding increases or decreases to the deferred tax liability. If the fair value of bitcoin declines below the Company’s cost basis, the deferred tax liability related to unrealized gains is reversed, and a deferred tax asset is recognized for the resulting unrealized loss. The Company evaluates the realizability of deferred tax assets each reporting period and records a valuation allowance against its U.S. federal and state deferred tax assets when it is more likely than not that some or all of the deferred tax assets will not be realized.

***(c) Redeemable Preferred Stock***

As of March 31, 2026, the following series of preferred stock of the Company were outstanding:

- 10.00% Series A Perpetual Strife Preferred Stock (“STRF Stock”);
- Variable Rate Series A Perpetual Stretch Preferred Stock (“STRC Stock”);
- 10.00% Series A Perpetual Stream Preferred Stock (“STRE Stock”);
- 8.00% Series A Perpetual Strike Preferred Stock (“STRK Stock”); and
- 10.00% Series A Perpetual Stride Preferred Stock (“STRD Stock”).

In these Notes to Consolidated Financial Statements, STRF Stock, STRC Stock, STRE Stock, STRK Stock and STRD Stock are collectively referred to as “Preferred Stock.” In accordance with Accounting Standards Codification (“ASC”) 480, *Distinguishing Liabilities from Equity*, each series of Preferred Stock outstanding as of March 31, 2026 is classified within mezzanine equity, as certain events that could cause shares of each such series of Preferred Stock to become redeemable are not solely within the control of the Company. In each case, the carrying values of the shares are initially recognized based on proceeds received, net of issuance costs, and are not accreted to their redemption value unless it becomes probable that the shares will become redeemable. Refer to Note 9, Redeemable Preferred Stock for further discussion.

## (2) Recent Accounting Standards

The following Accounting Standards Updates (“ASU”) were issued by the FASB but have not yet been adopted:

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40), which requires further disaggregation of specific expense captions in the notes to consolidated financial statements. The guidance is effective for the Company’s 2027 annual and 2028 interim periods, with early adoption permitted. The Company is currently evaluating the impact of this standard on its disclosures and does not expect the adoption to have a material impact on its consolidated financial statements.

In September 2025, the FASB issued ASU No. 2025-06, Intangibles: Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software (ASU 2025-06). Upon adoption, the Company will be required to account for internal-use software under the updated capitalization criteria. The standard is effective for the Company’s interim and annual 2028 periods, with early adoption permitted. The standard can be applied either prospectively, retrospectively, or under a modified transition approach. The Company is currently evaluating the impact of this standard on its consolidated financial statements as well as its method of adoption.

## (3) Digital Assets

The Company accounts for its digital assets, which are comprised solely of bitcoin, as indefinite-lived intangible assets in accordance with ASC 350, *Intangibles—Goodwill and Other* and ASU 2023-08. The Company’s digital assets are initially recorded at cost. Subsequent to the Company’s adoption of ASU 2023-08 on January 1, 2025, bitcoin assets are measured at fair value as of each reporting period. The Company determines the fair value of its bitcoin in accordance with ASC 820, *Fair Value Measurement*, based on quoted (unadjusted) prices on the Coinbase exchange, the active exchange that the Company has determined is its principal market for bitcoin (Level 1 inputs). Changes in fair value are recognized as incurred in the Company’s Consolidated Statements of Operations, within “Unrealized gain (loss) on digital assets”, within operating expenses in the Company’s Consolidated Statement of Operations.

The following table summarizes the Company’s digital asset holdings as of:

(in thousands, except number of bitcoins)	March 31, 2026	December 31, 2025
Approximate number of bitcoins held	762,099	672,500
Digital asset cost basis	\$ 57,686,457	\$ 50,435,331
Digital asset fair value	\$ 51,649,675	\$ 58,854,028

The following table summarizes the Company’s digital asset purchases and unrealized losses on digital assets as calculated after the adoption of ASU 2023-08 on January 1, 2025 for the periods indicated. The Company did not sell any of its bitcoins during the three months ended March 31, 2026 or 2025, respectively.

(in thousands, except number of bitcoins)	Three Months Ended March 31,	
	2026	2025
Approximate number of bitcoins purchased	89,599	80,715
Digital asset purchases	\$ 7,251,126	\$ 7,661,663
Unrealized loss on digital assets	\$ 14,455,479	\$ 5,906,005

From time to time, the Company’s execution partners may extend short-term trade credits to the Company and to MacroStrategy LLC (“MacroStrategy”), a wholly-owned subsidiary of the Company, to purchase bitcoin in advance of using cash funds in their respective trading accounts. Trade credits are due and payable after the bitcoin purchases are completed. During the three months ended March 31, 2026 and 2025, certain bitcoin of the Company and MacroStrategy were subject to a first priority security interest and lien in order to secure payments owed by the Company or MacroStrategy with respect to these arrangements. While trade credits are outstanding, the Company and MacroStrategy may incur interest fees and be required to maintain minimum balances in its trading and custody accounts with such execution partners. As of March 31, 2026, neither the Company nor MacroStrategy had any outstanding trade credits payable.

The vast majority of the Company’s assets are concentrated in its bitcoin holdings. Bitcoin is a digital asset, which is a novel asset class that is subject to significant legal, commercial, regulatory and technical uncertainty. Holding bitcoin does not generate any cash flows and involves custodial fees and other costs. Additionally, the price of bitcoin has historically experienced significant price volatility, and a significant decrease in the price of bitcoin would adversely affect the Company’s financial condition and results of operations. The Company’s strategy of acquiring and holding bitcoin also

exposes it to counterparty risks with respect to the custody of its bitcoin, cybersecurity risks, and other risks inherent to holding a digital asset. In particular, the Company is subject to the risk that, if its private keys with respect to its digital assets are lost or destroyed or other similar circumstances or events occur, the Company may lose some or all of its digital assets, which could materially adversely affect the Company's financial condition and results of operations.

#### (4) Contract Balances

The Company invoices its customers in accordance with billing schedules established in each contract. The Company's rights to consideration from customers are presented separately in the Company's Consolidated Balance Sheets depending on whether those rights are conditional or unconditional.

The Company presents unconditional rights to consideration from customers within "Accounts receivable, net" in its Consolidated Balance Sheets. All of the Company's contracts are generally non-cancellable and/or non-refundable, and therefore an unconditional right generally exists when the customer is billed or amounts are billable per the contract.

Accounts receivable consisted of the following, as of:

(in thousands)	March 31, 2026	December 31, 2025
Billed and billable	\$ 125,327	\$ 209,094
Less: allowance for credit losses	(3,070)	(3,346)
Accounts receivable, net	\$ 122,257	\$ 205,748

Changes in the allowance for credit losses were not material for the three months ended March 31, 2026.

Rights to consideration that are subject to a condition other than the passage of time are considered contract assets until they are expected to become unconditional and transfer to accounts receivable. Current contract assets included in "Prepaid expenses and other current assets" in the Consolidated Balance Sheets consisted of \$11.8 million and \$9.7 million, as of March 31, 2026 and December 31, 2025, respectively, related to performance obligations or services being rendered in advance of future invoicing associated with multi-year contracts. Non-current contract assets included in "Deposits and other assets" in the Consolidated Balance Sheets consisted of \$6.9 million and \$4.7 million, as of March 31, 2026 and December 31, 2025, respectively, related to performance obligations or services being rendered in advance of future invoicing associated with multi-year contracts. During the three months ended March 31, 2026 and 2025, there were no significant impairments to the Company's contract assets, nor were there any significant changes in the timing of the Company's contract assets being reclassified to accounts receivable.

Contract liabilities are amounts received or due from customers in advance of the Company transferring the software or services to the customer and presented as "Deferred revenue and advance payments" in the Consolidated Balance Sheets. In the case of multi-year service contract arrangements, the Company generally does not invoice more than one year in advance of services and does not record deferred revenue for amounts that have not been invoiced. Revenue is subsequently recognized in the period(s) in which control of the software or services is transferred to the customer.

The Company's "Accounts receivable, net" and "Deferred revenue and advance payments" balances in the Consolidated Balance Sheets include unpaid amounts related to contracts under which the Company has an enforceable right to invoice the customer for non-cancellable and/or non-refundable software and services. Changes in accounts receivable and changes in deferred revenue and advance payments are presented net of these unpaid amounts in "Operating activities" in the Consolidated Statements of Cash Flows.

During the three months ended March 31, 2026 and 2025, the Company recognized revenues of \$96.7 million and \$85.4 million, respectively, from amounts included in the total deferred revenue and advance payments balances at the beginning of the respective year. For the three months ended March 31, 2026 and 2025, there were no significant changes in the timing of revenue recognition on the Company's deferred balances.

The Company's remaining performance obligation represents all future revenue under contract and includes deferred revenue and advance payments and billable non-cancellable amounts that will be invoiced and recognized as revenue in future periods. The remaining performance obligation excludes contracts that are billed in arrears, such as certain time and materials contracts. The portions of multi-year contracts that will be invoiced in the future are not presented on the balance sheet within accounts receivable and deferred revenues and are instead included in the following remaining performance obligations disclosure. As of March 31, 2026, the Company had an aggregate transaction price of \$577.7 million allocated to the remaining performance obligation related to subscription services, product support, product licenses, and other services contracts. The Company expects to recognize \$334.7 million within the next 12 months and the remainder thereafter.

**(5) Long-term Debt**

The net carrying value of the Company's outstanding debt consisted of the following, as of:

(in thousands)	<b>March 31, 2026</b>	<b>December 31, 2025</b>
2028 Convertible Notes	\$ 1,003,791	\$ 1,002,736
2029 Convertible Notes	2,984,138	2,982,316
2030A Convertible Notes	790,101	789,109
2030B Convertible Notes	1,990,366	1,989,115
2031 Convertible Notes	597,462	596,843
2032 Convertible Notes	790,798	790,113
Other long-term secured debt	39,868	39,923
Total	<u>\$ 8,196,524</u>	<u>\$ 8,190,155</u>
Reported as:		
Current portion of long-term debt, net	31,402	31,313
Long-term debt, net	8,165,122	8,158,842
Total	<u>\$ 8,196,524</u>	<u>\$ 8,190,155</u>

**Convertible Senior Notes**

As of March 31, 2026, the following convertible notes were outstanding (the "Outstanding Convertible Notes"):

- \$1.01 billion aggregate principal amount of 0.625% Convertible Senior Notes due 2028 (the "2028 Convertible Notes");
- \$3.00 billion aggregate principal amount of 0% Convertible Senior Notes due 2029 (the "2029 Convertible Notes");
- \$800.0 million aggregate principal amount of 0.625% Convertible Senior Notes due 2030 (the "2030A Convertible Notes");
- \$2.00 billion aggregate principal amount of 0% Convertible Senior Notes due 2030 (the "2030B Convertible Notes");
- \$603.7 million aggregate principal amount of 0.875% Convertible Senior Notes due 2031 (the "2031 Convertible Notes"); and
- \$800.0 million aggregate principal amount of 2.25% Convertible Senior Notes due 2032 (the "2032 Convertible Notes").

Additionally, the Company also previously issued, in February 2021, \$1.05 billion aggregate principal amount of 0% Convertible Senior Notes due 2027 (the "2027 Convertible Notes", and together with the Outstanding Convertible Notes, the "Convertible Notes"). All of the 2027 Convertible Notes were redeemed or converted into the Company's class A common stock during the three months ended March 31, 2025.

Each of the Convertible Notes were issued in a private offering. The Outstanding Convertible Notes are, and the 2027 Convertible Notes were, senior unsecured obligations of the Company ranking senior in right of payment to any of the Company's indebtedness expressly subordinated in right of payment to the Convertible Notes; equal in right of payment to any of the Company's unsecured indebtedness not so subordinated; effectively junior in right of payment to any of the Company's secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of the Company's subsidiaries.

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The following table summarizes the key terms of each of the Convertible Notes (principal at inception, net proceeds, and issuance costs are each reported in thousands). The summaries below are qualified in their entirety by the full text of the applicable indenture governing the respective Convertible Notes:

	<b>2027 Convertible Notes</b>	<b>2028 Convertible Notes</b>	<b>2029 Convertible Notes</b>	<b>2030A Convertible Notes</b>	<b>2030B Convertible Notes</b>	<b>2031 Convertible Notes</b>	<b>2032 Convertible Notes</b>
Issuance Date	February 2021	September 2024	November 2024	March 2024	February 2025	March 2024	June 2024
Maturity Date (1)	February 15, 2027	September 15, 2028	December 1, 2029	March 15, 2030	March 1, 2030	March 15, 2031	June 15, 2032
Principal at Inception	\$1,050,000	\$1,010,000	\$3,000,000	\$800,000	\$2,000,000	\$603,750	\$800,000
Stated Interest Rate (2)	0.000%	0.625%	0.000%	0.625%	0.000%	0.875%	2.250%
Interest Payment Dates (3)	February 15 & August 15	March 15 & September 15	June 1 & December 1	March 15 & September 15	March 1 & September 1	March 15 & September 15	June 15 & December 15
Net Proceeds	\$1,025,830	\$997,375	\$2,974,250	\$782,000	\$1,984,852	\$592,567	\$786,000
Issuance Costs (4)	\$24,170	\$12,625	\$25,750	\$18,000	\$15,148	\$11,183	\$14,000
Effective Interest Rate (4)	0.39%	1.05%	0.24%	1.14%	0.25%	1.30%	2.63%
Date of Holder Put Option (5)	n/a	September 15, 2027	June 1, 2028	September 15, 2028	March 1, 2028	September 15, 2028	June 15, 2029
Initial Conversion Rate (6)	6.98	5.46	1.49	6.68	2.31	4.30	4.89
Initial Conversion Price (7)	\$143.25	\$183.19	\$672.40	\$149.77	\$433.43	\$232.72	\$204.33
Convertible at any time after the following date (8) (9)	January 24, 2025	March 15, 2028	June 1, 2029	September 15, 2029	December 3, 2029	September 15, 2030	December 15, 2031
Not redeemable by the Company prior to the following date (10)	February 20, 2024	December 20, 2027	December 4, 2026	March 22, 2027	March 5, 2027	March 22, 2028	June 20, 2029
Redemption Date (11)	February 24, 2025	n/a	n/a	n/a	n/a	n/a	n/a

- (1) “Maturity Date” is the stated maturity date under each applicable indenture governing such notes, unless earlier converted, redeemed, or repurchased in accordance with their terms.
- (2) Holders may receive additional or special interest under specified circumstances as outlined under each applicable indenture governing the Convertible Notes.
- (3) "Interest Payment Date" represent the dates on which regular interest is payable on the 2028 Convertible Notes, 2030A Convertible Notes, 2031 Convertible Notes and 2032 Convertible Notes under the applicable indenture. Since the 2029 Convertible Notes and the 2030B Convertible Notes do not bear, and the 2027 Convertible Notes prior to their redemption did not bear, regular interest, "Interest Payment Dates" for such notes represent the dates on which special interest and/or additional interest, if any, is payable under the applicable indenture.
- (4) “Issuance Costs” reflect the customary offering expenses associated with each of the Convertible Notes. The Company accounts for these issuance costs as a reduction to the principal amount of the respective Convertible Notes and amortizes the issuance costs to interest expense from the respective debt issuance dates through the earlier of the “Maturity Date” or the “Date of Holder Put Option,” if applicable, at the “Effective Interest Rate” stated in the table.
- (5) “Date of Holder Put Option” represents the respective dates upon which holders of the Outstanding Convertible Notes each have a noncontingent right to require the Company to repurchase for cash all or any portion of their respective notes at a repurchase price equal to 100% of the principal amount of such notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the repurchase date.
- (6) The “Initial Conversion Rate” is stated in shares of the Company’s class A common stock per \$1,000 principal amount. The conversion rates are subject to customary anti-dilution adjustments. In addition, following certain events that may occur prior to the respective maturity dates or if the Company delivers a notice of redemption, the Company will increase the conversion rate for a holder who elects to convert its respective Convertible Notes in connection with

such corporate event or notice of redemption, as the case may be, in certain circumstances as provided in each indenture governing the respective Convertible Notes.

- (7) The “Initial Conversion Price” is stated in dollars per share of the Company’s class A common stock.
- (8) On or after the stated dates until the close of business on the second scheduled trading day immediately preceding the respective maturity dates, holders may convert the Convertible Notes at any time. Upon conversion of the Convertible Notes, the Company will pay or deliver, as the case may be, cash, shares of the Company’s class A common stock, or a combination of cash and shares of class A common stock, at the Company’s election. For the 2027 Convertible Notes, the date presented is the date on which the Company delivered its notice of full redemption of the 2027 Convertible Notes, which resulted in the 2027 Convertible Notes being convertible at any time thereafter until 5:00pm New York City time, on February 20, 2025. See below under “Conversions and Redemption of Convertible Notes” for further information.
- (9) Prior to the respective dates, the Convertible Notes are convertible only under the following circumstances:
  - i. during any calendar quarter (and only during such calendar quarter) if the last reported sale price of the Company’s class A common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price of the respective Convertible Notes on each applicable trading day;
  - ii. during the five business day period after any five consecutive trading day period (the “measurement period”) in which the “trading price” (as defined under each applicable indenture governing the respective Convertible Notes) per \$1,000 principal amount of the respective Convertible Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company’s class A common stock and the applicable conversion rate on each such trading day;
  - iii. (a) in the case of the 2028 Convertible Notes, 2029 Convertible Notes, 2030A Convertible Notes, 2031 Convertible Notes and 2032 Convertible Notes, the Company calls any or all of such Convertible Notes for redemption, then a holder may surrender all or any part of such of its Convertible Notes as called for redemption for conversion at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; and (b) in the case of the 2030B Convertible Notes, the Company calls any 2030B Convertible Notes for redemption, then the holders of such 2030B Convertible Note may convert such 2030B Convertible Notes at any time before the close of business on the second business day immediately before the related redemption date; and
  - iv. upon occurrence of specified corporate events as described in each applicable indenture governing the respective Convertible Notes.
- (10) The Company may redeem for cash all or a portion of the Outstanding Convertible Notes at its option, on or after the stated dates, if the last reported sale price of the Company’s class A common stock has been at least 130% of the conversion price of the respective Convertible Notes then in effect for at least 20 trading days (whether or not consecutive), including the trading day immediately preceding the date on which the Company provides a notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption. The redemption price will be equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. See below “Conversions and Redemption of Convertible Notes” subsection for information regarding the Company’s redemption of the 2027 Convertible Notes.
- (11) “Redemption Date” for the 2027 Convertible Notes is the date on which the Company redeemed all outstanding 2027 Convertible Notes.

If the Company undergoes a “fundamental change,” as defined in the respective indentures governing the Convertible Notes prior to maturity, subject to certain conditions, holders may require the Company to repurchase for cash all or any portion of their respective Convertible Notes at a fundamental change repurchase price equal to 100% of the principal amount of the respective Convertible Notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

The respective indentures governing the Convertible Notes contain customary terms and covenants, including that upon certain events of default occurring and continuing, either the applicable trustee of the respective Convertible Notes or the holders of at least 25% in principal amount outstanding of the respective Convertible Notes may declare 100% of the principal of, and accrued and unpaid interest, if any, on all the respective Convertible Notes to be due and payable.

Although the Convertible Notes contain embedded conversion features, the Company accounts for the Convertible Notes in their entirety as a liability because the conversion features are indexed to the Company’s class A common stock and meet the criteria for classification in stockholders’ equity and therefore do not qualify for separate derivative accounting.

*Conversions and Redemption of Convertible Notes*

During the three months ended March 31, 2025, the full \$1.05 billion aggregate principal amount of the 2027 Convertible Notes were converted or redeemed. Upon settlement of the notes that were converted, the Company issued 7,373,528 shares of its class A common stock and paid a nominal amount of cash in lieu of fractional shares. During the three months ended March 31, 2025, the Company received from certain holders of the 2031 Convertible Notes requests to convert an immaterial principal amount of the 2031 Convertible Notes, which the Company settled in shares of class A common stock and cash in accordance with the terms and provisions of the indenture governing the 2031 Convertible Notes.

During three months ended March 31, 2026, the Outstanding Convertible Notes were not convertible and the Company did not receive any conversion requests.

*Collective Convertible Notes Disclosures*

As of March 31, 2026, the maximum number of shares into which the Outstanding Convertible Notes could have been potentially converted if the conversion features were triggered at the conversion rates then in effect based on the Outstanding Convertible Notes then outstanding on such date was:

- 2028 Convertible Notes: 5,513,489 shares of class A common stock;
- 2029 Convertible Notes: 4,461,600 shares of class A common stock;
- 2030A Convertible Notes: 5,341,600 shares of class A common stock;
- 2030B Convertible Notes: 4,614,400 shares of class A common stock;
- 2031 Convertible Notes: 2,593,923 shares of class A common stock; and
- 2032 Convertible Notes: 3,915,200 shares of class A common stock.

None of the Outstanding Convertible Notes were convertible at the option of the holders during the three months ended March 31, 2026. See "Conversions and Redemptions of Convertible Notes" above for additional information about conversions during the three months ended March 31, 2025.

The Outstanding Convertible Notes may be convertible in future periods if one or more of the conversion conditions are satisfied during future measurement periods. See "Convertible Senior Notes" above for additional information. None of the Company's Outstanding Convertible Notes are convertible at the option of the holders of the respective Convertible Notes during the three months ended June 30, 2026.

As of March 31, 2026, and December 31, 2025, the net carrying value of the Outstanding Convertible Notes was classified as a long-term liability in the “Long-term debt, net” line item in the Company’s Consolidated Balance Sheets.

The following table presents the net carrying value and fair value of the Company’s Outstanding Convertible Notes as of March 31, 2026 and December 31, 2025:

(in thousands)	March 31, 2026				
	Outstanding Principal Amount	Unamortized Issuance Costs	Net Carrying Value	Fair Value	
				Amount	Leveling
2028 Convertible Notes	\$ 1,010,000	\$ (6,209)	\$ 1,003,791	\$ 1,111,909	Level 2
2029 Convertible Notes	3,000,000	(15,862)	2,984,138	2,516,940	Level 2
2030A Convertible Notes	800,000	(9,899)	790,101	925,656	Level 2
2030B Convertible Notes	2,000,000	(9,634)	1,990,366	1,745,920	Level 2
2031 Convertible Notes	603,659	(6,197)	597,462	583,340	Level 2
2032 Convertible Notes	800,000	(9,202)	790,798	804,624	Level 2
<b>Total</b>	<b>\$ 8,213,659</b>	<b>\$ (57,003)</b>	<b>\$ 8,156,656</b>	<b>\$ 7,688,389</b>	

December 31, 2025

(in thousands)	Outstanding Principal Amount	Unamortized Issuance Costs	Net Carrying Value	Fair Value	
				Amount	Leveling
2028 Convertible Notes	\$ 1,010,000	\$ (7,264)	\$ 1,002,736	\$ 1,214,525	Level 2
2029 Convertible Notes	3,000,000	(17,684)	2,982,316	2,468,832	Level 2
2030A Convertible Notes	800,000	(10,891)	789,109	1,014,071	Level 2
2030B Convertible Notes	2,000,000	(10,885)	1,989,115	1,728,262	Level 2
2031 Convertible Notes	603,659	(6,816)	596,843	621,950	Level 2
2032 Convertible Notes	800,000	(9,887)	790,113	892,562	Level 2
<b>Total</b>	<b>\$ 8,213,659</b>	<b>\$ (63,427)</b>	<b>\$ 8,150,232</b>	<b>\$ 7,940,202</b>	

The fair value of the Outstanding Convertible Notes is determined using observable market data other than quoted prices, specifically the last traded price at the end of the reporting period of identical instruments in the over-the-counter market (Level 2).

For the three months ended March 31, 2026 and 2025 interest expense related to the Convertible Notes was as follows:

(in thousands)	Three Months Ended March 31, 2026			Three Months Ended March 31, 2025		
	Contractual Interest Expense	Amortization of Issuance Costs	Total	Contractual Interest Expense	Amortization of Issuance Costs	Total
2027 Convertible Notes	\$ —	\$ —	\$ —	\$ —	\$ 401	\$ 401
2028 Convertible Notes	1,578	1,055	2,633	1,578	1,044	2,622
2029 Convertible Notes	—	1,822	1,822	—	1,818	1,818
2030A Convertible Notes	1,250	991	2,241	1,250	980	2,230
2030B Convertible Notes	—	1,251	1,251	—	513	513
2031 Convertible Notes	1,321	619	1,940	1,321	611	1,932
2032 Convertible Notes	4,500	685	5,185	4,500	668	5,168
<b>Total</b>	<b>\$ 8,649</b>	<b>\$ 6,423</b>	<b>\$ 15,072</b>	<b>\$ 8,649</b>	<b>\$ 6,035</b>	<b>\$ 14,684</b>

For the three months ended March 31, 2026 and 2025, the Company paid \$8.3 million and \$8.2 million, respectively, in interest related to the Convertible Notes. The Company has not paid any additional interest or special interest related to the Convertible Notes to date.

### ***Other long-term secured debt***

In June 2022, the Company, through a wholly-owned subsidiary, entered into a secured term loan agreement in the amount of \$11.1 million, bearing interest at an annual rate of 5.2%, and maturing in June 2027. The loan is secured by certain non-bitcoin assets of the Company that are not otherwise serving as collateral for any of the Company's other indebtedness.

In June 2025, the Company entered into a loan agreement that provides for aggregate borrowings of up to \$31.1 million, available in multiple tranches, to fund a capital asset purchase. Amounts outstanding under the loan bear interest, with respect to each tranche, at a variable rate equal to the one-year Secured Overnight Financing Rate plus 4.24%. The loan is secured by non-bitcoin assets that do not and will not otherwise serve as collateral for any of the Company's other indebtedness. The loan will mature in 2026.

After monthly payments made under the terms of these other long-term secured debt agreements, the other long-term secured debt had an aggregate net carrying value of \$39.9 million as of both March 31, 2026 and December 31, 2025, respectively, and an aggregate outstanding principal balance of \$40.2 million and \$40.3 million as of March 31, 2026 and December 31, 2025. As of March 31, 2026 and December 31, 2025, \$31.4 million and \$31.3 million of the respective net carrying values were short-term and were presented in "Current portion of long-term debt, net" in the Consolidated Balance Sheets.

### ***Maturities***

The following table shows the maturities of the Company's debt instruments outstanding as of March 31, 2026. The principal payments related to the Outstanding Convertible Notes are included in the table below as if the holders exercised

their right to require the Company to repurchase all of the respective convertible notes on their respective Date of Holder Put Option.

Payments due by period ending March 31, (in thousands)	2028 Convertible Notes	2029 Convertible Notes	2030A Convertible Notes	2030B Convertible Notes	2031 Convertible Notes	2032 Convertible Notes	Other long-term secured debt	Total
2027	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 31,716	\$ 31,716
2028	1,010,000	—	—	2,000,000	—	—	8,477	3,018,477
2029	—	3,000,000	800,000	—	603,659	—	—	4,403,659
2030	—	—	—	—	—	800,000	—	800,000
Total	<u>\$1,010,000</u>	<u>\$3,000,000</u>	<u>\$ 800,000</u>	<u>\$2,000,000</u>	<u>\$ 603,659</u>	<u>\$ 800,000</u>	<u>\$ 40,193</u>	<u>\$8,253,852</u>

## (6) Commitments and Contingencies

### (a) Commitments

From time to time, the Company enters into certain types of contracts that require it to indemnify parties against third-party claims. These contracts primarily relate to agreements under which the Company assumes indemnity obligations for intellectual property infringement or death, bodily harm, or damage to tangible personal property due to the Company's personnel's gross negligence or willful misconduct in providing contracted services, as well as other obligations from time to time depending on arrangements negotiated with customers and other third parties. The conditions of these obligations vary. Thus, the overall maximum amount of the Company's indemnification obligations cannot be reasonably estimated. Historically, the Company has not been obligated to make significant payments for these obligations and does not currently expect to incur any material obligations in the future. Accordingly, the Company has not recorded an indemnification liability on its Consolidated Balance Sheets as of March 31, 2026 or December 31, 2025.

### (b) Contingencies

#### *Brazil Matter*

Following an internal review initiated in 2018, the Company disclosed its belief that its Brazilian subsidiary failed or likely failed to comply with local procurement regulations in conducting business with certain Brazilian government entities.

In 2020 the Company learned that the Brazilian Federal Police were investigating alleged corruption and procurement fraud involving certain government officials, including a transaction that was part of the basis of the Company's previously reported failure or likely failure of its Brazilian subsidiary to comply with local procurement regulations. To the best of the Company's knowledge, this investigation was concluded in 2023. Neither employees of the Company's Brazilian subsidiary nor the subsidiary itself were targets of the Federal Police investigation.

The Company's Brazilian subsidiary voluntarily disclosed information from its 2018 internal review to Brazil's General Superintendence of the Administrative Council for Economic Defense ("SG/CADE"), the Federal Comptroller General ("CGU"), and the Office of the Comptroller General of the State of São Paulo ("CGE-SP"). Following this voluntary disclosure and cooperation with these agencies, the Company's Brazilian subsidiary signed leniency agreements with the SG/CADE in September 2020, with the CGU and the Federal General Attorney's Office ("AGU") in July 2024, and with the CGE-SP and the Office of the Attorney General of the State of São Paulo ("PGE-SP") in April 2025.

In 2023, the SG/CADE launched a public administrative proceeding to investigate potentially anticompetitive conduct by various entities and individuals in Brazil based in part on the information voluntarily disclosed by the Company's Brazilian subsidiary, which is also one of the defendants in the proceeding. In February 2026, SG/CADE issued its final Technical Opinion in the proceeding. SG/CADE recommended, among other things, that leniency be confirmed for the Company's Brazilian subsidiary and no fines be imposed against it. The case will now be referred to CADE's Tribunal. If, after its review, the Tribunal confirms that the Brazilian subsidiary's obligations under the leniency agreement it signed with SG/CADE have been fulfilled, the Brazilian subsidiary will receive full immunity from fines.

Pursuant to its leniency agreement with the CGU and the AGU, the Brazilian subsidiary (i) paid approximately BRL 6.2 million (equivalent to approximately \$1.1 million) in July 2024, (ii) agreed to certain undertakings regarding its compliance program, and (iii) has been granted immunity from debarment and other sanctions. As a result of this leniency agreement, the CGU dismissed its pending administrative action against the Brazilian subsidiary over alleged procurement violations.

Pursuant to its leniency agreement with the CGE-SP and PGE-SP, the Brazilian subsidiary (i) paid approximately BRL 2.4 million (equivalent to approximately \$0.4 million) in April 2025, and (ii) has been granted immunity from debarment and other sanctions.

The Company's Brazilian subsidiary continues to cooperate with requests from government authorities related to the above matters. As of March 31, 2026, the Company remained unable to reasonably estimate a range of loss beyond the payments described above.

#### *Shareholder Action*

On July 21, 2025, David Dodge ("Plaintiff") filed a purported class action lawsuit in the Court of Chancery of the State of Delaware against the Company and the Company's board of directors alleging violations of the Delaware General Corporation Law (the "DGCL"), and asserting a claim against the Company's board of directors for breach of fiduciary duty in connection with the purported DGCL violation. Plaintiff purported to assert claims on behalf of himself and similarly situated holders of the Company's common stock alleging that pursuant to Section 242 of the DGCL ("Section 242"), the holders of the Company's common stock were entitled to vote on the STRK Amendment (as defined in Note 9, Redeemable Preferred Stock) the Company filed on July 7, 2025 with the Secretary of State of the State of Delaware. Refer to Note 9, Redeemable Preferred Stock, for additional information on the STRK Amendment. Plaintiff sought, among other things, an order (i) finding, determining and declaring that the Company violated Section 242; (ii) finding, determining and declaring that the Company's board of directors has breached its fiduciary duties; (iii) deeming the STRK Amendment ineffective and requiring that the Company file a certificate of correction with the Delaware Secretary of State invalidating the STRK Amendment; (iv) awarding unspecified damages to Plaintiff and the class, including interest; (v) awarding attorneys' fees and costs; and (vi) granting other relief. On March 12, 2026, counsel for the parties entered into and filed with the Court of Chancery a Stipulation and [Proposed] Order Dismissing the Action as Moot (the "Stipulation") (brackets in original), which provided for the dismissal of the action as moot with prejudice as to Plaintiff and without prejudice as to any claims belonging to any other actual or potential members of the putative class, and that the Company would pay Plaintiff's attorneys' fees and expenses in the amount of \$550,000. Under the Stipulation, the Company agreed to, among other things, seek stockholder approval of a proposal to ratify the STRK Amendment pursuant to Section 204 of the DGCL at the Company's 2026 annual meeting of stockholders. On March 27, 2026, the Court of Chancery approved the Stipulation in all respects material to the Company and dismissed the case. The Court did not pass, and will not pass, judgment on any entitlement to attorneys' fees or the amount thereof.

#### *Various Legal Proceedings and Contingent Liabilities*

The Company is also involved in various legal proceedings arising in the normal course of business. Although the outcomes of these legal proceedings are inherently difficult to predict, management does not expect the resolution of these legal proceedings to have a material adverse effect on the Company's financial position, results of operations, or cash flows.

The Company has contingent liabilities that, in management's judgment, are not probable of assertion. If such unasserted contingent liabilities were to be asserted, or become probable of assertion, the Company may be required to record significant expenses and liabilities in the period in which these liabilities are asserted or become probable of assertion.

### **(7) Income Taxes**

The Company computes its year-to-date provision for (benefit from) income taxes by applying the estimated annual effective tax rate to year-to-date pretax ordinary income or loss and adjusts the provision for (benefit from) income taxes for discrete tax items recorded in the period. The estimated effective tax rate is subject to fluctuation based on the level and mix of earnings and losses by tax jurisdiction, foreign tax rate differentials, the relative impact of permanent book to tax differences and the impact of any valuation allowances. Each quarter, a cumulative adjustment is recorded for any fluctuations in the estimated annual effective tax rate as compared to the prior quarter. As a result of these factors, and due to potential changes in the Company's period-to-period results, fluctuations in the Company's effective tax rate and respective tax provisions or benefits may occur.

For the three months ended March 31, 2026, the Company recorded a provision for income tax benefit of \$1.92 billion on a pretax loss of \$14.47 billion, which resulted in an effective tax rate of 13.3%. For the three months ended March 31, 2025, the Company recorded a benefit from income taxes of \$1.73 billion on a pretax loss of \$5.94 billion, which resulted in an effective tax rate of 29.0%. During the three months ended March 31, 2026, the Company's benefit from income taxes primarily related to (i) the tax effect of the unrealized losses on digital assets as offset by (ii) the establishment of a full valuation allowance on domestic net deferred tax assets. During the three months ended March 31, 2025, the Company's benefit from income taxes primarily related to the tax effect of the unrealized loss on digital assets.

As of March 31, 2026, the fair market value of bitcoin declined to the point where the cost basis of the bitcoin holdings exceeded their fair market value, requiring the Company to (i) reverse the deferred tax liability of \$2.42 billion on the unrealized gain on bitcoin holdings that existed as of December 31, 2025, (ii) record a deferred tax asset for the unrealized loss on bitcoin holdings of \$1.73 billion, and (iii) establish a valuation allowance against all domestic net deferred tax assets of \$2.23 billion that, in the Company's present estimation, more likely than not will not be realized. If, in future

periods, the fair market value of bitcoin increases and exceeds the cost basis of the Company's bitcoin holdings, the deferred tax asset with respect to unrealized loss would be reversed and the valuation allowance on domestic net deferred tax assets could be released. The Company will continue to regularly assess the realizability of deferred tax assets.

The Company records liabilities related to its uncertain tax positions. As of March 31, 2026, the Company had gross unrecognized income tax benefits, including accrued interest, of \$13.2 million, of which \$3.1 million was recorded in "Other long-term liabilities" and \$10.1 million was recorded in "Deferred tax assets" in the Company's Consolidated Balance Sheet. As of December 31, 2025, the Company had gross unrecognized income tax benefits of \$13.4 million, including accrued interest, \$3.0 million of which was recorded in "Other long-term liabilities" and \$10.4 million of which was recorded in "Deferred tax liability" in the Company's Consolidated Balance Sheet.

## **(8) Share-based Compensation**

### **Stock Incentive Plans**

Prior to its expiration, the Company maintained the 2013 Stock Incentive Plan (as amended, the "2013 Equity Plan"), under which the Company's employees, officers, and directors were awarded various types of share-based compensation, including options to purchase shares of the Company's class A common stock, restricted stock units, and other stock-based awards. In May 2023, the 2013 Equity Plan expired and no new awards may be granted under the 2013 Equity Plan, although awards previously granted under the 2013 Equity Plan will continue to remain outstanding in accordance with their terms.

The Company maintains the 2023 Equity Incentive Plan (as amended, the "2023 Equity Plan") under which the Company's employees, officers, directors, and other eligible participants may be awarded various types of share-based compensation, including options to purchase shares of the Company's class A common stock, restricted stock units, performance stock units, and other stock-based awards. On January 21, 2025, the Company's stockholders approved an amendment to the 2023 Equity Plan (the "2024 Plan Amendment"). The 2024 Plan Amendment amended the 2023 Equity Plan to provide that, beginning on December 20, 2024, each non-employee director who is newly appointed to the Company's board of directors shall automatically receive, upon the date of such director's initial appointment to the Company's board of directors, equity awards having an aggregate fair value equal to \$2,000,000, one-half of which (\$1,000,000) will consist of a non-statutory stock option and one-half of which (\$1,000,000) will consist of restricted stock units, with each award vesting annually in equal installments over four years.

An aggregate of up to 19,327,030 shares of the Company's class A common stock were authorized for issuance under the 2023 Equity Plan. As of March 31, 2026, there were 2,751,074 shares of class A common stock reserved and available for future issuance under the 2023 Equity Plan. The 2013 Equity Plan and the 2023 Equity Plan together are referred to herein as the "Stock Incentive Plans."

### **Stock option awards**

As of March 31, 2026, there were options to purchase 3,314,993 shares of class A common stock outstanding under the Stock Incentive Plans. The following table summarizes the Company's stock option activity for the three months ended March 31, 2026:

	<b>Stock Options Outstanding</b>			
	<b>Shares</b>	<b>Weighted Average Exercise Price Per Share</b>	<b>Aggregate Intrinsic Value</b>	<b>Weighted Average Remaining Contractual Term (Years)</b>
(in thousands, except per share data and years)				
Balance as of January 1, 2026	3,535	\$ 42.63		
Granted	59	\$ 150.28		
Exercised	(277)	\$ 55.60	\$ 28,532	
Forfeited/Expired	(2)	\$ 159.93		
Balance as of March 31, 2026	<u>3,315</u>	\$ 43.42		
Exercisable as of March 31, 2026	2,827	\$ 37.76	\$ 249,075	5.1
Expected to vest as of March 31, 2026	488	\$ 76.19	\$ 34,318	7.4
Total	<u>3,315</u>	\$ 43.42	<u>\$ 283,393</u>	5.4

Stock options outstanding as of March 31, 2026 are comprised of the following range of exercise prices per share:

(in thousands, except per share data and years) Range of Exercise Prices per Share	Stock Options Outstanding		
	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (Years)
\$12.45 - \$20.00	857	\$ 15.22	3.4
\$20.01 - \$30.00	868	\$ 24.48	6.6
\$30.01 - \$40.00	15	\$ 30.16	7.2
\$40.01 - \$50.00	853	\$ 41.23	5.8
\$50.01 - \$70.00	535	\$ 69.12	4.9
\$70.01 - \$220.00	133	\$ 156.89	9.0
\$220.01 - \$300.00	36	\$ 261.38	8.9
\$300.01 - \$364.20	11	\$ 364.20	8.7
\$364.21 and over	7	\$ 371.27	9.2
Total	<u>3,315</u>	\$ 43.42	5.4

An aggregate of 362,693 stock options with an aggregate grant date fair value of \$11.1 million vested during the three months ended March 31, 2026. An aggregate of 958,570 stock options with an aggregate grant date fair value of \$30.2 million vested during the three months ended March 31, 2025. The weighted average grant date fair value of stock option awards using the Black-Scholes valuation model was \$150.28 and \$221.70 for each share subject to a stock option granted during the three months ended March 31, 2026 and 2025, respectively, based on the following assumptions:

	Three Months Ended March 31,	
	2026	2025
Expected term of awards in years	6.25	6.25
Expected volatility	89.4%	83.8% - 84.9%
Risk-free interest rate	3.9%	4.1% - 4.4%
Expected dividend yield	0.0%	0.0%

For the three months ended March 31, 2026 and 2025, the Company recognized approximately \$3.7 million and \$6.6 million, respectively, in share-based compensation expense from stock options granted under the Stock Incentive Plans. As of March 31, 2026, there was approximately \$22.5 million of total unrecognized share-based compensation expense related to unvested stock options, which the Company expects to recognize over a weighted average vesting period of approximately 2.9 years.

**Share-settled restricted stock units**

As of March 31, 2026, there were 870,307 share-settled restricted stock units outstanding under the Stock Incentive Plans. The following table summarizes the Company's share-settled restricted stock unit activity for the periods indicated:

(in thousands)	Share-Settled Restricted Stock Units Outstanding	
	Units	Aggregate Intrinsic Value
Balance as of January 1, 2026	731	
Granted	255	
Vested	(91)	\$ 12,337
Forfeited	(25)	
Balance as of March 31, 2026	<u>870</u>	
Expected to vest as of March 31, 2026	870	\$ 108,614

During the year ended December 31, 2025, and all interim periods presented, the Company used a sell-to-cover method, under which all vested shares are issued and a portion is sold in the open market to satisfy employee payroll tax obligations. During the three months ended March 31, 2026, 90,769 share-settled restricted stock units having an aggregate

grant date fair value of \$14.3 million vested, resulting in the issuance of 90,769 shares of class A common stock; of these issued shares, 32,515 shares were sold in the open market to satisfy employee payroll tax withholding obligations. During the three months ended March 31, 2025, 104,170 share-settled restricted stock units having an aggregate grant date fair value of \$11.4 million vested, resulting in the issuance of 104,170 shares of class A common stock; of these issued shares 35,704 shares were sold in the open market to satisfy employee payroll tax withholding obligations. The weighted average grant date fair value of share-settled restricted stock units granted during the three months ended March 31, 2026 and 2025 was \$149.63 and \$272.08, respectively, based on the fair value of the Company’s class A common stock.

For the three months ended March 31, 2026, and 2025, the Company recognized approximately \$6.1 million and \$5.2 million, respectively, in share-based compensation expense from share-settled restricted stock units granted under the Stock Incentive Plans. As of March 31, 2026, there was approximately \$89.3 million of total unrecognized share-based compensation expense related to unvested share-settled restricted stock units, which the Company expects to recognize over a weighted average vesting period of approximately 3.2 years.

**Share-settled performance stock units**

As of March 31, 2026, there were 290,489 performance stock units outstanding under the 2023 Equity Plan. The following table summarizes the Company’s performance stock unit activity for the periods indicated:

(in thousands)	Share-Settled Performance Stock Units Outstanding	
	Units	Aggregate Intrinsic Value
Balance as of January 1, 2026	239	
Granted	51	
Vested	—	
Forfeited	—	
Balance as of March 31, 2026	290	
Expected to vest as of March 31, 2026	290	\$ 53,672

The weighted average grant date fair value of performance stock units using the Monte-Carlo simulation model was \$267.03 and \$445.66 for each performance stock unit granted during the three months ended March 31, 2026 and 2025, respectively, based on the following assumptions:

	Three Months Ended March 31,	
	2026	2025
Expected term of awards in years	3.0	3.0
Expected volatility	87.2%	99.2%
Risk-free interest rate	3.7%	3.9%
Expected dividend yield	0.0%	0.0%

No performance stock units vested during the three months ended March 31, 2026 and 2025. For the three months ended March 31, 2026, and 2025, the Company recognized approximately \$2.7 million and \$0.7 million, respectively, in share-based compensation expense from performance stock units granted under the 2023 Equity Plan. As of March 31, 2026, there was approximately \$24.8 million of total unrecognized share-based compensation expense related to unvested performance stock units, which the Company expects to recognize over a weighted average vesting period of approximately 2.3 years.

**2021 ESPP**

The Company also maintains the 2021 Employee Stock Purchase Plan (the “2021 ESPP”). The purpose of the 2021 ESPP is to provide eligible employees of the Company and certain of its subsidiaries with opportunities to purchase shares of the Company’s class A common stock in 6-month offering periods commencing on each March 1 and September 1. An aggregate of 1,000,000 shares of the Company’s class A common stock has been authorized for issuance under the 2021 ESPP. During the three months ended March 31, 2026, 27,679 shares of class A common stock were issued in connection with the 2021 ESPP. As of March 31, 2026, 435,917 shares of the Company’s class A common stock remained available for issuance under the 2021 ESPP.

For the three months ended March 31, 2026 and 2025, the Company recognized approximately \$0.7 million and \$0.4 million, respectively, in share-based compensation expense related to the 2021 ESPP. As of March 31, 2026, there was

approximately \$0.7 million of total unrecognized share-based compensation expense related to the 2021 ESPP, which the Company expects to recognize over a period of approximately 0.4 years.

#### **(9) Redeemable Preferred Stock**

The STRF Stock, STRC Stock, STRE Stock, STRK Stock and STRD Stock discussed in this note below are classified within mezzanine equity, as certain events that could cause such shares to become redeemable are not solely within the control of the Company. Issuances of the Preferred Stock are recognized based on proceeds received, net of issuance costs and are not accreted to its redemption value unless it is probable that the Preferred Stock will become redeemable. The Company has evaluated the probability of a redemption in connection with a Fundamental Change (defined below). Based on current facts and circumstances and the Company's current and projected capital structure, management has determined that the occurrence of a Fundamental Change is remote. Accordingly, the Company concluded that accretion to the redemption value of the Preferred Stock is not required as of the reporting date.

On July 7, 2025, the Company filed a certificate of amendment (the "STRK Amendment") with the Secretary of State of the State of Delaware to the STRK Stock certificate of designations so that, together with other conforming changes, the STRK Stock has a liquidation preference that is initially \$100 per share; provided, however, that, effective immediately after the close of business on each business day on or after July 7, 2025 (and, on or after July 7, 2025, if applicable, during the course of a business day on which any sale transaction to be settled by the issuance of STRK Stock is executed, from the exact time of the first such sale transaction during such business day until the close of business of such business day), the liquidation preference per share of STRK Stock will be adjusted to be the greatest of (i) the stated amount of \$100 per

share of STRK Stock; (ii) in the case of any business day on or after July 7, 2025 with respect to which Strategy has, on such business day or any business day during the ten trading day period preceding such business day, executed any sale transaction to be settled by the issuance of STRK Stock, an amount equal to the Last Reported Sale Price (as defined in the STRK Stock certificate of designations) per share of STRK Stock on the trading day immediately before such business day; and (iii) the arithmetic average of the Last Reported Sale Prices per share of STRK Stock for each trading day of the ten consecutive trading days immediately preceding such business day; provided that, for purposes of the definition of liquidation preference, the execution of the STRK Amendment will be treated as an execution of a sale transaction settled by the issuance of STRK Stock. See Note 6, Commitments and Contingencies, for additional information. Until the STRK Amendment's ratification has been completed, investors should treat the STRK Amendment as being subject to ratification.

The following table summarizes the key terms and provisions of each series of Preferred Stock, and information relating to each series of Preferred Stock as of March 31, 2026. The summaries below are qualified in their entirety by the full text of the applicable certificate of designations.

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	<b>STRF Stock</b>	<b>STRC Stock</b>	<b>STRE Stock</b>	<b>STRK Stock</b>	<b>STRD Stock</b>
Trading Symbol	STRF	STRC	STRE	STRK	STRD
Stock Exchange	NASDAQ	NASDAQ	Luxembourg Stock Exchange	NASDAQ	NASDAQ
Initial Issuance Date	March 25, 2025	July 29, 2025	November 13, 2025	February 5, 2025	June 10, 2025
Initial Shares Issued	8,500,000	28,011,111	7,750,000	7,300,000	11,764,700
Initial Public Offering Price per share	\$85.00	\$90.00	€80.00	\$80.00	\$85.00
Initial Net Proceeds (in thousands)	\$710,873	\$2,473,800	€608,734	\$563,226	\$979,486
Initial Issuance Costs (in thousands)	\$11,627	\$47,200	€11,266	\$20,774	\$20,514
Shares Issued as of March 31, 2026	12,839,689	50,246,513	7,750,000	14,020,744	14,024,221
Par Value Per Share	\$0.001	\$0.001	€0.001	\$0.001	\$0.001
Liquidation Preference Per Share as of March 31, 2026 (1)	\$100.00	\$100.00	€100.00	\$100.00	\$100.00
Aggregate Liquidation Preference as of March 31, 2026 (1) (in thousands)	\$1,283,969	\$5,024,651	\$891,560	\$1,402,074	\$1,402,422
Stated Amount	\$100.00	\$100.00	€100.00	n/a	\$100.00
Dividend Rate Per Annum as of March 31, 2026 (2)	10%	11.50%	10%	8%	10%
Cumulative Dividends	Yes	Yes	Yes	Yes	No
Dividend Payment Method	Cash	Cash	Cash	Cash, class A common stock, or a combination of both	Cash
Conversion Privilege	None	None	None	Convertible to class A common stock at any time	None
Initial Conversion Rate	n/a	n/a	n/a	0.1 shares of class A common stock per share of STRK Stock	n/a
Redemption Rights (3)	Yes	Yes	Yes	Yes	Yes
Repurchase Rights (4)	Yes, upon a fundamental change	Yes, upon a fundamental change	Yes, upon a fundamental change	Yes, upon a fundamental change	Yes, upon a fundamental change
Board Rights (5)	Yes	No	No	Yes	No

- (1) The liquidation preference per share of STRF Stock, STRC Stock, STRE Stock and STRD Stock generally approximates to the greater of the trading price per share of the applicable series of Preferred Stock or \$100 (or, in the case of STRE Stock, €100) as set forth in the applicable certificate of designations. As of March 31, 2026, the liquidation preference per share of STRK Stock was \$100. See Note 6, Commitments and Contingencies – Contingencies - Shareholder Action, for additional information.
- (2) Shares of STRC Stock accumulate cumulative dividends at a variable rate per annum on the stated amount thereof. The Company has the right, at its sole and absolute discretion, to adjust the regular dividend rate applicable to a regular dividend period in the manner set forth in the STRC Stock certificate of designations. The monthly regular dividend rate per annum on STRC Stock for the month ended March 31, 2026 was 11.50%.
- (3) As set forth in the applicable certificate of designations, upon the occurrence of certain events, the Company will have the right, at its election, to redeem all, and not less than all, of the applicable series of Preferred Stock for cash at a redemption price calculated in accordance with the applicable certificate of designations. The Company also has the right, to redeem (subject to certain limitations set forth in the STRC Stock certificate of designations) all or any whole number of issued and outstanding shares of STRC Stock at any time, and from time to time, on any redemption date, at a cash redemption price per share of \$101 (or such higher amount as may be chosen in the Company’s sole discretion), plus accumulated and unpaid regular dividends, if any, thereon to, and including, the redemption date.
- (4) If a “Fundamental Change” (as defined in the applicable certificate of designations) occurs, then (subject to a limited exception in the case of STRK Stock), holders of each series of Preferred Stock will have the right to require the Company to repurchase some or all of their shares of the applicable series of Preferred Stock for cash at a repurchase price calculated in accordance with the applicable certificate of designations.

- (5) Holders of STRC Stock, STRE Stock and STRD Stock do not have the right to elect any directors to the Company’s board of directors upon non-payment of regular dividends. However, with respect to STRK Stock and STRF Stock, if (in each case, subject to the applicable certificate of designations) less than the full amount of accumulated and unpaid regular dividends on the applicable series of Preferred Stock have been declared and paid by the following regular dividend payment date in respect of each of (i) four or more consecutive regular dividend payment dates; and (ii) eight or more consecutive regular dividend payment dates, then, in each case, subject to certain limitations, the authorized number of the Company’s directors will automatically increase by one (or the Company will vacate the office of one of its directors) and the holders of the applicable series of Preferred Stock, voting together as a single class with the holders of each class or series of “Voting Parity Stock” (as defined in the applicable certificate of designations) with similar voting rights that are then exercisable, will have the right to elect one director to fill such directorship at the Company’s next annual meeting of stockholders (or, if earlier, at a special meeting of the Company’s stockholders called for such purpose). If, thereafter, all accumulated and unpaid regular dividends on the outstanding shares of the applicable series of Preferred Stock have been paid in full, then this right will terminate. Upon the termination of such right with respect to the applicable series of Preferred Stock and all other outstanding Voting Parity Stock, if any, the term of office of each person then serving as a director pursuant to this right will immediately and automatically terminate (and, if the authorized number of the Company’s directors was increased by one or two, as applicable, in connection with such election, then the authorized number of the Company’s directors will automatically decrease by one or two, as applicable).

At-the-Market Offerings of Preferred Stock

The Company is party to a sales agreement (as amended and supplemented to date, the “Omnibus Sales Agreement”) with TD Securities (USA) LLC, The Benchmark Company, LLC, StoneX Financial Inc., A.G.P./Alliance Global Partners, Barclays Capital Inc., BTIG, LLC, Canaccord Genuity LLC, Cantor Fitzgerald & Co., Clear Street LLC, Compass Point Research & Trading, LLC, H.C. Wainwright & Co., LLC, Keefe, Bruyette & Woods, Inc., Maxim Group LLC, Mizuho Securities USA LLC, Moelis & Company LLC, Morgan Stanley & Co. LLC, Santander US Capital Markets LLC, SG Americas Securities, LLC, and TCBI Securities, Inc., doing business as Texas Capital Securities, as sales agents (each an “Agent” and collectively, the “Agents”), pursuant to which the Company may from time to time through the Agents issue and sell shares of STRF Stock, STRC Stock, STRK Stock, STRD Stock, class A common stock and any additional series of preferred stock as may be designated by the Company from time to time in the future.

Refer to Note 11, At-the-Market Offerings – Preferred Stock ATM Offerings, for additional information regarding the Company’s at-the-market equity offering programs ("ATMs") with respect to certain of our Preferred Stock.

Dividends on Preferred Stock

As of March 31, 2026, dividends on the Company's Preferred Stock are payable when, as and if declared by the Company's board of directors, out of funds legally available for their payment:

- in the case of STRF Stock, STRE Stock, STRK Stock, and STRD Stock, quarterly in arrears on March 31, June 30, September 30 and December 31 of each year; and
- in the case of STRC Stock, monthly in arrears.

During the three months ended March 31, 2026 and March 31, 2025, the Company declared and paid the following dividends:

Cash Dividends Paid (in thousands)	Three Months Ended March 31,	
	2026	2025
STRF Stock	\$ 32,099	\$ —
STRC Stock	111,431	—
STRE Stock (1)	22,895	—
STRK Stock	28,041	9,188
STRD Stock	35,061	—
<b>Total Cash Dividends Paid</b>	<b>\$ 229,527</b>	<b>\$ 9,188</b>

(1) Reflects the Euro to USD exchange rate in effect at the time of the applicable STRE Stock dividend payment.

**(10) Basic and Diluted Loss per Common Share**

Basic loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average common stock outstanding during the respective period. Net loss attributable to common stockholders is computed by deducting the dividends declared related to the current financial reporting period.

The Company has two classes of common stock: class A common stock and class B common stock. Holders of class A common stock generally have the same rights, including rights to dividends, as holders of class B common stock, except that holders of class A common stock have one vote per share while holders of class B common stock have ten votes per share. Each share of class B common stock is convertible at any time, at the option of the holder, into one share of class A common stock. As such, basic and fully diluted earnings per common share for class A common stock and for class B common stock are the same. The Company has never declared or paid any cash dividends on either class A or class B common stock.

As of March 31, 2026, the Company had five series of Preferred Stock outstanding: STRF Stock, STRC Stock, STRE Stock, STRK Stock, and STRD Stock. Only STRK Stock is convertible into the Company's class A common stock and, therefore, is the only series of Preferred Stock that impacts diluted earnings per common share. Each share of the STRK Stock is convertible at any time, at the option of the holder, into 0.1 shares of class A common stock. Refer to Note 9, Redeemable Preferred Stock, to the Consolidated Financial Statements, for additional information on the dividend, voting, and other rights of the Company's outstanding Preferred Stock.

The impact from potential shares of common stock on the diluted earnings per common share calculation are included when dilutive. Potential shares of class A common stock issuable upon the exercise of outstanding stock options, the vesting of restricted stock units and performance stock units considered probable of achievement, and in connection with the 2021 ESPP are computed using the treasury stock method. Potential shares of class A common stock issuable upon conversion of the Convertible Notes and upon conversion of the STRK Stock are computed using the if-converted method. In computing diluted earnings per common share, the Company first calculates the earnings per incremental share ("EPIS") for each class of potential shares of common stock and ranks the classes from the most dilutive (i.e., lowest EPIS) to the least dilutive (i.e., highest EPIS). Basic earnings per common share is then adjusted for the effect of each class of shares, in sequence and cumulatively, until a particular class no longer produces further dilution.

The following table sets forth the computation of basic and diluted loss per common share for the periods indicated:

(in thousands, except per share data)	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
<b>Numerator - Basic and Diluted:</b>		
Net loss	\$ (12,542,670)	\$ (4,217,370)
Dividends on preferred stock	(229,527)	(10,648)
Net loss attributable to common stockholders of Strategy	<u>\$ (12,772,197)</u>	<u>\$ (4,228,018)</u>
<b>Denominator - Basic and Diluted:</b>		
Weighted average common shares of class A common stock	314,273	236,833
Weighted average common shares of class B common stock	19,640	19,640
Total weighted average shares of common stock outstanding	<u>333,913</u>	<u>256,473</u>
<b>Loss per common share:</b>		
Basic loss per share (1)	<u>\$ (38.25)</u>	<u>\$ (16.49)</u>
Diluted loss per share (1)	<u>\$ (38.25)</u>	<u>\$ (16.49)</u>

(1) Basic and fully diluted loss per common share for class A and class B common stock are the same.

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For the three months ended March 31, 2026 and 2025, the following weighted average shares of potential class A common stock were excluded from the diluted loss per common share calculation because their impact would have been anti-dilutive.

(in thousands)	Three Months Ended March 31,	
	2026	2025
Stock options	3,356	4,770
Restricted stock units	745	1,181
Performance stock units	486	590
Employee stock purchase plan	5	4
Convertible preferred stock	1,401	450
2027 Convertible Notes	—	2,977
2028 Convertible Notes	5,513	5,513
2029 Convertible Notes	4,462	4,462
2030A Convertible Notes	5,342	5,342
2030B Convertible Notes	4,614	2,000
2031 Convertible Notes	2,594	2,594
2032 Convertible Notes	3,915	3,915
<b>Total</b>	<b>32,433</b>	<b>33,798</b>

**(11) At-the-Market Offerings**

From time to time, the Company has entered into sales agreements with agents pursuant to which the Company could issue and sell shares of certain series of its Preferred Stock and class A common stock through ATMs. Pursuant to these agreements, the Company agreed to pay the sales agents commissions for their services in acting as agents with respect to the sale of shares through the at-the-market equity offering programs and also agreed to provide the sales agents with reimbursement for certain incurred expenses and customary indemnification and contribution rights.

As of March 31, 2026, the Company is party to the Omnibus Sales Agreement, pursuant to which the Company may from time to time through the Agents issue and sell shares of STRF Stock, STRC Stock, STRK Stock, STRD Stock, class A common stock and any additional series of preferred stock as may be designated by the Company from time to time in the future.

The following table sets forth total shares sold and net proceeds (net of sales commissions and expenses) received from shares sold under the Company's ATMs for the three months ended March 31, 2026 and 2025.

	Three Months Ended March 31,	
	2026	2025
<b>Number of shares sold pursuant to at-the-market offerings:</b>		
STRF Stock ATMs	—	—
STRC Stock ATMs	20,659,450	—
STRK Stock ATMs	38,796	349,907
STRD Stock ATMs	—	—
Class A common stock ATMs	33,468,730	12,624,595
<b>Net proceeds received from shares sold pursuant to at-the-market offerings (in thousands):</b>		
STRF Stock ATMs	\$ —	\$ —
STRC Stock ATMs	2,062,677	—
STRK Stock ATMs	2,968	30,398
STRD Stock ATMs	—	—
Class A common stock ATMs	5,292,212	4,399,205
<b>Total</b>	<b>\$ 7,357,857</b>	<b>\$ 4,429,603</b>
Issuance cost adjustments related to STRF and STRD Stock ATMs (in thousands):	\$ (303)	\$ —

The sales commissions and expenses related to sales of class A common stock described above are considered direct and incremental costs and are charged against “Additional paid-in capital” on the Consolidated Balance Sheet in the period in which the corresponding shares are issued and sold.

## (12) Segment Information

The Company has one reportable operating segment, the “Software Business,” which is engaged in the design, development, marketing, and sales of the Company’s enterprise analytics software platform through cloud subscriptions and licensing arrangements and related services (i.e., product support, consulting and education). The “Corporate & Other” category presented in the following tables is not considered an operating segment. It consists primarily of costs and expenses related to executing the Company’s bitcoin strategy and includes the unrealized losses, and other third-party costs associated with the Company’s bitcoin holdings, net interest expense primarily related to long-term debt obligations (the net proceeds of which were primarily used to purchase bitcoin), and income tax effects generated from the Company’s bitcoin holdings and related debt issuances. Beginning in 2025, the Company has dedicated certain corporate resources to its bitcoin strategy. These costs, including related share-based compensation expense, are included within the “Corporate resources” and the “Share-based compensation expense” segment expense line items to better align with their activities and utilization.

The Company’s chief operating decision maker (“CODM”), is the Company’s Chief Executive Officer, who manages the entity on a consolidated basis. The CODM uses “net income (loss)” to assess the profitability of the software business by comparing actual to budgeted results on a monthly basis. In doing so, he focuses on “controllable costs” across main functions of the Software Business and allocates personnel and budget accordingly to maximize potential profitability. The CODM also uses “net income (loss)” to understand the impact from income taxes and debt-related items for general tax and liquidity planning purposes.

The following tables present (for each of the Software Business segment and Corporate & Other category, and on a consolidated basis) the Company’s revenues and significant expenses regularly provided to the CODM, reconciled to net income (loss) for each of the periods presented.

(in thousands)	Three Months Ended March 31, 2026		
	Software Business	Corporate & Other (6)	Total Consolidated
Total revenues	\$ 124,300	\$ —	\$ 124,300
Significant expenses (1)			
<u>Controllable</u>			
Sales and marketing	(31,298)	—	(31,298)
Maintenance	(6,141)	—	(6,141)
Consulting	(11,282)	—	(11,282)
Cloud	(22,552)	—	(22,552)
Technology	(23,059)	—	(23,059)
Corporate resources	(15,813)	(9,693)	(25,506)
<u>Non-Controllable</u>			
Unrealized loss on digital assets	—	(14,455,479)	(14,455,479)
Digital asset custody fees	—	(3,908)	(3,908)
Share-based compensation expense	(9,282)	(3,891)	(13,173)
Payroll taxes on equity award exercises and vestings	(460)	(202)	(662)
Other segment items (2)	902	555	1,457
Interest income, net (3)	92	1,732	1,824
Income tax benefit (expense) (4)	(494,830)	2,417,639	1,922,809
Net loss	<u>\$ (489,423)</u>	<u>\$ (12,053,247)</u>	<u>\$ (12,542,670)</u>
Total assets, as of March 31, 2026 (5)	\$ 476,051	\$ 53,792,699	\$ 54,268,750

(in thousands)	Three Months Ended March 31, 2025		
	Software Business	Corporate & Other (6)	Total Consolidated
Total revenues	\$ 111,066	\$ —	\$ 111,066
Significant expenses (1)			
<i>Controllable</i>			
Sales and marketing	(23,648)	—	(23,648)
Maintenance	(6,764)	—	(6,764)
Consulting	(11,614)	—	(11,614)
Cloud	(14,558)	—	(14,558)
Technology	(24,702)	—	(24,702)
Corporate resources	(18,666)	(7,704)	(26,370)
<i>Non-Controllable</i>			
Unrealized loss on digital assets	—	(5,906,005)	(5,906,005)
Digital asset custody fees	—	(4,122)	(4,122)
Share-based compensation expense	(8,662)	(3,157)	(11,819)
Payroll taxes on equity award exercises and vestings	(2,041)	(31)	(2,072)
Other segment items (2)	(4,740)	—	(4,740)
Interest income (expense), net (3)	98	(17,204)	(17,106)
Income tax benefit (4)	22,359	1,702,725	1,725,084
Net income (loss)	<u>\$ 18,128</u>	<u>\$ (4,235,498)</u>	<u>\$ (4,217,370)</u>
Total assets, as of March 31, 2025 (5)	<u>\$ 373,681</u>	<u>\$ 43,546,079</u>	<u>\$ 43,919,760</u>

- (1) Significant expenses regularly provided to the CODM include both: (i) costs that the CODM considers to be “controllable”, for which the Company can manage future expense via the budgeting process (e.g. salaries, commissions, travel and entertainment expenses, third party-service provider fees, etc.), and that support each specific function of the Software Business (i.e. sales and marketing, maintenance, consulting, cloud, technology, and corporate resources) and (ii) costs that the CODM considers to be “non-controllable”, for which future expenses are primarily outside the Company’s control, such as unrealized gain or loss on digital assets, custody fees, share-based compensation expense, and employer payroll taxes related to the exercise or vesting of certain awards under the Stock Incentive Plans.
- (2) Other segment items for the Software Business are primarily related to foreign currency transaction gains and losses, costs supporting the Company’s education function, one-time corporate initiatives, and certain expenses that are not easily allocable to specific functions. Other segment items for the Corporate & Other category are primarily related to third-party consulting and advisory fees.
- (3) Interest income, net for the three months ended March 31, 2026 is substantially related to interest income on the Company's U.S. dollar reserve (the "USD Reserve"), established in December 2025, partially offset by interest expense on the Company’s long-term debt arrangements, the proceeds from which were primarily used to purchase bitcoin. For the three months ended March 31, 2025, Interest expense, net amounts primarily reflect interest expense on such debt.
- (4) Income tax effects allocated to the Corporate & Other category related solely to transactions involving the Company’s bitcoin or debt, including unrealized gains or losses on digital assets, interest expense, share-based compensation expense, corporate resources (including personnel costs), and other third-party expenses. These income tax effects also reflect the establishment and release of valuation allowances against deferred tax assets, primarily related to unrealized losses on digital assets, based on the Company’s assessment of the realizability of such deferred tax assets each reporting period. Income tax effects allocated to the Software Business category primarily relate to the tax benefit of share-based compensation for employees and also reflect the impact of the establishment and release of valuation allowances against deferred tax assets.
- (5) Segment assets allocated to the Corporate & Other category as of March 31, 2026 include the Company’s digital assets and the USD Reserve, while segment assets as of March 31, 2025 included only the Company's digital assets.

- (6) Certain personnel costs for employees involved in the Company’s bitcoin strategy are allocated and reported within Corporate resources in the Corporate & Other category. Non-Controllable costs include bitcoin fair value adjustments, bitcoin custody fees, and stock-based compensation.

Depreciation and amortization are included in net income (loss), but are not regularly reported to the CODM. All remaining depreciation and amortization is related to the Software Business, and separately presented in the Company’s Consolidated Statements of Cash Flows. Significant non-cash items include unrealized gain or loss on digital assets and share-based compensation and are presented in the table above and in the Company’s Consolidated Statements of Operations and/or Statements of Cash Flows. The Company does not regularly report capital expenditures on long-lived assets to the CODM.

The following table presents total revenues and long-lived assets according to geographic region. Long-lived assets are comprised of right-of-use assets and property and equipment, net. The Corporate & Other category disclosed above is included within the U.S. region.

Geographic regions: (in thousands)	U.S.	EMEA	Other Regions	Consolidated
<b>Total revenues</b>				
Three months ended March 31, 2026	\$ 69,276	\$ 44,213	\$ 10,811	\$ 124,300
Three months ended March 31, 2025	\$ 63,460	\$ 37,882	\$ 9,724	\$ 111,066
<b>Long-lived assets</b>				
As of March 31, 2026	\$ 77,216	\$ 2,626	\$ 6,703	\$ 86,545
As of December 31, 2025	\$ 66,022	\$ 2,908	\$ 6,903	\$ 75,833

The EMEA region includes operations in Europe, the Middle East, and Africa. The other regions include all other foreign countries, generally comprising Latin America, the Asia Pacific region, and Canada. For the three months ended March 31, 2026 and 2025, Germany accounted for 10% or more of total consolidated revenues.

For the three months ended March 31, 2026 and 2025, no individual customer accounted for 10% or more of total consolidated revenues.

### **(13) Related Party Transactions**

#### **Saylor Indemnification Agreements**

Commencing in June 2021, Michael J. Saylor, the Company’s Chairman of the Board and Executive Chairman, provided indemnification coverage to the Company’s directors and officers (“D&Os”) through a series of indemnification agreements. These agreements were initially executed for applicable periods in which the Company determined not to obtain commercial D&O insurance policies and later to cover claims not insured under the Company’s commercial D&O liability policies. The Company determined that having indemnity coverage from Mr. Saylor was in the best interest of the Company.

In June 2023, the Company bound new commercial D&O liability insurance policies (the “2023 Commercial Policies”) providing \$40 million in aggregate coverage for a one-year term, but those policies excluded (i) claims previously noticed to and accepted by an earlier D&O insurer, (ii) claims related to acts or omissions giving rise to such claims, and demands, investigations, suits or other proceedings entered against an insured prior to June 24, 2022, and (iii) future interrelated wrongful acts (collectively, the “Excluded Claims”). Concurrently, the Company entered into a new indemnification agreement with Mr. Saylor (the “2023 Tail Agreement”), pursuant to which he agreed to cover the Excluded Claims for \$157,000 for an initial one-year term, with options to extend for additional one-year periods. The Company elected to extend the 2023 Tail Agreement for an additional one-year term in June 2024 and paid Mr. Saylor \$157,000 for that coverage period.

In June 2025, the Company bound new commercial D&O liability insurance policies (the “2025 Commercial Policies”) providing \$120 million in aggregate coverage for a one-year term. The Company has determined that the 2025 Commercial Policies provide sufficient coverage and, accordingly, the 2023 Tail Agreement was not extended beyond its June 2025 expiration.

### **(14) Subsequent Events**

#### **Bitcoin Holdings**

As of April 26, 2026, the Company held approximately 818,334 bitcoins with an aggregate fair market value of \$64.04 billion (based on the market price of \$78,258 of one bitcoin as reported on the Coinbase exchange as of April 26, 2026, 4:00 p.m. Eastern Time).

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

### **Forward-Looking Information**

This Quarterly Report on Form 10-Q (this “Quarterly Report”) contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). For this purpose, any statements contained herein that are not statements of historical fact, including without limitation, certain statements regarding industry prospects and our results of operations or financial position, may be deemed to be forward-looking statements. Without limiting the foregoing, the words “believes,” “anticipates,” “plans,” “expects,” and similar expressions are intended to identify forward-looking statements. The important factors discussed under Part II, “Item 1A. Risk Factors” of this Quarterly Report, which are incorporated by reference herein, among others, could cause actual results to differ materially from those indicated by forward-looking statements made herein and presented elsewhere by management from time to time. Such forward-looking statements represent management’s current expectations and are inherently uncertain. Investors are warned that actual results may differ from management’s expectations.

### **Business Overview**

Strategy is the world's first and largest Bitcoin Treasury Company. We pursue financial innovation strategies designed to generate value from our bitcoin holdings, including by developing and issuing novel fixed-income instruments that provide investors varying degrees of economic exposure to bitcoin. In addition, we are an industry leader in AI-powered enterprise analytics software, advancing our vision of Intelligence Everywhere™. We believe our combination of active bitcoin-focused capital management and a scaled operating software business positions us for long-term value creation across both digital asset and enterprise analytics markets.

### ***Bitcoin Strategy***

We believe that bitcoin is a financial and technological innovation and represents a compelling long-term treasury reserve asset due to its scarcity, durability, and global liquidity. Through our bitcoin treasury operations, we execute on our bitcoin acquisition, capital markets and capital management strategies, which are designed to enable us to accumulate bitcoin in a manner we believe to be accretive to our shareholders in the long term and to generate value from our bitcoin holdings.

Under our Treasury Reserve Policy, our treasury reserve assets consist of:

- cash and cash equivalents and short-term investments (“Cash Assets”) in excess of working capital requirements; and
- bitcoin, which serves as the primary treasury reserve asset on an ongoing basis, subject to market conditions and anticipated needs of the business for Cash Assets.

In addition to and in conjunction with our Treasury Reserve Policy, we pursue a corporate strategy of acquiring and holding bitcoin, including with the proceeds of capital raising transactions. Our capital markets strategy generally involves issuing class A common stock and preferred securities, which we collectively refer to as “digital credit,” through at-the-market equity offering programs (“ATMs”) when we deem advantageous.

As part of our capital management strategy, we maintain a U.S. dollar reserve (the “USD Reserve”), which is a management-designated portion of our liquidity intended to support the payment of dividends on our Preferred Stock and interest on our outstanding indebtedness. Our capital management strategy also contemplates that we may (i) enter into additional capital raising transactions that are secured, directly or indirectly, by our assets, including bitcoin, (ii) pursue strategies intended to generate income streams or otherwise generate funds using our bitcoin holdings; and (iii) periodically sell bitcoin for general corporate purposes, such as satisfying liquidity needs and financial obligations.

“Preferred Stock” refers to, collectively, our STRF Stock, STRC Stock, STRE Stock, STRK Stock and STRD Stock.

We view our bitcoin holdings as long-term holdings and expect to continue to accumulate bitcoin. We have not established a specific target amount of bitcoin to hold and actively evaluate market conditions, financing opportunities, liquidity needs, and capital structure considerations on an ongoing basis.

We are not registered as an investment company under the Investment Company Act of 1940, as amended, and stockholders do not have the protections associated with ownership of shares in a registered investment company, nor the protections afforded by the Commodity Exchange Act of 1936.

### ***Our Enterprise Analytics Software Strategy***

Strategy is a pioneer in AI-powered solutions delivering a comprehensive portfolio of software and services that addresses a wide spectrum of enterprise data challenges. We provide solutions designed to transform complex, fragmented data

environments into unified, reliable ecosystems that drive insight and action across organizations worldwide. Our vision is to drive growth and competitive advantage for our customers by delivering Intelligence Everywhere™.

Strategy One™, our cloud-native analytics platform, is used by enterprises across a wide range of industries to deliver business intelligence and analytics solutions. It delivers visualization, reporting, and embedded analytics capabilities across retail, banking, technology, manufacturing, insurance, consulting, healthcare, telecommunications, and the public sector. Complementing this, Strategy Mosaic™ is a universal data layer that enables organizations to achieve a single source of truth across their data. It provides enterprises with consistent definitions and governance across data sources, regardless of where that data resides or which tools access it. AI-powered data modeling hastens data product creation, while Mosaic’s intelligent architecture promotes accelerated performance for all workloads.

Integral to the Strategy portfolio are generative AI capabilities that are designed to automate and accelerate the deployment of AI-enabled applications across the enterprise. By making advanced analytics accessible through conversational AI, we provide non-technical users with timely, actionable insights for decision-making.

## Bitcoin Activity and Holdings

### Bitcoin Acquisition Activity

The following table presents a roll-forward of our bitcoin holdings, including additional information related to our bitcoin purchases, bitcoin sales (if any), and unrealized gain or loss on digital assets within the respective periods:

	Source of Capital Used to Purchase Bitcoin	Digital Asset Original Cost Basis (in thousands)	Digital Asset Carrying Value (in thousands)	Approximate Number of Bitcoins Held	Approximate Average Purchase Price Per Bitcoin
<b>Balance at January 1, 2025 (after adoption of ASU 2023-08)</b>		\$ 27,968,248	\$ 41,790,421	447,470	\$ 62,503
Digital asset purchases	(a)	7,661,663	7,661,663	80,715	94,922
Unrealized loss on digital assets		—	(5,906,005)	—	—
<b>Balance at March 31, 2025</b>		<b>\$ 35,629,911</b>	<b>\$ 43,546,079</b>	<b>528,185</b>	<b>\$ 67,457</b>
<b>Balance at January 1, 2026</b>		\$ 50,435,331	\$ 58,854,028	672,500	\$ 74,997
Digital asset purchases	(b)	7,251,126	7,251,126	89,599	80,929
Unrealized loss on digital assets		—	(14,455,479)	—	—
<b>Balance at March 31, 2026</b>		<b>\$ 57,686,457</b>	<b>\$ 51,649,675</b>	<b>762,099</b>	<b>\$ 75,694</b>

(a) In the first quarter of 2025, we purchased bitcoin using \$4.37 billion of the net proceeds from ATM sales of class A common stock, \$1.99 billion of the net proceeds from our issuance of the 2030B Convertible Notes, \$593.7 million of the aggregate net proceeds from the initial public offering and ATM sales of STRK Stock, and \$710.0 million of the net proceeds from the initial public offering of STRF Stock.

(b) In the first quarter of 2026, we purchased bitcoin using \$2.06 billion of the net proceeds from ATM sales of STRC Stock, \$3.3 million of the net proceeds from ATM sales of STRK Stock and \$5.19 billion of the net proceeds from ATM sales of class A common stock.

Our unrealized loss on digital assets for the three months ended March 31, 2026 and 2025 amounted to \$14.46 billion and \$5.91 billion, respectively, partially offset by \$2.42 billion and \$1.69 billion in deferred tax benefit respectively. See “Results of Operations – Bitcoin Impacts” additional information.

### Bitcoin Holdings

The following table shows the approximate number of bitcoins held at the end of each respective period, as well as market value calculations of our bitcoin holdings based on the lowest, highest, and ending market prices (rounded to the nearest

dollar) of one bitcoin on the Coinbase exchange (our principal market for bitcoin) for each respective quarter, as further defined below:

	Approximate Number of Bitcoins Held at End of Quarter	Lowest Market Price Per Bitcoin During Quarter (a)	Market Value of Bitcoin Held at End of Quarter Using Lowest Market Price (in thousands) (b)	Highest Market Price Per Bitcoin During Quarter (c)	Market Value of Bitcoin Held at End of Quarter Using Highest Market Price (in thousands) (d)	Market Price Per Bitcoin at End of Quarter (e)	Market Value of Bitcoin Held at End of Quarter Using Ending Market Price (in thousands) (f)
March 31, 2025	528,185	\$ 76,555	\$ 40,435,222	\$ 109,358	\$ 57,761,287	\$ 82,445	\$ 43,546,079
December 31, 2025	672,500	\$ 74,421	\$ 50,047,916	\$ 126,296	\$ 84,934,064	\$ 87,515	\$ 58,854,028
March 31, 2026	762,099	\$ 60,001	\$ 45,726,702	\$ 97,964	\$ 74,657,977	\$ 67,773	\$ 51,649,675

- The "Lowest Market Price Per Bitcoin During Quarter" represents the lowest market price for one bitcoin reported on the Coinbase exchange during the respective quarter, without regard to when we purchased any of our bitcoin.
- The "Market Value of Bitcoin Held at End of Quarter Using Lowest Market Price" represents a mathematical calculation consisting of the lowest market price for one bitcoin reported on the Coinbase exchange during the respective quarter multiplied by the number of bitcoins we held at the end of the applicable period.
- The "Highest Market Price Per Bitcoin During Quarter" represents the highest market price for one bitcoin reported on the Coinbase exchange during the respective quarter, without regard to when we purchased any of our bitcoin.
- The "Market Value of Bitcoin Held at End of Quarter Using Highest Market Price" represents a mathematical calculation consisting of the highest market price for one bitcoin reported on the Coinbase exchange during the respective quarter multiplied by the number of bitcoins we held at the end of the applicable period.
- The "Market Price Per Bitcoin at End of Quarter" represents the market price of one bitcoin on the Coinbase exchange at 4:00 p.m. Eastern Time on the last day of the respective quarter.
- The "Market Value of Bitcoin Held at End of Quarter Using Ending Market Price" represents a mathematical calculation consisting of the market price of one bitcoin on the Coinbase exchange at 4:00 p.m. Eastern Time on the last day of the respective quarter multiplied by the number of bitcoins we held at the end of the applicable period.

The amounts reported as "Market Value" in the above table represent only a mathematical calculation consisting of the price for one bitcoin reported on the Coinbase exchange (our principal market for bitcoin) in each scenario defined above multiplied by the number of bitcoins held by us at the end of the applicable period. Bitcoin and bitcoin markets may be subject to manipulation and the spot price of bitcoin may be subject to fraud and manipulation. Accordingly, the Market Value amounts reported above may not accurately represent fair market value, and the actual fair market value of our bitcoin may be different from such amounts and such deviation may be material. Moreover, (i) the bitcoin market historically has been characterized by significant volatility in price, limited liquidity and trading volumes compared to sovereign currencies markets, relative anonymity, a developing regulatory landscape, potential susceptibility to market abuse and manipulation, compliance and internal control failures at exchanges, and various other risks that are, or may be, inherent in its entirely electronic, virtual form and decentralized network and (ii) we may not be able to sell our bitcoins at the Market Value amounts indicated above, at the market price as reported on the Coinbase exchange (our principal market for bitcoin) on the date of sale, or at all.

As of April 26, 2026, we held approximately 818,334 bitcoins, which had an aggregate market value of \$64.04 billion as of April 26, 2026 (based on the market price of \$78,258 of one bitcoin as reported on the Coinbase exchange as of April 26, 2026, 4:00 p.m. Eastern Time).

### ***Overview of Custodial Arrangements***

We hold substantially all of our bitcoin in custody accounts with U.S.-based custodians that have demonstrated records of regulatory compliance and information security. Our current custodians are Anchorage Digital Bank N.A. ("Anchorage"), Coinbase Custody Trust Company, LLC ("Coinbase"), and Fidelity Digital Assets, NA (f/k/a Fidelity Digital Asset Services, LLC) ("Fidelity"). The primary counterparty risk we are exposed to with respect to our bitcoin relates to these custodians' performance of their obligations under our custody arrangements.

We custody our bitcoin across multiple custodians to diversify our exposure to any single custodian. Our custodial services contracts do not restrict our ability to reallocate bitcoin among custodians, and our bitcoin holdings may be concentrated with a single custodian from time to time. Given the significant amount of bitcoin we hold, we continually evaluate and

seek to engage additional digital asset custodians to further diversify custody risk. We may also, in the future, discontinue or change the use of one or more third-party custodians or utilize alternative custody arrangements, including self-custody. For a discussion of risks relating to the custody of our bitcoin, see Part II, Item 1A. Risk Factors "—Risks Related to Our Bitcoin Strategy and Holdings—Our bitcoin strategy exposes us to various risks, including risks associated with bitcoin", "—We face risks relating to the custody of our bitcoin, including the loss or destruction of private keys required to access our bitcoin and cyberattacks or other data loss relating to our bitcoin" and "—Our bitcoin strategy exposes us to risk of non-performance by counterparties."

As of April 26, 2026, our bitcoin is held with the following custodians:

Custodian	Number of Bitcoin Custodied (1)	Bitcoin Custodied (%)
Coinbase Custody Trust Company, LLC	336,800	41 %
Anchorage Digital Bank N.A.	313,919	38 %
Fidelity Digital Assets, NA (f/k/a Fidelity Digital Asset Services, LLC)	167,615	21 %
Total	818,334	100 %

(1) Amounts shown are rounded to the nearest bitcoin

To our knowledge, none of our third-party custodians have appointed sub-custodians to hold any of our bitcoin, and none of our custodians are related parties of the Company.

## Capital Markets Activity

### Equity Offerings

Consistent with our Treasury Reserve Policy and bitcoin strategy, we use the vast majority of our cash, including cash generated from capital raising transactions, to acquire bitcoin. We fund our purchases of bitcoin primarily from proceeds of our offerings of our class A common stock and Preferred Stock instruments. We have also previously used proceeds from offerings of convertible notes and senior secured notes, and a loan secured by bitcoin, to purchase bitcoin, and we may incur additional indebtedness in the future, including for the purpose of purchasing bitcoin.

The following table sets forth total shares sold and total net proceeds received from shares sold under our initial public and at-the-market offerings for the periods indicated. For the three months ended March 31, 2026, the amounts presented reflect only shares sold under our at-the-market offerings. For the three months ended March 31, 2025, the amounts include shares sold under both our initial public offerings and ATMs.

	Three Months Ended March 31,	
	2026	2025
<b>Number of shares sold:</b>		
STRF Stock	—	8,500,000
STRC Stock	20,659,450	—
STRK Stock	38,796	7,649,907
STRD Stock	—	—
Class A common stock	33,468,730	12,624,595
<b>Net proceeds received from shares sold (in thousands): (1)</b>		
STRF Stock	\$ —	\$ 710,873
STRC Stock	2,062,677	—
STRK Stock	2,968	593,624
STRD Stock	—	—
Class A common stock	5,292,212	4,399,205
<b>Total</b>	<b>\$ 7,357,857</b>	<b>\$ 5,703,702</b>
Issuance cost adjustments related to STRF and STRD ATMs (in thousands):	\$ (303)	\$ —

(1) Includes shares sold and net proceeds received from shares sold under our initial public offerings of our Preferred Stock and ATMs of our class A common stock and certain series of our Preferred Stock for the periods indicated. See Note 9, Redeemable Preferred Stock, to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report for additional information on the initial public offerings of our Preferred Stock.

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The following table sets forth total shares sold and total net proceeds (net of sales commissions and expenses) received from shares sold under our ATMs for the periods indicated:

	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
<b>Number of shares sold pursuant to at-the-market offerings:</b>		
STRF Stock ATMs	—	—
STRC Stock ATMs	20,659,450	—
STRK Stock ATMs	38,796	349,907
STRD Stock ATMs	—	—
Class A common stock ATMs	33,468,730	12,624,595
<b>Net proceeds received from shares sold pursuant to at-the-market offerings (in thousands):</b>		
STRF Stock ATMs	\$ —	\$ —
STRC Stock ATMs	2,062,677	—
STRK Stock ATMs	2,968	30,398
STRD Stock ATMs	—	—
Class A common stock ATMs	5,292,212	4,399,205
<b>Total</b>	<b>\$ 7,357,857</b>	<b>\$ 4,429,603</b>
Issuance cost adjustments related to STRF and STRD Stock ATMs (in thousands):	\$ (303)	\$ —

As of March 31, 2026, we had the following capacities available for issuance and sale under our ATM:

(in millions)	<b>Available for Issuance and Sale (2)</b>
STRF Stock	\$ 1,619.3
STRC Stock (1)	\$ 22,748.2
STRK Stock	\$ 2,100.0
STRD Stock	\$ 4,014.8
Class A Common Stock (1)	\$ 27,168.2

(1) Excludes proceeds from shares sold during the period but not yet settled as of March 31, 2026.

(2) On March 23, 2026, we announced the following updates to our ATM: (i) a new \$21.0 billion offering of STRC Stock (the “STRC Increase”), (ii) a new \$21.0 billion offering of MSTR Stock (the “MSTR Increase”), (iii) the termination of our prior offering of STRK Stock and (iv) a new \$2.1 billion offering of STRK Stock. The STRC Stock and MSTR Stock amounts reflect the aggregate remaining capacity of such securities as of March 31, 2026 under the then-existing offering and the respective increases. Sales under the STRC Increase and MSTR Increase begin once capacity under the then-existing offerings is substantially depleted.

From April 1, 2026 to April 26, 2026, we issued and sold 35.1 million additional shares of STRC Stock and 4.5 million additional shares of class A common stock under our ATM for total net proceeds (net of sales commissions and expenses) of approximately \$4.24 billion.

See Note 9, Redeemable Preferred Stock and Note 11, At-the-Market Offerings, to the Notes to Consolidated Financial Statements contained in Part I, Item 1 of this Quarterly Report, for additional information.

*Debt Offerings*

During the three months ended March 31, 2026, we did not complete any new debt offerings. During the three months ended March 31, 2025, we received net proceeds of approximately \$1.98 billion from the issuance of our 2030B Convertible Notes. We used the net proceeds from this offering for general corporate purposes, including the acquisition of bitcoin and for working capital.

For additional information on our Convertible Notes, see Note 5, Long-term Debt, to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report.

## Bitcoin KPIs

We seek to increase BPS (defined below) by growing our bitcoin holdings faster than Assumed Diluted Shares Outstanding (defined below) through a combination of bitcoin acquisitions and disciplined use of equity and credit markets. To assess achievement of this strategy, we monitor and review the following Key Performance Indicators ("KPIs"):

- **Bitcoin Per Share (in Sats) ("BPS")** is a KPI that represents the ratio between our bitcoin holdings and Assumed Diluted Shares Outstanding, expressed in terms of "Satoshis" or "Sats", where:
  - "Assumed Diluted Shares Outstanding" refers to the aggregate of our Basic Shares Outstanding as of the dates presented plus all additional shares that would result from the assumed conversion of all outstanding convertible notes and convertible preferred stock, exercise of all outstanding stock option awards, and settlement of all outstanding restricted stock units and performance stock units as of such dates. Assumed Diluted Shares Outstanding is not calculated using the treasury method, incorporates approximate forfeitures of awards in the current period which may be subject to future adjustment and does not take into account any vesting conditions (in the case of equity awards), the exercise price of any stock option awards or any contractual conditions limiting convertibility of convertible debt instruments.
  - "Basic Shares Outstanding" reflects the actual class A common stock and class B common stock outstanding as of the dates presented. For purposes of this calculation, outstanding shares of such stock are deemed to include shares, if any, that (A) were sold under ATMs, or (B) were to be issued pursuant to (i) options that had been exercised, (ii) restricted stock units that have vested or (iii) conversion requests received with respect to convertible securities, but which in each case were pending issuance as of the dates presented.
  - A "Satoshi" or a "Sat" is one one-hundred-millionth of one bitcoin, currently the smallest indivisible unit of a bitcoin.
- **BTC Yield** is a KPI that represents the percentage change in BPS from the beginning of a period to the end of the period.
- **BTC Gain** is a KPI that represents the number of bitcoins held by us at the beginning of a period multiplied by the BTC Yield for the period.
- **BTC \$ Gain** is a KPI that represents the dollar value of the BTC Gain calculated by multiplying the BTC Gain by the market price of bitcoin. For determining BTC \$ Gain on a quarter-to-date or year-to-date basis, unless otherwise specified, we use the current market price of bitcoin. For determining BTC \$ Gain for a past fiscal year or other past period, we use the market price of bitcoin as of 4:00pm ET as reported on the Coinbase exchange on the last day of the applicable period. We use these market prices of bitcoin for this calculation solely for the purpose of facilitating this illustrative calculation.

When we present these KPIs for any period (a "Measurement Period") that is a subdivision of a longer specified period (the "reference period"), (i) BTC Yield is calculated as the BTC Yield for the period from the beginning of the reference period to the end of the Measurement Period, less the BTC Yield for the period from the beginning of the reference period to the beginning of the Measurement Period, (ii) BTC Gain is calculated using the BTC Yield for the Measurement Period and our bitcoin holdings at the beginning of the reference period rather than at the beginning of the Measurement Period, and (iii) BTC \$ Gain is calculated by multiplying such revised BTC Gain by the market price of bitcoin at the end of the Measurement Period. When we present these metrics for an interim period within a fiscal year (e.g., a monthly, quarterly, or quarter-to-date period), then the reference period is that fiscal year, unless stated otherwise.

For example, if BPS is 100 at the beginning of a fiscal year (the reference period), 110 at the end of the first quarter and 125 at the end of the second quarter, the BTC Yield for the second quarter (the Measurement Period) is calculated as  $(125/100 - 1)$  less  $(110/100 - 1)$ , or 15%—reflecting the 15-point BPS increase from 110 to 125 expressed against the reference period starting BPS of 100. The sum of the first quarter BTC Yield (10%) and the second quarter BTC Yield (15%) equals the year-to-date BTC Yield of 25%  $(125/100 - 1)$ . See "Important Information about KPIs" for additional information.

The following table presents our bitcoin holdings, our Assumed Diluted Shares Outstanding, our BPS, and the price of bitcoin, each as of March 31, 2026 and 2025, as well as the changes in each between the periods shown:

	As of March 31, 2026	Change	As of December 31, 2025
<b>Number of Bitcoin Held</b>	762,099	89,599	672,500
<b>Assumed Diluted Shares Outstanding (in thousands)</b>	378,834	33,937	344,897
<b>BPS (in Sats)</b>	201,170	6,184	194,986
<b>Bitcoin Price (\$)</b>	\$ 67,773	\$ (19,742)	\$ 87,515

	As of March 31, 2025	Change	As of December 31, 2024
<b>Number of Bitcoin Held</b>	528,185	80,715	447,470
<b>Assumed Diluted Shares Outstanding (in thousands)</b>	299,652	17,917	281,735
<b>BPS (in Sats)</b>	176,266	17,440	158,826
<b>Bitcoin Price (\$)</b>	\$ 82,445	\$ (10,945)	\$ 93,390

The following tables present our BTC Yield, BTC Gain, and BTC \$ Gain for the three months ended March 31, 2026 and 2025:

	Three Months Ended March 31,		
	2026	2025	Change
<b>BTC Yield</b>	3.2 %	11.0%	(7.8)% (1)
<b>BTC Gain</b>	21,329	49,132	(56.6)%
<b>BTC \$ Gain (in millions, except percentages)</b>	\$ 1,446	\$ 4,051	(64.3)%

(1) Represents the absolute change between the periods presented.

- **BTC Yield:** We achieved BTC Yield of 3.2% for the three months ended March 31, 2026, as compared to 11.0% during the same period in the prior year. This decrease was primarily due to (i) a substantially larger bitcoin balance as of December 31, 2025 compared to December 31, 2024, which increased the denominator in the BTC Yield calculation and made higher yield percentages more difficult to achieve and (ii) our class A common stock trading at a lower premium relative to the value of our underlying bitcoin holdings during the three months ended March 31, 2026 as compared to prior year period, which reduced the BTC Yield attributable to class A common stock issuances used to purchase bitcoin. Such factors were partially offset by a change in mix of dilutive versus non-dilutive issuances to acquire bitcoin compared to the prior year period and an increase in total bitcoin acquired during the quarter compared to the prior year period.
  - We acquired 89,599 bitcoin (increasing our total holdings to 762,099) during the three months ended March 31, 2026, compared to 80,715 bitcoin acquired (increasing our total holdings to 528,185) during the three months ended March 31, 2025. Of the approximately \$7.36 billion in net proceeds we raised from capital markets activity during the three months ended March 31, 2026, approximately \$5.30 billion was attributable to issuances of class A common stock and STRK Stock under our ATM, which resulted in an increase of approximately 33.8 million shares in Assumed Diluted Shares Outstanding (bringing our total Assumed Diluted Shares Outstanding to approximately 378.8 million as of March 31, 2026), while approximately \$2.06 billion was attributable to issuances of the STRC Stock under our ATM, which did not increase our Assumed Diluted Shares Outstanding. In comparison, the \$7.69 billion in net proceeds we raised from capital markets activity during the three months ended March 31, 2025, was primarily attributable to approximately \$4.40 billion from issuances of class A common stock under our then-existing class A common stock ATM, \$563.2 million from the initial public offering of the STRK Stock, \$30.4 million from the issuances of STRK Stock under our then-existing STRK Stock ATM, and \$1.98 billion of net proceeds from the issuance of our 2030B Convertible Notes, which resulted in an increase of approximately 18.0 million shares in Assumed Diluted Shares Outstanding (bringing our total Assumed Diluted Shares Outstanding to approximately 299.7 million as of March 31, 2025), while approximately \$710.9 million was attributable to the initial public offering of STRF Stock and which did not increase our Assumed Diluted Shares Outstanding. Further, we used proceeds from the issuance of class A common stock under our ATM to pay \$220.3 million and \$17.4 million of dividends on our Preferred Stock and interest on our Convertible Notes, collectively, during the three months ended March 31, 2026 and 2025, respectively. Such issuances increased Assumed Diluted Shares Outstanding without a corresponding increase to our bitcoin holdings, thereby offsetting BTC Yield in such period. See “Liquidity and Capital Resources” for additional information. While issuances of STRF Stock, STRC Stock, STRE Stock and STRD Stock do not increase our Assumed Diluted Shares Outstanding, these securities, as well as STRK Stock and our Outstanding Convertible Notes, rank senior to our class

A common stock, and would entitle their holders to claims on our assets (including bitcoin) senior to those of holders of our common stock if we were to liquidate; as a result, additional bitcoin acquired using the proceeds from the sale of such instruments may not accrete to common shareholders.

- **BTC Gain:** We achieved BTC Gain of 21,329 for the three months ended March 31, 2026, as compared to 49,132 during the same period in the prior year, as applicable, primarily due to a decrease in our BTC Yield for the three months ended March 31, 2026, as compared to the same period in the prior year, as set forth above, partially offset by an increase in our bitcoin holdings as of the beginning of 2026 compared to the beginning of 2025 (as of December 31, 2025 and 2024, we held 672,500 and 447,470 bitcoin, respectively).
- **BTC \$ Gain:** We achieved BTC \$ Gain of approximately \$1.45 billion for the three months ended March 31, 2026, as compared to approximately \$4.05 billion during the same period in the prior year, primarily due to a decrease in bitcoin price to \$67,773 as of March 31, 2026 from \$82,445 as of March 31, 2025, as well as a decrease in BTC Gain compared to the same period in the prior year, as set forth above.

See “Important Information about KPIs” below for additional information about these KPIs, including their purposes and limitations and for the calculation of Assumed Diluted Shares Outstanding.

### Factors Impacting Results

We believe the following key factors have previously had, and may continue to have, material impacts to our financial results and liquidity, and our ability to achieve our business objectives:

- **Bitcoin:**
  - *Financial results.* Bitcoin is a highly volatile asset that has traded below \$65,000 per bitcoin and above \$120,000 per bitcoin on the Coinbase exchange (our principal market for bitcoin) in the 12 months preceding March 31, 2026. Although we continue to initially record our bitcoin purchases at cost, upon adoption of ASU 2023-08 on January 1, 2025, any subsequent increases or decreases in fair market value are recognized as incurred in the Consolidated Statements of Operations, and the fair value of our bitcoin is reflected within the Consolidated Balance Sheets each reporting period-end. Due to the volatility of bitcoin, and our substantial holdings of bitcoin, changes in the fair market value of bitcoin have materially impacted, and we expect will continue to materially impact, our results.
  - *Bitcoin risks.* Bitcoin is a digital asset, which is a novel asset class that is subject to significant legal, commercial, regulatory and technical uncertainty. Holding bitcoin does not generate any cash flows and involves custodial fees and other costs. Additionally, the price of bitcoin has historically experienced significant price volatility, and a significant decrease in the price of bitcoin would adversely affect our financial condition and results of operations. Our strategy of acquiring and holding bitcoin also exposes us to counterparty risks with respect to the custody of our bitcoin, cybersecurity risks, and other risks inherent to holding a digital asset. In particular, we are subject to the risk that, if our private keys with respect to our digital assets are lost or destroyed or other similar circumstances or events occur, we may lose some or all of our digital assets, which could materially adversely affect our financial condition and results of operations.
- **Capital management:**
  - *Source of capital.* We rely substantially on the availability of equity and debt capital markets to fund our preferred stock dividend obligations, interest expense, and other financial obligations as well as to maintain the USD Reserve at current levels. As such, we are subject to risks relating to the availability of capital to us on favorable terms or at all.
  - *Preferred stock dividend obligations.* Our outstanding Preferred Stock creates recurring and potentially variable cash obligations that can reduce funds available for operations, product investment, and debt service. In addition, any deferred dividends on certain of our Preferred Stock would accrue and compound, including at increasing rates in the case of STRF Stock, which could increase future cash outlays, while STRC Stock’s board-set variable rate can change monthly, introducing additional uncertainty to our dividend expense.
  - *Interest on our USD Reserve.* Cash equivalents held in our USD Reserve are generally invested in money market funds and other interest-bearing instruments. Interest income is affected by prevailing market interest rates and may decline in a falling-rate environment or increase in a rising-rate environment. Interest income is also affected by the size of our USD Reserve: to the extent we reduce the USD Reserve or

increase it to scale with our interest and dividend obligations, the amount of interest income we earn would generally proportionately decrease or increase, respectively. Variations in interest rates and the size of our USD Reserve could materially impact our financial results.

- **Tax:**

- *Deferred taxes.* Since adopting ASU 2023-08, we are no longer required to account for our bitcoin under a cost-less-impairment accounting model and no longer record deferred tax assets related to bitcoin impairment losses. Instead, we establish a deferred tax liability if the fair market value of bitcoin at the reporting date exceeds the average cost basis of our bitcoin holdings at such reporting date, and subsequent increases or decreases in the fair market value of bitcoin increase or decrease the deferred tax liability. If the fair market value of our bitcoin as of the end of any reporting period is below its average cost basis as of the end of the prior period, the deferred tax liability with respect to unrealized gains, if any, would be reversed, a deferred tax asset for the unrealized loss would be recorded, and we would be required to establish a valuation allowance against our U.S. federal and state deferred tax assets. As of March 31, 2026, the market value of bitcoin had declined to the point where the cost basis of our bitcoin holdings exceeded their fair market value. During the three months ended March 31, 2026, the deferred tax liability recognized as of December 31, 2025 was reversed, a deferred tax asset related to unrealized losses on bitcoin holdings was recorded, and a full valuation allowance on all of our domestic net deferred tax assets was established. See Note 7, Income Taxes, to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report for additional information.
- *Legal and regulatory developments.*
  - *CAMT:* On September 30, 2025, the Department of Treasury (the "Treasury") and the Internal Revenue Service (the "IRS") issued interim guidance ("Interim Guidance") which, in relevant part, clarifies that a corporation may disregard unrealized gains and losses on its digital asset holdings when computing average annual adjusted financial statement income ("AFSI") for purposes of determining whether it is subject to the 15% corporate alternative minimum tax ("CAMT") under the Inflation Reduction Act of 2022 (the "IRA"). The Treasury and IRS intend to issue revised proposed regulations similar to this Interim Guidance. As previously disclosed, pursuant to the Interim Guidance, we plan to exclude our unrealized gains and losses on our bitcoin holdings from the calculation of our AFSI for purposes of determining whether we are subject to CAMT. As a result, we do not expect to become subject to CAMT due to unrealized gains on our bitcoin holdings, if any.
  - *OBBBA:* On July 4, 2025, the One Big Beautiful Bill Act was enacted in the U.S., introducing several changes to corporate taxation. These changes include modifications to capitalization of research and development expenses, limitations on deductions for interest expense, accelerated fixed asset depreciation, and adjustments to the international tax framework. The legislation did not have a material impact to our income tax expense or effective tax rate for the three months ended March 31, 2026.

- **Software business:**

- *On-premise to cloud subscription.* During the three months ended March 31, 2026, we continued to migrate existing customers from on-premise perpetual licenses to cloud-based subscription offerings. This transition has resulted, and is expected to continue to result, in changes to payment patterns and revenue recognition, with a shift from upfront recognition to ratable recognition over the contract term, which has affected and may continue to affect our reported revenue, operating results, and cash flows. For the three months ended March 31, 2026, we experienced growth in cloud subscription services revenue of \$21.8 million, partially offset by declines in product license revenue and related product support revenue of \$10.1 million in the aggregate. We expect product license revenue and related product support revenue to continue to decline in future periods, as we no longer actively market new perpetual licenses or associated product support offerings.
- *Deferred revenue and advance payments.* Deferred revenue and advance payments represent amounts received or due from our customers before we transfer our software or services to the customer. For multi-year service contract arrangements, we generally invoice no more than one year in advance of services and record deferred revenue only for invoiced amounts. Revenue is subsequently recognized in the period(s) in which control of the software or services is transferred to the customer. The portions of multi-year contracts that will be invoiced in the future are not presented on the Consolidated Balance Sheets in "Accounts

receivable, net” and “Deferred revenue and advance payments” and instead are included in the remaining performance obligation disclosure below.

See Part II, Item 1A of this Quarterly Report for information regarding risks relating to our bitcoin holdings and strategy, bitcoin generally, our securities and capital markets activities, our software business and operations, and other important risk factors, the materialization of any of which could materially impact our results and liquidity.

## Results of Operations

The following table sets forth certain operating highlights for the three months ended March 31, 2026 and 2025:

(in thousands)	Three Months Ended		
	March 31,		
	2026	2025	% Change
<b>Revenues:</b>			
Product licenses	\$ 5,501	\$ 7,270	(24.3) %
Subscription services	58,879	37,103	58.7 %
Total product licenses and subscription services	64,380	44,373	45.1 %
Product support	44,190	52,529	(15.9) %
Other services	15,730	14,164	11.1 %
<b>Total revenues</b>	<b>124,300</b>	<b>111,066</b>	<b>11.9 %</b>
<b>Cost of revenues:</b>			
Product licenses	1,196	964	24.1 %
Subscription services	22,471	14,429	55.7 %
Total product licenses and subscription services	23,667	15,393	53.8 %
Product support	6,187	7,354	(15.9) %
Other services	11,092	11,224	(1.2) %
<b>Total cost of revenues</b>	<b>40,946</b>	<b>33,971</b>	<b>20.5 %</b>
<b>Gross profit</b>	<b>83,354</b>	<b>77,095</b>	<b>8.1 %</b>
<b>Operating expenses:</b>			
Sales and marketing	36,272	27,532	31.7 %
Research and development	24,665	24,423	1.0 %
General and administrative	37,357	40,547	(7.9) %
Unrealized loss on digital assets	14,455,479	5,906,005	144.8 %
<b>Total operating expenses</b>	<b>14,553,773</b>	<b>5,998,507</b>	<b>142.6 %</b>
<b>Loss from operations</b>	<b>\$ (14,470,419)</b>	<b>\$ (5,921,412)</b>	<b>144.4 %</b>

### *Unrealized losses associated with digital assets*

We recognized an unrealized loss on digital assets of approximately \$14.46 billion and \$5.91 billion for the three months ended March 31, 2026 and 2025, respectively, primarily due to a decrease in the fair market value of our bitcoin. Due to the volatility of bitcoin, and our substantial holdings of bitcoin, we expect changes in the fair market value of bitcoin to materially impact our results.

We did not sell any of our digital assets during the three months ended March 31, 2026 and 2025.

### *Software Business Impacts*

#### *Revenues*

- **Product licenses revenues.** Product license revenues are derived from fees earned for licensing our business intelligence software to customers on a term or perpetual basis for installation on-premises. Product license revenue is recognized at the point when control to the license is transferred to the customer. Product license revenues decreased by \$1.8 million for the three months ended March 31, 2026, as compared to the same period in the prior year, primarily due to increased migration to our cloud subscription services offerings.
- **Subscription services revenues.** Subscription services revenues are derived from our Cloud subscription service and are recognized ratably over the service period in the contract. Subscription services revenues

increased by \$21.8 million for the three months ended March 31, 2026, as compared to the same period in the prior year, primarily due to conversions to cloud-based subscriptions from existing on-premises customers, a net increase in the use of subscription services by existing customers, and sales contracts with new customers.

- **Product support revenues.** Product support revenues are derived from providing technical software support and software updates and upgrades to customers. Product support revenues are recognized ratably over the term of the contract, which is generally one year. Product support revenues decreased by \$8.3 million for the three months ended March 31, 2026, as compared to the same period in the prior year, primarily due to existing customers converting from on-premises product licenses with support contracts to our Cloud subscription services offerings and non-renewals of existing support contracts.
- **Other services revenues.** Other services revenues are derived from providing consulting services and training and education services. Revenue from consulting services and certain education services is recognized over time as the services are delivered, and revenue from annual education subscriptions is recognized on a straight-line basis over the contract period. Other services revenues increased by \$1.6 million for the three months ended March 31, 2026, as compared to the same period in the prior year, primarily due to higher demand for consulting services.

#### *Costs of Revenue*

- **Cost of Revenues.** Cost of revenues increased by \$7.0 million for the three months ended March 31, 2026, as compared to the same period in the prior year, driven primarily by an increase in subscription services cost of revenues due to higher cloud-hosting costs from increased customer and internal usage.

#### *Operating Expenses*

- **Sales and marketing expenses.** Sales and marketing expenses consist of personnel costs, commissions, and costs related to office facilities, travel, advertising, public relations programs, and promotional events, such as trade shows, seminars, and technical conferences. Sales and marketing expenses increased by \$8.7 million for the three months ended March 31, 2026, as compared to the same period in the prior year, primarily driven by increased commission expense, as well as higher promotional event costs associated with the timing of our annual Strategy World conference, which occurred in the first quarter of 2026 as compared to the second quarter of 2025.
- **Research and development expenses.** Research and development expenses consist of the personnel costs for our software engineering personnel and related overhead costs. Research and development expenses increased by \$0.2 million for the three months ended March 31, 2026, as compared to the same period in the prior year, reflecting higher cloud-hosting costs for internal development and testing, partially offset by lower personnel costs attributable to a shift in the geographic mix of our workforce.
- **General and administrative expenses.** General and administrative expenses consist of personnel and related overhead costs, and other costs of our executive, finance, human resources, information systems, and administrative departments, as well as third-party consulting, legal, and other professional fees, and third-party costs associated with our digital asset holdings. General and administrative expenses decreased by \$3.2 million for the three months ended March 31, 2026, as compared to the same period in the prior year, primarily due to decreases in bitcoin advocacy costs for the current quarter, costs related to our special meeting of shareholders held in first quarter 2025 and share-based compensation expense, offset by increased professional fees.

**Interest Income (Expense) Impacts**

Interest income (expense), net, primarily relates to the contractual interest expense and amortization of issuance costs related to our long-term debt arrangements, as offset by interest income earned on interest-bearing cash equivalents held in our USD Reserve. The following table sets forth interest expense, net for the periods indicated:

(in thousands)	Three Months Ended March 31	
	2026	2025
Interest expense, net:		
2027 Convertible Notes	\$ —	\$ 401
2028 Convertible Notes	2,633	2,622
2029 Convertible Notes	1,822	1,818
2030A Convertible Notes	2,241	2,230
2030B Convertible Notes	1,251	513
2031 Convertible Notes	1,940	1,932
2032 Convertible Notes	5,185	5,168
Other interest (income) expense, net	(16,896)	2,422
Total interest (income) expense, net	<u>\$ (1,824)</u>	<u>\$ 17,106</u>

**Other Income (Expense), Net**

For the three months ended March 31, 2026, other income, net, of \$3.1 million was comprised primarily of foreign currency transaction net gains. For the three months ended March 31, 2025, other expense net, of \$3.9 million was comprised primarily of foreign currency transaction net losses.

**Income Taxes**

We recorded a benefit from income taxes of \$1.92 billion on a pretax loss of \$14.47 billion that resulted in an effective tax rate of 13.3% for the three months ended March 31, 2026, as compared to a benefit from income taxes of \$1.73 billion on a pretax loss of \$5.94 billion that resulted in an effective tax rate of 29.0% for the three months ended March 31, 2025. During the three months ended March 31, 2026, our provision for income taxes primarily related to (i) the tax effect of the unrealized losses on digital assets as offset by (ii) the establishment of a full valuation allowance on domestic net deferred tax assets. During the three months ended March 31, 2025, our benefit from income taxes primarily related to the tax effect of the unrealized loss on digital assets.

As of March 31, 2026, the market value of bitcoin had declined to the point where the cost basis of bitcoin holdings exceeded their fair market value, requiring us to (i) reverse the deferred tax liability of \$2.42 billion on the unrealized gain on bitcoin holdings that existed as of December 31, 2025, (ii) record a deferred tax asset for the unrealized loss on bitcoin holdings of \$1.73 billion, and (iii) establish a valuation allowance against all domestic net deferred tax assets of \$2.23 billion that, in our present estimation, more likely than not will not be realized. If, in future periods, the fair market value of our bitcoin holdings increases and exceeds the cost basis of our bitcoin holdings, the deferred tax asset with respect to unrealized loss would be reversed and the valuation allowance on domestic net deferred tax assets could be released. We will continue to regularly assess the realizability of deferred tax assets.

Our effective tax rate may fluctuate due to changes in our domestic and foreign earnings and losses, material discrete tax items, or a combination of these factors resulting from transactions or events.

See “Factors Impacting Results – Tax” for a discussion of tax factors which have had, and may continue to have, a significant impact on our results.

**Deferred Revenue and Advance Payments**

Deferred revenue and advance payments represent amounts received or due from our customers in advance of our transferring our software or services to the customer. In the case of multi-year service contract arrangements, we generally do not invoice more than one year in advance of services and do not record deferred revenue for amounts that have not been invoiced. Revenue is subsequently recognized in the period(s) in which control of the software or services is transferred to the customer.

*Total deferred revenue and advance payments.* Total deferred revenue and advance payments decreased by \$41.1 million as of March 31, 2026, compared to December 31, 2025, primarily due to a decrease in deferred subscriptions services

revenue and product support revenue due to the timing of renewals and increased conversions from on-premises to subscription services contracts. Total deferred revenue and advance payments increased \$16.8 million as of March 31, 2026 compared to March 31, 2025, primarily due to (i) an increase in deferred revenue from new subscription services contracts, partially offset by (ii) a decrease in deferred product support revenue from existing customers migrating from on-premises to subscription services contracts.

Current deferred revenue and advance payments decreased by \$40.9 million and increased by \$15.5 million as of March 31, 2026, compared to December 31, 2025, and March 31, 2025, respectively. Non-current deferred revenue and advance payments decreased by \$0.2 million and increased by \$1.2 million as of March 31, 2026, compared to December 31, 2025 and March 31, 2025, respectively.

*Remaining performance obligation.* Our remaining performance obligation represents contracted future revenue, including deferred revenue, advance payments, and non-cancellable billable amounts that will be invoiced and recognized in future periods. As of March 31, 2026, our remaining performance obligation was \$577.7 million of which approximately \$334.7 million is expected to be recognized as revenue over the next 12 months. The timing of revenue recognition may vary depending on our satisfaction of related performance obligations, and the amount of deferred revenue, advance payments, and remaining performance obligations at any date may not be indicative of future revenues.

## Employees

As of March 31, 2026, we had a total of 1,511 employees, of whom 428 were based in the United States and 1,083 were based internationally.

## Liquidity and Capital Resources

### Liquidity

#### *Sources of Liquidity*

We evaluate all available sources of liquidity and determine which source or combination of sources to use based on our liquidity needs, market conditions, and our subjective assessment of the relative attractiveness of available alternatives, including our equity securities, debt securities, cash reserves, bitcoin and accounts receivable.

Our sources of liquidity include:

- **Cash and cash equivalents:** Cash and cash equivalents may include holdings in bank demand deposits, money market instruments, certificates of deposit, and U.S. Treasury securities. As of March 31, 2026 and December 31, 2025, the amount of cash and cash equivalents held by our U.S. entities was \$2.16 billion and \$2.25 billion, respectively, and by our non-U.S. entities was \$45.4 million and \$50.0 million, respectively. We earn a significant amount of our revenues outside the United States. We did not repatriate any foreign earnings and profits during the three months ended March 31, 2026 and 2025. Integral to our cash and cash equivalents is our USD Reserve. See “Availability of the USD Reserve” below for additional information.
- **Bitcoin:** As of March 31, 2026 and December 31, 2025, we held approximately 762,099 and 672,500 bitcoins, respectively, all of which were unencumbered as of such dates. As of April 26, 2026, we held approximately 818,334 bitcoins, which had an aggregate market value of \$64.04 billion (based on the market price of \$78,258 of one bitcoin as reported on the Coinbase exchange as of April 26, 2026, 4:00 p.m. Eastern Time). Our bitcoin holdings are less liquid than our existing cash and cash equivalents and may not be able to serve as a source of liquidity for us to the same extent as cash and cash equivalents. See “Availability of Bitcoin for Liquidity” below.
- **Accounts receivable:** The primary sources of cash provided by operating activities are cash collections of our accounts receivable from customers following the sales and renewals of our product licenses, subscription services and product support, as well as consulting and education services. As of March 31, 2026 and December 31, 2025, our accounts receivable, net of allowance for credit losses was \$122.3 million and \$205.7 million, respectively. See “Cash Flows” below for a discussion of our accounts receivable.

In addition to the foregoing, also available as a source of liquidity is our ATM, under which we may from time to time through the Agents issue and sell shares of STRF Stock, STRC Stock, STRK Stock, STRD Stock, class A common stock and any additional series of preferred stock as may be designated by the Company from time to time in the future. See "Capital Markets Activity" above for additional information regarding our ATM, including our activity for the three months ended March 31, 2026 and 2025 and the period from April 1, 2026 to April 26, 2026, as well as our ATM capacities as of March 31, 2026. We intend to use proceeds from sales of our securities under our ATM to acquire bitcoin in a manner we believe to be accretive to our class A common stockholders. We may also use proceeds from sales of our

securities to fund liquidity needs, including dividends on our Preferred Stock or for other corporate purposes if we determine doing so is more favorable than utilizing our other sources of liquidity for such purposes.

#### *Liquidity Needs*

As of March 31, 2026, our short-term and long-term liquidity needs include the following:

- **Short-term Liquidity.** Our short-term liquidity needs include working capital requirements, anticipated capital expenditures, dividend obligations on our STRF Stock, STRC Stock, and STRE Stock, dividend obligations on our STRK Stock to the extent that we do not pay such dividends in the form of shares of our class A common stock, regular dividends on our STRD Stock, near-term payments due prior to and upon delivery of our new corporate aircraft, interest payments on our Outstanding Convertible Notes, various purchase agreements primarily related to third-party cloud hosting services and third-party software supporting our products, marketing, and operations and contractual obligations due within the next twelve months.
- **Long-Term Liquidity.** Beyond the next 12 months, our long-term cash needs are primarily for obligations related to our long-term debt and for payment of dividend obligations on our Preferred Stock. We also have long-term cash requirements for needs related to our operating leases and various purchase agreements primarily related to third-party cloud hosting services and third-party software supporting our products, marketing, and operations.

For further details regarding certain of our short-term and long-term liquidity needs, see “Contractual and Other Obligations” below.

#### *Maturities and Holder Repurchase Rights.*

The Convertible Notes have scheduled maturity dates and become subject to holder put option rights as follows:

Convertible Notes	Outstanding Principal Amount as of March 31, 2026 (in thousands)	Maturity Date	Put Option Date (1)
2028 Convertible Notes	\$ 1,010,000	September 15, 2028	September 15, 2027
2029 Convertible Notes	\$ 3,000,000	December 1, 2029	June 1, 2028
2030A Convertible Notes	\$ 800,000	March 15, 2030	September 15, 2028
2030B Convertible Notes	\$ 2,000,000	March 1, 2030	March 1, 2028
2031 Convertible Notes	\$ 603,659	March 15, 2031	September 15, 2028
2032 Convertible Notes	\$ 800,000	June 15, 2032	June 15, 2029

- (1) Holders of the Convertible Notes may require us to repurchase for cash all or a portion of the Convertible Notes at 100% of principal plus accrued and unpaid interest on the dates indicated.

*Conversion of Convertible Notes.* If the conditional conversion features of the Convertible Notes are triggered and holders of our Convertible Notes elect to convert their Convertible Notes, we may elect to settle the conversions of such Convertible Notes in shares of our class A common stock, or a combination of cash and shares of class A common stock, rather than in all cash, which may enable us to reduce the amount of our cash obligations under the Convertible Notes. None of our Convertible Notes were convertible at the option of holders during the three months ended March 31, 2026.

#### *Satisfying Liquidity Needs*

We do not expect cash and cash equivalents generated by our software operations to be sufficient to satisfy our short-term or long-term liquidity needs. However, we expect to be able to satisfy such needs through one or more available sources, including cash and cash equivalents we hold in the USD Reserve, proceeds from the sale of bitcoin, proceeds from sales of our class A common stock and preferred stock under our ATM and proceeds from additional equity or debt financings.

We expect to determine which source of liquidity or combination of sources of liquidity to use from time to time based on our liquidity needs and our subjective assessment of the relative attractiveness of available alternatives, including market conditions, the trading prices and liquidity of our class A common stock and Preferred Stock, the market price and liquidity of bitcoin, the availability and cost of debt financing, availability of our cash reserves, dilution, tax considerations, timing, execution considerations, and other factors we consider relevant.

We may sell bitcoin to satisfy our short-term or long-term liquidity needs, and we may do so even when other sources of liquidity are available to us, if we determine that selling bitcoin is more favorable than utilizing those other sources of liquidity. See “Availability of Bitcoin for Liquidity” below.

#### *Availability of the USD Reserve for Liquidity*

In December 2025, we established the USD Reserve, a management-designated portion of our liquidity intended to support the payment of dividends on our preferred stock and interest on our outstanding indebtedness. As of March 31, 2026 and April 26, 2026, we held \$2.14 billion and \$2.25 billion, respectively, in cash and cash equivalents in our USD Reserve. To date, we have funded our USD Reserve by using the proceeds of the sale of class A common stock under our ATM. We may in the future use other sources of liquidity, including proceeds from sales of preferred stock under our ATM or from the sale of bitcoin, to fund our USD Reserve. Our ability to maintain the USD Reserve at current levels is subject to market conditions and other factors outside of our control, including obtaining equity financing in a timely manner, on favorable terms, or at all. See “Risks Related to Our Business in General — A significant decrease in the fair market value of our bitcoin holdings could adversely affect our ability to satisfy our financial obligations or liquidity needs” in Part II, Item 1A, Risk Factors of this Quarterly Report for additional information.

The USD Reserve is maintained within our general treasury and cash management framework and is not held in a segregated account or subject to any contractual, board-approved, or other mandate requiring that it be maintained for the payment of dividends or interest, or for any other specified purpose. We may, in our sole and absolute discretion, increase, reduce, eliminate, adjust, or reallocate amounts designated as part of the USD Reserve from time to time based on market conditions, liquidity needs, risk considerations, and other factors. The designation of assets as part of the USD Reserve does not create any lien, security interest, or other priority right in favor of any holder of our securities or indebtedness. To optimize our cash management, we may also deploy assets designated as part of the USD Reserve into USD-denominated and/or USD-referenced assets, including instruments that do not constitute cash or cash equivalents.

#### *Availability of Bitcoin for Liquidity*

Our bitcoin holdings are less liquid than our cash and cash equivalents and may not be able to serve as a source of liquidity for us to the same extent as cash and cash equivalents.

The bitcoin market historically has been characterized by significant volatility in its price, limited liquidity and trading volumes compared to sovereign currency markets, relative anonymity, a developing regulatory landscape, susceptibility to market abuse and manipulation, compliance and internal control failures at exchanges, and various other risks inherent in its entirely electronic, virtual form and decentralized network. During times of instability in the bitcoin market, we may not be able to sell our bitcoins at reasonable prices or at all. In addition, upon sale of our bitcoin, we may incur additional taxes related to any realized gains or we may incur capital losses as to which the tax deduction may be limited. See “Risks Related to Our Bitcoin Strategy and Holdings—Our bitcoin holdings are less liquid than our existing cash and cash equivalents and may not be able to serve as a source of liquidity for us to the same extent as cash and cash equivalents” in Part II, Item 1A, Risk Factors in this Quarterly Report for additional information.

#### *Availability of Equity and Debt Financing for Liquidity*

Our ability to obtain equity and debt financing is subject to market conditions and other factors outside of our control, and we may not be able to obtain equity or debt financing in a timely manner, on favorable terms, or at all. See “Risks Related to Our Business in General— A significant decrease in the fair market value of our bitcoin holdings could adversely affect our ability to satisfy our financial obligations or liquidity needs” in Part II, Item 1A, Risk Factors of this Quarterly Report for additional information.

Our ability to issue preferred stock and obtain debt financing, on terms we consider favorable, or at all, may also be affected in part by our corporate credit rating. On October 27, 2025, S&P Global Ratings assigned us a corporate credit rating of B-. S&P Global Ratings affirmed this rating in December 2025 following our establishment of the USD Reserve. This credit rating is not a recommendation by the rating agency to buy, sell, or hold our securities, is subject to revision or withdrawal at any time by the rating agency and should be evaluated independently of any other credit rating we may receive.

S&P Global Ratings and other credit rating agencies review their ratings periodically, and there is no guarantee our current corporate credit rating will remain the same as described above. If our corporate credit rating were to be lowered, or if we were to be assigned lower corporate credit ratings by other rating agencies, or if any of our securities were to be assigned lower credit ratings, our ability to access the preferred stock and debt markets, our cost of funds, and other terms for new issuances of preferred stock or debt could be adversely impacted.

#### ***Capital Markets Transactions***

##### *Initial Public Offerings of Preferred Stock*

We did not complete any initial public offerings of preferred stock during the three months ended March 31, 2026. We completed the initial public offerings of our STRF Stock and STRK Stock during the three months ended March 31, 2025. See “Capital Markets Activity” for additional information about our initial public offerings of preferred stock activity for

the three months ended March 31, 2025. The net proceeds from these offerings were used for general corporate purposes, including the acquisition of bitcoin and for working capital.

*At-the-Market Offerings*

See “Capital Markets Activity” for additional information about our ATM activity for the three months ended March 31, 2026 and 2025 and the period from April 1, 2026 to April 26, 2026, as well as our ATM capacities as of March 31, 2026.

*Debt Offerings*

During the three months ended March 31, 2026, we did not complete any new debt offerings. During the three months ended March 31, 2025, we completed a \$2.00 billion private offering of our 2030B Convertible Notes, generating net proceeds of approximately \$1.98 billion after \$15.1 million of issuance costs. We used the net proceeds from this offering for general corporate purposes, including the acquisition of bitcoin and for working capital. See Note 5, Long-term Debt, to the Notes to Consolidated Financial Statements contained in Part I, Item 1 of this Quarterly Report for additional information.

**Contractual and Other Obligations**

Our material contractual obligations and cash requirements as of March 31, 2026 consist of:

- principal and interest payments related to our long-term debt, which includes:
  - principal due upon maturity of our long-term debt instruments in the aggregate of \$8.25 billion;
  - \$17.3 million in aggregate coupon interest due each semi-annual period for the Outstanding Convertible Notes; and
  - \$0.3 million due monthly in principal and interest related to our other long-term secured debt.
- payments under various purchase agreements, primarily related to third-party cloud hosting services and third-party software supporting our products, marketing, and operations, and a new corporate aircraft;
- rent payments under noncancellable operating leases;
- declared regular dividends, if any, on our Preferred Stock (in each case, to the extent declared by our board of directors or a duly authorized committee thereof). For additional information about our Preferred Stock outstanding as of March 31, 2026, and the dividends declared and paid during the three months ended March 31, 2026, see “Preferred Stock” below.
- ongoing personnel-related expenditures and vendor payments.

See Note 5, Long-term Debt and Note 9 - Redeemable Preferred Stock, to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report, as well as “Liquidity and Capital Resources” above, for additional information.

*Preferred Stock*

The following table sets forth the outstanding shares, notional values, and dividend rates for the Preferred Stock as of March 31, 2026:

<b>Preferred Stock</b>	<b>Shares Outstanding (in thousands)</b>	<b>Notional Value (in thousands)</b>	<b>Dividend Rate</b>
STRF Stock	12,840	\$ 1,283,969	10.00%
STRC Stock	50,247	\$ 5,024,651	11.50%
STRE Stock	7,750	€ 775,000	10.00%
STRK Stock	14,021	\$ 1,402,074	8.00%
STRD Stock	14,024	\$ 1,402,422	10.00%

See "Capital Markets Activity" above for additional information regarding our issuance and sale of STRC Stock under our ATM from April 1, 2026 to April 26, 2026. Immediately following such issuances, there were approximately 85.4 million shares of STRC Stock outstanding having a total aggregate notional value of \$8.54 billion.

See Note 9, Redeemable Preferred Stock, to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report for additional information about the terms of our Preferred Stock.

The following table sets forth the aggregate dividends paid for the three months ended March 31, 2026 and 2025:

<b>Cash Dividends Paid (in thousands)</b>	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
STRF Stock	\$ 32,099	\$ —
STRC Stock	111,431	—
STRE Stock (1)	22,895	—
STRK Stock	28,041	9,188
STRD Stock	35,061	—
<b>Total Cash Dividends Paid</b>	<b>\$ 229,527</b>	<b>\$ 9,188</b>

(1) Reflects the Euro to USD exchange rate in effect at the time of the applicable STRE Stock dividend payment.

On March 31, 2026, we announced that our board of directors maintained the monthly regular dividend rate per annum on STRC Stock at 11.50% for monthly periods commencing on or after April 1, 2026. Also on March 31, 2026, our board of directors declared a monthly cash dividend of \$0.958333333 per share payable on STRC Stock on April 30, 2026 (or, if such day is not a business day, the next business day) to stockholders of record as of 5:00 p.m., New York City time, on April 15, 2026.

In April 2026, our board of directors approved, subject to shareholder approval at our 2026 annual meeting of shareholders (scheduled to be held on June 8, 2026), an amendment and restatement to the certificate of designations of our STRC Stock to provide for scheduled dividend payments twice a month, instead of once. If approved, we expect our first bi-monthly dividend to be payable in July 2026. Also in April 2026, our board of directors approved, subject to shareholder approval at our 2026 annual meeting of shareholders, the ratification of the filing and effectiveness of the STRK Amendment which, if approved, would cause STRK Stock's liquidation preference to generally approximate to the greater of the trading price per share or a fixed floor of \$100. The foregoing description of the STRK Amendment is qualified in its entirety to the full text of the STRK Amendment included as Exhibit 3.7 to this Quarterly Report and incorporated herein by reference.

See "Capital Markets Activity" and "Liquidity and Capital Resources - Liquidity" above for additional information on our equity issuances from April 1, 2026 to April 26, 2026. Other than such additional issuances of preferred stock and associated increases in our dividend obligations, there have been no changes to our material contractual obligations and cash requirements since March 31, 2026.

### **Cash Flows**

The following table sets forth a summary of our cash flows (in thousands) and related percentage changes for the periods indicated:

	<b>Three Months Ended March 31,</b>		
	<b>2026</b>	<b>2025</b>	<b>% change</b>
(in thousands)	(unaudited)	(unaudited)	
Net cash provided by (used in) operating activities	\$ 13,989	\$ (2,389)	(685.6)%
Net cash used in investing activities	(7,252,078)	(7,670,400)	(5.5)%
Net cash provided by financing activities	7,146,434	7,694,305	(7.1)%
Effect of foreign exchange rate changes on cash, cash equivalents, and restricted cash	(2,443)	845	(389.1)%
Net (decrease) increase in cash, cash equivalents, and restricted cash	(94,098)	22,361	(520.8)%
Cash, cash equivalents, and restricted cash, beginning of period	2,303,343	39,897	5673.2 %
Cash, cash equivalents, and restricted cash, end of period	<u>\$ 2,209,245</u>	<u>\$ 62,258</u>	3448.5 %

**Net cash provided by (used in) operating activities.** The primary sources of cash provided by operating activities are cash collections of our accounts receivable from customers following the sales and renewals of our product licenses, subscription services, product support, consulting and education services and interest income earned on the USD Reserve. Our primary uses of cash in operating activities are for personnel-related expenditures for software development, personnel-related expenditures for providing consulting, education, and subscription services, and for sales and marketing costs, general and administrative costs, interest expense related to our long-term debt arrangements, and income taxes. Non-cash items to further reconcile net income (loss) to net cash (used in) provided by operating activities consist primarily of depreciation and amortization, reduction in the carrying amount of operating lease right-of-use assets, deferred taxes,

release of liabilities for unrecognized tax benefits, share-based compensation expense, unrealized loss or gain on digital assets, and amortization of the issuance costs on our long-term debt.

Net cash provided by operating activities increased by \$16.4 million for the three months ended March 31, 2026, as compared to the same period in the prior year, primarily reflecting an \$18.9 million increase in interest income, net, mainly attributable to interest earned on the USD Reserve. The impact of this increase is not readily apparent in net loss, which increased by \$8.33 billion as compared to the same period in the prior year, primarily driven by a significant increase in unrealized losses on digital assets of \$8.55 billion.

***Net cash used in investing activities.*** The changes in net cash used in investing activities primarily relate to purchases of digital assets. Net cash used in investing activities decreased by \$0.42 billion for the three months ended March 31, 2026, as compared to the same period in the prior year, primarily due to a \$0.41 billion decrease in purchases of bitcoin. During the three months ended March 31, 2026, we purchased \$7.25 billion of bitcoin using net proceeds from the sale of STRC Stock, STRK Stock, and class A common stock under our ATM, while during the three months ended March 31, 2025, we purchased \$7.66 billion of bitcoin using net proceeds from the issuances of our 2030B Convertible Notes, the initial public offerings of our STRF Stock and STRK Stock, and ATM sales of STRK Stock and class A common stock. The decrease in aggregate purchase price was also caused by a decrease in average cost per bitcoin acquired, partially offset by an increase in total bitcoin acquired, in each case as compared to the prior quarterly period.

***Net cash provided by financing activities.*** The changes in cash provided by financing activities primarily relate to the sale of class A common stock and preferred stock under our ATM, additional offerings (such as initial public offerings) of new or existing preferred stock, dividends paid on our preferred stock, the exercise or vesting of certain awards under the 2013 Stock Incentive Plan (as amended, the “2013 Equity Plan”), and the 2023 Equity Incentive Plan (as amended, the “2023 Equity Plan,” and, together with the 2013 Equity Plan, the “Stock Incentive Plans”), and the sales of class A common stock under the 2021 Employee Stock Purchase Plan.

Net cash provided by financing activities decreased by \$0.55 billion for the three months ended March 31, 2026, compared to the same period in the prior year, primarily due to (i) a \$1.99 billion decrease in long-term debt proceeds, net of issuance costs, as we did not complete any new debt offerings during the three months ended March 31, 2026, and (ii) a \$220.3 million increase in dividends paid on our Preferred Stock compared to the prior year period, partially offset by (iii) a \$0.89 billion increase in net proceeds from ATM sales of class A common stock as compared to the prior year period, (iv) a \$0.76 billion increase in net proceeds from ATM sales of STRC Stock and STRK Stock as compared to the prior year period.

### ***Long-term Debt***

The terms of each of our long-term debt instruments and the interest payments we have made and are obligated to make on our long-term debt instruments are discussed more fully in Note 5, Long-term Debt, to the Consolidated Financial Statements included in this Quarterly Report.

We or our affiliates may, at any time and from time to time, seek to retire or purchase our outstanding debt through cash purchases and/or exchanges for equity or debt, in open-market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will be upon such terms and at such prices as we may determine, and will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. We may also seek to prepay our outstanding indebtedness. The amounts involved in any such repurchase or prepayment may be material. We could seek to fund any such debt repurchases or prepayments using proceeds from equity offerings that we may choose to undertake from time to time.

### **Critical Accounting Estimates**

Our discussion and analysis of our financial condition and results of operations are based on our Consolidated Financial Statements, which have been prepared in accordance with GAAP. The preparation of our Consolidated Financial Statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, and equity, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results and outcomes could differ from these estimates and assumptions.

Critical accounting estimates are those that involve a high degree of estimation uncertainty and have had, or are reasonably likely to have, a material impact on our financial condition or results of operations. Although the application of our accounting policies requires the use of estimates and judgments, as of the date of this Quarterly Report, we have concluded that none of our accounting estimates meet the definition of critical accounting estimates.

### Important Information about KPIs

The following table presents total bitcoin holding, basic shares outstanding, Assumed Diluted Shares Outstanding, Bitcoin per basic shares outstanding (in Sats), BPS (in Sats), and bitcoin price for the periods as indicated.

	2026		2025	
	12/31/2025	3/31/2026 <sup>(1)</sup>	12/31/2024	3/31/2025
Total Bitcoin Holdings	672,500	762,099	447,470	528,185
Shares Outstanding (in thousands)				
Class A Common Stock	292,422	326,582	226,138	246,537
Class B Common Stock	19,640	19,640	19,640	19,640
Basic Shares Outstanding	312,062	346,222	245,778	266,177
2027 Convertible Notes, convertible at \$143.25	—	—	7,330	—
2028 Convertible Notes, convertible at \$183.19	5,513	5,513	5,513	5,513
2029 Convertible Notes, convertible at \$672.40	4,462	4,462	4,462	4,462
2030A Convertible Notes, convertible at \$149.77	5,342	5,342	5,342	5,342
2030B Convertible Notes, convertible at \$433.43	4,614	4,614	—	4,614
2031 Convertible Notes, convertible at \$232.72	2,594	2,594	2,594	2,594
2032 Convertible Notes, convertible at \$204.33	3,915	3,915	3,915	3,915
STRK Stock, convertible at \$1,000.00	1,398	1,402	—	765
Equity Incentive Awards	4,997	4,770	6,801	6,270
Assumed Diluted Shares Outstanding (in thousands)	344,897	378,834	281,735	299,652
Bitcoin Per Basic Shares Outstanding (in Sats)	215,502	220,118	182,063	198,434
Bitcoin Per Assumed Diluted Shares Outstanding Share (BPS) (in Sats)	194,986	201,170	158,826	176,266
Bitcoin Price	\$ 87,515	\$ 67,773	\$ 93,390	\$ 82,445

(1) Includes shares sold but not yet settled as of March 31, 2026.

**Bitcoin Per Share (in Sats) or BPS** is a KPI that represents the ratio between our bitcoin holdings and Assumed Diluted Shares Outstanding, expressed in terms of Satoshis (or Sats), where:

- “Assumed Diluted Shares Outstanding” refers to the aggregate of our Basic Shares Outstanding as of the dates presented plus all additional shares that would result from the assumed conversion of all outstanding convertible notes and convertible preferred stock, exercise of all outstanding stock option awards, and settlement of all outstanding restricted stock units and performance stock units as of such dates. Assumed Diluted Shares Outstanding is not calculated using the treasury method, incorporates approximate forfeitures of awards in the current period which may be subject to future adjustment and does not take into account any vesting conditions (in the case of equity awards), the exercise price of any stock option awards or any contractual conditions limiting convertibility of convertible debt instruments.
- “Basic Shares Outstanding” reflects the actual class A common stock and class B common stock outstanding as of the dates presented. For purposes of this calculation, outstanding shares of such stock are deemed to include shares, if any, that (A) were sold under ATMs, or (B) were to be issued pursuant to (i) options that had been exercised, (ii) restricted stock units that have vested or (iii) conversion requests received with respect to convertible securities, but which in each case were pending issuance as of the dates presented.
- A “Satoshi” or a “Sat” is one one-hundred-millionth of one bitcoin, currently the smallest indivisible unit of a bitcoin.

	Three Months Ended March 31,		
	2026	2025	Change
<b>BTC Yield</b>	3.2 %	11.0%	(7.8)% (1)
<b>BTC Gain</b>	21,329	49,132	(56.6)%
<b>BTC \$ Gain (in millions, except percentages)</b>	\$ 1,446	\$ 4,051	(64.3)%

(1) Represents the absolute change between the periods presented.

**BTC Yield** is a KPI that represents the percentage change in BPS from the beginning of a period to the end of a period.

**BTC Gain** is a KPI that represents the number of bitcoins held by us at the beginning of a period multiplied by the BTC Yield for such period.

**BTC \$ Gain** is a KPI that represents the dollar value of the BTC Gain calculated by multiplying the BTC Gain by the market price of bitcoin. For determining BTC \$ Gain quarter to date or year to date, unless otherwise specified, we use the current market price of bitcoin. For determining BTC \$ Gain for a past fiscal year or other past period, we use the market price of bitcoin as of 4:00pm ET as reported on the Coinbase exchange on the last day of the applicable period. We use these market prices of bitcoin for this calculation solely for the purpose of facilitating this illustrative calculation.

We use BPS, BTC Yield, BTC Gain and BTC \$ Gain as KPIs to help assess the performance of our strategy of acquiring bitcoin in a manner we believe is accretive to shareholders. We also believe these KPIs can supplement investors' understanding of how we choose to fund bitcoin purchases and the value created in a period:

- BPS measures the ratio of our bitcoin holdings to Assumed Diluted Shares Outstanding, which provides management and investors a baseline with which to assess our achievement of our strategy of acquiring bitcoin in an accretive manner over a given period. When evaluating a capital raise transaction, we review this metric and consider the impact such transaction will have on this ratio on a pro forma basis. This metric forms the baseline for our BTC Yield, BTC Gain and BTC \$ Gain KPIs, which present changes in BPS from the beginning of a period to the end of the period in different formats, and which we review to assess the performance of our strategy of acquiring bitcoin in a manner we believe to be accretive to shareholders.
- BTC Yield measures the percentage change in BPS from the beginning of a period to the end of a period, which helps management and investors assess how our achievement of our strategy of acquiring bitcoin in an accretive manner varies across periods. We use BTC Yield to evaluate whether our capital markets activity and bitcoin acquisition strategy resulted in gross per-share accretion (or dilution) on an Assumed Diluted Shares Outstanding basis over an applicable period, and to compare the impact of our strategy across periods.
- BTC Gain hypothetically expresses the percentage change reflected in the BTC Yield metric as if it reflected an increase in the amount of bitcoin held at the end of the applicable period as compared to the beginning of such period, which provides management and investors with visibility into the absolute change in our bitcoin holdings resulting from our BTC Yield. We use BTC Gain to measure the accretive or dilutive impact of the change in BPS over an applicable period in absolute terms relative to our bitcoin holdings. This metric can be particularly helpful when comparing the execution of our capital markets strategy across periods, as BTC Yield may be lower when our bitcoin asset base is larger, but result in the same BTC Gain. For example, a 10% BTC Yield with a starting amount of 100,000 bitcoin will result in 10,000 BTC Gain, which is the same BTC Gain that would result from 5% BTC Yield with a starting amount of 200,000 bitcoin.
- BTC \$ Gain further expresses the percentage change reflected in the BTC Yield metric as an illustrative dollar value by multiplying that bitcoin-denominated change by the market price of bitcoin at the end of the applicable period as described above. We refer to this metric for illustrative purposes to consider the magnitude of our BTC Gain for an applicable period with reference to the market price of bitcoin as of the end of an applicable period.

When we present these KPIs for any period (a "Measurement Period") that is a subdivision of a longer specified period (the "reference period"), (i) BTC Yield is calculated as the BTC Yield for the period from the beginning of the reference period to the end of the Measurement Period, less the BTC Yield for the period from the beginning of the reference period to the beginning of the Measurement Period, (ii) BTC Gain is calculated using the BTC Yield for the Measurement Period and our bitcoin holdings at the beginning of the reference period rather than at the beginning of the Measurement Period, and (iii) BTC \$ Gain is calculated by multiplying such revised BTC Gain by the market price of bitcoin at the end of the Measurement Period. When we present these metrics for an interim period within a fiscal year (e.g., a monthly, quarterly, or quarter-to-date period), then the reference period is that fiscal year, unless stated otherwise.

For example, if BPS is 100 at the beginning of a fiscal year (the reference period), 110 at the end of the first quarter and 125 at the end of the second quarter, the BTC Yield for the second quarter (the Measurement Period) is calculated as  $(125/100 - 1)$  less  $(110/100 - 1)$ , or 15%—reflecting the 15-point BPS increase from 110 to 125 expressed against the reference period starting BPS of 100. The sum of the first quarter BTC Yield (10%) and the second quarter BTC Yield (15%) equals the year-to-date BTC Yield of 25%  $(125/100 - 1)$ .

When we use these KPIs, management takes into account the various limitations of these metrics, including that:

- the KPIs do not take into account that our assets, including our bitcoin, are subject to (i) all of our existing and future liabilities, including our debt, and (ii) the preferential rights of our preferred stockholders to dividends and our assets in a liquidation, and that all such claims rank to senior to those of our common equity; therefore holders of such excluded instruments may have claims on our assets (including bitcoin) senior to those of holders of common stock in the event of our liquidation, and as a result the additional bitcoin acquired using proceeds from the sale of such instruments may not accrete to common stockholders; and
- the KPIs assume that all indebtedness will be refinanced or, in the case of our senior convertible debt instruments and convertible preferred stock, converted into shares of class A common stock in accordance with their respective terms.

BPS, BTC Yield, BTC Gain and BTC \$ Gain are not, and should not be understood as, financial performance, valuation or liquidity measures. Specifically:

- BPS does not represent (i) our ability to satisfy our financial obligations, or (ii) our book value per share. Ownership of a share of our common stock does not represent an ownership interest in the bitcoin held by us.
- BTC Yield is not equivalent to “yield” in the traditional financial context. It is not a measure of the return on investment our shareholders may have achieved historically or can achieve in the future by purchasing our stock, or a measure of income generated by our operations or our bitcoin holdings, return on investment on our bitcoin holdings, or any other similar financial measure of the performance of our business or assets.
- BTC Gain and BTC \$ Gain are not equivalent to “gain” in the traditional financial context. They also are not measures of the return on investment our shareholders may have achieved historically or can achieve in the future by purchasing our stock, or measures of income generated by our operations or our bitcoin holdings, return on investment on our bitcoin holdings, or any other similar financial measure of the performance of our business or assets. It should also be understood that BTC \$ Gain does not represent a fair value gain of our bitcoin holdings, and BTC \$ Gain may be positive during periods when we have incurred fair value losses on our bitcoin holdings.

The trading price of our class A common stock is informed by numerous factors in addition to our bitcoin holdings and our actual or potential shares of class A common stock outstanding, and as a result, the trading price of our securities can deviate significantly from the fair market value of our bitcoin, and none of BPS, BTC Yield, BTC Gain or BTC \$ Gain are indicative or predictive of the trading price of our securities.

Investors should rely on the financial statements and other disclosures contained in our SEC filings. In particular, we have adopted Accounting Standards Update No. 2023-08, Intangibles—Goodwill and Other—Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets (“ASU 2023-08”), which requires that we measure our bitcoin at fair value in our statement of financial position as of the end of a reported period, and recognize gains losses from changes in the fair value in net income for the reported period. As a result, we may incur unrealized gain or loss on digital assets based on changes in the market price of bitcoin during a period, which would not be reflected in BPS, BTC Yield, BTC Gain or BTC \$ Gain. For example, if we increase our bitcoin holdings relative to Assumed Diluted Shares Outstanding during a reported period, we would achieve increased BPS and positive BTC Yield, BTC Gain and BTC \$ Gain even if we report significant unrealized loss on digital assets for the period. Similarly, if we increase Assumed Diluted Shares Outstanding at a faster rate than our bitcoin holdings, then we would experience decreased BPS and negative BTC Yield, BTC Gain, and BTC \$ Gain, even if we report significant unrealized gain on digital assets for the period.

As noted above, these KPIs are narrow in their purpose and are used by management to assist it in assessing whether we are raising and deploying capital in a manner accretive to shareholders solely as it pertains to our bitcoin holdings.

In calculating these KPIs, we do not consider the source of capital used for the acquisition of our bitcoin. When we purchase bitcoin using proceeds from offerings of non-convertible notes or non-convertible preferred stock, or convertible notes or preferred stock that carry conversion prices above the current trading price of our common stock or conversion rights that are not then exercisable, such transactions have the effect of increasing the BPS, BTC Yield, BTC Gain and BTC \$ Gain, while also increasing our indebtedness and senior claims of holders of instruments other than class A

common stock with respect to dividends and to our assets, including our bitcoin, if we were to liquidate, in a manner that is not reflected in these metrics.

If any of our convertible notes mature or are redeemed without being converted into common stock, or if we elect to redeem or repurchase our non-convertible instruments, we may be required to sell shares of our class A common stock or bitcoin to generate sufficient cash proceeds to satisfy those obligations, either of which would have the effect of decreasing BPS, BTC Yield, BTC Gain and BTC \$ Gain, and adjustments for such decreases are not contemplated by the assumptions made in calculating these metrics. Accordingly, these metrics might overstate or understate the accretive nature of our use of capital to buy bitcoin because not all bitcoin is purchased using proceeds of issuances of class A common stock, instruments that are convertible into class A common stock may be forfeited or repaid with funds other than from the sale of class A common stock in the period in question rather than being exercised for or converted into class A common stock and not all proceeds from issuances of class A common stock are used to purchase bitcoin.

In addition, we are required to pay dividends with respect to our perpetual preferred stock in perpetuity. We could pay these dividends with cash or, in the case of STRK Stock, by issuing shares of class A common stock. We have issued shares of class A common stock for cash to fund the payment of cash dividends, and we may in the future issue shares of class A common stock in lieu of paying dividends on STRK Stock. As a result, we have experienced, and may experience in the future, increases in Assumed Diluted Shares Outstanding without corresponding increases in our bitcoin holdings, resulting in decreases in BPS, BTC Yield, BTC Gain and BTC \$ Gain for the applicable periods.

We have historically not paid any dividends on our shares of class A common stock, and by presenting these KPIs we make no suggestion that we intend to do so in the future. Ownership of our securities, including our class A common stock and preferred stock, does not represent an ownership interest in, or a redemption right with respect to, the bitcoin we hold.

We determine our KPI targets based on our history and future goals. Our ability to maintain any given level of BPS, or achieve positive BTC Yield, BTC Gain, or BTC \$ Gain may depend on a variety of factors, including factors outside of our control, such as the price of bitcoin, and the availability of debt and equity financing on favorable terms. Past performance is not indicative of future results.

These KPIs are merely supplements, not substitutes to the financial statements and other disclosures contained in our SEC filings. They should be used only by sophisticated investors who understand their limited purpose and many limitations.

#### **Change in Method of Calculating KPIs for Interim Periods**

Effective January 1, 2026, we changed the method by which we calculate BTC Yield, BTC Gain and BTC \$ Gain when presenting such KPIs for any period that is a subdivision of a longer specified period (the “Methodology Change”), and such KPI metrics for such periods are therefore not directly comparable to those previously reported.

*Nature of the Change.* Under the prior methodology, BTC Yield used BPS at the beginning of the Measurement Period as the denominator, and BTC Gain used bitcoin holdings at the beginning of the Measurement Period as the multiplier. Under the updated methodology described above, BTC Yield uses BPS at the beginning of the reference period as the denominator, reduced by the BTC Yield for the period from the beginning of the reference period to the beginning of the Measurement Period, with BTC Gain and BTC \$ Gain calculated consistently therewith.

*Reason for the Change.* The change improves comparability of KPI metrics across Measurement Periods within a reference period. Because each Measurement Period’s BTC Yield now reflects our per-share bitcoin accretion against a consistent baseline — BPS at the beginning of the reference period — BTC Yields for all Measurement Periods within a reference period are additive and sum to the BTC Yield for the reference period, providing investors with a more intuitive view of period-to-period execution of our bitcoin strategy.

*Effect on Previously Reported Figures.* The effect of the Methodology Change on KPI figures from a prior period will be presented when such period next appears as a period-over-period comparative period. Annual KPI figures, year-to-date KPI figures, as well as KPI figures for the three months ended March 31, 2026 and March 31, 2025, are unaffected.

*Other Differences Relevant to Understanding Our Performance.* Investors should note: (i) when BPS is increasing, the updated methodology will generally produce higher BTC Yield figures for subsequent Measurement Periods within a reference period, because the denominator does not reset to reflect per-share gains from earlier Measurement Periods in the reference period; and conversely, when BPS is declining, it may produce lower (more negative) figures for later Measurement Periods; (ii) BTC Yields under the updated methodology sum to reference period BTC Yield, whereas they did not under the prior methodology; and (iii) BTC \$ Gain, because it applies each Measurement Period-end bitcoin price rather than reference period-end price, will not arithmetically sum to reference period BTC \$ Gain.

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

The following discussion about our market risk exposures involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements.

We are exposed to the impact of market price changes in bitcoin, foreign currency fluctuations and interest rate risks.

**Market Price Risk of Bitcoin.** We have used a significant portion of our cash, including cash generated from capital raising transactions, to acquire bitcoin. As discussed in Note 1(b), Summary of Significant Accounting Policies – Digital Assets, to the Consolidated Financial Statements, we account for our bitcoin as indefinite-lived intangible assets. Although we continue to initially record our bitcoin purchases at cost, upon adoption of ASU 2023-08 on January 1, 2025, any subsequent increases or decreases in fair value are recognized as incurred in the Consolidated Statements of Operations, and the fair value of our bitcoin is reflected within the Consolidated Balance Sheets each reporting period-end. As of March 31, 2026, we held approximately 762,099 bitcoins with a carrying value of \$51.65 billion on our Consolidated Balance Sheet. Bitcoin is a highly volatile asset that has traded below \$65,000 per bitcoin and above \$120,000 per bitcoin on the Coinbase exchange (our principal market for bitcoin) in the 12 months preceding March 31, 2026. A significant decrease in the price of bitcoin would have a material adverse effect on our earnings.

**Foreign Currency Risk.** We conduct a significant portion of our business in currencies other than the U.S. dollar, the currency in which we report our Consolidated Financial Statements. International revenues accounted for 44.3% and 42.9% of our total revenues for the three months ended March 31, 2026 and 2025, respectively. We anticipate that international revenues will continue to account for a significant portion of our total revenues. The functional currency of each of our foreign subsidiaries is generally the local currency.

Assets and liabilities of our foreign subsidiaries are translated into U.S. dollars at exchange rates in effect as of the applicable Balance Sheet date and any resulting translation adjustments are included as an adjustment to stockholders' equity. Revenues and expenses generated from these subsidiaries are translated at average monthly exchange rates during the quarter in which the transactions occur. Transaction gains and losses arising from transactions denominated in a currency other than the functional currency of the entity involved are included in the results of operations.

Additionally, absent limited circumstances, regular dividends and other payments on STRE Stock are paid in Euros. Because we expect to convert U.S. dollar cash balances into Euros to make regular dividends and other payments on the STRE Stock, our ability to make such payments depends on prevailing currency exchange rates, which have historically been volatile.

As a result of transacting in multiple currencies and reporting our Consolidated Financial Statements in U.S. dollars, our operating results may be adversely impacted by currency exchange rate fluctuations in the future.

We cannot predict the effect of exchange rate fluctuations upon our future results. We attempt to minimize our foreign currency risk by converting our excess foreign currency held in foreign jurisdictions to U.S. dollar-denominated cash and investment accounts.

As of March 31, 2026 and December 31, 2025, a 10% adverse change in foreign currency exchange rates versus the U.S. dollar would have decreased our aggregate reported cash and cash equivalents by less than 1%. As of March 31, 2026, a 10% unfavorable change in the euro-to-U.S. dollar exchange rate would increase our U.S. dollar-equivalent dividend payment obligation on STRE Stock by approximately \$2.2 million. If average exchange rates during the three months ended March 31, 2026 had changed unfavorably by 10%, our revenues for the three months ended March 31, 2026 would have decreased by 3.9%. During the three months ended March 31, 2026, our revenues were not significantly impacted by changes in weighted average exchange rates, as compared to the prior year.

**Interest Rate Risk.** We are exposed to changes in interest rates primarily via our STRC Stock and assets held within our USD Reserve.

Our STRC Stock accumulates cumulative dividends, which we refer to in this Item 3 Quantitative and Qualitative Disclosures About Market Risk as “regular dividends”, at a variable dividend rate, which was initially set at 9.00% per annum. However, we have the right, in our sole and absolute discretion, to adjust the regular dividend rate applicable to subsequent regular dividend periods, subject to certain restrictions, including restrictions on the maximum reduction of the dividend rate and a requirement to declare a dividend equal to at least the monthly SOFR per annum rate. Our current intention (which is subject to change in our sole and absolute discretion) is to adjust the monthly regular dividend rate per annum in such manner as we believe is necessary with the objective, which may not be achieved, of STRC Stock trading at prices at or close to the stated amount of \$100 per share. We have increased the regular monthly dividend rate per annum on STRC Stock from time to time, most recently to 11.50%.

As of March 31, 2026, the regular monthly dividend rate per annum on STRC Stock was 11.50%, and if we determined to increase the regular dividend rate on our STRC Stock by 50 basis points, STRC Stock's monthly dividend accrual would increase by approximately \$2.1 million. We do not believe our interest rate risk exposure via STRC Stock is material as of March 31, 2026.

As of March 31, 2026, we had cash and cash equivalents of approximately \$2.21 billion. Integral to our cash and cash equivalents is our USD Reserve, which is primarily invested in money market funds to earn interest income on short-term cash balances. Interest earned on such funds fluctuates with prevailing interest rates. As of March 31, 2026, the balance of our USD Reserve was \$2.14 billion. Based on the foregoing, we do not believe that a hypothetical 50 basis point adverse change in interest rates would materially impact our results of operations as of March 31, 2026.

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

**Evaluation of Disclosure Controls and Procedures.** Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their control objectives. Based on the evaluation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

**Changes in Internal Controls.** No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the three months ended March 31, 2026 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

For information regarding material legal proceedings in which we were involved during the period covered by this report, see Commitments and Contingencies – Contingencies – Shareholder Action in Note 6 of the Notes to Consolidated Financial Statements contained in Part I, Item 1 of this Quarterly Report, which is incorporated herein by reference.

We are involved in various legal proceedings arising in the normal course of business. Although the outcomes of these legal proceedings are inherently difficult to predict, we do not expect the resolution of these legal proceedings to have a material adverse effect on our financial position, results of operations, or cash flows.

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

You should carefully consider the following risk factors, together with the other information included in this Quarterly Report, before making an investment decision. The risks and uncertainties described below are those that we currently believe could materially adversely affect the Company, our business, our bitcoin holdings and our securities. However, these risks and uncertainties are not the only ones we face. Additional risks and uncertainties that are not presently known to us or that we currently deem immaterial may also materially and adversely impact us. References to past events are provided by way of example only and are not intended to be a complete listing or a representation as to whether or not such factors have occurred in the past or their likelihood of occurring in the future.

If any of the following risks occur, our business, financial condition, or results of operations could be materially adversely affected. In such case, the market price of our class A common stock and our Preferred Stock, which we refer to collectively as our “listed securities,” could decline, and you may lose all or part of your investment.

#### **Risks Related to Our Business in General**

##### ***Our operating results, revenues, and expenses may fluctuate significantly, which could have an adverse effect on the market price of our listed securities***

For many reasons, including those described below, our operating results, revenues, and expenses have varied in the past and may vary significantly in the future from quarter to quarter and year to year. As a result, comparisons of our operating results from one period to the next are not a good indication of our future performance. These fluctuations could adversely affect the market price of our listed securities.

*Fluctuations in Operating Results.* Our operating results may fluctuate, in part, as a result of:

- fluctuations in the price of bitcoin, of which we have significant holdings and with respect to which we expect to continue to make significant future purchases, and potential related fair value changes;
- any sales by us of our bitcoin at prices above or below their carrying value, which would result in our recording gains or losses upon sale of our bitcoin;
- the incurrence of tax liabilities with respect to our bitcoin;
- regulatory, commercial, and technical developments related to bitcoin or the Bitcoin blockchain, or digital assets more generally;
- the incurrence of additional dividend obligations on our outstanding or any newly issued series of preferred stock or fixed interest charges on outstanding or additional indebtedness;
- the impact of war, terrorism, infectious diseases, natural disasters and other global events, and governmental responses to such events, on the global economy and the market for and price of bitcoin;
- significant changes to our software business, including significant changes in our software sales or operating expenses, or the timing of announcements of new offerings or research and development projects by us or our competitors; and
- our profitability and expectations for future profitability and their effect on our deferred tax balances and net income for the period in which any adjustment to our net deferred tax asset valuation allowance may be made, as well as increases or decreases in our unrecognized tax benefits.

*Limited Ability to Adjust Expenses.* We base our operating expense budgets on expected revenue trends and our strategic objectives. Many of our expenses, such as financial obligations associated with dividends on our outstanding Preferred Stock, interest expense on our debt, tax liabilities, office leases and certain personnel costs, are relatively fixed in the short term. We do not expect the cash generated by our software operations to be sufficient to cover such expenses. Therefore, we expect to use one or more available sources of liquidity, including cash and cash equivalents we hold in the USD

Reserve, proceeds from the sale of bitcoin, proceeds from sales of class A common stock and preferred stock under our ATM, and proceeds from additional equity or debt financings to pay our expenses and satisfy our liquidity needs. We may sell bitcoin or raise capital at inopportune times or on unfavorable terms to meet these fixed obligations, which could result in significant variations in our operating results and dilution of shareholder value.

Based on the above factors, we believe quarter-to-quarter and year-to-year comparisons of our operating results are not a good indication of our future performance. For example, during consecutive quarters in 2025 we experienced a quarter with gains on digital assets followed by a quarter with losses on digital assets, and vice versa. The price of bitcoin and our results have fluctuated similarly during other periods, and we expect they will continue to fluctuate significantly in future periods.

Additionally, for the reasons described above, it is possible that in one or more future quarters or years, our operating results may be below the expectations of public market analysts and investors. In that event, the market price of our listed securities may decline.

***We may not be able to regain profitability in future periods***

As of January 1, 2025, we have adopted ASU 2023-08, pursuant to which we are required to recognize increases or decreases in fair value of our digital assets as incurred in our Consolidated Statements of Operations. For the three months ended March 31, 2026, we recognized an unrealized loss on digital assets, partially offset by a deferred tax benefit. See Part I, Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations, for additional information. We may not be able to regain profitability in future periods, particularly if we incur significant unrealized losses related to our digital assets, which will depend on the price of bitcoin at the end of the applicable period. As a result, our results of operations and financial condition may be materially adversely affected. Additionally, unrealized gains on digital assets do not generate cash, and we have in the past and may in the future experience significant negative cash flow even in periods in which we recognize unrealized gain on digital assets unless we sell our bitcoin or otherwise generate cash from our bitcoin holdings.

As discussed in Part I Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations, as of March 31, 2026, the cost basis of our bitcoin holdings exceeded their fair market value. As a result, we reversed the deferred tax liability against unrealized gain on bitcoin holdings that existed as of December 31, 2025, recorded a deferred tax asset with respect to the unrealized loss on our bitcoin and established a full valuation allowance on all domestic net deferred tax assets which, in our present estimation, more likely than not will not be realized. If, in future periods, the fair market value of our bitcoin holdings increases and exceeds the cost basis of our bitcoin holdings, the deferred tax asset with respect to our unrealized loss would be reversed and the valuation allowance on domestic net deferred tax assets could be released, which could result in a material impact on our financial condition and results of operations.

***A significant decrease in the fair market value of our bitcoin holdings could adversely affect our ability to satisfy our financial obligations or liquidity needs***

As of March 31, 2026, we do not expect our enterprise analytics software business to generate sufficient cash flow from operations to satisfy our financial obligations or liquidity needs over the next twelve months. As of the date of this Quarterly Report, we have significant outstanding indebtedness (and related interest obligations) and dividend obligations on our Preferred Stock outstanding. Our outstanding Preferred Stock accrues dividends payable, as and if declared by our board of directors, out of funds legally available for their payment: in the case of STRF Stock, STRE Stock and STRK Stock, quarterly in arrears on a cumulative basis; in the case of STRD Stock, quarterly in arrears on a non-cumulative basis; and in the case of STRC Stock, monthly in arrears on a cumulative basis. See the “Liquidity and Capital Resources” section under Part I, Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations, for further information regarding dividend payments on our Preferred Stock. Additionally, we have substantial outstanding indebtedness and related annual contractual interest expense. See the “Liquidity and Capital Resources” section in Part I, Item 2 Management’s Discussion and Analysis of Financial Condition and Results of Operations and Note 5, Long-term Debt, to the Consolidated Financial Statements contained in Part I, Item 1 of this Quarterly Report, for additional information regarding the principal amount, interest obligations and stated maturity dates of our outstanding indebtedness.

As part of our bitcoin strategy, we expect to issue additional preferred stock, and we expect to incur or continue to incur additional indebtedness and fixed charges. On December 1, 2025, we announced the establishment of the USD Reserve, a management-designated portion of our liquidity intended to support the payment of dividends on our Preferred Stock and interest on our outstanding indebtedness. See the “Liquidity and Capital Resources” section in Part I, Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations, for additional information about our USD Reserve. We intend to satisfy our financial obligations and liquidity needs, including repayment of principal and payment of interest on our debt and cash dividends on our Preferred Stock, through one or more available sources of liquidity, including cash and cash equivalents we hold in the USD Reserve, proceeds from the sale of bitcoin, proceeds

from sales of our class A common stock and preferred stock under our ATM, and proceeds from additional equity or debt financings. We expect to determine which source of liquidity or combination of sources of liquidity to use from time to time based on our liquidity needs and our subjective assessment of the relative attractiveness of available alternatives, including market conditions, the trading prices and liquidity of our class A common stock and preferred stock, the market price and liquidity of bitcoin, the availability and cost of debt financing, availability of our cash reserves, dilution, tax considerations, timing, execution considerations, and other factors we consider relevant.

Our ability to obtain equity or debt financing generally may depend on, among other factors, the value of our bitcoin holdings, investor sentiment and the general public perception of bitcoin, our strategy and our value proposition. Accordingly, a significant decline in the fair market value of our bitcoin holdings or a negative shift in these other factors may create liquidity and credit risks, as such a decline or such shifts may adversely impact our ability to secure sufficient equity or debt financing to maintain the USD Reserve at current levels or to satisfy our financial obligations and liquidity needs. Additionally, our ability to use our ATM may depend on, among other factors, available program capacity and our ability to maintain effective registration statements and related offering documents. Future amendments, terminations or reductions in available capacity under our ATM could adversely affect our ability to utilize the ATM for these purposes. These risks could materialize at times when bitcoin is trading below its carrying value on our most recent balance sheet or our cost basis.

Although we have established the USD Reserve, we may nevertheless decide to sell bitcoin to meet our liquidity needs and financial obligations if we determine it is favorable to do so. We may also be required to sell our bitcoin for these purposes if we deplete our USD Reserve and we are unable to secure equity or debt financing in a timely manner, on favorable terms, or at all, and we may be required to make such sales at prices below our cost basis or on terms that are otherwise unfavorable. Any such sale of bitcoin may have a material adverse effect on our operating results and financial condition, and could be perceived negatively by market participants, resulting in a decline in the trading prices of our listed securities, or impair our ability to secure additional equity or debt financing in the future. If we are unable to raise equity or debt financing or sell our bitcoin to raise proceeds sufficient to satisfy our financial obligations or liquidity needs, including our debt service and cash dividend payments on our preferred stock, we could be in default under such obligations, which could have a material adverse effect on our financial condition. See “Risks Related to Our Outstanding and Potential Future Indebtedness” and “Risks Related to Our Preferred Stock” for additional details about the risks which may impact us if we are unable to satisfy our debt service and cash dividend obligations.

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

We are subject to income taxes and non-income taxes in a variety of domestic and foreign jurisdictions. Our future income tax liability could be materially adversely affected by earnings that are lower than anticipated in jurisdictions where we have lower statutory rates, earnings that are higher than anticipated in jurisdictions where we have higher statutory rates, changes in the valuation of our deferred tax assets and liabilities, changes in the amount of our unrecognized tax benefits, or changes in tax laws, regulations, accounting principles, or interpretations thereof. In addition, if we were to sell any of our bitcoin at prices greater than the cost basis of the bitcoin sold, we would incur a tax liability with respect to any gain recognized, and such tax liability could be material. Changes in the tax laws of foreign jurisdictions could arise, including as a result of the project undertaken by the Organisation for Economic Co-operation and Development (“OECD”) and the Group of Twenty (“G20”) to combat base erosion and profit shifting (“BEPS”), including the OECD/G20 Inclusive Framework on BEPS and the Two-Pillar Solution (such as the Pillar Two global minimum tax rules). The OECD/G20 Inclusive Framework, which represents a group of participating jurisdictions, has issued recommendations and related guidance that, in some cases, make substantial changes to numerous long-standing tax positions and principles. These changes, many of which have been adopted or are under active consideration by participating jurisdictions and/or other countries, could increase tax uncertainty and may adversely affect our provision for income taxes.

After enactment of the U.S. Tax Cuts and Jobs Act, most of our income is taxable in the U.S. with a significant portion taxable under the Global Intangible Low-Taxed Income regime (or the Net Controlled Foreign Corporation “CFC” Tested Income regime after enactment of the One Big Beautiful Bill Act of 2025). As used herein, “CFC” means controlled foreign corporation. Beginning in fiscal year 2026, the deduction allowable under the Net CFC Tested Income regime will decrease from 50% to 40%, which will increase the effective tax rate imposed on our income.

The U.S. also enacted the IRA in August 2022. The IRA imposes (i) a 1% excise tax on certain stock repurchases made by publicly traded U.S. corporations, and (ii) a 15% CAMT on a corporation with respect to an initial tax year and subsequent tax years, if the average annual AFSI for any consecutive three-tax-year period preceding the initial tax year exceeds \$1 billion. On September 30, 2025, the Treasury and IRS issued Interim Guidance which, in relevant part, clarifies that a corporation may disregard unrealized gains and losses on its digital asset holdings when computing AFSI (if such assets are measured at fair value for financial statement income purposes but are not marked to market for regular tax purposes) for purposes of determining whether it is subject to the CAMT. The Treasury and IRS intend to issue revised proposed

regulations similar to the Interim Guidance. Pursuant to the Interim Guidance, we plan to exclude any unrealized gains and losses on our bitcoin holdings from the calculation of our AFSI for purposes of determining whether we are subject to CAMT. As a result, we do not expect to become subject to CAMT due to unrealized gains on our bitcoin holdings, if any. However, if the Interim Guidance is revoked or if the proposed or final regulations, when published or adopted, do not provide for this or similar relief, we could become subject to the CAMT in the future if we have significant unrealized gains on our bitcoin holdings. If we become subject to these new taxes under the IRA, it could result in a material tax obligation, which we would need to satisfy in cash, which in turn could materially affect our financial condition, cash flow and results of operations. Further, other existing domestic or foreign tax laws, statutes, rules, regulations or ordinances, could be interpreted, changed, modified or applied in a manner that negatively impacts us.

Our determination of our tax liability is subject to review by applicable domestic and foreign tax authorities. Any adverse outcome of such reviews could have an adverse effect on our operating results and financial condition. The determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment and there are many transactions and calculations, including in respect of transactions involving bitcoin, where the ultimate tax determination is uncertain. Moreover, as a multinational business, we have subsidiaries that engage in many intercompany transactions in a variety of tax jurisdictions where the ultimate tax determination is uncertain.

We also have contingent tax liabilities that, in management's judgment, are not probable of assertion. If such unasserted contingent liabilities were to be asserted, or become probable of assertion, we may be required to record significant expenses and liabilities in the period in which these liabilities are asserted or become probable of assertion.

As a result of these and other factors, the ultimate amount of tax obligations owed may differ from the amounts recorded in our financial statements and any such difference may materially affect our financial results in future periods in which we change our estimates of our tax obligations or in which the ultimate tax outcome is determined.

## **Risks Related to Our Bitcoin Strategy and Holdings**

### ***Our bitcoin strategy exposes us to various risks, including risks associated with bitcoin***

Our bitcoin strategy exposes us to various risks, including the following:

*Bitcoin is a highly volatile asset.* Bitcoin is a highly volatile asset that has traded below \$65,000 per bitcoin and above \$120,000 per bitcoin on the Coinbase exchange (our principal market for bitcoin) in the 12 months preceding March 31, 2026. The trading price of bitcoin significantly decreased during prior periods, and such declines may occur again in the future.

*Bitcoin does not pay interest or dividends.* Bitcoin does not pay interest or other returns and we can only generate cash from our bitcoin holdings if we sell our bitcoin or implement strategies to create income streams or otherwise generate cash by using our bitcoin holdings. Even if we pursue any such strategies, we may be unable to create income streams or otherwise generate cash from our bitcoin holdings, and any such strategies may subject us to additional risks.

*Our bitcoin holdings significantly impact our financial results and the market price of our listed securities.* Our bitcoin holdings have significantly affected our financial results and if we continue to increase our overall holdings of bitcoin in the future, they will have an even greater impact on our financial results and the market price of our listed securities. For further details, see "Risks Related to Our Bitcoin Strategy and Holdings-Our historical financial statements prior to March 31, 2025 do not reflect the potential variability in earnings that we have experienced to date and may experience in the future relating to our bitcoin holdings."

*Our assets are concentrated in bitcoin.* The vast bulk of our assets are concentrated in our bitcoin holdings. The concentration of our assets in bitcoin limits our ability to mitigate risk that could otherwise be achieved by holding a more diversified portfolio of assets.

*Our bitcoin strategy relies substantially on our ability to complete equity and debt financings.* Substantially all of our bitcoin purchases have been made using proceeds from equity and debt financings. Our ability to achieve the objectives of our bitcoin strategy depends in significant part on our ability to obtain equity and debt financing. If we are unable to obtain equity or debt financing on favorable terms or at all, we may not be able to successfully execute on our bitcoin strategy.

*Our bitcoin strategy has not been tested over an extended period of time or under all market conditions.* We are continually examining the risks and rewards of our strategy to acquire and hold bitcoin. This strategy has not been tested over an extended period of time or under all market conditions. For example, although we believe bitcoin, due to its limited supply, has the potential to serve as a hedge against inflation in the long term, the short-term price of bitcoin declined in recent periods during which the inflation rate increased. If bitcoin prices were to decline or our bitcoin strategy were to otherwise prove unsuccessful, our financial condition, results of operations, and the market price of our listed securities would be materially adversely impacted.

*We are subject to counterparty risks, including in particular risks relating to our custodians.* Although we have implemented various measures that are designed to mitigate our counterparty risks, including by storing substantially all of the bitcoin we own in custody accounts at U.S.-based, institutional-grade custodians and negotiating contractual arrangements intended to establish that our property interest in custodially-held bitcoin is not subject to claims of our custodians' creditors, applicable insolvency law is not fully developed with respect to the holding of digital assets in custodial accounts. If our custodially-held bitcoin were nevertheless considered to be the property of our custodians' estates in the event that any such custodians were to enter bankruptcy, receivership or similar insolvency proceedings, we could be treated as a general unsecured creditor of such custodians, inhibiting our ability to exercise ownership rights with respect to such bitcoin, or delaying or hindering our access to our bitcoin holdings, and this may ultimately result in the loss of the value related to some or all of such bitcoin, which could have a material adverse effect on our financial condition as well as the market price of our listed securities.

*The broader digital assets industry is subject to counterparty risks, which could adversely impact the adoption rate, price, and use of bitcoin.* A series of high-profile bankruptcies, closures, liquidations, regulatory enforcement actions and other events relating to companies operating in the digital asset industry in recent years have highlighted the counterparty risks applicable to owning and transacting in digital assets. Although these bankruptcies, closures, liquidations and other events have not resulted in any loss or misappropriation of our bitcoin, nor have such events adversely impacted our access to our bitcoin, they have, in the short-term, likely negatively impacted the adoption rate and use of bitcoin. Additional bankruptcies, closures, liquidations, regulatory enforcement actions or other events involving participants in the digital assets industry in the future may further negatively impact the adoption rate, price, and use of bitcoin, limit the availability to us of financing collateralized or with asset coverage provided by bitcoin, or create or expose additional counterparty risks.

*Changes in the accounting treatment of our bitcoin holdings could have significant accounting impacts, including increasing the volatility of our results.* We have adopted ASU 2023-08 as of January 1, 2025, which requires us to measure our bitcoin holdings at fair value in our statement of financial position, and to recognize gains and losses from changes in the fair value of our bitcoin in net income each reporting period beginning January 1, 2025. ASU 2023-08 also requires us to provide certain interim and annual disclosures with respect to our bitcoin holdings. The standard became effective for us on January 1, 2025, and we applied a cumulative-effect net increase to the opening balance of retained earnings as of January 1, 2025 of \$12.75 billion. Due in particular to the volatility in the price of bitcoin, the adoption of ASU 2023-08 has materially impacted our financial results, increased the volatility of our financial results, and materially affected the carrying value of our bitcoin on our balance sheet, and we expect these impacts to continue. For example, during 2025, we incurred an unrealized loss on digital assets of \$5.91 billion for the quarter ended March 31, 2025, an unrealized gain on digital assets of \$14.05 billion for the quarter ended June 30, 2025, an unrealized gain on digital assets of \$3.89 billion for the quarter ended September 30, 2025, and an unrealized loss on digital assets of \$17.44 billion for the quarter ended December 31, 2025. Significant variances in gains and losses could occur in future periods. These impacts could in turn have a material adverse effect on our financial results and the market price of our listed securities. Additionally, as a result of ASU 2023-08 requiring a cumulative-effect adjustment to our opening balance of retained earnings as of January 1, 2025 and not permitting retrospective restatement of our historical financial statements, our results for the year, and all interim periods during the year ended December 31, 2025 are not, and for future periods will not be, comparable to results from periods prior to our adoption of the guidance.

The broader digital assets industry, including the technology associated with digital assets, the rate of adoption and development of, and use cases for, digital assets, market perception of digital assets, and the legal, regulatory, and accounting treatment of digital assets are constantly developing and changing, and there may be additional risks in the future that are not possible to predict.

***Bitcoin is a highly volatile asset, and fluctuations in the price of bitcoin have in the past influenced and are likely to continue to influence our financial results and the market price of our listed securities***

The price of bitcoin has historically been, and may continue to be, highly volatile. Fluctuations in the price of bitcoin have in the past influenced, and are likely to continue to influence, our financial results and the market price of our listed securities. Our business, financial results, financial condition, and the market price of our listed securities, would be adversely affected, if the price of bitcoin declined substantially (as it has in the past, including during the three months ended March 31, 2026), including as a result of:

- decreased user and investor confidence in bitcoin, including due to the various factors described herein;
- investment and trading activities, such as (i) trading activities of highly active retail and institutional users, speculators, other companies executing a bitcoin strategy similar to ours, miners and other investors; (ii) actual or expected significant dispositions of bitcoin by large holders, including the expected liquidation of digital assets seized by governments or associated with entities that have filed for bankruptcy protection, such as (a) transfers of

bitcoin to creditors of the hacked cryptocurrency exchange Mt. Gox which began in July 2024 and are due to be completed by October 2026, (b) the transfer of 94,643 bitcoin to Bitfinex following proceedings related to a 2016 hack of its platform, and (c) potential sales of 69,370 bitcoin seized from the Silk Road marketplace by the U.S. Department of Justice; and (iii) actual or perceived manipulation of the spot or derivative markets for bitcoin or spot bitcoin exchange-traded products (“ETPs”);

- negative publicity, media or social media coverage, or sentiment due to events in or relating to, or perception of, bitcoin or the broader digital assets industry, including, for example, (i) public perception that bitcoin can be used as a vehicle to circumvent sanctions, including sanctions imposed on Russia or certain regions related to the ongoing conflict between Russia and Ukraine, or to fund criminal or terrorist activities, such as the purported use of digital assets by Hamas to fund its terrorist attack against Israel in October 2023; (ii) expected or pending civil, criminal, regulatory enforcement or other high-profile actions against major participants in the bitcoin ecosystem, including the SEC’s previous enforcement action against Binance Holdings Ltd.; (iii) additional filings for bankruptcy protection or bankruptcy proceedings of major digital asset industry participants, such as the bankruptcy proceeding of FTX Trading and its affiliates; (iv) the actual or perceived environmental impact of bitcoin and related activities, including environmental concerns raised by private individuals, governmental and non-governmental organizations, and other actors related to the energy resources consumed in the bitcoin mining process; and (v) activities relating to other cryptocurrencies, including “meme coins”;
- changes in consumer preferences and the perceived value or long-term prospects of bitcoin;
- developments affecting other companies pursuing a bitcoin strategy similar to ours, such as the abandonment of the strategy by such other companies, the failure by such other companies to satisfy their debt or other financial obligations, market concerns as to the viability or creditworthiness of such other companies, the loss or disposition of substantial bitcoin by such other companies, regulatory or legal judgments or actions against such other companies due to their adoption of a bitcoin strategy, or any other similar actions or negative outcomes impacting such other companies, whether due to any of the various risk factors described herein or for any other reason;
- competition from other digital assets that exhibit better speed, security, scalability, or energy efficiency, that feature other more favored characteristics, that are backed by governments, including the U.S. government, or by reserves of fiat currencies, or that represent ownership or security interests in physical assets;
- a decrease in the price of other digital assets, including stablecoins, or the crash or unavailability of stablecoins that are used as a medium of exchange in bitcoin purchase and sale transactions, such as the crash of the stablecoin Terra USD in 2022, to the extent the decrease in the price of such other digital assets or the unavailability of such stablecoins may cause a decrease in the price of bitcoin or adversely affect investor confidence in digital assets generally;
- the identification of Satoshi Nakamoto, the pseudonymous person or persons who developed bitcoin, or the transfer of substantial amounts of bitcoin from bitcoin wallets attributed to Mr. Nakamoto;
- developments relating to the Bitcoin protocol, including failures to make upgrades to the Bitcoin protocol to adapt to security, technological, legal or other challenges, or changes or proposed changes to the Bitcoin protocol that (i) impact its security, speed, scalability, usability, or value, such as changes to the cryptographic security protocol underpinning the Bitcoin blockchain, changes to the maximum number of bitcoin outstanding, changes to the mutability of transactions, changes relating to the size of blockchain blocks, changes to the amount of data that may be embedded into the bitcoin blockchain, and similar changes, (ii) introduce software bugs, security risks or other elements that adversely affect bitcoin, and (iii) alter or are perceived to alter characteristics of bitcoin or the Bitcoin network in a manner which adversely impacts the market price of bitcoin;
- disruptions, failures, unavailability, or interruptions in services of trading venues for bitcoin, such as, for example, the announcement by the digital asset exchange FTX Trading that it would freeze withdrawals and transfers from its accounts and subsequent filing for bankruptcy protection and the SEC enforcement action previously brought against Binance Holdings Ltd. and others, which initially sought to freeze all assets on the Binance US platform during the pendency of the enforcement action and has since resulted in Binance discontinuing all fiat deposits and withdrawals in the U.S.;
- the filing for bankruptcy protection by, liquidation of, or market concerns about the financial viability of digital asset custodians, trading venues, lending platforms, investment funds, or other digital asset industry participants, such as the filing for bankruptcy protection by digital asset trading venues FTX Trading and BlockFi and digital asset lending platforms Celsius Network and Voyager Digital Holdings in 2022, the ordered liquidation of the digital asset investment fund Three Arrows Capital in 2022, the announced liquidation of Silvergate Bank in 2023, the government-mandated closure and sale of Signature Bank in 2023, the placement of Prime Trust, LLC into

receivership following a cease-and-desist order issued by the Nevada Department of Business and Industry in 2023, and the exit of Binance from the U.S. market as part of its settlement with the Department of Justice and other federal regulatory agencies;

- regulatory, legislative, enforcement and judicial actions that adversely affect the price, ownership, transferability, trading volumes, legality or public perception of bitcoin, or that adversely affect the operations of or otherwise prevent digital asset custodians, trading venues, lending platforms or other digital assets industry participants from operating in a manner that allows them to continue to deliver services to the digital assets industry;
- further reductions in mining rewards of bitcoin, including due to block reward halving events, which are programmed events that occur approximately every four years (the most recent of which occurred in April 2024) that reduce the block reward earned by “miners” who validate bitcoin transactions, or increases in the costs associated with bitcoin mining, including increases in electricity costs and hardware and software used in mining, or new or enhanced regulation or taxation of bitcoin mining, which could further increase the costs associated with bitcoin mining, any of which may cause a decline in support for the Bitcoin network;
- transaction congestion and fees associated with processing transactions on the Bitcoin network;
- macroeconomic changes, such as changes in the level of interest rates and inflation, fiscal and monetary policies of governments, trade restrictions, and fiat currency devaluations;
- developments in mathematics or technology, including in digital computing, algebraic geometry and quantum computing, that could result in the cryptography used by the Bitcoin blockchain becoming insecure or ineffective; and
- changes in national and international economic and political conditions, including, without limitation, federal government policies, trade tariffs and trade disputes, and the adverse impacts attributable to global conflicts, including those between Russia and Ukraine and in the Middle East.

Any of the foregoing factors, individually or in the aggregate, could result in significant volatility or a substantial decline in the price of bitcoin, which could in turn adversely affect our financial results, the market price of our listed securities, and our ability to implement our bitcoin strategy.

***Bitcoin and other digital assets are relatively novel assets, and are subject to significant legal, commercial, regulatory and technical uncertainty***

Bitcoin and other digital assets are relatively novel assets, and are subject to significant legal, commercial, regulatory and technical uncertainty, any of which could adversely affect bitcoin’s price and our ability to hold or transact in bitcoin. The application of state and federal securities laws and other laws and regulations to digital assets is unclear in certain respects, and regulators in the United States and in other countries may interpret or apply existing laws and regulations in a manner that adversely affects the price of bitcoin or the ability of individuals or institutions such as us to own or transfer bitcoin.

Governments and regulators in the United States and abroad may enact new laws and regulations, or enforce or interpret existing laws or regulations, in a manner that could impose material additional regulatory burdens and costs on us or other digital asset industry participants, which could materially affect the price of bitcoin or the ability of individuals or institutions such as us to own or transfer bitcoin. For example, within the past several years:

- in September 2025, Nasdaq reportedly announced new informal interpretations of its rules that require certain Nasdaq-listed companies to obtain shareholder approval before engaging in certain transactions, such as private placements for the purpose of acquiring digital assets or accepting in-kind contributions of digital assets in exchange for equity;
- in July 2025, President Trump signed into law the Guiding and Establishing National Innovation for US Stablecoins Act (“GENIUS Act”), establishing a legislative framework for the regulation of payment stablecoins and marking the first federal legislation for the regulation of digital assets in the U.S.;
- in July 2025, the U.S. House of Representatives passed the Digital Asset Market Clarity Act of 2025 (“CLARITY Act”), a comprehensive digital asset market structure and regulation bill. The CLARITY Act, and other digital asset market structure and regulation bills, remain under consideration and continue to evolve in the U.S. Senate;
- in January 2025, President Trump signed an executive order instructing a working group comprised of representatives from key federal agencies to evaluate measures that can be taken to provide regulatory clarity and certainty built on technology-neutral regulations for individuals and firms involved in digital assets, including through well-defined jurisdictional regulatory boundaries and in July 2025, such working group published a report

on strengthening American leadership in digital financial technology, which recommended several regulatory and legislative proposals to advance President Trump’s January 2025 executive order;

- in January 2025, the SEC announced the formation of a “Crypto Task Force,” which is intended to provide clarity on the application of the federal securities laws to the crypto asset market and to recommend policy measures with respect to digital asset security status, registration and listing of digital asset-based investment vehicles, and digital asset custody, lending and staking;
- in June 2023, the SEC filed complaints against Binance Holdings Ltd. and Coinbase, Inc., and their respective affiliated entities, alleging, among other things, that each was operating as an unregistered securities exchange, broker, dealer, and clearing agency;
- in November 2023, the SEC filed a complaint against Payward Inc. and Payward Ventures Inc., together known as Kraken, alleging, among other claims, that Kraken’s crypto trading platform was operating as an unregistered securities exchange, broker, dealer, and clearing agency;
- in November 2023, Binance Holdings Ltd. and its then chief executive officer reached a settlement with the U.S. Department of Justice, U.S. Commodity Futures Trading Commission (“CFTC”), the Treasury’s Office of Foreign Asset Control, and the Financial Crimes Enforcement Network to resolve a multi-year investigation by those agencies and a civil suit brought by the CFTC, pursuant to which Binance Holdings Ltd. agreed to, among other things, pay \$4.3 billion in penalties across the four agencies and to discontinue its operations in the United States;
- in June 2023, the United Kingdom adopted and implemented the Financial Services and Markets Act 2023, which regulates market activities in “cryptoassets;”
- in May 2023, the European Union adopted Markets in Crypto Assets Regulation (“MiCA”), a comprehensive digital asset regulatory framework for the issuance and use of digital assets, like bitcoin; and
- in China, the People’s Bank of China and the National Development and Reform Commission have outlawed cryptocurrency mining and declared all cryptocurrency transactions illegal within the country.

Although the complaints against Coinbase, Inc., Payward Inc., Payward Ventures Inc. and Binance Holdings Ltd. have been dismissed, the SEC, CFTC, foreign governments, states, or other regulatory agencies may initiate similar actions in the future, which could materially affect the price of bitcoin and our ability to own or transfer bitcoin.

It is not possible to predict whether or when new laws and regulations will change the legal framework governing digital assets or expand the authority of the SEC, the CFTC, or other regulators, or whether or when any other federal, state or foreign bodies will take similar actions. For example, the proposed CLARITY Act discussed above could, if it became law, grant the CFTC additional regulatory and supervisory powers with respect to spot digital assets, including bitcoin, as “digital commodities” and potentially impose additional registration, disclosure, reporting, and business conduct requirements on us. Additionally, in March 2026, the SEC issued a commission-level interpretation, in which the CFTC joined, addressing the application of federal securities laws to certain crypto assets and transactions and providing the SEC’s views regarding, among other matters, certain categories of crypto assets and crypto-asset transactions. We cannot predict the nature or market effects of any future laws, rulemaking, guidance or expansion of oversight, including the impacts to the functioning of digital asset markets, the willingness of financial and other institutions to provide services to the digital assets industry, incremental compliance burden on us or the value of digital assets generally and bitcoin specifically. The consequences of any new legal requirements relating to digital assets could adversely affect the market price of bitcoin and our ability to hold or transact in bitcoin, and in turn adversely affect our business, financial condition and results of operations, and the market price of our listed securities. Furthermore, as more companies adopt strategies with respect to bitcoin or digital assets similar to ours, governments and regulatory agencies may be prompted to enact new laws, regulations, or interpretations, which may adversely affect our bitcoin strategy.

Moreover, the risks of engaging in a bitcoin strategy are relatively novel and have created, and could continue to create, complications due to the lack of experience that third parties have with companies engaging in such a strategy, such as increased costs of director and officer liability insurance or the potential inability to obtain such coverage on acceptable terms in the future.

Growth of the digital assets industry in general, and the use and acceptance of bitcoin in particular, are highly uncertain and may also impact the price of bitcoin. The pace of growth in the adoption and use of bitcoin may depend, for instance, on public familiarity with digital assets, ease of buying, accessing or gaining exposure to bitcoin, institutional demand for bitcoin as an investment asset, participation by traditional financial institutions in the digital assets industry, consumer demand for bitcoin as a store of value or medium of exchange, and the availability and popularity of alternatives to bitcoin. Even if growth in bitcoin adoption occurs in the near or medium-term, there is no assurance that bitcoin usage will continue to grow over the long-term or that any such growth will be sustained.

The liquidity and public perception of bitcoin may also suffer if financial institutions deny or limit banking services to businesses that hold bitcoin, provide bitcoin-related services or accept bitcoin as payment, which could also decrease the price of bitcoin. Actions by U.S. banking regulators, such as the issuance in February 2023 by federal banking agencies of the “Interagency Liquidity Risk Statement,” which cautioned banks on contagion risks posed by providing services to digital assets customers, and similar actions, have in the past reduced access to banking services for bitcoin-related customers and service providers, or the willingness of traditional financial institutions to participate in markets for digital assets. The liquidity of bitcoin may also be impacted to the extent that changes in applicable laws and regulatory requirements negatively impact the ability of exchanges and trading venues to provide services for bitcoin and other digital assets.

Bitcoin has no physical existence beyond the record of transactions on the Bitcoin blockchain. As a result, factors such as malicious attacks by miners, inadequate mining fees to incentivize validation of bitcoin transactions, hard “forks” of the Bitcoin blockchain into multiple blockchains, and advances in digital computing, algebraic geometry, and quantum computing could undermine the integrity of the Bitcoin blockchain and negatively affect the price of bitcoin and, in turn, our business, financial condition, results of operations, and the trading price of our listed securities.

***Our historical financial statements prior to March 31, 2025 do not reflect the potential variability in earnings that we have experienced to date and may experience in the future relating to our bitcoin holdings***

Our historical financial statements prior to March 31, 2025 do not fully reflect the potential variability in earnings that we have experienced to date and may experience in the future from holding or selling significant amounts of bitcoin.

The price of bitcoin has historically been subject to dramatic price fluctuations and is highly volatile. In December 2023, the FASB issued ASU 2023-08, which we adopted as of January 1, 2025.

We determine the fair value of our bitcoin based on quoted (unadjusted) prices on the Coinbase exchange (our principal market for bitcoin). Prior to our adoption of ASU 2023-08 on January 1, 2025, we performed an analysis each quarter to identify whether events or changes in circumstances, principally decreases in the quoted (unadjusted) prices on the active exchange, indicated that it was more likely than not that any of our bitcoin assets were impaired. In determining if an impairment had occurred, we considered the lowest price of one bitcoin quoted on the active exchange at any time since acquiring the specific bitcoin held. If the carrying value of a bitcoin exceeded that lowest price at any time during the quarter, an impairment loss was deemed to have occurred with respect to that bitcoin in the amount equal to the difference between its carrying value and such lowest price, and subsequent increases in the price of bitcoin did not affect the carrying value of our bitcoin. Gains (if any) were not recorded until realized upon sale, at which point they would be presented net of any impairment losses. In determining the gain to be recognized upon sale, we calculated the difference between the sale price and carrying value of the specific bitcoin sold immediately prior to sale. Due in part to the volatility of bitcoin, we incurred \$4.06 billion of cumulative impairment on our bitcoin holdings through December 31, 2024, which losses were reflected in the financial statements for the respective periods in which the losses were incurred.

ASU 2023-08 requires us to measure our bitcoin holdings at fair value in our statement of financial position, and to recognize gains and losses from changes in the fair value of our bitcoin in net income each reporting period. ASU 2023-08 also requires us to provide certain interim and annual disclosures with respect to our bitcoin holdings. As of January 1, 2025 we applied a cumulative-effect adjustment to the opening balance of retained earnings of \$12.75 billion. ASU 2023-08 does not permit retrospective restatement of prior periods. Due to the application of a different accounting standard for the quarterly and annual periods ending subsequent to January 1, 2025 relative to the corresponding periods during the year ended December 31, 2024, and due to ASU 2023-08 not permitting retrospective restatement of prior periods, our results for the quarterly and annual periods ending subsequent to January 1, 2025 are not comparable to our results from periods prior to our adoption of the guidance. Additionally, any unrealized gain on digital assets reflected in our financial results for a given period does not reflect cash actually earned by us during that period, and a significant increase in our digital assets included on our balance sheet is not associated with an actual increase in our liquidity.

As a result of our adoption of ASU 2023-08, we may incur greater losses during periods when we previously would have incurred smaller losses or no losses because we had already impaired the carrying value of our bitcoin to a low price observed during a prior period, and we may also record gains during periods when the fair market value of bitcoin rises, as compared to periods prior to January 1, 2025, when we would not have recorded any gains under similar circumstances. Accordingly, due in particular to the volatility in the price of bitcoin, the adoption of ASU 2023-08 has to date increased, and we expect will continue to impact, the volatility of our financial results. For further details see “Risks Related to Our Bitcoin Strategy and Holdings-Our bitcoin strategy exposes us to various risks, including risks associated with bitcoin.” Because we intend to continue increasing our bitcoin holdings, we expect that the proportion of our total assets represented by our bitcoin holdings will increase in the future, and we expect ASU 2023-08 to continue to significantly affect the carrying value of our bitcoin on our balance sheet. As a result, our earnings may be even more volatile in future periods than what we have experienced to date.

***The recent increase in the availability of alternative ways to gain exposure to bitcoin and other digital assets may adversely affect the market price of our listed securities***

Although bitcoin and other digital assets have experienced a surge of investor attention since bitcoin was invented in 2008, until recently investors in the United States had limited means to gain exposure to bitcoin through traditional investment channels, and instead generally were only able to hold bitcoin through digital wallets. Given the relative novelty of digital assets, general lack of familiarity with the processes needed to hold bitcoin directly, as well as the potential reluctance of financial planners and advisers to recommend direct bitcoin holdings to their retail customers because of the manner in which such holdings are custodied, some investors have sought exposure to bitcoin through investment vehicles that hold bitcoin and issue shares representing fractional undivided interests in their underlying bitcoin holdings. These vehicles, which were previously offered only to “accredited investors” on a private placement basis, have in the past traded at substantial premiums to net asset value, possibly due to the relative scarcity of traditional investment vehicles providing investment exposure to bitcoin.

On January 10, 2024, the SEC approved the listing and trading of spot bitcoin ETPs, the shares of which can be sold in public offerings and are traded on U.S. national securities exchanges. The approved ETPs commenced trading directly to the public on January 11, 2024, with a trading volume of \$4.6 billion on the first trading day. On January 11, 2024, and in the subsequent days following the SEC’s approval of the listing and trading of spot bitcoin ETPs, the trading price of our shares of class A common stock declined significantly relative to the value of our bitcoin. To the extent investors view our class A common stock as providing exposure to bitcoin, it is possible that the value of our class A common stock may also have included a premium over the value of our bitcoin due to the prior scarcity of traditional investment vehicles providing investment exposure to bitcoin, and that the value declined due to investors now having a greater range of options to gain exposure to bitcoin and investors choosing to gain such exposure through ETPs rather than our class A common stock.

Although we are an operating company, and we believe we offer a different value proposition than a bitcoin investment vehicle such as a spot bitcoin ETP, investors may nevertheless view our class A common stock or other listed securities as an alternative to an investment in an ETP, and choose to purchase shares of a spot bitcoin ETP instead of our class A common stock or other listed securities. They may do so for a variety of reasons, including if they believe that ETPs offer a “pure play” exposure to bitcoin that is generally not subject to federal income tax at the entity level as we are, or the other risk factors applicable to an operating business, such as ours. Additionally, unlike spot bitcoin ETPs, we (i) do not seek for our shares of class A common stock to track the value of the underlying bitcoin we hold before payment of expenses and liabilities, (ii) do not benefit from various exemptions and relief under the Exchange Act, including Regulation M, and other securities laws, which enable ETPs to continuously align the value of their shares to the price of the underlying assets they hold through share creation and redemption, (iii) are a Delaware corporation rather than a statutory trust, and do not operate pursuant to a trust agreement that would require us to pursue one or more stated investment objectives, and (iv) are not required to provide daily transparency as to our bitcoin holdings or our daily net asset value. Furthermore, recommendations by broker-dealers to buy, hold, or sell complex products and non-traditional ETPs, or an investment strategy involving such products, may be subject to additional or heightened scrutiny that would not be applicable to broker-dealers making recommendations with respect to our listed securities.

Additionally, other companies have recently adopted bitcoin strategies similar to ours, providing investors with further potential alternative means of gaining exposure to bitcoin. Fund sponsors also offer bitcoin futures exchange-traded funds (“ETFs”) and leveraged bitcoin futures ETFs, which offer different types of economic exposure to bitcoin. Based on how we are viewed in the market relative to ETPs, other companies that have adopted a strategy similar to ours with respect to bitcoin, bitcoin futures ETFs, leveraged bitcoin futures ETFs, and similar vehicles, any premium or discount in our class A common stock relative to the value of our bitcoin holdings may increase or decrease differently than that of such other vehicles in response to changes in market conditions. Although our listed securities also include preferred stocks, which provide investors with economic exposure to bitcoin and the opportunity to earn dollar- or Euro- denominated yield returns, to the extent that investors are seeking an investment with exposure to bitcoin and a dollar- or Euro- denominated yield return, investors may choose to allocate to certain funds that pursue yield-based strategies based on trading derivatives of our class A common stock or bitcoin rather than purchasing our preferred stocks, as the former may, from time to time, produce higher yields than our preferred stock.

Other companies have also recently adopted treasury strategies with exposure to digital assets other than bitcoin. Additionally, the SEC has approved rule changes permitting the listing and trading of spot ETPs that invest in ether, the main crypto asset supporting the Ethereum blockchain, and has published for comment and review exchange rule change notices with respect to spot ETPs for other digital assets. The current and potential future availability of investment options with respect to other digital assets could result in a decline in the price of bitcoin, which could in turn cause a decline in the price of our class A common stock and our other listed securities and such decline could be disproportionate to the decline in value of our bitcoin.

Any of the foregoing factors, including the availability of spot ETPs and futures-based ETFs for bitcoin, and funds that pursue yield-based strategies based on trading derivatives of our class A common stock, the availability and potential future availability of spot ETPs for Ethereum and other digital assets, and the adoption by other companies of strategies similar to ours with respect to bitcoin and other digital assets, could have a material adverse effect on the market price of our listed securities.

***Our bitcoin strategy subjects us to enhanced regulatory oversight***

As noted above, several spot bitcoin ETPs have received approval from the SEC to list their shares on a U.S. national securities exchange with continuous share creation and redemption at net asset value. Even though we are not, and do not function in the manner of, a spot bitcoin ETP, it is possible that we nevertheless could face regulatory scrutiny from the SEC or other federal or state agencies due to our bitcoin holdings and our bitcoin strategy more generally.

In addition, there has been increasing focus on the extent to which digital assets can be used to launder the proceeds of illegal activities, fund criminal or terrorist activities, or circumvent sanctions regimes, including comprehensive sanction programs targeting jurisdictions such as Russia, Iran, and North Korea. While we have implemented and maintain policies and procedures reasonably designed to promote compliance with applicable anti-money laundering and sanctions laws and regulations and take care to only acquire our bitcoin through entities subject to anti-money laundering regulation and related compliance rules in the United States, if we are found to have purchased any of our bitcoin from bad actors that have used bitcoin to launder money or persons subject to sanctions, we may be subject to regulatory proceedings and any further transactions or dealings in bitcoin by us may be restricted or prohibited.

Although our bitcoin holdings did not serve as collateral securing any of our outstanding indebtedness as of March 31, 2026, we may incur indebtedness or enter into other financial instruments in the future that may be collateralized by our bitcoin holdings. We may also consider pursuing strategies to create income streams or otherwise generate funds using our bitcoin holdings. These types of bitcoin-related transactions are the subject of enhanced regulatory oversight. These and any other bitcoin-related transactions we may enter into, beyond simply acquiring and holding bitcoin, may subject us to additional regulatory compliance requirements and scrutiny, including under federal and state money services regulations, money transmitter licensing requirements and various commodity and securities laws and regulations.

Additional laws, guidance and policies may be issued by domestic and foreign regulators, including for example, in response to the failure of a major participant in the digital assets industry, such as the filing for Chapter 11 bankruptcy protection by FTX in November 2022. Increased enforcement activity and changes in the regulatory environment, including changing interpretations and the implementation of new or varying regulatory requirements by the government or any new legislation affecting bitcoin, as well as enforcement actions involving or impacting our trading venues, counterparties and custodians, may impose significant costs or significantly limit our ability to hold and transact in bitcoin.

In addition, private actors that are wary of bitcoin or the regulatory concerns associated with bitcoin have in the past taken and may in the future take further actions that may have an adverse effect on our business or the market price of our listed securities. For example, an affiliate of HSBC Holdings has prohibited customers of its HSBC InvestDirect retail investment platform from buying shares of our class A common stock after determining that the value of our stock is related to the performance of bitcoin, indicating that it did not want to facilitate exposure to virtual currencies.

In November 2025, we issued STRE Stock, which is a Euro-denominated preferred stock instrument listed for trading on the Official List of the Luxembourg Stock Exchange and the Euro MTF market of the Luxembourg Stock Exchange. As a result of such listing, we are subject to certain disclosure and other requirements under applicable EU regulations. We may continue to seek access to non-U.S. capital markets, list or admit our securities to trading on additional foreign exchanges, or otherwise expand the distribution of our securities in foreign jurisdictions, and we may become subject to additional regulatory oversight, disclosure obligations, conduct requirements and review of our bitcoin strategy and digital asset activities in those jurisdictions. Any such additional non-U.S. regulatory oversight could increase our compliance and reporting costs, constrain our flexibility in implementing our bitcoin strategy, or otherwise adversely affect our business, financial condition and results of operations.

***Due to the unregulated nature and lack of transparency surrounding the operations of many bitcoin trading venues, bitcoin trading venues may experience greater fraud, security failures or regulatory or operational problems than trading venues for more established asset classes, which may result in a loss of confidence in bitcoin trading venues and adversely affect the value of our bitcoin***

Bitcoin trading venues are relatively new (compared to stock exchanges) and, in many cases, unregulated. Furthermore, there are many bitcoin trading venues which do not provide the public with significant information regarding their ownership structure, management teams, corporate practices and regulatory compliance. As a result, the marketplace may lose confidence in bitcoin trading venues, including prominent exchanges that handle a significant volume of bitcoin trading and/or are subject to regulatory oversight, in the event one or more bitcoin trading venues cease or pause for a

prolonged period the trading of bitcoin or other digital assets, or experience fraud, significant volumes of withdrawal, security failures or operational problems.

Reports and academic studies have estimated that a substantial portion of trading volume reported by certain unregulated crypto-asset trading venues may be non-economic in nature (including wash trading), with a December 2022 study estimating wash trading averaged over 70% of reported volume on unregulated exchanges studied. The SEC also alleged as part of its June 2023 complaint against Binance Holdings Ltd. that Binance committed strategic and targeted “wash trading” through its affiliates to artificially inflate the volume of certain digital assets traded on its exchange. The SEC has also brought recent actions against individuals and digital asset market participants alleging that such persons artificially increased trading volumes in certain digital assets through wash trades, or repeated buying and selling of the same assets in fictitious transactions to manipulate their underlying trading price. Such reports and allegations may indicate that the bitcoin market is significantly smaller than expected and that the United States makes up a significantly larger percentage of the bitcoin market than is commonly understood. Any actual or perceived wash trading in the bitcoin market, and any other fraudulent or manipulative acts and practices, could adversely affect the value of our bitcoin.

Negative perception, a lack of stability in the broader bitcoin markets and the closure, temporary shutdown or operational disruption of bitcoin trading venues, lending institutions, institutional investors, institutional miners, custodians, or other major participants in the bitcoin ecosystem, due to fraud, business failure, cybersecurity events, government-mandated regulation, bankruptcy, or for any other reason, may result in a decline in confidence in bitcoin and the broader bitcoin ecosystem and greater volatility in the price of bitcoin. For example, in 2022, each of Celsius Network, Voyager Digital, Three Arrows Capital, FTX, and BlockFi filed for bankruptcy, following which the market prices of bitcoin and other digital assets significantly declined. In addition, in June 2023, the SEC announced enforcement actions against Coinbase, Inc., and Binance Holdings Ltd., two providers of large trading venues for digital assets, which similarly was followed by a decrease in the market price of bitcoin and other digital assets. These were followed in November 2023, by an SEC enforcement action against Payward Inc. and Payward Ventures Inc., together known as Kraken, another large trading venue for digital assets. Although these complaints were ultimately dismissed, the SEC or other regulatory agencies may initiate similar actions in the future. As the price of our listed securities is affected by the value of our bitcoin holdings, the failure of a major participant in the bitcoin ecosystem could have a material adverse effect on the market price of our listed securities.

***The concentration of our bitcoin holdings enhances the risks inherent in our bitcoin strategy***

Our assets are substantially concentrated in bitcoin, and we intend to purchase additional bitcoin and increase our overall holdings of bitcoin in the future. See Note 3, Digital Assets, to the Consolidated Financial Statements contained in Part I, Item 1 of this Quarterly Report and the “Liquidity and Capital Resources” section in Part I, Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations, for additional disclosure on our bitcoin holdings and related information. The concentration of our bitcoin holdings limits the risk mitigation that we could achieve if we were to purchase a more diversified portfolio of assets, which enhances the risks inherent in our bitcoin strategy. Any future significant declines in the price of bitcoin would have a more pronounced impact on our financial condition than if we had used our cash to purchase a more diverse portfolio of assets. The scale of our bitcoin holdings may also result in negative publicity or investor concern. Any resulting market volatility could materially harm the market value of our bitcoin holdings and the trading prices of our listed securities.

***The emergence or growth of other digital assets, including those with significant private or public sector backing, could have a negative impact on the price of bitcoin and adversely affect our business***

As a result of our bitcoin strategy, our assets are concentrated in our bitcoin holdings. Accordingly, the emergence or growth of digital assets other than bitcoin may have a material adverse effect on our financial condition. As of March 31, 2026, bitcoin was the largest digital asset by market capitalization. However, there are numerous alternative digital assets and many entities, including consortiums and financial institutions, are researching and investing resources into private or permissioned blockchain platforms or digital assets that do not use proof-of-work mining like the Bitcoin network. For example, in late 2022, the Ethereum network transitioned to a “proof-of-stake” mechanism for validating transactions that requires significantly less computing power than proof-of-work mining. The Ethereum network has completed another major update since then and may undertake additional updates in the future. If the mechanisms for validating transactions in Ethereum and other alternative digital assets are perceived as superior to proof-of-work mining, those digital assets could gain market share relative to bitcoin.

Other alternative digital assets that compete with bitcoin in certain ways include “stablecoins,” which are designed to maintain a constant price related to or based on some other asset or traditional currency because of, for instance, their issuers’ promise to hold high-quality liquid assets (such as U.S. dollar deposits and short-term U.S. treasury securities) equal to the total value of stablecoins in circulation. In July 2025, the “GENIUS Act” was enacted, which establishes a federal framework for “payment stablecoins,” treating them as payment systems, not securities, and mandating fiat-backed

reserves, monthly disclosures, anti-money laundering safeguards, and similar measures. Stablecoins have grown rapidly as an alternative to bitcoin and other digital assets as a medium of exchange and store of value, particularly on digital asset trading platforms, and their use as an alternative to bitcoin could expand further as a result of the GENIUS Act being enacted. As of March 31, 2026, two of the seven largest digital assets by market capitalization were U.S. dollar-pegged stablecoins.

Additionally, central banks in some countries have started to introduce digital forms of legal tender. For example, China's CBDC project was made available to consumers in January 2022, and governments including Japan, the United Kingdom and the European Union have been discussing the potential creation of new CBDCs. Further, some countries, such as Sweden, Norway and Israel, are exploring cross-border interoperability of retail CBDCs. Whether or not they incorporate blockchain or similar technology, CBDCs, as legal tender in the issuing jurisdiction, could also compete with, or replace, bitcoin and other digital assets as a medium of exchange or store of value. As a result, the emergence or growth of these or other digital assets could cause the market price of bitcoin to decrease, which could have a material adverse effect on our business, prospects, financial condition, and operating results.

***Our bitcoin holdings are less liquid than our existing cash and cash equivalents and may not be able to serve as a source of liquidity for us to the same extent as cash and cash equivalents***

Historically, the bitcoin market has been characterized by significant volatility in price, limited liquidity and trading volumes compared to sovereign currencies markets, relative anonymity, a developing regulatory landscape, potential susceptibility to market abuse and manipulation, compliance and internal control failures at exchanges, and various other risks inherent in its entirely electronic, virtual form and decentralized network. We currently expect to satisfy our financial obligations or liquidity needs through one or more sources of liquidity, including cash we hold in the USD Reserve, proceeds from the sale of bitcoin, proceeds from sales of our class A common stock and preferred stock under our ATM, and proceeds from additional equity or debt financings. See the "Liquidity and Capital Resources" section in Part I, Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information on such sources. Although we have established the USD Reserve, we may nevertheless decide to sell bitcoin to meet our liquidity needs and financial obligations if we determine it is favorable to do so. We may also be required to sell our bitcoin if we deplete our USD Reserve and we are unable to secure equity or debt financing in a timely manner, on favorable terms, or at all, and we may be required to make such sales at prices below our cost basis or on terms that are otherwise unfavorable. Due to the scale of our bitcoin holdings, any such sales, or market perception that we plan to make such sales, could cause preemptive selling pressure by other market participants, driving down the market price of bitcoin, further impairing our ability to use our bitcoin for liquidity. Additionally, during periods of market instability, we may not be able to sell our bitcoin at favorable prices or at all. For example, a number of bitcoin trading venues temporarily halted deposits and withdrawals in 2022, although the Coinbase exchange (our principal market for bitcoin) has, to date, not done so. As a result, our bitcoin holdings may not be able to serve as a source of liquidity for us to the same extent as cash and cash equivalents.

Further, the bitcoin that we hold with our custodians and transact with our trade execution partners does not enjoy the same protections as are available to cash or securities deposited with or transacted by institutions subject to regulation by the Federal Deposit Insurance Corporation or the Securities Investor Protection Corporation.

Additionally, we may be unable to enter into loans or other capital raising transactions collateralized by our unencumbered bitcoin or otherwise generate funds using our bitcoin holdings, including in particular during periods of market instability or when the price of bitcoin has declined significantly. If we are unable to sell our bitcoin, enter into additional capital raising transactions, including capital raising transactions using bitcoin as collateral, or otherwise generate funds using our bitcoin holdings, or if we are forced to sell our bitcoin at a significant loss, in order to meet our financial obligations and liquidity needs, our business and financial condition could be negatively impacted.

***If we or our third-party service providers experience a security breach or cyberattack and unauthorized parties obtain access to our bitcoin, or if our private keys are lost or destroyed, or other similar circumstances or events occur, we may lose some or all of our bitcoin and our financial condition and results of operations could be materially adversely affected***

Substantially all of the bitcoin we own is held in custody accounts at institutional-grade digital asset custodians. Security breaches and cyberattacks are of particular concern with respect to our bitcoin. Bitcoin and other blockchain-based cryptocurrencies and the entities that provide services to participants in the bitcoin ecosystem have been, and may in the future be, subject to security breaches, cyberattacks, or other malicious activities. For example, in October 2021 it was reported that hackers exploited a flaw in the account recovery process and stole from the accounts of at least 6,000 customers of the Coinbase exchange (our principal market for bitcoin), although the flaw was subsequently fixed and Coinbase reimbursed affected customers. Similarly, in November 2022, hackers exploited weaknesses in the security architecture of the FTX Trading digital asset exchange and reportedly stole over \$400 million in digital assets from

customers. In 2025, Coinbase reported that criminals bribed certain of its non-U.S. employees to steal customer data to use in social engineering attacks. A successful security breach or cyberattack could result in:

- a partial or total loss of our bitcoin in a manner that may not be covered by insurance or the liability provisions of the custody agreements with the custodians who hold our bitcoin;
- harm to our reputation and brand;
- improper disclosure of data and violations of applicable data privacy and other laws; or
- significant regulatory scrutiny, investigations, fines, penalties, and other legal, regulatory, contractual and financial exposure.

Further, any actual or perceived data security breach or cybersecurity attack directed at other companies with digital assets or companies that operate digital asset networks, regardless of whether we are directly impacted, could lead to a general loss of confidence in the broader Bitcoin blockchain ecosystem or in the use of the Bitcoin network to conduct financial transactions, which could negatively impact us.

Attacks upon systems across a variety of industries, including industries related to bitcoin, are increasing in frequency, persistence, and sophistication, and, in many cases, are being conducted by sophisticated, well-funded and organized groups and individuals, including state actors. Emerging technologies, such as AI-driven cyberattacks and the potential for quantum computing, could introduce new vulnerabilities in our systems, potentially rendering traditional cryptographic techniques less effective and exposing us to more sophisticated forms of cyberattacks. The techniques used to obtain unauthorized, improper or illegal access to systems and information (including personal data and digital assets), disable or degrade services, or sabotage systems are constantly evolving, may be difficult to detect quickly, and often are not recognized or detected until after they have been launched against a target. Novel methods, such as those utilizing AI or quantum computing, may be even more difficult to detect and defend against. These attacks may occur on our systems or those of our third-party service providers or partners. We may experience breaches of our security measures due to human error, malfeasance, insider threats, system errors or vulnerabilities or other irregularities. In particular, unauthorized parties have attempted, and we expect that they will continue to attempt, to gain access to our systems and facilities, as well as those of our partners and third-party service providers, through various means, such as hacking, social engineering, phishing and fraud. Threats can come from a variety of sources, including criminal hackers, hacktivists, state-sponsored intrusions, industrial espionage, and insiders. In addition, certain types of attacks could harm us even if our systems are left undisturbed. For example, certain threats are designed to remain dormant or undetectable, sometimes for extended periods of time, or until launched against a target and we may not be able to implement adequate preventative measures. Further, there has been an increase in such activities due to the increase in work-from-home arrangements since the onset of the COVID-19 pandemic. The risk of cyberattacks could also be increased by cyberwarfare in connection with geopolitical conflicts, such as in Ukraine and the Middle East, including potential proliferation of malware into systems unrelated to such conflicts. As of the date of this Quarterly Report, neither we nor any of our service providers has experienced a security breach or cyberattack that has materially impacted our digital asset holdings, financial condition or operating results; however, any future breach of our operations or those of our service providers or others in the bitcoin industry could materially and adversely affect our business.

***We face risks relating to the custody of our bitcoin, including the loss or destruction of private keys required to access our bitcoin and cyberattacks or other data loss relating to our bitcoin***

We hold our bitcoin with regulated custodians that have duties to safeguard our private keys. Although our custodial services contracts do not restrict our ability to reallocate our bitcoin among our custodians, our bitcoin holdings may be concentrated with a single custodian from time to time, which may enhance our risk of losses. In light of the significant amount of bitcoin we hold, we continually seek to engage additional custodians to achieve a greater degree of diversification in the custody of our bitcoin as the extent of potential risk of loss is dependent, in part, on the degree of diversification. If there is a decrease in the availability of digital asset custodians that we believe can safely custody our bitcoin, for example, due to regulatory developments or enforcement actions that cause custodians to discontinue or limit their services in the United States, we may need to enter into agreements that are less favorable than our current agreements or take other measures to custody our bitcoin, and our ability to seek a greater degree of diversification in the use of custodial services would be materially adversely affected.

As of March 31, 2026, the insurance coverage available for losses of our bitcoin covers only a small fraction of the value of the entirety of our bitcoin holdings and there can be no assurance that we would recover the full value of our bitcoin lost under all circumstances. Based on information shared by our custodians, they currently maintain commercial insurance coverage in excess of \$320.0 million at Coinbase, \$100.0 million at Anchorage, and in excess of \$100.0 million at Fidelity, in the aggregate and not per occurrence, to cover bitcoin losses as well as certain other losses, subject to the terms and provisions of the applicable insurance policies. The insurance policies maintained by our custodians are shared among all

of such custodian's customers and are not specific to us, and there can be no guarantee that such insurance will be maintained as part of the custodial services available to us, or that such coverage will be available or sufficient to cover losses with respect to our bitcoin. Additionally, we do not maintain separate insurance to cover our potential bitcoin losses. Furthermore, our custodians are not members of the Federal Deposit Insurance Corporation ("FDIC") or Securities Investor Protection Corporation ("SIPC") and, therefore, deposits held with or assets held by the custodians are not subject to protections available to depositors with FDIC or SIPC member institutions. Moreover, our use of custodians exposes us to the risk that the bitcoin our custodians hold on our behalf could be subject to insolvency proceedings and we could be treated as a general unsecured creditor of the custodian, inhibiting our ability to exercise ownership rights with respect to such bitcoin. Any loss associated with such insolvency proceedings is unlikely to be covered by the insurance coverage our custodians maintain related to our bitcoin.

Bitcoin is controllable only by the possessor of both the unique public key and private key(s) relating to the local or online digital wallet in which the bitcoin is held. While the Bitcoin blockchain ledger requires a public key relating to a digital wallet to be published when used in a transaction, private keys must be safeguarded and kept private in order to prevent a third party from accessing the bitcoin held in such wallet. To the extent the private key(s) for a digital wallet are lost, destroyed, or otherwise compromised and no backup of the private key(s) is accessible, neither we nor our custodians will be able to access the bitcoin held in the related digital wallet. Furthermore, we cannot provide assurance that our digital wallets, nor the digital wallets of our custodians held on our behalf, will not be compromised as a result of a cyberattack. The bitcoin and blockchain ledger, as well as other digital assets and blockchain technologies, have been, and may in the future be, subject to security breaches, cyberattacks, or other malicious activities.

***Regulatory change reclassifying bitcoin as a security could lead to our classification as an "investment company" under the Investment Company Act of 1940 and could adversely affect the market price of bitcoin and the market price of our listed securities***

Our assets are concentrated in our bitcoin holdings. While the March 2026 interpretation issued by the SEC, in which the CFTC joined, addressed the application of federal securities laws to certain crypto assets and transactions, we cannot predict whether future SEC, CFTC, judicial, legislative or other regulatory action could reach different conclusions or impose additional requirements with respect to bitcoin or bitcoin-related transactions. A determination that bitcoin constitutes a security for purposes of the federal securities laws could lead to our classification as an "investment company" under the Investment Company Act of 1940, as amended, which would subject us to significant additional regulatory controls that could have a material adverse effect on our ability to execute on our bitcoin strategy, and our business and operations, and may also require us to substantially change the manner in which we conduct our business.

In addition, if bitcoin is determined to constitute a security for purposes of the federal securities laws, the additional regulatory restrictions imposed by such a determination could adversely affect the market price of bitcoin and in turn adversely affect the market price of our listed securities.

***We are not subject to legal and regulatory obligations that apply to investment companies such as mutual funds and exchange-traded funds, or to obligations applicable to investment advisers.***

Mutual funds, ETFs and their directors and management are subject to extensive regulation as "investment companies" and "investment advisers" under U.S. federal and state law; this regulation is intended for the benefit and protection of investors. We are not subject to, and do not otherwise voluntarily comply with, these laws and regulations. This means, among other things, that the execution of or changes to our Treasury Reserve Policy or our bitcoin strategy, our use of leverage, the manner in which our bitcoin is custodied, our ability to engage in transactions with affiliated parties and our operating and investment activities generally are not subject to the extensive legal and regulatory requirements and prohibitions that apply to investment companies and investment advisers. For example, although a significant change to our Treasury Reserve Policy would require the approval of our board of directors, no shareholder or regulatory approval would be necessary. Consequently, our board of directors has broad discretion over the investment, leverage and cash management policies it authorizes, whether in respect of our bitcoin holdings or other activities we may pursue, and has the power to change our current policies, including our strategy of acquiring and holding bitcoin. Additionally, we are not a registered money market fund under the Investment Company Act of 1940, as amended, and we do not operate as a registered money market fund. Holders of our listed securities, including our STRC Stock, do not benefit from the protections available to holders of securities of a registered money market fund or similar instruments. Bitcoin does not have a similar risk profile to the assets required to be held by money market funds because, among other things, it is much more volatile and involves no principal protection. Unlike money market funds, we do not price our listed securities, including our STRC Stock, based on the net asset value of the pool of assets backing the securities. We are also not subject to any regulation requiring that we maintain any particular pricing or stable value, and we are not subject to the fee restrictions or liquidity requirements applicable to registered money market funds. Our listed securities, including STRC

Stock, are not insured by any regulatory agency, nor can we provide any guarantee of returns, cash dividend, liquidity or future performance.

***Our bitcoin strategy exposes us to risk of non-performance by counterparties***

Our bitcoin strategy exposes us to the risk of non-performance by counterparties, whether contractual or otherwise. Risk of non-performance includes inability or refusal of a counterparty to perform because of a deterioration in the counterparty's financial condition and liquidity or for any other reason. For example, our execution partners, custodians, or other counterparties might fail to perform in accordance with the terms of our agreements with them, which could result in a loss of bitcoin, a loss of the opportunity to generate funds, or other losses. Additionally, with more companies adopting a bitcoin strategy similar to ours, our counterparties and service providers may experience increased demand for their services, which could impact the level or quality of service we receive, or the pricing of these services in the future.

Our principal counterparty risk with respect to our bitcoin is the risk that our custodians may fail to perform their obligations under our custody arrangements. A series of recent high-profile bankruptcies, closures, liquidations, regulatory enforcement actions and other events relating to companies operating in the digital assets industry, including the filings for bankruptcy protection by Three Arrows Capital, Celsius Network, Voyager Digital, FTX Trading and Genesis Global Capital, the closure or liquidation of certain financial institutions that provided lending and other services to the digital assets industry, including Signature Bank and Silvergate Bank, SEC enforcement actions against Coinbase, Inc., Binance Holdings Ltd., and Kraken, the placement of Prime Trust, LLC into receivership following a cease-and-desist order issued by Nevada's Department of Business and Industry, and the filing and subsequent settlement of a civil fraud lawsuit by the New York Attorney General against Genesis Global Capital, its parent company Digital Currency Group, Inc., and former partner Gemini Trust Company have highlighted the perceived and actual counterparty risk applicable to digital asset ownership and trading. Although these bankruptcies, closures and liquidations have not resulted in any loss or misappropriation of our bitcoin, nor have such events adversely impacted our access to our bitcoin, legal precedent created in these bankruptcy and other proceedings may increase the risk of future rulings adverse to our interests in the event one or more of our custodians becomes a debtor in a bankruptcy case or is the subject of other liquidation, insolvency or similar proceedings.

While all of our custodians are subject to regulatory regimes intended to protect customers in the event of a custodial bankruptcy, receivership or similar insolvency proceeding, no assurance can be provided that our custodially-held bitcoin will not become part of the custodian's insolvency estate if one or more of our custodians enters bankruptcy, receivership or similar insolvency proceedings. Additionally, if we pursue any strategies to create income streams or otherwise generate funds using our bitcoin holdings, we would become subject to additional counterparty risks. Any significant non-performance by counterparties, including in particular the custodians with which we custody substantially all of our bitcoin, could have a material adverse effect on our business, prospects, financial condition, and operating results.

**Risks Related to Our Enterprise Analytics Software Business Strategy**

***We derive revenue from a single software platform and related services, primarily through sales to our installed customer base***

We derive revenue from sales of our analytics software platform and related services, primarily through our installed customer base. As a result, if our software business experiences a significant decline in demand for, or in the adoption or prices of, our platform and related services as a result of, among other factors, a significant decline in our installed customer base, any change in our pricing or packaging model, increased competition, maturation in the markets for our platform, or other risks, including but not limited to those described herein, we may not be able to generate revenue from other sources in excess of the expenses relating to our analytics software platform and related services.

***As we continue to transition our customers from a product license model to a cloud subscription model, we could face higher future rates of attrition, and such a transition could continue to affect the timing of revenue recognition or reduce product licenses and product support revenues***

We offer our analytics platform in the form of an on-premises product license or a cloud subscription; however, as of January 2025, Strategy on-premises product licenses have entered an end-of-support cycle, with full support for such licenses ending December 31, 2026. Given that customers could migrate on and off our cloud subscription platform, we could face higher future rates of attrition among our customers during this period.

In addition, the payment streams and revenue recognition timing for our product licenses are different from those for our cloud subscriptions. For on-premises product licenses, customers typically pay us a lump sum soon after entering into a license agreement, and we typically recognize product licenses revenue when control of the license is transferred to the customer. For cloud subscriptions, customers typically make periodic payments over the subscription period and we recognize subscription services revenues ratably over the subscription period. As a result, as we continue to scale back our

support for on-premises product licenses and as our customers increasingly shift to, or new customers purchase, cloud subscriptions instead of on-premises product licenses, the resulting change in payment terms and revenue recognition has resulted in, and may in the future result in, our recognizing less revenue in the reporting period in which the sale transactions are consummated than has been the case in prior periods, with more revenue being recognized in future periods.

***Our recognition of deferred revenue and advance payments is subject to future performance obligations and may not be representative of revenues for succeeding periods***

The timing and ultimate recognition of our deferred revenue and advance payments depend on various factors, including our performance of various service obligations. Because of the possibility of customer changes or delays in customer development or implementation schedules or budgets, and the need for us to satisfactorily perform product support and other services, deferred revenue and advance payments at any particular date may not be representative of actual revenue for any succeeding period. In addition, we had other remaining performance obligations as of March 31, 2026, consisting of the portions of multi-year contracts that will be invoiced in the future that are not reflected on our balance sheet. As with deferred revenue and advance payments, these other remaining performance obligations at any particular date may not be representative of actual revenue for any succeeding period. For information about our deferred revenue and advanced payments and remaining performance obligations, see the “Deferred Revenue and Advance Payments” section of Part I, Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations.

***Integration of artificial intelligence into our enterprise analytics product offerings and our use of artificial intelligence in our operations could result in reputational or competitive harm, legal liability, and other adverse effects on our business***

We have integrated, and plan to further integrate, AI capabilities into certain components of our enterprise analytics product offerings and we use certain AI tools in our operations. Such integration and use of AI may become more important in our product offerings and operations over time. These AI-related initiatives, whether successful or not, could cause us to incur substantial costs and could result in delays in our software release cadence. Our competitors or other third parties may incorporate AI into their products or operations more quickly or more successfully than we do, which could impair our ability to compete effectively. Additionally, AI algorithms may be flawed and datasets underlying AI algorithms may be insufficient or contain biased information. If the AI tools we integrate into our products or use in our operations produce analyses or recommendations that are or are alleged to be deficient, inaccurate, or biased, our reputation, business, financial condition, and results of operations may be adversely affected.

Other companies have experienced cybersecurity incidents that implicate confidential and proprietary company data and/or the personal data of end users of AI applications integrated into their software offerings or used in their operations. If we were to experience a cybersecurity incident, whether related to the integration of AI capabilities into our product offerings or our use of AI applications in our operations, our business and results of operations could be adversely affected. AI also presents various emerging legal, regulatory and ethical issues, and the incorporation of AI into our product offerings and our use of AI applications in our operations could require us to expend significant resources in developing, testing and maintaining our product offerings and may cause us to experience brand, reputational, or competitive harm, or incur legal liability. Additionally, in March 2024, the European Commission passed the Artificial Intelligence Act with several of its provisions now in force. Other jurisdictions, including certain U.S. states, have adopted or may decide to adopt similar or more restrictive legislation that may render the use of such technologies challenging. These restrictions may make it harder for us to conduct our business using AI, lead to regulatory fines or penalties, require us to change our product offerings or business practices, or prevent or limit our use of AI.

**Risks Related to Our Technology and Intellectual Property**

***Third parties may claim we infringe their intellectual property rights***

We periodically receive notices from third parties claiming we are infringing their intellectual property rights. The frequency of such claims may increase as we expand our offerings and branding, the number of offerings and level of competition in our industry grow, the functionality of offerings overlaps, and the volume of issued patents, patent applications, and copyright and trademark registrations continues to increase. Responding to any infringement claim, regardless of its validity, could:

- be time-consuming, costly, and/or result in litigation;
- divert management’s time and attention from developing our business;
- require us to pay monetary damages or enter into royalty or licensing agreements that we would normally find unacceptable;

- require us to stop selling certain of our offerings;
- require us to redesign certain of our offerings using alternative non-infringing technology or practices, which could require significant effort and expense;
- require us to rename certain of our offerings or entities; or
- require us to satisfy indemnification obligations to our customers or channel partners.

Additionally, while we monitor our use of third-party software, including open-source software, our processes for controlling such use in our offerings may not be fully effective. If we fail to comply with the terms or conditions associated with third-party software that we use, if we inadvertently embed certain types of third-party software into one or more of our offerings, or if third-party software that we license is found to infringe the intellectual property rights of others, we could become subject to infringement liability and be required to re-engineer our offerings, discontinue the sale of our offerings, or make available to certain third parties or generally available, in source code form, our proprietary code, any of which could materially adversely affect our business, operating results, and financial condition.

If a successful infringement claim is made against us and we fail to develop or license a substitute technology or brand name, as applicable, our business, results of operations, financial condition, or cash flows could be materially adversely affected.

***Changes in third-party software or systems or the emergence of new industry standards could materially adversely affect the operation of and demand for our existing software***

The functionalities of our software depend in part on the ability of our software to interface with our customers' information technology ("IT") infrastructure and cloud environments, including software applications, network infrastructure, and end user devices, which are supplied to our customers by various other vendors. When new or updated versions of these third-party software or systems are introduced, or new industry standards in related fields emerge, we may be required to develop updated versions of or enhancements to our software to help ensure that it continues to effectively interoperate with our customers' IT infrastructure and cloud environments. If new or modified operating systems are introduced or new web standards and technologies or new standards in the field of database access technology emerge that are incompatible with our software, development efforts to maintain the interoperability of our software with our customers' IT infrastructure and cloud environments could require substantial capital investment and employee resources. If we are unable to update our software in a timely manner, cost-effectively, or at all, the ability of our software to perform key functions could be impaired, which may impact our customers' satisfaction with our software, potentially result in breach of warranty or other claims, and materially adversely affect demand for our software.

***The nature of our software makes it particularly susceptible to undetected errors, bugs, or security vulnerabilities, which could cause problems with how the software performs and, in turn, reduce demand for our software, reduce our revenue, and lead to litigation claims against us***

Despite extensive testing by us and our current and potential customers, we have in the past discovered software errors, bugs, or security vulnerabilities (including the log4j and SpringShell vulnerabilities which surfaced in December 2021 and March 2022, respectively, and affected companies worldwide) in our offerings after commercial shipments began and they may be found in future offerings or releases. This could result in lost revenue, damage to our reputation, or delays in market acceptance, which could have a material adverse effect on our business, operating results, and financial condition. We may also need to expend resources and capital to correct these defects if they occur.

Our customer agreements typically contain provisions designed to limit our exposure to product liability, warranty, and other claims. It is possible these provisions are unenforceable in certain domestic or international jurisdictions, and we may be exposed to such claims. A successful claim against us could have a material adverse effect on our business, operating results, and financial condition.

***Our intellectual property is valuable, and any inability to protect it could reduce the value of our offerings and brand***

Unauthorized third parties may try to copy or reverse engineer portions of our software or otherwise obtain and use our intellectual property. Copyrights, patents, trademarks, trade secrets, confidentiality procedures, and contractual commitments can only provide limited protection. Any intellectual property owned by us may be invalidated, circumvented, or challenged. Any of our pending or future intellectual property applications, whether or not currently being challenged, may not be issued with the scope we seek, if at all. Moreover, amendments to and developing jurisprudence regarding U.S. and international law may affect our ability to protect our intellectual property and defend against claims of infringement. In addition, although we generally enter into confidentiality agreements with our employees and contractors, the confidential nature of our intellectual property may not be maintained. Furthermore, the laws of some countries do not

provide the same level of protection of our intellectual property as do the laws of the United States. If we cannot protect our intellectual property against unauthorized copying or use, we may not remain competitive.

***We may be obligated to disclose our proprietary source code to our customers, which may limit our ability to protect our intellectual property and could reduce the renewals of our support services***

Certain of our customer agreements contain provisions permitting the customer to become a party to, or a beneficiary of, a source code escrow agreement under which we place the proprietary source code for our applicable services and products in escrow with a third party. Under these escrow agreements, the source code to the applicable product may be released to the customer, typically for its use to maintain, modify, and enhance the product, upon the occurrence of specified events, such as our filing for bankruptcy, discontinuance of our support services, and/or ceasing our business operations generally.

Disclosing the content of our source code may limit the intellectual property protection we can obtain or maintain for that source code or the services and products containing that source code. It also could permit a customer to which a product's source code is disclosed to support and maintain that software product without being required to purchase our support services.

***We may be unable to develop and release new software product offerings or enhancements to our existing offerings in a timely and cost-effective manner***

Analytics applications, and applications that leverage the Bitcoin blockchain, can be complex, and research and development for these types of applications can be costly and time consuming. In the case of new or contemplated offerings, we may not be able to identify business use cases for such offerings, and we have in the past and may in the future cease, delay or reallocate resources away from further development of, or marketing efforts for, such offerings. We cannot be sure that we will succeed in developing, marketing, and delivering, on a timely and cost-effective basis, new or enhanced offerings that will achieve market acceptance.

## **Risks Related to Our Operations**

***Business disruptions, including interruptions, delays, or failures of our systems, third-party data center hosting facility, or other third-party services, as a result of geopolitical tensions, acts of terrorism, natural disasters, pandemics, and similar events, could materially adversely affect our operating results or result in a material weakness in our internal controls that could adversely affect the market price of our listed securities***

A significant portion of our research and development activities or certain other critical business operations are concentrated in facilities in Northern Virginia, China, Argentina, and Poland. In addition, we serve our customers and manage certain critical internal processes using a third-party data center hosting facility located in the United States and other third-party services, including AWS, Azure, Google, and other cloud services. Any disruptions or failures of our systems or the third-party hosting facility or other services that we use, including as a result of a natural disaster, fire, cyberattack, act of terrorism, geopolitical conflict, pandemic, the effects of climate change, or other catastrophic event, as well as power outages, telecommunications infrastructure outages, a decision by one of our third-party service providers to close facilities that we use without adequate notice or to materially change the pricing or terms of their services, host country restrictions on the conduct of our business operations or the availability of our offerings, or other unanticipated problems with our systems or the third-party services that we use, such as a failure to meet service standards, could severely impact our ability to conduct our business operations or to attract new customers or maintain existing customers, or result in a material weakness in our internal control over financial reporting, any of which could materially adversely affect our future operating results.

***We face a variety of risks in doing business with U.S. and foreign federal, state, and local governments and government agencies, including risks related to the procurement process, budget constraints and cycles, termination of contracts, and compliance with government contracting requirements***

Our customers include the U.S. government, state and local governments and government agencies. There are a variety of risks in doing business with government entities, including:

***Procurement.*** Contracting with public sector customers is highly competitive and can be time-consuming and expensive, requiring us to incur significant up-front time and expense without any assurance that we will win a contract. Further, even if we win a contract, it may be placed on hold, or reversed, due to a post-award protest.

***Budgetary Constraints and Cycles.*** Public sector funding reductions or delays adversely impact demand and payment for our offerings.

***Termination of Contracts.*** Public sector customers often have contractual or other legal rights to terminate contracts for convenience or due to a default. If a contract is terminated for the customer's convenience, we may only be able to collect fees for software or services delivered prior to termination and settlement expenses. If a contract is terminated due to our

default, we may not recover even those amounts, and we may be liable for excess costs incurred by the customer for procuring alternative software or services.

*Compliance with Government Contracting Requirements.* Government contractors are required to comply with a variety of complex laws, regulations, and contractual provisions relating to the formation, administration, or performance of government contracts that give public sector customers substantial rights and remedies, many of which are not typical for commercial contracts. These may include rights regarding price protection, the accuracy of information provided to the government, contractor compliance with socio-economic policies, and other terms unique to government contracts. Governments and government agencies routinely investigate and audit contractors for compliance with these requirements. If, as a result of an audit or review, it is determined that we have failed to comply with these requirements, we may be subject to civil and criminal penalties or administrative sanctions, including contract termination, forfeiture of profits, fines, treble damages, and suspensions or debarment from future government business and we may suffer harm to our reputation.

Our customers also include foreign governments and government agencies. Similar procurement, budgetary, contract, and audit risks also apply to these entities. In addition, compliance with complex regulations and contracting provisions in a variety of jurisdictions can be expensive and consume significant management resources. In certain jurisdictions, our ability to win business may be constrained by political and other factors unrelated to our competitive position in the market.

***If we are unable to recruit or retain skilled personnel, or if we lose the services of Michael J. Saylor, our business, operating results, and financial condition could be materially adversely affected***

Our future success depends on our continuing ability to attract, train, assimilate, and retain highly skilled personnel. There has historically been significant competition for qualified employees across technology and other industries, and such competition may be further amplified by evolving restrictions on immigration, travel, or availability and costs of visas for skilled workers. We may not be able to retain our current key employees or attract, train, assimilate, and retain other highly skilled personnel in the future, particularly at times when we undergo significant headcount reductions. Our future success also depends in large part on the continued service of Michael J. Saylor, our Chairman of the Board of Directors and Executive Chairman. If we were unable to attract, train, assimilate, and retain the highly skilled personnel we need, or we were to lose the services of Mr. Saylor, our business, operating results, and financial condition could be materially adversely affected. These risks may be exacerbated if a shareholder or a group of affiliated shareholders (other than or not including Mr. Saylor) were to exercise majority voting control of the Company.

***Changes in laws or regulations relating to privacy or the collection, processing, disclosure, storage, localization, or transmission of personal data, or any actual or perceived failure by us or our third-party service providers to comply with such laws and regulations, contractual obligations, or applicable privacy policies, could materially adversely affect our business***

Certain aspects of our business involve collecting, processing, disclosing, storing, and transmitting personal data, which are subject to certain privacy policies, contractual obligations, and U.S. and foreign laws, regulations, and directives relating to privacy and data protection. In addition, the types of data subject to protection as personal data in the European Union, China, the United States, and elsewhere have been expanding. In recent years, the collection and use of personal data by companies have come under increased regulatory and public scrutiny, especially in relation to the collection and processing of sensitive data, such as healthcare, biometric, genetic, financial services, and children's data, precise location data, and data regarding a person's race or ethnic origins, political opinions, or religious beliefs.

There are various enforcement agencies at both the state and federal level that review compliance with these requirements, including the United States Department of Health and Human Services for potential violations of the Health Insurance Portability and Accountability Act of 1996 and the Federal Trade Commission ("FTC"). If we are subject to a potential FTC enforcement action, we may be subject to a settlement order that requires us to adhere to very specific privacy and data security practices, which may impact our business. We may also be required to pay fines as part of a settlement (depending on the nature of the alleged violations). If we violate any consent order that we reach with the FTC, we may be subject to additional fines and compliance requirements. We face risks of similar enforcement from State Attorneys General and, potentially, other regulatory agencies.

Similar laws exist in other foreign jurisdictions, including the European Union, that may impact our business activities. In addition, various U.S. federal and state government agencies and foreign government bodies may enact new or additional laws or regulations, or issue rulings that invalidate prior laws or regulations, concerning privacy, data storage, data protection, and cross-border transfer of data that could materially adversely impact our business.

In addition to the provisions in certain international laws restricting the transfer of personal information to the United States, a new U.S. law also restricts the transfer of certain kinds of personal data in certain situations outside of the United States to "countries of concern," including but not limited to China. On April 8, 2025, the U.S. Department of Justice's National Security Division implemented the Data Security Program Rule under Executive Order 14117 and the

International Emergency Economic Powers Act. This rule establishes restrictions on certain data-related transactions involving U.S. persons and entities, particularly those that may result in access to U.S. government-related data or bulk sensitive personal data of U.S. persons by foreign adversaries or entities under their control. The rule effectively imposes export control-like restrictions on the transfer, sale, or sharing of sensitive data-including genomic, geolocation, biometric, health, financial, and other personal data-to or with entities in countries of concern, as well as entities and persons associated with those countries. It also imposes additional due diligence obligations on U.S. companies concerning personal data they collect, store, or transmit. Failure to comply with the Data Security Program Rule could result in civil or criminal penalties, reputational harm, and restrictions on our ability to engage in certain business activities. Compliance may require us to modify our data handling practices, implement new controls, or terminate existing relationships with certain foreign vendors, customers, or partners. These changes could increase our operational costs, limit our market opportunities, and adversely affect our financial performance. Additionally, the scope and interpretation of the rule may evolve, and future guidance or enforcement actions could impose further obligations or restrictions.

Any systems failure or security breach that results in the release of, or unauthorized access to, personal data, or any failure or perceived failure by us or our third-party service providers to comply with applicable privacy policies, contractual obligations, or any applicable laws or regulations relating to privacy or data protection, could result in proceedings against us by domestic or foreign government entities or others, including private plaintiffs in litigation. Such proceedings could result in the imposition of sanctions, fines, penalties, liabilities, government orders, and/or orders requiring that we change our data practices, any of which could have a material adverse effect on our business, operating results, reputation, and financial condition.

Furthermore, the U.S. Congress is considering comprehensive privacy legislation. At this time, it is unclear whether Congress will pass such a law and if so, when and what it will require and prohibit. Moreover, it is not clear whether any such legislation would give the FTC any new authority to impose civil penalties for violations of the Federal Trade Commission Act in the first instance, whether Congress will grant the FTC rulemaking authority over privacy and information security, or whether Congress will vest some or all privacy and data security regulatory authority and enforcement power in a new agency, akin to EU data protection authorities.

Complying with these and other changing requirements could cause us or our customers to incur substantial costs or pay substantial fines or penalties, require us to change our business practices, require us to take on more onerous obligations in our contracts, or limit our ability to provide certain offerings in certain jurisdictions, any of which could materially adversely affect our business and operating results. New laws or regulations restricting or limiting the collection or use of mobile data could also reduce demand for certain of our offerings or require changes to our business practices, which could materially adversely affect our business and operating results.

***If we or our third-party service providers experience a disruption due to a cybersecurity attack or security breach and unauthorized parties obtain access to our customers', prospects', vendors', or channel partners' data, our data, our networks or other systems, or the cloud environments we manage, our offerings may be perceived as not being secure, our reputation may be harmed, demand for our offerings may be reduced, our operations may be disrupted, we may incur significant legal and financial liabilities, and our business could be materially adversely affected***

As part of our business, we process, store, and transmit our customers', prospects', vendors', and channel partners' data as well as our own, including in our networks and other systems and the cloud environments we manage. Security breaches may occur due to technological error, computer viruses, or third-party action, including intentional misconduct by computer hackers or state actors, physical break-ins, industrial espionage, fraudulent inducement of employees, customers, or channel partners to disclose sensitive information such as usernames or passwords, and employee, customer, or channel partner error or malfeasance. A security breach could result in unauthorized access to or disclosure, modification, misuse, loss, or destruction of our customers', prospects', vendors', or channel partners' data, our data (including our proprietary information, intellectual property, or trade secrets), our networks or other systems, or the cloud environments we manage. Third parties may also conduct attacks designed to prevent access to critical data or systems through ransomware or temporarily deny customers access to our cloud environments.

We, and our service providers, have experienced and may in the future experience attempts by third parties to identify and exploit software and service vulnerabilities, penetrate or bypass our security measures, and gain unauthorized access to our or our customers' or service providers' cloud environments, networks, and other systems. Security measures that we or our third-party service providers have implemented may not be effective against all current or future security threats. Because there are many different security breach techniques and such techniques continue to evolve, we may be unable to anticipate, detect, or mitigate attempted security breaches and implement adequate preventative measures.

Any security breach, ransomware attack, or successful denial of service attack could result in a loss of customer confidence in the security of our offerings and damage to our brand, reduce the demand for our offerings, disrupt our normal business operations, require us to spend material resources to investigate or correct the breach, require us to notify affected

customers or individuals and/or applicable regulators and others, provide identity theft protection services to individuals, expose us to legal liabilities, including litigation, regulatory enforcement actions, and indemnity obligations, and materially adversely affect our revenues and operating results. Our software operates in conjunction with and is dependent on third-party products and components across a broad ecosystem. If there is a security vulnerability in one of these products or components, and if there is a security exploit targeting it, we could face increased costs, liability claims, customer dissatisfaction, reduced revenue, or harm to our reputation or competitive position. Our insurance policies may not be adequate to compensate us for the potential losses arising from any cybersecurity breach or incident. In addition, such insurance may not be available to us in the future on economically reasonable terms, or at all. Further, our insurance may not cover all claims made against us and could have high deductibles in any event, and defending a suit, regardless of its merit, could be costly and divert management attention.

These risks will increase as we continue to grow the number and scale of our cloud subscriptions and process, store, and transmit increasingly large amounts of our customers', prospects', vendors', channel partners', and our own data. In particular, as remote working conditions have led businesses to increasingly rely on virtual environments and communication systems, there has been an increase in cyberattacks and other malicious activities.

### **Risks Related to Our Listed Securities Generally**

#### ***The market price of our class A common stock has been and may continue to be volatile***

The market price of our class A common stock has historically been volatile and this volatility has been significant in recent periods. Since August 11, 2020, the date on which we announced our initial purchase of bitcoin, the closing price of our class A common stock has increased from \$12.36 as of August 10, 2020, the last trading day before our announcement, to \$171.02 as of April 24, 2026. The market price of our class A common stock may fluctuate widely in response to various factors, some of which are beyond our control. These factors include, but are not limited to:

- fluctuations in the price of bitcoin, of which we have significant holdings and which we expect to continue to accumulate;
- announcements of significant transactions in bitcoin;
- changes to our bitcoin strategy;
- changes to or failure by us to meet our targets or published guidance for our bitcoin strategy, capital plan, and financial results;
- announcement of additional capital raising transactions;
- regulatory, commercial and technical developments related to bitcoin or the Bitcoin blockchain;
- quarterly variations in our results of operations or those of our competitors;
- announcements by us or our competitors about earnings that are not in line with analyst expectations;
- announcements by us or our competitors of acquisitions, dispositions, new offerings, significant contracts, commercial relationships, or capital commitments;
- our ability to develop, market, and deliver new and enhanced offerings on a timely basis;
- commencement of, or our involvement in, litigation;
- recommendations by securities analysts or changes in earnings estimates and our ability to meet those estimates;
- investor perception of our Company, including as compared to investment vehicles that are designed to track the price of bitcoin, such as spot bitcoin ETPs, and other companies that pursue strategies similar to ours of acquiring bitcoin or other digital assets;
- inclusion or removal of our class A common stock from major stock market indices;
- the volume of shares of our class A common stock and other listed securities available for public sale;
- failure by us to declare dividends on our Preferred Stock in expected amounts or at all;
- adjustments of the regular dividend rate on our STRC Stock in a manner unexpected by investors and analysts;
- sales or purchases of stock by us or by our stockholders and issuances of awards under our equity incentive plan; and
- general economic conditions and slow or negative growth of related markets, including as a result of war, terrorism, infectious diseases, natural disasters and other global events, and government responses to such events.

In addition, the stock market and the markets for both bitcoin-influenced and technology companies have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies in those markets. In particular, recent trading prices of our class A common stock may reflect market dynamics that are not connected to traditional software and business intelligence industry fundamentals, or to valuation methods commonly associated with operating companies in these industries or with companies engaged predominantly in passive investments in bitcoin or other commodities, such as exchange-traded funds. Our equity market capitalization as of March 31, 2026 is in excess of our stockholders' equity calculated in accordance with U.S. GAAP, and in excess of valuations that might traditionally be expected based on our operating performance, cash flows and net assets. Investors may therefore be unable to assess the value our class A common stock or evaluate the risks of an investment in us using traditional or commonly used enterprise valuation methods. Further, bitcoin is a highly volatile asset and, as a result, the relationship between our equity market capitalization and stockholders' equity has fluctuated and may continue to fluctuate significantly. We cannot predict how these dynamics may evolve over time, or whether or how long they may last. These market and industry factors may significantly harm the market price of our listed securities, regardless of our actual operating performance.

***We may be subject to proceedings in the future which could distract our management, harm our reputation and result in substantial costs or judgments against us***

We may become subject to legal proceedings in the future. As a public company, we may become subject to proceedings across a variety of matters, including matters involving stockholder class actions, tax audits, employment-related claims and others. Any such future matters could adversely impact our reputation and divert management's attention and resources from other priorities, including the execution of our bitcoin strategy, which could have a material adverse effect on our business.

***Because of the rights of our two classes of common stock and because Michael J. Saylor, who beneficially owns the majority of our class B common stock, controls a significant portion of our total voting power, Mr. Saylor has significant influence over matters that require approval of our stockholders and as a result could impede a third party from acquiring us, or limit the ability of our other stockholders to influence corporate matters***

We have two classes of common stock: class A common stock and class B common stock. Holders of our class A common stock generally have the same rights as holders of our class B common stock, except that holders of class A common stock have one vote per share while holders of class B common stock have ten votes per share. As of March 31, 2026, there were 19,640,250 shares of class B common stock outstanding, which accounted for approximately 37.6% of the total voting power of our outstanding common stock. As of March 31, 2026, Mr. Saylor, our Chairman of the Board of Directors and Executive Chairman, beneficially owned 19,616,680 shares of class B common stock, or 37.5% of the total voting power. Accordingly, Mr. Saylor has significant influence over matters that require approval of our stockholders, including mergers, going-private transactions, and other extraordinary transactions and their terms, elections of our directors, and amendments to our certificate of incorporation and by-laws.

***Provisions of our charter, by-laws and Delaware law may have anti-takeover effects that could prevent a change in control even if the change in control would be beneficial to our stockholders***

Provisions of our charter, by-laws and Delaware law could make it more difficult for a third party to control or acquire us, even if doing so would be beneficial to our stockholders, including our board of directors having the right to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director and the ability of our board of directors to issue, without stockholder approval, shares of undesignated preferred stock.

Further, as a Delaware corporation, we are also subject to certain Delaware anti-takeover provisions. Under Delaware law, a corporation may not engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the board of directors has approved the transaction. Our board of directors could rely on Delaware law to prevent or delay an acquisition of us.

***Future sales, or the perception of future sales, of our class A common stock, convertible debt instruments, convertible or non-convertible preferred stock, or other securities could depress the price of our listed securities***

We may issue and sell additional shares of class A common stock, convertible debt instruments, convertible or non-convertible preferred stock, or other securities in subsequent offerings to raise capital or issue shares for other purposes, including in connection with the acquisition of additional bitcoin. For example, from January 1, 2026 to April 26, 2026, we issued and sold shares of our STRC Stock, STRK Stock and class A common stock pursuant to our ATM, and our ATM provides significant remaining capacity to issue and sell additional shares of our class A common stock and our preferred stock. See the "Capital Markets Activity" section of Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, for additional information about our ATM activity.

We cannot predict:

- the size of future issuances of equity securities;
- the size and terms of future issuances of convertible debt instruments or other convertible securities; or
- the effect, if any, that future issuances and sales of our securities will have on the market price of our listed securities.

Transactions involving newly issued convertible debt instruments, STRK Stock, class A common stock, other series of convertible preferred stock, or other convertible securities could result in possibly substantial dilution to holders of our class A common stock and securities convertible into our class A common stock, such as our STRK Stock.

***Our amended and restated by-laws provide that the Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware does not have jurisdiction, then any other state court located in the State of Delaware, or if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware) is the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for such disputes with us or our directors, officers or employees***

Our amended and restated by-laws provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware does not have jurisdiction, then any other state court located in the State of Delaware, or if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, other employee or stockholder of the Company to the Company or the Company's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware or the Company's certificate of incorporation or by-laws (in each case, as they may be amended from time to time), or (iv) any action asserting a claim governed by the internal affairs doctrine. This exclusive forum provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act, which provides for exclusive jurisdiction of the federal courts. It could apply, however, to a suit that falls within one or more of the categories enumerated in the choice of forum provision and asserts claims under the Securities Act of 1933, as amended (the "Securities Act"), inasmuch as Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. There is uncertainty as to whether a court would enforce such provision with respect to claims under the Securities Act, and our stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder.

The choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and other employees. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated by-laws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions.

***If our class A common stock is excluded from, or is otherwise limited in its inclusion or weighting in, major market indices, the trading price and liquidity of our class A common stock and other listed securities could be adversely affected.***

Index providers and other benchmark administrators may adopt, modify or interpret eligibility criteria or methodology changes in ways that limit or exclude us from their published indices or benchmarks. Such changes may be made at their discretion and with little or no advance notice or opportunity for consultation. For example, in October 2025, MSCI, Inc. ("MSCI") announced a proposal to exclude from the MSCI Global Investable Market Indexes ("MSCI Indexes") companies whose primary business involves bitcoin or other digital asset treasury activities and whose digital asset holdings represent 50% or more of their total assets, which could have included us. After holding consultations to gather market feedback on its proposal, on January 6, 2026, MSCI announced that it determined not to implement the proposal as part of the February 2026 Index Review, but that it intends to open a broader consultation on the identification and treatment of non-operating companies generally, and that it would apply limits to increases to the number of shares included in the MSCI Indexes for digital asset treasury companies in the interim. If MSCI or any other publisher of major market indices were to exclude us from their indices, or adopt other changes, such as deferring additions or limiting index-related adjustments, index funds, institutional investors, and other holders attempting to track the composition of that index may be required to sell our class A common stock, or acquire less of our class A common stock than they otherwise would, which could materially and adversely impact the price and liquidity of our class A common stock and other listed

securities. Such adverse impacts could, in turn, materially and adversely affect our business, financial condition, and results of operations.

***Downgrades in our credit ratings could reduce our access to funding sources in the credit and capital markets.***

We are currently assigned a corporate credit rating of ‘B-’ from S&P Global Ratings based on its evaluation of our creditworthiness. Although our corporate credit rating from S&P Global Ratings is currently below investment grade, there can be no assurance that we will not be further downgraded. Credit rating reductions or other negative actions by one or more rating agencies could adversely affect our access to funding sources, the cost and other terms of obtaining funding as well as our overall financial condition, operating results and cash flow.

**Risks Related to Our Preferred Stock**

***In the event of our liquidation, dissolution or winding up, the distribution of assets to our debt and equity holders will be based upon their relative seniority and, depending on the securities you hold, your claim to our assets may be junior to other claims and you may lose some or all of your investment.***

If we liquidate, dissolve or wind up, whether voluntarily or involuntarily, then our assets will be available for distribution to our equity holders, including holders of our class A common stock and our Preferred Stock, only if all of our then outstanding indebtedness is first paid in full. The remaining assets, if any, would then be allocated among the holders of our equity securities in accordance with their respective liquidation rights and priorities.

With respect to payments upon our liquidation, dissolution or winding up, our series of Preferred Stock rank, from highest to lowest, as follows: STRF Stock, STRC Stock, STRE Stock, STRK Stock, and STRD Stock, and subject to the availability of assets and the rights of any securities ranking senior, each series of Preferred Stock would be entitled to receive its applicable liquidation preference (and any unpaid accumulated dividends, if applicable), pro rata among holders of that series, in that order, before any payments are made to the class A common stock holders. If we issue any other series of preferred stock in the future that is senior to any existing series of Preferred Stock (any such stock, “liquidation senior stock”), any amounts payable upon our liquidation, dissolution or winding up to liquidation senior stock must be paid in full before any payments may be made to any other series of Preferred Stock that ranks junior to such liquidation senior stock or to the class A common stock. If there are insufficient remaining assets available to pay the full liquidation preference (and any unpaid accumulated dividends, if applicable) on any series of liquidation senior stock, holders of each series of stock that ranks junior to that series of liquidation senior stock will not receive any value for their shares.

As of March 31, 2026, excluding intercompany indebtedness, we had approximately \$8.25 billion in aggregate principal amount of outstanding indebtedness, all of which ranks senior to our Preferred Stock and our common stock. See the “Liquidity and Capital Resources” section in Part I, Item 2 Management’s Discussion and Analysis of Financial Condition and Results of Operations, for additional information about our outstanding indebtedness.

In addition, our subsidiaries have no obligation to pay any amounts on the Preferred Stock. If any of our subsidiaries liquidate, dissolve or wind up, whether voluntarily or involuntarily, then we, as a direct or indirect common equity owner of any such subsidiaries, will be subject to the prior claims of such subsidiaries’ creditors, including trade creditors and preferred equity holders, if any. As a result of this structural subordination, we may not receive any amounts from such subsidiaries, and the assets of such subsidiaries may never be available to make payments on the Preferred Stock.

***We may not have sufficient funds to pay dividends in cash on our Preferred Stock, or we may choose not to pay dividends on our Preferred Stock. Additionally, regulatory and contractual restrictions, as well as the terms of our existing or future preferred stock, may prevent us from declaring or paying dividends on some or all series of our Preferred Stock***

We currently intend to fund any dividends paid in cash on our Preferred Stock through one or more available sources of liquidity, including cash we hold in the USD Reserve, proceeds from the sale of bitcoin, proceeds from sales of our class A common stock and preferred stock under our ATM, and proceeds from additional equity or debt financings. However, our ability to declare and pay cash dividends on our Preferred Stock will depend on many factors, including the following:

- our financial condition, including the amount of cash we have in our USD Reserve (which may fluctuate over time);
- the amount of cash, if any, generated by our operations and financing activities (including our ability to raise additional capital from the equity capital markets on favorable terms or at all);
- our anticipated financing needs, including the amounts needed to service our indebtedness or other obligations;
- the degree to which we decide to reinvest any cash generated by our operations or financing activities to fund our future operations;

- the ability of our subsidiaries to distribute funds to us;
- legal or regulatory restrictions on our ability to declare and pay dividends, including under the Delaware General Corporation Law;
- in the case of STRE Stock, prevailing USD-to-Euro currency exchange rates;
- our ability to sell equity securities under ATMs, including our class A common stock or preferred stock to maintain and grow our USD Reserve;
- the market price of bitcoin; and
- contractual restrictions on our ability to pay dividends.

In addition, subject to limited exceptions for each of our STRF Stock and STRK Stock set forth in the applicable certificate of designations, our board of directors or any duly authorized committee thereof may choose not to declare or pay dividends, as applicable, or may pay less than the full amount of dividends, on our Preferred Stock for any reason. If we fail to declare and pay dividends on any series of our Preferred Stock in full, then the value of that series or our other series of Preferred Stock, as well as our class A common stock, will likely decline.

Provisions contained in the instruments governing our future indebtedness may restrict or prohibit us from paying cash dividends on our Preferred Stock. If the terms of our indebtedness restrict or prohibit us from paying dividends, then we may seek to refinance that indebtedness or seek a waiver that would permit the payment of dividends. However, we may be unable or may choose not to refinance the indebtedness or obtain a waiver.

If we issue any dividend senior stock in the future, such dividend senior stock could contain provisions that prohibit us from paying accumulated dividends on our Preferred Stock or common stock, or from purchasing, redeeming or acquiring our Preferred Stock or common stock until and unless we first pay accumulated dividends in full on such dividend senior stock.

Under the Delaware General Corporation Law, we may declare dividends on our Preferred Stock only out of our “surplus” (which generally means our total assets less total liabilities, each measured at their fair market values, less statutory capital), or, if there is no surplus, out of our net profits for the current or the immediately preceding fiscal year. We may not have sufficient surplus or net profits to declare and pay dividends on our Preferred Stock in cash, even if we have cash and cash equivalents available in our USD Reserve. Additionally, under Delaware law, a corporation must have funds “legally available” for the payment of the dividends in addition to having the requisite surplus, meaning that the dividend will not cause the corporation to become insolvent or unable to continue as a going concern.

If we are unable or, if permitted, decide not to pay accumulated dividends on our STRK Stock in cash, then we may, but are not obligated, subject to a limited exception, to elect to pay dividends on our STRK Stock in shares of our class A common stock. However, the payment of dividends in shares of our class A common stock will cause dilution to holders of our class A common stock and exposes holders of our STRK Stock to dilution and the risk of fluctuations in the price of our class A common stock. Additionally, even if we choose to pay dividends on our STRK Stock in shares of class A common stock, the number of shares of class A common stock that we are permitted to deliver may be limited by the terms of the STRK Stock, the number of our authorized but unissued shares, stock exchange rules, or other legal or contractual constraints.

If we fail to declare and pay full dividends on our Preferred Stock, then we will be prohibited from paying dividends on our class A common stock and any other junior securities, subject to limited exceptions. Although we do not currently pay dividends on our class A common stock, if we decide to do so in the future, a reduction or elimination of dividends on our class A common stock may cause the trading price of our class A common stock to decline, which, in turn, will likely depress the value of our Preferred Stock.

***Our Preferred Stock has only limited voting rights***

Our Preferred Stock confers no voting rights except with respect to certain dividend arrearages, certain amendments to the terms of our Preferred Stock, and certain other limited circumstances, and except as required by the Delaware General Corporation Law. For example, holders of our Preferred Stock, as such, do not have the right to vote in the general election of our directors, although holders of our STRF Stock and STRK Stock, as applicable, will have a limited right, voting together with holders of any voting parity stock, if any, with similar voting rights regarding the election of directors upon a failure to pay dividends on each of our STRF Stock and STRK Stock, as applicable, which similar voting rights are then exercisable, to elect one director upon the occurrence of each of the following events: (i) if less than the full amount of accumulated and unpaid regular dividends on the outstanding STRF Stock and STRK Stock, as applicable, have been declared and paid in respect of each of four or more consecutive regular dividend payment dates; and (ii) if less than the full amount of accumulated and unpaid regular dividends on the outstanding STRF Stock and STRK Stock, as applicable,

have been declared and paid in respect of eight or more consecutive regular dividend payment dates. Our STRC Stock, STRE Stock and STRD Stock do not have any additional voting rights upon non-payment of dividends, such as the right to elect any directors. Accordingly, the voting provisions of our Preferred Stock may not afford meaningful protections. Additionally, holding STRK Stock does not confer the right to vote on an as-converted basis with holders of our class A common stock on matters on which our class A common stockholders are entitled to vote.

***Without the consent of any holder of our Preferred Stock or class A common stock, we may issue preferred stock in the future that ranks equally with our STRF Stock and equally with or senior to our STRC Stock, STRE Stock, STRK Stock or STRD Stock with respect to dividends and liquidation rights, which may adversely affect the rights of holders of our existing series of Preferred Stock and our class A common stock***

Without the consent of any holder of Preferred Stock or class A common stock, we may authorize and issue preferred stock (including additional STRF Stock) that ranks equally with STRF Stock with respect to the payment of dividends or the distribution of assets upon our liquidation, dissolution or winding up. In addition, without the consent of any holder of our STRC Stock, STRE Stock, STRK Stock, STRD Stock or class A common stock, we may authorize and issue preferred stock (including additional shares of our existing Preferred Stock) that ranks equally with or senior to our STRC Stock, STRE Stock, STRK Stock and STRD Stock with respect to the payment of dividends or the distribution of assets upon our liquidation, dissolution or winding up. If we issue any such preferred stock in the future, the rights of holders of our Preferred Stock and our class A common stock will be diluted and the value of our Preferred Stock and class A common stock may decline. For example, if we issue any preferred stock that is senior to STRC Stock, STRE Stock, STRK Stock or STRD Stock in the future, such preferred stock could contain provisions that prohibit us from paying dividends on our STRC Stock, STRE Stock, STRK Stock or STRD Stock or purchasing, redeeming or acquiring our STRC Stock, STRE Stock, STRK Stock or STRD Stock until and unless we first pay accumulated dividends in full on such preferred stock. The issuance of any preferred stock in the future would also have the effect of further subordinating our class A common stock.

***Holders of our Preferred Stock may be treated as receiving deemed distributions and holders of STRK Stock may receive distributions paid in class A common stock, and consequently may be subject to tax with respect to our Preferred Stock under certain circumstances even though no corresponding distribution of cash has been made***

Under Section 305 of the Internal Revenue Code of 1986, as amended (the “Code”), holders of our Preferred Stock may be treated as receiving a deemed distribution on our Preferred Stock under certain circumstances, including (i) an increase in the liquidation preference of our Preferred Stock, (ii) if our Preferred Stock is issued at a discount or (iii) in the case of STRC Stock, if we can call STRC Stock at a price above its issue price. The liquidation preference of the Preferred Stock is subject to adjustment in the manner described in the applicable certificate of designations, which adjustments may give rise to a deemed distribution to holders of Preferred Stock. See “Commitments and Contingencies – Contingencies – Shareholder Action” in Note 6 and Note 9, “Redeemable Preferred Stock” of the Notes to Consolidated Financial Statements contained in Part I, Item 1 of this Quarterly Report, as well as the “Liquidity and Capital Resources” section in Part I, Item 2 Management’s Discussion and Analysis of Financial Condition and Results of Operations, for additional information. In addition, if our board of directors does not declare a dividend on our STRF Stock, STRC Stock, STRE Stock, or STRK Stock in respect of any dividend period before the related dividend payment date, the deferred dividend may be treated as an increase in the liquidation preference of our STRF Stock, STRC Stock, STRE Stock or STRK Stock that could give rise to a deemed dividend to holders of STRF Stock, STRC Stock, STRE Stock or STRK Stock. Although the matter is not entirely clear, we believe any deferred dividend on our STRF Stock, STRC Stock, STRE Stock or STRK Stock, any discount on our Preferred Stock, any adjustment of the liquidation preference of the Preferred Stock in accordance with their applicable terms, and, in the case of STRC Stock, any call premium, should not be treated as giving rise to a deemed distribution on our Preferred Stock. However, there is no assurance that the IRS or an applicable withholding agent will not take a contrary position.

In addition, the conversion rate of our STRK Stock is subject to adjustment in certain circumstances. If and to the extent that certain adjustments in the conversion rate (or failures to adjust the conversion rate) increase the proportionate interest of a holder of our STRK Stock in our assets or earnings and profits, the holder of our STRK Stock may be deemed to have received for U.S. federal income tax purposes a deemed distribution without the receipt of any cash or property.

Furthermore, upon a conversion of our STRK Stock into shares of our class A common stock, depending on the circumstances, any class A common stock received in respect of any deferred and unpaid dividend (and any dividend that has been declared and not yet paid as well as any accrued but unpaid dividend in the then-current dividend period) could be treated as a deemed distribution for U.S. federal income tax purposes.

Any deemed distribution on our Preferred Stock or any distribution to holders of our STRK Stock that is paid in shares of our class A common stock will generally be taxable to the same extent as a cash distribution. In addition, for any holder of our Preferred Stock that is a non-U.S. holder, any deemed distribution or non-cash distribution could be subject to U.S.

federal withholding tax at a 30% rate, or such lower rate as may be specified by an applicable treaty. Because deemed distributions or non-cash distributions received by a holder of our Preferred Stock would not give rise to any cash from which any applicable withholding tax could be satisfied, if we (or an applicable withholding agent) pay withholding (including backup withholding) on behalf of a holder of our Preferred Stock, we (or an applicable withholding agent) may set off any such payment against, or withhold such taxes from, payments of cash or, in the case of our STRK Stock, delivery of shares of our class A common stock to such holder of our Preferred Stock (or, in some circumstances, any payments on our class A common stock) or sales proceeds received by, or other funds or assets of, such holder of our Preferred Stock, or require alternative arrangements with respect to such withholding taxes (e.g., in the case of our STRK Stock, deposit for taxes prior to delivery of any dividend in the form of class A common stock or of conversion consideration).

The application of the rules under Section 305 of the Code to our Preferred Stock is uncertain, and holders of our Preferred Stock should consult their tax advisors about the impact of these rules in their particular situations.

***U.S. holders of our Preferred Stock may not be entitled to the dividends-received deduction or preferential tax rates applicable to qualified dividend income and non-U.S. holders may be subject to U.S. federal withholding tax on dividends or deemed dividends on our Preferred Stock***

Distributions paid to corporate U.S. holders of our Preferred Stock may be eligible for the dividends-received deduction and distributions paid to non-corporate U.S. holders of our Preferred Stock may be subject to tax at the preferential tax rates applicable to “qualified dividend income” if we have current or accumulated earnings and profits, as determined for U.S. federal income tax purposes and certain holding period and other requirements are met. We do not have any current or accumulated earnings and profits, and do not expect to generate current earnings and profits in the current year or the foreseeable future. Accordingly, distributions on our Preferred Stock are generally not expected to qualify as dividends for U.S. federal income tax purposes in the current year or the foreseeable future.

Distributions to non-U.S. holders of our Preferred Stock that are not treated as being made out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes, are potentially exempt from U.S. withholding tax, subject to backup withholding and the Foreign Account Tax Compliance Act rules. However, it is possible that a withholding agent may elect to withhold on the entire amount of such distributions, in which case any amounts withheld may be allowed as a refund or credit to the non-U.S. holder, provided the required information is timely furnished to the IRS. We do not have any accumulated earnings and profits, and do not expect to generate current earnings and profits in the current year or the foreseeable future. However, as described above, a withholding agent may still elect to withhold U.S. withholding tax. If a withholding agent withholds from distributions any U.S. withholding tax at a rate in excess of a rate for which a non-U.S. holder is otherwise eligible, the non-U.S. holder may be able to obtain a refund of or credit for any amounts withheld in excess of the applicable rate by timely filing a refund claim with the IRS. If any distributions on our Preferred Stock are not exempt from U.S. withholding tax because of any current or accumulated earnings and profits, the market value of our Preferred Stock may decline.

We intend to provide public notice to the holders of our Preferred Stock to the extent that the distributions on our Preferred Stock are not treated as being made out of our current or accumulated earnings and profits. However, our expectations on earnings and profits may change, and any such change could affect the U.S. federal income tax treatment of the distributions. In February 2026, we publicly disclosed that, for U.S. federal income tax purposes, 100% of distributions paid during calendar year 2025 on our preferred equity instruments were treated as a return of capital to the extent of a holder’s tax basis, and we stated our expectation regarding continued return-of-capital treatment of distributions for the foreseeable future. Any change in our earnings and profits position or other relevant facts or circumstances could cause the actual tax treatment to differ from those expectations, which could affect the after-tax return realized by holders and could affect withholding, if any, and reporting by intermediaries. Holders of our Preferred Stock are encouraged to consult with their tax advisors regarding the implications of our current or accumulated earnings and profits for U.S. federal income tax purposes.

***The tax rules applicable to “fast-pay stock” could result in adverse consequences to holders of our Preferred Stock***

Under Treasury Regulations promulgated under Section 7701(l) of the Code (the “Fast-Pay Stock Regulations”), if stock of a corporation is structured such that dividends paid with respect to the stock are economically (in whole or in part) a return of the stockholder’s investment (rather than a return on the stockholder’s investment), then the stock is characterized as “fast-pay stock” and is subject to adverse tax reporting requirements and potentially penalties, as described below. In addition, under the Fast-Pay Stock Regulations, unless clearly demonstrated otherwise, stock is presumed to be fast-pay stock if it is structured to have a dividend that is reasonably expected to decline (as opposed to a dividend rate that is reasonably expected to fluctuate or remain constant) (for such purpose, the dividend rate may be viewed as reasonably expected to decline if we are reasonably expected to stop paying regular dividends on our Preferred Stock, if the maximum compounded dividend rate (as defined in the certificate of designations for STRF Stock, the “Compounded STRF Dividend

Rate”) is in effect with respect to STRF Stock, if we are reasonably expected to reduce the monthly regular dividend rate over a meaningful time period with respect to STRC Stock or the maximum compounded dividend rate (as such term is defined in the certificate of designations for STRE Stock, the “Compounded STRE Dividend Rate”) is in effect with respect to STRE Stock) or is issued for an amount that exceeds (by more than a de minimis amount, as determined under applicable Treasury Regulations) the amount at which the stockholder can be compelled to dispose of the stock. It is not clear what amount would constitute “de minimis” in the case of stock with a perpetual term.

The determination of whether stock is fast-pay stock is based on all the facts and circumstances. To determine if it is fast-pay stock, stock is examined when issued, and, for stock that is not fast-pay stock when issued, when there is a significant modification in the terms of the stock or the related agreements or a significant change in the relevant facts and circumstances. The relevant tax regulations do not indicate the types of significant changes in facts and circumstances that are intended to give rise to such a determination, and therefore it is possible that such a change could arise when, for example, a Compounded STRF Dividend Rate becomes in effect with respect to STRF Stock or a Compounded STRE Dividend Rate becomes in effect with respect to STRE Stock or there is a change to the terms of our optional redemption right with respect to STRC Stock.

We do not believe that our previously issued Preferred Stock is fast-pay stock.

We may issue additional shares of our Preferred Stock (or resell any shares that we or any of our subsidiaries have purchased or otherwise acquired) (such additional or resold shares, the “Additional Shares”). We do not intend to issue any Additional Shares that would be treated as fast-pay stock. Moreover, we intend to obtain advice of counsel in connection with future offerings of Additional Shares for the purpose of analyzing the consequences of issuing such Additional Shares in light of any legal developments regarding the definition of fast-pay stock. It is possible, however, that Additional Shares may be issued at a premium above their liquidation preference. As the liquidation preference of the Preferred Stock is subject to adjustment in the manner described in the applicable certificate of designations, and based on the expected overall circumstances of an offering of Additional Shares of STRK Stock, it is generally not expected that the Additional Shares of Preferred Stock would be issued at such a level of premium above their liquidation preference at the time of sale of such Additional Shares so as to implicate the fast-pay stock rules. See “Commitments and Contingencies – Contingencies – Shareholder Action” in Note 6 and Note 9, “Redeemable Preferred Stock” of the Notes to Consolidated Financial Statements contained in Part I, Item 1 of this Quarterly Report for additional information. In addition, with respect to STRC Stock, we do not intend to adjust its regular dividend rate in a manner that would cause STRC Stock to be treated as fast-pay stock. Any adjustment to STRC Stock’s regular dividend rate is expected to be consistent with our current intention to maintain STRC Stock’s trading price at or close to its stated amount of \$100 per share, and therefore STRC Stock’s dividend rate is generally expected to fluctuate over time. Nonetheless, there may be increased risk that the IRS could assert that such Additional Shares constitute fast-pay stock.

Transactions involving fast-pay stock arrangements are treated as “listed transactions” for U.S. federal income tax purposes. Issuers and holders of any shares of fast-pay stock would be required to report their participation in the transaction on IRS Form 8886 on an annual basis with their U.S. federal income tax returns and would also be required to mail a copy of that form to the IRS Office of Tax Shelter Analysis. Failure to comply with those disclosure requirements could result in the assessment by the IRS of interest, additions to tax and onerous penalties. In addition, an accuracy-related penalty applies under the Code to any reportable transaction understatement attributable to a listed transaction if a significant purpose of the transaction is the avoidance or evasion of U.S. federal income tax. Furthermore, certain material advisors would also be required to file a disclosure statement with the IRS. If we determine that we are required to file an IRS Form 8886 (including a protective filing) in connection with the potential issuance of fast-pay stock with respect to our previously issued Preferred Stock or Additional Shares, we intend to provide public notice to the holders of our previously issued Preferred Stock or Additional Shares, as applicable, which notice may be by a press release, by publication on our investor relations website, or by filing a current report on Form 8-K with the SEC.

Notwithstanding our intent not to issue Additional Shares that would be fast-pay stock, the rules regarding the definition of fast-pay stock are unclear in certain respects and, therefore, the IRS could disagree with our determination and treat such Additional Shares as fast-pay stock. In addition, even though we believe that our previously issued Preferred Stock is not fast-pay stock, treatment of the Additional Shares as fast-pay stock could result in adverse consequences to holders of our previously issued Preferred Stock because such Additional Shares may be indistinguishable from our previously issued Preferred Stock. See “—A future issuance of Additional Shares could have an adverse tax profile, which could subject holders of our previously issued Preferred Stock to adverse consequences” below.

Accordingly, holders of our Preferred Stock are strongly urged to consult their tax advisors regarding the Fast-Pay Stock Regulations and their potential consequences to an investment in our Preferred Stock.

***A future issuance of Additional Shares could have an adverse tax profile, which could subject holders of our previously issued Preferred Stock to adverse consequences***

If we issue Additional Shares that have a different, and potentially adverse, tax profile or treatment for U.S. federal income tax purposes from our previously issued Preferred Stock, since such Additional Shares would trade under the same CUSIP (or, in the case of STRE Stock, ISIN) or other identifying number as that of our previously issued STRF Stock, STRC Stock, STRE Stock, STRK Stock or STRD Stock, as applicable, our previously issued Preferred Stock may be treated by subsequent purchasers, withholding agents and potentially the IRS as having the same profile or treatment as such Additional Shares if our previously issued Preferred Stock is not otherwise distinguishable from the Additional Shares.

For example, notwithstanding our intent not to issue any Additional Shares that are fast-pay stock, the IRS could assert that such Additional Shares constitute fast-pay stock, particularly, with respect to Additional Shares of STRK Stock, if they are issued at a premium to their liquidation preference. See “—The tax rules applicable to “fast-pay stock” could result in adverse consequences to holders of our Preferred Stock” above.

Furthermore, if any Additional Shares are issued at a price that exceeds their liquidation preference, such Additional Shares would constitute “disqualified preferred stock” within the meaning of Section 1059(f)(2) of the Code and any corporate U.S. holder generally will be required to reduce its tax basis (but not below zero) in our Preferred Stock by the amount of any dividends-received deduction it receives. The liquidation preference of our Preferred Stock is subject to adjustment in the manner described in the applicable certificate of designations, which adjustment may be taken into account for purposes of disqualified preferred stock determination. See “Commitments and Contingencies – Contingencies – Shareholder Action” in Note 6 and Note 9, “Redeemable Preferred Stock”, of the Notes to Consolidated Financial Statements contained in Part I, Item 1 of this Quarterly Report for additional information. If Additional Shares issued are considered disqualified preferred stock, our previously issued Preferred Stock could also be subject to the same treatment as a practical matter due to fungible trading.

If any Additional Shares are sold at a discount (or at a discount that exceeds the discount that applies to our previously issued Preferred Stock), such Additional Shares may be subject to U.S. tax rules (which are similar to the rules governing original issue discount for debt instruments) that require the accrual of such discount (or such greater discount) over the deemed term of the Additional Shares. In that event, the IRS or a withholding agent may treat any such discount as resulting in deemed distributions, which may be taxable before receipt of any cash payments attributable to such discount with respect to our previously issued Preferred Stock and such Additional Shares.

Because the IRS or other parties (such as withholding agents) may not be able to distinguish our Preferred Stock offered or resold from time to time, a holder of our Preferred Stock might be subject to adverse tax consequences or might be required to demonstrate to the IRS (or such other parties) that the holder purchased our Preferred Stock in a specific offering to which those adverse tax consequences did not apply. Moreover, any adverse tax consequences as described above in connection with the future issuance of Additional Shares may adversely affect the trading price of our Preferred Stock.

***Provisions of our Preferred Stock could delay or prevent an otherwise beneficial takeover of us***

Certain provisions in our Preferred Stock could make a third-party attempt to acquire us more difficult or expensive. For example, if a takeover constitutes a fundamental change, then, subject to certain exceptions, holders of our Preferred Stock will have the right to require us to repurchase their Preferred Stock for cash. These fundamental change provisions could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management, including in a transaction that holders of our Preferred Stock or holders of our class A common stock may view as favorable.

***The accounting method for our Preferred Stock may result in lower reported net earnings attributable to common stockholders and lower reported diluted earnings per share***

The accounting method for reflecting the conversion and other provisions of our Preferred Stock in our financial statements may adversely affect our reported earnings. Applicable accounting standards require us to separately account for certain redemption features associated with our Preferred Stock as embedded derivatives. Under this treatment, any embedded derivatives are measured at its fair value and accounted for separately as liabilities that are marked to market at the end of each reporting period. For each financial statement period after the issuance of the preferred stock, a gain or loss would be reported in our statement of operations to the extent the valuation of any of the embedded derivatives changes from the previous period. This accounting treatment may subject our reported net income (loss) to significant non-cash volatility. In addition, the if-converted method applies to reflect our STRK Stock in the calculation of our diluted earnings per share. Under this method, diluted earnings per share is calculated assuming that our STRK Stock is converted at the beginning of the reporting period (or, if later, the time our STRK Stock is issued). However, this calculation is not made if reflecting our STRK Stock in diluted earnings per share in this manner is anti-dilutive. Accordingly, the application of the if-converted method to our STRK Stock may result in lower reported diluted earnings per share.

In addition, accounting standards may change in the future. Accordingly, we may account for our Preferred Stock in a manner that is significantly different than described above.

***Our right to unilaterally reduce the regular dividend rate of STRC Stock could cause STRC Stock to accumulate dividends at rates that are below those of otherwise comparable instruments, could cause the trading price or value of STRC Stock to decrease, and could otherwise significantly harm investors***

STRC Stock accumulates cumulative regular dividends on the stated amount thereof at a variable rate per annum equal to the monthly regular dividend rate per annum then in effect. The monthly regular dividend rate per annum was initially set at 9.00%. However, we have the right, in our sole and absolute discretion, to adjust the monthly regular dividend rate per annum that applies to each regular dividend period that begins after the first regular dividend period. For example, on February 28, 2026, we increased the monthly regular dividend rate per annum on STRC Stock from 11.25% to 11.50% effective for monthly periods commencing on or after March 1, 2026. Our right to adjust the monthly regular dividend rate per annum is subject to certain restrictions. For example, we are not permitted to reduce the monthly regular dividend rate per annum that will apply to any regular dividend period (i) by more than the following amount from the monthly regular dividend rate per annum applicable to the prior regular dividend period: the sum of (1) 25 basis points; and (2) the excess, if any, of (x) the monthly SOFR per annum on the first business day of such prior regular dividend period, over (y) the minimum of the monthly SOFR per annum rates that occur on the business days during the period from, and including, the first business day of such prior regular dividend period to, and including, the last business day of such prior regular dividend period; or (ii) to a monthly regular dividend rate per annum that is less than the monthly SOFR per annum in effect on the business day before we provide notice of the next regular dividend rate. In addition, we are not entitled to reduce the monthly regular dividend rate per annum of STRC Stock unless, at the time we provide the related notice of the adjustment, all accumulated regular dividends, if any, on the STRC Stock then outstanding for all prior completed regular dividend periods, if any, have been paid in full (or have been declared in full and consideration in kind and amount that is sufficient, in accordance with the certificate of designations, to pay such accumulated regular dividends, is set aside for the benefit of the preferred stockholders entitled thereto).

Our current intention, which is subject to change in our sole and absolute discretion, is to adjust the monthly regular dividend rate per annum in such a manner as we believe will maintain STRC Stock's trading price at or close to its stated amount of \$100 per share. We may, at any time in our sole and absolute discretion, and without the consent of any holder of STRC Stock, choose to reduce the monthly regular dividend rate per annum to the maximum extent permitted by the terms of STRC Stock, without regard to the impact that reduction may have on the trading price or value of STRC Stock. If we reduce the monthly regular dividend rate per annum, then the trading price or value of STRC Stock could decrease significantly. If you hold STRC Stock at the time of such a decrease, the value of your investment could materially depreciate, and you may not be able to resell your STRC Stock at favorable prices, if at all. Moreover, the mere existence of our right to unilaterally reduce the monthly regular dividend rate per annum could, in itself, and without any actual reduction in the monthly regular dividend rate per annum, cause STRC Stock to trade at prices below those that may otherwise be expected.

Notwithstanding the limitations on our ability to reduce the monthly regular dividend rate per annum, the trading price of STRC Stock could decline significantly if, for example, we reduce the dividend rate in successive regular dividend periods, or there is a market expectation that we do so. Further, consecutive monthly reductions of the regular dividends rate on STRC Stock may cause the regular dividend rate on STRC Stock to be viewed as reasonably expected to decline, which could result in adverse consequences to holders of STRC Stock. See “—The tax rules applicable to “fast-pay stock” could result in adverse consequences to holders of our Preferred Stock” above. If we reduce the monthly regular dividend rate per annum to the minimum dividend rate of the monthly SOFR per annum, and the monthly SOFR per annum thereafter increases, we will have no obligation to increase the monthly regular dividend rate per annum to the new monthly SOFR per annum. Moreover, SOFR has a limited history, and its future performance cannot be predicted.

Despite our current intention, which is to adjust the monthly regular dividend rate per annum in such a manner as we believe will maintain STRC Stock's trading price at or close to its stated amount of \$100 per share, since we are permitted to exercise our right to adjust the monthly regular dividend rate per annum for any reason, the trading price of STRC Stock could be significantly volatile. For example, we could choose to adjust the monthly regular dividend rate per annum for reasons not directly related to the fair market value of our bitcoin holdings, the credit spreads on our other debt and preferred stock instruments, or the interest rate environment. Accordingly, the trading profile of our STRC Stock could be significantly different than that of our other securities or other securities with variable dividend or interest rate features. Increased volatility could harm investors by, for example, causing wide fluctuations in the implied yield of the STRC Stock and otherwise increasing the uncertainty regarding the price at which investors may resell their STRC Stock, if at all.

Certain provisions of STRC Stock are intended to protect investors in the event we fail to declare and pay regular dividends on STRC Stock. These provisions include restrictions on our ability to make payments on, or engage in certain other transactions relating to, other classes of our capital stock that rank junior to, or on parity with, STRC Stock. Our ability to reduce the monthly regular dividend rate per annum could cause these provisions to be inadequate to protect investors. For

example, we could reduce the monthly regular dividend rate per annum to a sufficiently low rate that permits us to pay all accumulated regular dividends and avoid invoking the protective measures of these provisions.

***We may be unsuccessful in achieving, or may abandon, our current intention of adjusting the regular dividend rate on our STRC Stock in such a manner as we believe (in our sole and absolute judgment) would be designed to cause STRC Stock to trade at prices, or otherwise have a value, near its stated amount of \$100 per share***

Our current intention, which is subject to change in our sole and absolute discretion, is to adjust the monthly regular dividend rate per annum on our STRC Stock in such a manner as we believe will maintain STRC Stock's trading price at or close to its stated amount of \$100 per share. However, we have no obligation to do so, and even if we attempt to achieve our current stated intent, any adjustments we make to the monthly regular dividend rate per annum, or any other actions we take, may fail to achieve or maintain the trading price or value of STRC Stock near \$100 per share. For example, if STRC Stock is trading at a price per share above \$100 and we reduce the monthly regular dividend rate per annum with the goal of decreasing the trading price per share of STRC Stock to \$100, such reduction may cause the trading price of STRC Stock to decrease by a greater amount than we anticipate, such that the trading price per share of STRC Stock may decrease below \$100. Similarly, if STRC Stock is trading at a price per share below \$100 and we increase the monthly regular dividend rate per annum with the goal of increasing the trading price per share of STRC Stock to \$100, such increase may cause the trading price of STRC Stock to increase by a lesser amount than we anticipate, such that the trading price per share of STRC Stock may remain below \$100.

Further, for any additional shares of STRC Stock that we issue under the ATM of STRC Stock, our current intention (which is subject to change in our sole and absolute discretion) is to issue any such shares of STRC Stock at a price per share not less than \$99 or more than \$101. However, we may issue any additional shares of STRC Stock at any price we choose.

Like any other security, the trading price or value of STRC Stock will depend on a wide range of factors, including those described elsewhere in Part II, Item 1A "Risk Factors" of this Quarterly Report, many of which are beyond our control. While we expect that the dividend rate on STRC Stock will directly impact its trading price or value, there are many other factors that could have equal or more significant impacts. Any adjustment we make to the monthly regular dividend rate per annum of STRC Stock that is designed to achieve a specified trading price or value will, necessarily, be based on assumptions regarding those other factors. These assumptions will always be inaccurate or incomplete to some degree, and potentially to a material extent. Moreover, even if such an adjustment initially achieves a specified trading price or value, the trading price or value may fluctuate significantly throughout the relevant regular dividend period before we have an opportunity to adjust the monthly regular dividend rate per annum for the next regular dividend period.

Importantly, the mere existence of our right to unilaterally adjust the monthly regular dividend rate per annum will impact the trading price and value of STRC Stock. Specifically, we expect the trading price of STRC Stock at any time to reflect the market's expectations at that time regarding how we will exercise this right in the foreseeable future. Comments we make regarding our intentions regarding the adjustment of the monthly regular dividend rate per annum could also impact the trading price and value of STRC Stock. Modeling the impact of market expectations on the trading price of STRC Stock may be impossible. For example, if we increase, or announce an intention to increase, the monthly regular dividend rate per annum, then the trading price of STRC Stock may in fact decrease if the market expected us to make a larger increase.

From time to time, we may publicly disclose our expected policies regarding adjustments to the monthly regular dividend rate per annum of STRC Stock. These disclosures may include specific numerical frameworks setting forth the amount of any change to the monthly regular dividend rate per annum that we intend to make based on the trading price of STRC Stock or other metrics. In all cases, these disclosures refer only to our current intent as of the time of the applicable disclosure; they are neither a guarantee that STRC Stock will trade at a specified price in response to any changes to the monthly regular dividend rate per annum, nor a guarantee that we will make any specific adjustment to the monthly regular dividend rate per annum. Moreover, we are free to abandon our stated intent, as described above, or any policies or frameworks that we may subsequently disclose publicly, at any time in our sole and absolute discretion and without the consent of any preferred stockholder. See “—Our right to unilaterally reduce the regular dividend rate of STRC Stock could cause STRC Stock to accumulate dividends at rates that are below those of otherwise comparable instruments, could cause the trading price or value of STRC Stock to decrease, and could otherwise significantly harm investors” above.

***Currency exchange rate fluctuations and Euro-related risks may adversely affect our ability to pay regular dividends on, and the value of, the STRE Stock***

Subject to a limited exception (described in the certificate of designations of the STRE Stock), dividends and other payments on the STRE Stock, including any liquidation preference, will be made in Euros. We do not hold an “EUR Reserve” similar to our USD Reserve to pay dividends on the STRE Stock. Because we expect to convert U.S. dollar cash

balances into Euros to make such payments, our ability to pay dividends on the STRE Stock depends on prevailing currency exchange rates, which have historically been volatile. An appreciation of the Euro against the U.S. dollar could significantly increase the cost of making payments on the STRE Stock and may limit our ability to declare and pay dividends in full.

In addition, if the Euro is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control or ceases to be used by member states of the European Monetary Union that have adopted the Euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the STRE Stock will be made in U.S. dollars until the Euro is again available to us or so used. In such circumstances, amounts payable on the STRE Stock in Euros will be converted into U.S. Dollars on the basis of the then most recently available market exchange rate. Such rate may be materially less favorable than the rate in effect at the time the STRE Stock was issued or as would be determined by applicable law.

Further, investors whose functional currency is not the Euro are exposed to factors beyond our control which could reduce such investors' returns or result in losses, including exchange rate fluctuations, foreign exchange controls, and related economic, financial, and political risks.

These risks could materially adversely affect the value of the STRE Stock, and investors may lose a significant portion of their investment.

***Because the STRE Stock is held by or on behalf of Euroclear and Clearstream in book-entry form, holders of the STRE Stock must rely on their procedures for transfer, payment and communication with the issuer and to exercise their rights and remedies***

The STRE Stock was issued in the form of one or more "global certificates" deposited with, or on behalf of a common depository, and registered in the name of a nominee of the common depository, for, and in respect of interests held through Euroclear and Clearstream (which we refer to collectively as the "ICSDs"). Beneficial interests in shares represented by global certificates are shown on, and transfers of global certificates are effected only through, the records maintained by the ICSDs. Except in limited circumstances, we do not issue physical certificates representing the STRE Stock.

Accordingly, beneficial owners of the STRE Stock may not be considered holders of record. Instead, the nominee of the common depository for Euroclear and Clearstream will be the sole holder of record for beneficial interests in shares represented by global certificates. Payments of cash dividends and other cash amounts on global certificates will be made to the paying agent, who will remit the payments to Euroclear and Clearstream for distribution to their accountholders.

Furthermore, owners of beneficial interests in shares represented by global certificates will not have the direct right to act on our solicitations for consents or requests for waivers or other actions from holders of the STRE Stock. Such owners may act only through proxies from Euroclear and Clearstream or, if applicable, a Euroclear or Clearstream participant. Such proxy procedures may not be sufficient to enable owners of beneficial interests in shares represented by global certificates to exercise voting rights on a timely basis.

In addition, pursuant to SEC rules and regulations, Euroclear and Clearstream do not provide settlement services to any direct participant in the ICSDs having a U.S. residence, including, without limitation, U.S. banks, SEC-registered broker-dealer (even if such broker-dealer does not have a U.S. residence), and foreign branches of U.S. banks or U.S. registered broker-dealers. This restriction may limit the ability of certain investors to hold or transfer STRE Stock unless they can access a non-U.S. custody provider, which may have a negative impact on trading activity and limit liquidity in the STRE Stock.

***The limited trading market for STRE Stock listed on the Luxembourg Stock Exchange's Euro MTF may adversely affect its liquidity and trading price***

STRE Stock is admitted to trading on the Luxembourg Stock Exchange's Euro MTF, an exchange with limited trading volumes in equity securities compared to our other securities listed on Nasdaq. As a result, there is reduced liquidity and less extensive and timely price information available for investors transacting on the Euro MTF. As a result, the trading price of STRE Stock may deviate meaningfully from the prices at which other similar equity securities trade on Nasdaq or from the prices implied by broader market conditions.

***Future sales or other dilution of our class A common stock, including other equity-related securities, could dilute our existing stockholders or otherwise depress the market price of our class A common stock and the value of our STRK Stock***

Future sales of our class A common stock in the public market, or the perception that such sales could occur, or the issuance of class A common stock upon the conversion of our STRK Stock could negatively impact the market price of our class A common stock, and, accordingly, the value of our STRK Stock. The terms of our Preferred Stock do not restrict our

ability to issue additional STRK Stock, class A common stock or other equity-related securities in the future. Future sales or issuances of class A common stock, STRK Stock or other equity-related securities could be dilutive to holders of our class A common stock and STRK Stock and could adversely affect their voting and other rights and economic interests. If we issue additional shares of our STRK Stock, shares of class A common stock (including as payment for regular dividends on our STRK Stock), or other equity-related securities, the price of our class A common stock and the value of our STRK Stock may decline. We cannot predict the size of future issuances of our class A common stock or other securities or the effect, if any, that the issuance of our STRK Stock, and future sales and issuances of our class A common stock and other securities would have on the market price of our class A common stock and the value of our STRK Stock.

In addition, the existence of our STRK Stock may encourage short selling by market participants because the conversion of our STRK Stock could be used to satisfy short positions, or anticipated conversion of our STRK Stock into shares of class A common stock could depress the price of our class A common stock. The sale or the availability for sale of a large number of shares of class A common stock in the public market could cause the market price of our class A common stock to decline.

***Not all events that may adversely affect the value of our STRK Stock and our class A common stock will result in an adjustment to the conversion rate of our STRK Stock***

The conversion rate of our STRK Stock is subject to adjustment for certain events, including:

- certain stock dividends, splits and combinations;
- the issuance of certain rights, options or warrants to holders of our class A common stock;
- certain distributions of assets, debt securities, capital stock or other property to holders of our class A common stock;
- cash dividends on our class A common stock; and
- certain tender or exchange offers.

We are not required to adjust the conversion rate for other events, such as third-party tender offers or an issuance of class A common stock (or securities exercisable for, or convertible into, class A common stock) for cash, that may adversely affect the value of our STRK Stock and the trading price of our class A common stock. An event may occur that adversely affects the value of our STRK Stock and the trading price of the underlying shares of our class A common stock but that does not result in an adjustment to the conversion rate.

Certain events that can significantly reduce, or eliminate entirely, the option value of the conversion right of our STRK Stock will not require an adjustment to the conversion rate. For example, if we are party to a business combination transaction pursuant to which our class A common stock is acquired solely for cash, then, our STRK Stock will become convertible solely into cash, which will eliminate the time value, and may harm the option value, of the conversion right of our STRK Stock. Similarly, a de-listing of our class A common stock will likely severely reduce the liquidity of the market for our class A common stock and the volatility of the trading price of our class A common stock, which, in turn, will likely reduce the option value of the conversion right of our STRK Stock significantly. None of these, or certain other, events will, in themselves, require an adjustment to the conversion rate to compensate holders of STRK Stock for their lost option value.

Many convertible instruments contain “make-whole” provisions that adjust the conversion rate in a manner that is designed to compensate investors for lost option value upon the occurrence of specified events. Our STRK Stock does not contain such a provision. Accordingly, we may engage in transactions that significantly reduce the option value of the conversion right of our STRK Stock without a corresponding adjustment to the conversion rate.

***Recent and future regulatory actions, changes in market conditions and other events may adversely affect the trading price and liquidity of our STRK Stock and the ability of investors to implement a convertible arbitrage trading strategy***

We expect that holders of our STRK Stock may seek to employ a convertible arbitrage strategy. Under this strategy, investors typically sell short a certain number of shares of our class A common stock and adjust their short position over time while they continue to hold our STRK Stock. Investors may also implement this type of strategy by entering into swaps on our class A common stock in lieu of, or in addition to, short selling shares of our class A common stock.

The SEC and other regulatory authorities have implemented various rules and taken certain actions, and may in the future adopt additional rules and take other actions, that may impact those engaging in short selling activity involving equity securities (including our class A common stock). These rules and actions include Rule 201 of SEC Regulation SHO, the adoption by the Financial Industry Regulatory Authority, Inc., and the national securities exchanges of a “limit up-limit down” program, the imposition of market-wide circuit breakers that halt trading of securities for certain periods following

specific market declines, and the implementation of certain regulatory reforms required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. Any governmental or regulatory action that restricts investors' ability to effect short sales of our class A common stock or enter into equity swaps on our class A common stock could depress the trading price of, and the liquidity of the market for, our STRK Stock.

In addition, the liquidity of the market for our class A common stock and other market conditions could deteriorate, which could reduce, or eliminate entirely, the number of shares available for lending in connection with short sale transactions and the number of counterparties willing to enter into an equity swap on our class A common stock with an investor of our STRK Stock. These and other market events could make implementing a convertible arbitrage strategy prohibitively expensive or infeasible. If investors seeking to employ a convertible arbitrage strategy are unable to do so on commercial terms, or at all, then the trading price of, and the liquidity of the market for, our STRK Stock may significantly decline.

***Holding STRK Stock does not, in itself, confer any rights with respect to our class A common stock***

Holding STRK Stock does not confer any rights with respect to our class A common stock (including the voting rights of, and rights to receive any dividends or other distributions on, our class A common stock). However, holders of our STRK Stock are subject to all changes affecting our class A common stock to the extent the value of our STRK Stock depends on the market price of our class A common stock and to the extent they receive shares of our class A common stock upon conversion of our STRK Stock. For example, if we propose an amendment to our charter documents that requires the approval of our class A common stockholders but not the approval of the holders of our Preferred Stock, then holders of any STRK Stock will not, as such, be entitled to vote on the amendment, although those holders will be subject to any changes implemented by that amendment in the powers, preferences or special rights of our class A common stock.

***Holders of STRD Stock may not receive dividends on STRD Stock, which are discretionary and non-cumulative***

Dividends on STRD Stock are discretionary and not cumulative. If our board of directors or any duly authorized committee thereof does not declare a dividend on STRD Stock in respect of a dividend period, then no dividend will be deemed to have accrued for such dividend period, be payable on the applicable dividend payment date or be cumulative, and we will have no obligation to pay any dividend for that dividend period, whether or not our board of directors or any duly authorized committee thereof declares a dividend on STRD Stock, any other series of our Preferred Stock or our common stock for any future dividend period. Accordingly, holders of STRD Stock may not receive dividends on STRD Stock.

**Risks Related to Our Outstanding and Potential Future Indebtedness**

***Our level and terms of indebtedness could adversely affect our ability to raise additional capital to further execute on our bitcoin strategy, fund our enterprise analytics software operations, and take advantage of new business opportunities***

As of March 31, 2026, we had approximately \$8.25 billion of outstanding indebtedness. See the "Liquidity and Capital Resources" section in Part I, Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 5, "Long-term Debt," to the Consolidated Financial Statements contained in Part I, Item 1 of this Quarterly Report, for additional information about our outstanding indebtedness and associated contractual interest obligations.

Our substantial indebtedness and interest expense could have important consequences to us, including:

- limiting our ability to use a substantial portion of our cash flow from operations in other areas of our business, including for acquisition of additional bitcoin, working capital, research and development, expanding our infrastructure, capital expenditures, and other general business activities and investment opportunities in our company, because we must dedicate a substantial portion of these funds to pay interest on and/or service our debt;
- limiting our ability to obtain additional financing in the future for acquisition of additional bitcoin, working capital, capital expenditures, debt service, acquisitions, execution of our strategy, and other expenses or investments planned by us;
- limiting our flexibility and our ability to capitalize on business opportunities and to react to competitive pressures and adverse changes in government regulation, our business, and our industry;
- increasing our vulnerability to a downturn in our business and to adverse economic and industry conditions generally;
- placing us at a competitive disadvantage as compared to our competitors that are less leveraged; and
- limiting our ability, or increasing the costs, to refinance indebtedness.

***We may be unable to service our indebtedness, which could cause us to default on our debt obligations and could force us into bankruptcy or liquidation***

Our ability to make scheduled payments on and to refinance our indebtedness depends on and is subject to our financial and operating performance, which is influenced, in part, by general economic, financial, competitive, legislative, regulatory, counterparty business, and other risks that are beyond our control, including the availability of financing in the U.S. banking and capital markets. We do not expect cash generated by our software operations to be sufficient to satisfy our short-term or long-term liquidity needs. However, we expect to be able to satisfy such needs through one or more available sources of liquidity, including cash and cash equivalents we hold in the USD Reserve, proceeds from the sale of bitcoin, proceeds from sales of our class A common stock and preferred stock under our ATM and proceeds from additional equity or debt financings. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets such as our bitcoin, seek additional capital, or restructure or refinance our indebtedness, and we may be required to take these actions under unfavorable market conditions. We cannot assure you that future borrowings will be available to us in an amount sufficient to enable us to service our indebtedness, to refinance our indebtedness, or to fund our other liquidity needs. Even if refinancing indebtedness is available, any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants that could further restrict our business operations. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations or our financial covenants, which could cause us to default on our debt obligations. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness.

Upon the occurrence of an event of default under any of our indebtedness, the holders of the defaulted indebtedness could elect to declare all the funds borrowed to be due and payable, together with accrued and unpaid interest. Any of these events could in turn result in cross-defaults under our other indebtedness. We may not have sufficient funds available to pay the amounts due upon any such default, particularly in the event that there has been a decrease in the fair market value of our bitcoin holdings, and we may not be able to raise additional funds to pay such amounts on a timely basis, on terms we find acceptable, or at all. Any financing that we may undertake under such circumstances could result in substantial dilution of our existing stockholders, and in the absence of being able to obtain such financing, we could be forced into bankruptcy or liquidation.

***We may not have the ability to raise the funds necessary to settle conversions of our outstanding convertible notes in cash or to repurchase our convertible notes for cash upon a fundamental change or if noteholders exercise their repurchase rights, and any future debt we incur may contain limitations on our ability to engage in cash-settled conversions or repurchases of convertible notes***

In connection with any conversion of the Outstanding Convertible Notes, unless we elect (or have previously irrevocably elected) to deliver solely shares of our class A common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the Outstanding Convertible Notes being converted. However, any future debt may contain limitations on our ability to (i) pay cash upon conversion or redemption of the Outstanding Convertible Notes, which may require us to elect to deliver solely shares of our class A common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), or (ii) sell certain bitcoin to generate cash that can be used to make such cash payments.

Upon a fundamental change as defined in the indentures governing the Outstanding Convertible Notes, the holders of such notes will have the right to require us to offer to purchase all of the applicable notes then outstanding at a price equal to 100% of the principal amount of the Outstanding Convertible Notes, plus, in each case, accrued and unpaid interest, if any, to, but excluding, the repurchase date. Moreover, the exercise by holders of the Outstanding Convertible Notes of their right to require us to repurchase such Outstanding Convertible Notes could cause a default under future debt agreements, even if the change of control or fundamental change itself does not, due to the financial effect of such repurchase on us. In order to obtain sufficient funds to pay the purchase price of such notes, we expect that we would have to refinance the Outstanding Convertible Notes or obtain a waiver from the applicable holders of Outstanding Convertible Notes and we may not be able to refinance the Outstanding Convertible Notes on reasonable terms, if at all. Absent a waiver from the applicable holders of Outstanding Convertible Notes, our failure to offer to purchase all applicable Outstanding Convertible Notes or to purchase all validly tendered Outstanding Convertible Notes would be an event of default under the indentures governing the Outstanding Convertible Notes.

In addition, holders of Outstanding Convertible Notes have the right to require us to repurchase all or a portion of their notes on the following dates with respect to the following Outstanding Convertible Notes: September 15, 2027 (2028 Convertible Notes), June 1, 2028 (2029 Convertible Notes), September 15, 2028 (2030A Convertible Notes and 2031 Convertible Notes), March 1, 2028 (2030B Convertible Notes), and June 15, 2029 (2032 Convertible Notes), in each case,

at a repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest, if any.

***The conditional conversion feature of the Outstanding Convertible Notes, if triggered, may adversely affect our financial condition and operating results***

In the event the conditional conversion feature of the Outstanding Convertible Notes is triggered, holders of the applicable Outstanding Convertible Notes will be entitled to convert such notes at any time during specified periods at their option. If one or more holders elect to convert their Outstanding Convertible Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our class A common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. Furthermore, even if holders do not elect to convert their Outstanding Convertible Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the applicable Outstanding Convertible Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

***We use funds from our subsidiaries in order to meet our cash needs and service our indebtedness, including the Outstanding Convertible Notes and our other long-term indebtedness, and certain of our subsidiaries holding digital assets may not provide any dividends, distributions, or other payments to us to fund our obligations and meet our cash needs***

We receive dividends, distributions, and other payments from our subsidiaries to fund our obligations, including those arising under the Outstanding Convertible Notes, and our other long-term indebtedness, and meet our cash needs. The operating results of our subsidiaries at any given time may not be sufficient to make dividends, distributions, or other payments to us in order to allow us to make payments on the Outstanding Convertible Notes, and our other long-term indebtedness. In addition, dividends, distributions, or other payments, as well as other transfers of assets, between our subsidiaries and from our subsidiaries to us may be subject to legal, regulatory, or contractual restrictions, which may materially adversely affect our ability to transfer cash within our consolidated companies and our ability to meet our cash needs and service our indebtedness.

***Despite our current level of indebtedness, we may incur substantially more indebtedness and enter into other transactions in the future which could further exacerbate the risks related to our indebtedness***

Our bitcoin strategy includes acquiring bitcoin using proceeds from equity and debt financings and, if available, cash flows from operations. As such, despite our current level of indebtedness, we may incur substantially more indebtedness, and we may enter into other transactions in the future. Even if we were to enter into debt or other arrangements that contain restrictions on our ability to incur additional indebtedness, these restrictions may be subject to a number of qualifications and exceptions that would allow us to incur significant additional indebtedness. To the extent we incur additional indebtedness or other obligations, the risks described herein with respect to our indebtedness may increase significantly.

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

None.

**Item 5. Other Information**

**Rule 10b5-1 Information**

None of our directors or officers (as defined in Rule 16a-1(f) promulgated under the Exchange Act) adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (each as defined in Item 408 of Regulation S-K) during the quarterly period covered by this report.

**Retirement of Jeanine Montgomery as Vice President & Chief Accounting Officer**

On May 6, 2026, Jeanine Montgomery, the Company's Vice President & Chief Accounting Officer, informed the Company of her intention to retire on June 30, 2026. The Company extends its gratitude to Ms. Montgomery for her contributions to the Company during her tenure and states that her retirement is not due to any disagreement regarding its operations, policies, or practices. Following Ms. Montgomery's retirement, the Company expects that Andrew Kang, Executive Vice President & Chief Financial Officer, will serve as the Company's principal accounting officer in addition to serving as principal financial officer.

**Item 6. Exhibits**

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
3.1	<u>Second Restated Certificate of Incorporation of the registrant (incorporated herein by reference to Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2003 (File No. 000-24435)).</u>
3.2	<u>Certificate of Amendment to the registrant's Second Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the SEC on January 23, 2025 (File No. 000-24435)).</u>
3.3	<u>Certificate of Amendment to the registrant's Second Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the SEC on August 11, 2025 (File No. 001-42509)).</u>
3.4	<u>Second Amended and Restated By-Laws of the registrant (incorporated herein by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed with the SEC on August 11, 2025 (File No. 001-42509)).</u>
3.5	<u>Certificate of Designations of 8.00% Series A Perpetual Strike Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the SEC on February 5, 2025 (File No. 000-24435)).</u>
3.6	<u>Certificate of Designations of 10.00% Series A Perpetual Strife Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the SEC on March 25, 2025 (File No. 001-42509)).</u>
3.7	<u>Certificate of Amendment to Certificate of Designations of 8.00% Series A Perpetual Strike Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the SEC on July 7, 2025 (File No. 001-42509)).</u>
3.8	<u>Certificate of Designations of 10.00% Series A Perpetual Stride Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the SEC on June 10, 2025 (File No. 001-42509)).</u>
3.9	<u>Certificate of Designations of Variable Rate Series A Perpetual Stretch Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the SEC on July 29, 2025 (File No. 001-42509)).</u>
3.10	<u>Certificate of Increase for 8.00% Series A Perpetual Strike Preferred Stock (incorporated herein by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed with the SEC on July 29, 2025 (File No. 001-42509)).</u>
3.11	<u>Certificate of Validation for 8.00% Series A Perpetual Strike Preferred Stock (incorporated herein by reference to Exhibit 3.10 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on August 5, 2025 (File No. 001-42509)).</u>
3.12	<u>Certificate of Increase for 10.00% Series A Perpetual Strife Preferred Stock (incorporated herein by reference to Exhibit 3.3 to the registrant's Current Report on Form 8-K filed with the SEC on July 29, 2025 (File No. 001-42509)).</u>
3.13	<u>Certificate of Validation for 10.00% Series A Perpetual Strife Preferred Stock (incorporated herein by reference to Exhibit 3.14 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on August 5, 2025 (File No. 001-42509)).</u>
3.14	<u>Certificate of Increase for 10.00% Series A Perpetual Stride Preferred Stock (incorporated herein by reference to Exhibit 3.4 to the registrant's Current Report on Form 8-K filed with the SEC on July 29, 2025 (File No. 001-42509)).</u>
3.15	<u>Certificate of Validation for 10.00% Series A Perpetual Stride Preferred Stock (incorporated herein by reference to Exhibit 3.14 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on August 5, 2025 (File No. 001-42509)).</u>

- 3.16 [Certificate of Increase for Variable Rate Series A Perpetual Stretch Preferred Stock \(incorporated herein by reference to Exhibit 3.1 to the registrant’s Current Report on Form 8-K filed with the SEC on July 31, 2025 \(File No. 001-42509\)\).](#)
- 3.17 [Certificate of Designations of 10.00% Series A Perpetual Stream Preferred Stock \(incorporated herein by reference to Exhibit 3.1 to the registrant’s Current Report on Form 8-K filed with the SEC on November 13, 2025 \(File No. 001-42509\)\).](#)
- 3.18 [Certificate of Increase for Variable Rate Series A Perpetual Stretch Preferred Stock \(incorporated herein by reference to Exhibit 3.1 to the registrant’s Current Report on Form 8-K filed with the SEC on March 23, 2026 \(File No. 001-42509\)\).](#)
- 3.19 [Certificate of Decrease for 8.00% Series A Perpetual Strike Preferred Stock \(incorporated herein by reference to Exhibit 3.2 to the registrant’s Current Report on Form 8-K filed with the SEC on March 23, 2026 \(File No. 001-42509\)\).](#)
- 4.1 [Form of Certificate of Class A Common Stock of the registrant \(incorporated herein by reference to Exhibit 4.1 to the registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2024 \(File No. 000-24435\)\).](#)
- 4.2 [Indenture, dated as of March 8, 2024, by and between the registrant and U.S. Bank Trust Company, National Association, as trustee \(incorporated herein by reference to Exhibit 4.2 to the registrant’s Current Report on Form 8-K filed with the SEC on March 11, 2024 \(File No. 000-24435\)\).](#)
- 4.3 [Form of 0.625% Convertible Senior Note due 2030 \(incorporated herein by reference to Exhibit 4.2 to the registrant’s Current Report on Form 8-K filed with the SEC on March 11, 2024 \(File No. 000-24435\)\).](#)
- 4.4 [Indenture, dated as of March 18, 2024, by and between the registrant and U.S. Bank Trust Company, National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on March 19, 2024 \(File No. 000-24435\)\).](#)
- 4.5 [Form of 0.875% Convertible Senior Note due 2031 \(incorporated herein by reference to Exhibit 4.2 to the registrant’s Current Report on Form 8-K filed with the SEC on March 19, 2024 \(File No. 000-24435\)\).](#)
- 4.6 [Indenture, dated as of June 17, 2024, by and between MicroStrategy Incorporated and U.S. Bank Trust Company, National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on June 20, 2024 \(File No. 000-24435\)\).](#)
- 4.7 [Form of 2.25% Convertible Senior Note due 2032 \(incorporated herein by reference to Exhibit 4.2 to the registrant’s Current Report on Form 8-K filed with the SEC on June 20, 2024 \(File No. 000-24435\)\).](#)
- 4.8 [Indenture, dated as of September 19, 2024, by and between MicroStrategy Incorporated and U.S. Bank Trust Company, National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on September 20, 2024 \(File No. 000-24435\)\).](#)
- 4.9 [Form of 0.625% Convertible Senior Note due 2028 \(incorporated herein by reference to Exhibit 4.2 to the registrant’s Current Report on Form 8-K filed with the SEC on September 20, 2024 \(File No. 000-24435\)\).](#)
- 4.10 [Indenture, dated as of November 21, 2024, by and between the registrant and U.S. Bank Trust Company, National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on November 21, 2024 \(File No. 000-24435\)\).](#)
- 4.11 [Form of 0% Convertible Senior Note due 2029 \(incorporated herein by reference to Exhibit 4.2 to the registrant’s Current Report on Form 8-K filed with the SEC on November 21, 2024 \(File No. 000-24435\)\).](#)
- 4.12 [Indenture, dated as of February 21, 2025, by and between MicroStrategy Incorporated and U.S. Bank Trust Company, National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on February 24, 2025 \(File No. 001-42509\)\).](#)
- 4.13 [Form of 0% Convertible Senior Notes due 2030 \(incorporated herein by reference to Exhibit 4.2 to the registrant’s Current Report on Form 8-K filed with the SEC on February 24, 2025 \(File No. 001-42509\)\).](#)
- 4.14 [Form of Certificate of 8.00% Series A Perpetual Strike Preferred Stock of the registrant \(incorporated herein by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on February 5, 2025 \(File No. 000-24435\)\).](#)

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- 4.15 Form of Certificate of 10.00% Series A Perpetual Strife Preferred Stock (incorporated herein by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on March 25, 2025 (File No. 001-42509)).
  - 4.16 Form of Certificate of 10.00% Series A Perpetual Stride Preferred Stock (incorporated herein by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on June 10, 2025 (File No. 001-42509)).
  - 4.17 Form of Certificate of Variable Rate Series A Perpetual Stretch Preferred Stock (incorporated herein by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on July 29, 2025 (File No. 001-42509)).
  - 4.18 Form of Certificate of 10.00% Series A Perpetual Stream Preferred Stock (incorporated herein by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on November 13, 2025 (File No. 001-42509)).
  - 10.1 Omnibus Sales Agreement, dated as of November 4, 2025, as amended and supplemented to date, by and among Strategy and TD Securities (USA) LLC, The Benchmark Company, LLC, StoneX Financial Inc., A.G.P./Alliance Global Partners, Barclays Capital Inc., BTIG, LLC, Canaccord Genuity LLC, Cantor Fitzgerald & Co., Clear Street LLC, Compass Point Research & Trading, LLC, H.C. Wainwright & Co., LLC, Keefe, Bruyette & Woods, Inc., Maxim Group LLC, Mizuho Securities USA LLC, Moelis & Company LLC, Morgan Stanley & Co. LLC, Santander US Capital Markets LLC, SG Americas Securities, LLC, and TCBI Securities, Inc., doing business as Texas Capital Securities, as sales agents.
  - 31.1 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Principal Executive Officer.
  - 31.2 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Principal Financial Officer.
  - 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
  - 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 with Embedded Linkbase Document.
  - 104 Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101).
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**STRATEGY INC**

By: /s/ Andrew Kang

\_\_\_\_\_  
Andrew Kang

Executive Vice President & Chief Financial Officer

By: /s/ Jeanine Montgomery

\_\_\_\_\_  
Jeanine Montgomery

Vice President & Chief Accounting Officer

Date: May 6, 2026

**STRATEGY  
OMNIBUS SALES AGREEMENT**

November 4, 2025

TD SECURITIES (USA) LLC  
1 Vanderbilt Avenue  
New York, New York 10017

BARCLAYS CAPITAL INC.  
745 Seventh Avenue  
New York, New York 10019

THE BENCHMARK COMPANY, LLC  
150 East 58th Street, 17th Floor  
New York, New York 10155

BTIG, LLC  
65 East 55th Street  
New York, New York 10022

CANACCORD GENUITY LLC  
1 Post Office Square, Suite 3000  
Boston, Massachusetts 02109

CANTOR FITZGERALD & CO.  
110 East 59th Street, 6th Floor  
New York, New York 10022

CLEAR STREET LLC  
4 World Trade Center,  
150 Greenwich St. Floor 45  
New York, New York 10007

COMPASS POINT RESEARCH & TRADING, LLC  
1055 Thomas Jefferson Street NW  
Suite 303  
Washington, DC 20007

H.C. WAINWRIGHT & CO., LLC  
430 Park Avenue, 3rd Floor  
New York, New York 10022

KEEFE, BRUYETTE & WOODS, INC.  
787 Seventh Ave., 4th Floor  
New York, New York 10019

MAXIM GROUP LLC  
300 Park Avenue  
New York, New York 10022

MIZUHO SECURITIES USA LLC  
1271 Avenue of the Americas  
New York, New York 10020

MORGAN STANLEY & CO. LLC  
1585 Broadway  
New York, New York 10036

SANTANDER US CAPITAL MARKETS LLC  
437 Madison Avenue  
New York, NY 10022

SG AMERICAS SECURITIES, LLC  
245 Park Avenue  
New York, New York 10167

TCBI SECURITIES INC., DOING BUSINESS AS TEXAS CAPITAL SECURITIES  
2000 McKinney Avenue, Suite 700  
Dallas, Texas 75201

Ladies and Gentlemen:

Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “**Company**”), proposes, subject to the terms and conditions stated herein, to issue and sell from time to time through TD Securities (USA) LLC, Barclays Capital Inc., The Benchmark Company, LLC, BTIG, LLC, Canaccord Genuity LLC, Cantor Fitzgerald & Co., Clear Street LLC, Compass Point Research & Trading, LLC, H.C. Wainwright & Co., LLC, Keefe, Bruyette & Woods, Inc., Maxim Group LLC, Mizuho Securities USA LLC, Morgan Stanley & Co. LLC, Santander US Capital Markets LLC, SG Americas Securities, LLC and TCBI Securities, Inc., doing business as Texas Capital Securities, as sales agents and/or principals (each an “**Agent**” and collectively the “**Agents**”), (i) shares of the Company’s 10.00% Series A Perpetual Strife Preferred Stock, par value \$0.001 per share, with a stated amount of \$100 per share (the “**STRF Preferred Stock**”), (ii) shares of the Company’s Variable Rate Series A Perpetual Stretch Preferred Stock, \$0.001 par value per share, with a stated amount of \$100 per share (the “**STRC Preferred Stock**”), (iii) shares of the Company’s 8.00% Series A Perpetual Strike Preferred Stock, par value \$0.001 per share (the “**STRK Preferred Stock**”), (iv) shares of the Company’s 10.00% Series A Perpetual Stride Preferred Stock, par value \$0.001 per share, with a stated amount of \$100 per share (the “**STRD Preferred Stock**”), (v) shares of the Company’s preferred stock, par value \$0.001 per share, of such series as may be designated by the Company from time to time in the future (collectively, the “**Future Designated Preferred Stock**” and, together with the STRF Preferred Stock, the STRC Preferred Stock, the STRK Preferred Stock and the STRD Preferred Stock, the “**Preferred**”).

**Stock**”), and (vi) shares of the Company’s class A common stock, par value \$0.001 per share (the “**Common Stock**”), on the terms set forth in this agreement (this “**Agreement**”). For purposes of this Agreement, the Company’s issuance and sale through the Agents of Common Stock or a given series of Preferred Stock shall be referred to as the “**program**” for such shares of Common Stock or Preferred Stock, as the case may be.

This Agreement shall be deemed to amend and restate and replace in full each of (i) the Sales Agreement, between the Company and certain of the Agents, dated as of May 22, 2025, as amended by the First Amendment to Sales Agreement, between the Company and certain of the Agents, dated as of July 7, 2025, relating to the STRF Preferred Stock, (ii) the Sales Agreement, between the Company and certain of the Agents, dated as of July 31, 2025, relating to the STRC Preferred Stock, (iii) the Sales Agreement, between the Company and certain of the Agents, dated as of March 10, 2025, relating to the STRK Preferred Stock, (iv) the Sales Agreement, between the Company and certain of the Agents, dated as of July 7, 2025, relating to the STRD Preferred Stock, and (v) the Sales Agreement, between the Company and certain of the Agents, dated as of May 1, 2025, relating to the Common Stock.

### **Section 1. Definitions**

(a) *Certain Definitions.* For purposes of this Agreement, capitalized terms used herein and not otherwise defined shall have the following respective meanings:

“**Agency Period**” means, as to each program, the period (i) commencing on the later of (A) the date of this Agreement and (B) the date of the applicable Additional Program Addendum and (ii) expiring on the earliest to occur of (A) the date on which the Agents shall have placed the Maximum Program Amount with respect to such program, pursuant to this Agreement, (B) the first date on which the closing price of the Shares being offered and sold in such program on the Principal Market exceeds the difference between the Maximum Program Amount with respect to such program and the Aggregate Sales Proceeds with respect to such program, (C) the date on which such program is terminated pursuant to Section 7, and (D) the date this Agreement is terminated pursuant to Section 7.

“**Aggregate Sales Proceeds**” means, as to each program, the aggregate gross proceeds from the sale of the Shares with respect to such program placed by the Designated Agent pursuant to this Agreement. For purposes of this definition, (i) the amount shall be calculated at the close of the Principal Market on each Trading Day and (ii) proceeds from sales of the Shares with respect to such program shall only be included in the calculation following their issuance on the applicable Settlement Date.

“**Commission**” means the U.S. Securities and Exchange Commission.

“**Common Shares**” means the shares of Common Stock issued or issuable pursuant to this Agreement.

**“Conversion Shares”** means the shares of Common Stock into which any of the Preferred Shares are then convertible, which as of the date of this Agreement means 1/10<sup>th</sup> of a share of Common Stock with respect to each of the STRK Preferred Shares.

**“Designated Agent”** has the meaning set forth in Section 3(a).

**“Exchange Act”** means the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission thereunder.

**“Floor Price”** means the minimum price set by the Company in the Issuance Notice below which the Designated Agent shall not sell Shares during the applicable period set forth in the Issuance Notice, which may be adjusted by the Company at any time during the period set forth in the Issuance Notice by delivering written notice of such change to the Designated Agent and which in no event shall be less than \$1.00 without the prior written consent of the Designated Agent, which may be withheld in the Designated Agent’s sole discretion.

**“Future Designated Preferred Shares”** means any shares of Future Designated Preferred Stock issued or issuable pursuant to this Agreement.

**“Issuance Amount”** means the aggregate Sales Price of the Shares to be sold by the Designated Agent pursuant to any Issuance Notice.

**“Issuance Notice”** means a written notice delivered to the Designated Agent by the Company in accordance with this Agreement in the form attached hereto as Exhibit A that is executed by its Chief Executive Officer, President or Chief Financial Officer.

**“Issuance Notice Date”** means any Trading Day during an Agency Period that an Issuance Notice is delivered pursuant to Section 3(b)(i).

**“Issuance Price”** means the Sales Price less the Selling Commission.

**“Maximum Program Amount”** means, with respect to a program, the lowest of (i) the number or dollar amount of Shares subject to such program the issuance and sale of which is registered under the effective Registration Statement (defined below), (ii) the number of authorized but unissued shares of the class and/or series of the Shares subject to such program less the number of shares of such class and/or series issuable upon exercise, conversion or exchange of any outstanding securities of the Company or otherwise reserved for issuance from the Company’s authorized capital stock of such class and/or series, (iii) the maximum number or dollar amount of the Shares subject to such program permitted to be sold under Form S-3 (including General Instruction I.B.6 thereof, if applicable), and (iv) the number or dollar amount of the Shares subject to such program for which the Company has filed a Prospectus (defined below).

**“Person”** means an individual or a corporation, partnership, limited liability company, trust, incorporated or unincorporated association, joint venture, joint stock company, governmental authority or other entity of any kind.

**“Preferred Shares”** means the STRF Preferred Shares, the STRC Preferred Shares, the STRK Preferred Shares, the STRD Preferred Shares and, from and after the date of each Additional Program Addendum relating to Future Designated Preferred Shares, the Future Designated Preferred Shares related to such Additional Program Addendum.

**“Principal Market”** means, as to each program, the Nasdaq Global Select Market or such other national securities exchange on which the Shares subject to such program and any applicable Conversion Shares are then listed.

**“Sales Price”** means the actual sale execution price of each Share placed by the Designated Agent pursuant to this Agreement.

**“Securities Act”** means the Securities Act of 1933, as amended, and the rules and regulations of the Commission thereunder.

**“Selling Commission”** means up to two percent (2.0%) of the gross proceeds of Shares sold pursuant to this Agreement, or as otherwise agreed between the Company and the Designated Agent with respect to any Shares sold pursuant to this Agreement.

**“Settlement Date”** means the first business day following each Trading Day during the period set forth in the Issuance Notice on which Shares are sold pursuant to this Agreement, when the Company shall deliver to the Designated Agent the amount of Shares sold on such Trading Day and the Designated Agent shall deliver to the Company the Issuance Price received on such sales.

**“Shares”** means the Common Shares and/or Preferred Shares, as applicable.

**“STRC Preferred Shares”** means the shares of STRC Preferred Stock issued or issuable pursuant to this Agreement.

**“STRD Preferred Shares”** means the shares of STRD Preferred Stock issued or issuable pursuant to this Agreement.

**“STRF Preferred Shares”** means the shares of STRF Preferred Stock issued or issuable pursuant to this Agreement.

**“STRK Preferred Shares”** means the shares of STRK Preferred Stock issued or issuable pursuant to this Agreement.

**“Trading Day”** means any day on which the Principal Market is open for trading.

## **Section 2. Representations And Warranties Of The Company**

The Company represents and warrants to, and agrees with, the Agents that as of (1) the date of this Agreement, (2) the date of any Additional Program Addendum, (3) each Issuance Notice Date, (4) each Settlement Date, (5) each Triggering Event Date (as defined below) with respect to which the Company is required to deliver a certificate

pursuant to Section 4(p) and (6) as of each Time of Sale (as defined below) (each of the times referenced above is referred to herein as a “**Representation Date**”), except as may be disclosed in the applicable Prospectus (including any documents incorporated by reference therein and any supplements thereto) on or before a Representation Date:

(a) *Registration Statement.* The Company has prepared and filed with the Commission an “automatic” shelf registration statement, as defined under Rule 405 of the Securities Act, on Form S-3ASR that contains a base prospectus relating, among other things, to the applicable Shares and any applicable Conversion Shares, and has prepared and filed, or will file, with the Commission, a prospectus supplement to such base prospectus relating to the applicable Shares and any applicable Conversion Shares. Such registration statement registers the issuance and sale by the Company of the applicable Shares and any applicable Conversion Shares under the Securities Act. The Company may file one or more additional registration statements from time to time that will contain a base prospectus and related prospectus or prospectus supplement, if applicable, with respect to the applicable Shares and any applicable Conversion Shares. Except where the context otherwise requires, such registration statement(s), including any information deemed to be a part thereof pursuant to Rule 430B under the Securities Act, including all financial statements, exhibits and schedules thereto and all documents incorporated or deemed to be incorporated therein by reference pursuant to Item 12 of Form S-3ASR under the Securities Act as from time to time amended or supplemented, and including any information contained in a Prospectus (as defined below) subsequently filed with the Commission pursuant to Rule 424(b) under the Securities Act or deemed to be part of such registration statement pursuant to Rule 430B under the Securities Act, is herein referred to as the “**Registration Statement**,” and, with respect to each program, the prospectus constituting a part of such registration statement(s), together with any prospectus supplement(s) relating to such program filed with the Commission pursuant to Rule 424(b) under the Securities Act, including all documents incorporated or deemed to be incorporated therein by reference pursuant to Item 12 of Form S-3 under the Securities Act, in each case, as from time to time amended or supplemented, is referred to herein as a “**Prospectus**,” except that if any revised prospectus relating to a program is provided to the Agents by the Company for use in connection with the offering of the Shares or any Conversion Shares pursuant to such program that is not required to be filed by the Company pursuant to Rule 424(b) under the Securities Act, the term “**Prospectus**” shall, with respect to such program, refer to such revised prospectus from and after the time it is first provided to the Agents for such use. The Registration Statement at the time it originally became effective is herein called the “**Original Registration Statement**.” As used in this Agreement, the terms “**amendment**” or “**supplement**” when applied to the Registration Statement or a Prospectus shall be deemed to include the filing by the Company with the Commission of any document under the Exchange Act after the date hereof that is or is deemed to be incorporated therein by reference.

All references in this Agreement to financial statements and schedules and other information which is “contained,” “included,” “stated” or “part of” in the Registration

Statement or a Prospectus (and all other references of like import) shall be deemed to mean and include all such financial statements and schedules and other information which is or is deemed to be incorporated by reference in or otherwise deemed under the Securities Act to be a part of or included in the Registration Statement or such Prospectus, as the case may be, as of any specified date; and all references in this Agreement to amendments or supplements to the Registration Statement or a Prospectus shall be deemed to mean and include, without limitation, the filing of any document under the Exchange Act which is or is deemed to be incorporated by reference in or otherwise deemed under the Securities Act to be a part of or included in the Registration Statement or such Prospectus, as the case may be, as of any specified date. The Company's obligations under this Agreement to furnish, provide, deliver or make available (and all other similar references) copies of any report or statement shall be deemed satisfied if the same is filed with the Commission through its Electronic Data Gathering, Analysis and Retrieval system ("EDGAR").

At the time the Original Registration Statement became effective and at the time the Company's most recent annual report on Form 10-K was filed with the Commission, if later, the Company was, or will be, a "well known seasoned issuer" as defined in Rule 405 under the Securities Act. The Original Registration Statement is an "automatic shelf registration statement," as defined in Rule 405 under the Securities Act, and became effective upon filing. The Company has not received from the Commission any notice pursuant to Rule 401(g)(2) under the Securities Act objecting to the Company's use of the automatic shelf registration form. The Company meets the requirements for use of Form S-3 under the Securities Act. During any Agency Period, each time the Company files an annual report on Form 10-K the Company will meet the then-applicable requirements for use of Form S-3 under the Securities Act.

(b) *Compliance with Registration Requirements.* The Original Registration Statement has become effective under the Securities Act. The Company has complied to the Commission's satisfaction with all requests of the Commission for additional or supplemental information with respect to the Original Registration Statement. No stop order suspending the effectiveness of the Registration Statement is in effect and no proceedings for such purpose have been instituted or are pending or, to the best knowledge of the Company, are contemplated or threatened by the Commission.

The applicable Prospectus when filed complied or will comply in all material respects with the Securities Act and, if filed with the Commission through EDGAR (except as may be permitted by Regulation S-T under the Securities Act), was identical to the copy thereof delivered to the Agents for use in connection with the issuance and sale of the applicable Shares. Each of the Registration Statement and any post-effective amendment thereto, at the time it became or becomes effective and at each Representation Date, complied and will comply in all material respects with the Securities Act and did not and will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading. As of the date of this Agreement, the applicable Prospectus and any applicable Free Writing Prospectus (as defined below) considered together (collectively, the applicable "**Time of Sale Information**") did not contain any

untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading. The applicable Prospectus, as amended or supplemented, as of its date and at each applicable Representation Date, did not and will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading. The representations and warranties set forth in the three immediately preceding sentences do not apply to statements in or omissions from the Registration Statement or any post-effective amendment thereto, or the applicable Prospectus, or any amendments or supplements thereto, made in reliance upon and in conformity with information relating to an Agent furnished to the Company in writing by such Agent expressly for use therein, it being understood and agreed that the only such information furnished by the Agents to the Company consists of the information described in Section 6 below. There are no contracts or other documents required to be described in the applicable Prospectus or to be filed as exhibits to the Registration Statement which have not been described or filed as required. The Registration Statement and the offer and sale of the applicable Shares as contemplated hereby meet the requirements of Rule 415 under the Securities Act and comply in all material respects with said rule.

(c) *Ineligible Issuer Status.* The Company is not an “ineligible issuer” in connection with the offering of the applicable Shares pursuant to Rules 164, 405 and 433 under the Securities Act. Any applicable Free Writing Prospectus that the Company is required to file pursuant to Rule 433(d) under the Securities Act has been, or will be, filed with the Commission in accordance with the requirements of the Securities Act. Each applicable Free Writing Prospectus that the Company has filed, or is required to file, pursuant to Rule 433(d) under the Securities Act or that was prepared by or on behalf of or used or referred to by the Company complies or will comply in all material respects with the requirements of Rule 433 under the Securities Act including timely filing with the Commission or retention where required and legending, and each such applicable Free Writing Prospectus, as of its issue date and at each applicable Time of Sale through the completion of the issuance and sale of the applicable Shares did not, does not and will not include any information that conflicted, conflicts with or will conflict with the information contained in the Registration Statement or the applicable Prospectus, including any document incorporated by reference therein. Except for the Free Writing Prospectuses, if any, and electronic road shows, if any, furnished to you before first use, the Company has not prepared, used or referred to, and will not, without your prior consent, prepare, use or refer to, any Free Writing Prospectus.

(d) *Incorporated Documents.* The documents incorporated or deemed to be incorporated by reference in the Registration Statement and the applicable Prospectus, at the time they were filed with the Commission, complied in all material respects with the requirements of the Exchange Act, as applicable, and, when read together with the other information in the applicable Prospectus, do not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

(e) *Exchange Act Compliance.* The documents incorporated or deemed to be incorporated by reference in the applicable Prospectus, at the time they were or hereafter are filed with the Commission, and any applicable Free Writing Prospectus or amendment or supplement thereto complied and will comply in all material respects with the requirements of the Exchange Act, and, when read together with the other information in the applicable Prospectus, at the time the Registration Statement and any amendments thereto become effective and at each applicable Time of Sale, as the case may be, will not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

(f) *Statistical and Market-Related Data.* The statistical, industry-related and market-related data included or incorporated by reference in each of the Registration Statement and the applicable Prospectus are based on or derived from sources which the Company reasonably and in good faith believes are reliable and accurate and such data are consistent with the sources from which they are derived, in each case in all material respects.

(g) *Disclosure Controls and Procedures; Deficiencies in or Changes to Internal Control Over Financial Reporting.* The Company and its subsidiaries maintain a system of “disclosure controls and procedures” (as defined in Rule 13a-15(e) of the Exchange Act) that has been designed to comply with the requirements of the Exchange Act and that has been designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission’s rules and forms, including controls and procedures designed to ensure that such information is accumulated and communicated to the Company’s management as appropriate to allow timely decisions regarding required disclosure, and such disclosure controls and procedures are reasonably effective to perform the functions for which they were established subject to the limitations of any such control system.

(h) *This Agreement.* This Agreement has been duly authorized, executed and delivered by the Company.

(i) *Authorization of the Shares.* The applicable Shares have been duly authorized for issuance and sale pursuant to this Agreement and, when issued and delivered by the Company against payment therefor pursuant to this Agreement, will be validly issued, fully paid and nonassessable, and, in the case of Preferred Shares as applicable, will have the rights set forth in the applicable Certificate of Designations (as defined below), and the issuance and sale of the applicable Shares is not subject to any preemptive rights, rights of first refusal or other similar rights to subscribe for or purchase the applicable Shares.

(j) *Certificate of Designations.* Solely with respect to an applicable series of Preferred Shares, the execution and filing of the applicable Certificate of Designations has been duly authorized and executed by the Company and the applicable Certificate of Designations has been filed with the Secretary of State of the State of Delaware.

(k) *Conversion Shares*. Solely with respect to an applicable series of Preferred Shares, any Conversion Shares issuable upon conversion of such Preferred Shares have been duly authorized and reserved and, when issued upon conversion of the applicable Preferred Shares in accordance with the terms thereof, will be validly issued, fully paid and non-assessable, and the issuance of such Conversion Shares will not be subject to any preemptive or similar rights.

(l) *No Applicable Registration or Other Similar Rights*. There are no persons with registration or other similar rights to have any equity or debt securities registered for sale under the Registration Statement or included in the applicable offering contemplated by this Agreement, except for such rights as have been duly waived.

(m) *No Material Adverse Change*. Except as otherwise disclosed in the Registration Statement and the applicable Prospectus, subsequent to the respective dates as of which information is given in the Registration Statement and the applicable Prospectus: (i) there has been no material adverse change, or any development that would reasonably be expected to result in a material adverse change, in (A) the condition, financial or otherwise, or in the earnings, business, properties, operations, operating results, assets, liabilities or prospects, whether or not arising from transactions in the ordinary course of business, of the Company and its subsidiaries, considered as one entity or (B) the ability of the Company to consummate the transactions contemplated by this Agreement or perform its obligations hereunder (any such change being referred to herein as a “**Material Adverse Change**”); (ii) the Company and its subsidiaries, considered as one entity, have not incurred any material liability or obligation, indirect, direct or contingent, including without limitation any losses or interference with their business from fire, explosion, flood, earthquakes, accident or other calamity, whether or not covered by insurance, or from any strike, labor dispute or court or governmental action, order or decree, that are material, individually or in the aggregate, to the Company and its subsidiaries, considered as one entity, and have not entered into any transactions or agreements that are material to the Company not in the ordinary course of business; and (iii) there has not been any material decrease in the capital stock of the Company or its subsidiaries or any material increase in any short-term or long-term indebtedness of the Company and its subsidiaries, considered as one entity, and there has been no dividend or distribution of any kind declared, paid or made by the Company or, except for dividends paid to the Company or other subsidiaries, by any of the Company’s subsidiaries on any class of capital stock, or any repurchase or redemption by the Company or any of its subsidiaries of any class of capital stock.

(n) *Independent Accountants*. KPMG LLP, which has expressed its opinion with respect to the financial statements (which term as used in this Agreement includes the related notes thereto) filed with the Commission as a part of the Registration Statement and the applicable Prospectus, is (i) an independent registered public accounting firm as required by the Securities Act, the Exchange Act, and the rules of the Public Company Accounting Oversight Board (“**PCAOB**”), (ii) in compliance with the applicable requirements relating to the qualification of accountants under Rule 2-01 of Regulation S-X under the Securities Act and (iii) a registered public accounting firm as

defined by the PCAOB whose registration has not been suspended or revoked and who has not requested such registration to be withdrawn.

(o) *Financial Statements.* The financial statements, together with the related schedules and notes, filed with the Commission as a part of the Registration Statement and the applicable Prospectus present fairly the consolidated financial position of the Company and its subsidiaries as of the dates shown and its results of operations and cash flows for the periods shown, and such financial statements have been prepared in conformity with generally accepted accounting principles in the United States (“U.S. GAAP”) applied on a consistent basis throughout the periods covered thereby, except for any normal year-end adjustments in the Company’s quarterly financial statements. The other financial information included or incorporated by reference in the applicable Prospectus has been derived from the accounting records of the Company and its consolidated subsidiaries and presents fairly in all material respects the information shown thereby.

(p) *Company’s Accounting System.* The Company and each of its subsidiaries maintain a system of internal accounting controls sufficient to provide reasonable assurance that: (i) transactions are executed in accordance with management’s general or specific authorization; (ii) transactions are recorded as necessary to permit preparation of financial statements in conformity with U.S. GAAP and to maintain accountability for assets; (iii) access to assets is permitted only in accordance with management’s general or specific authorization; (iv) the recorded accountability for assets is compared with existing assets at reasonable intervals and appropriate action is taken with respect to any differences; and (v) the interactive data in eXtensible Business Reporting Language included or incorporated by reference in the Registration Statement and the applicable Prospectus fairly presents the information called for in all material respects and is prepared in accordance with the Commission’s rules and guidelines applicable thereto. Since the end of the Company’s most recent audited fiscal year, there has been (i) no material weakness in the Company’s internal control over financial reporting (whether or not remediated) and (ii) no change in the Company’s internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

(q) *Incorporation and Good Standing of the Company.* The Company has been duly incorporated, is validly existing as a corporation in good standing under the laws of the jurisdiction of its incorporation, has the corporate power and authority to own or lease its property and to conduct its business as described in each of the Registration Statement and the applicable Prospectus and is duly qualified to transact business and is in good standing in each jurisdiction in which the conduct of its business or its ownership or leasing of property requires such qualification, except to the extent that the failure to be so qualified or be in good standing would not, singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole.

(r) *Subsidiaries.* Each subsidiary of the Company has been duly incorporated, organized or formed, as applicable, is validly existing as a corporation or other business entity in good standing under the laws of the jurisdiction of its incorporation,

organization or formation, has the corporate or other business entity power and authority to own or lease its property and to conduct its business as described in each of the Registration Statement and the applicable Prospectus and is duly qualified to transact business and is in good standing in each jurisdiction in which the conduct of its business or its ownership or leasing of property requires such qualification, except to the extent that the failure to be so qualified or be in good standing would not, singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole; all of the issued shares of capital stock or other equity interests of each subsidiary of the Company have been duly and validly authorized and issued, are fully paid and non-assessable (to the extent that such status is applicable and exists under the laws of the jurisdiction in which such entity is organized) and are owned directly or indirectly by the Company, free and clear of all liens, encumbrances, equities or claims.

(s) *Capitalization and Other Capital Stock Matters.* The authorized, issued and outstanding capital stock of the Company is as set forth in the Registration Statement and the applicable Prospectus as of the dates referred to therein. The Common Shares and the Preferred Shares, any Conversion Shares, and the Certificates of Designations relating to the STRK Preferred Shares designating the “8.00% Series A Perpetual Strike Preferred Stock”, the STRF Preferred Shares designating the “10.00% Series A Perpetual Strife Preferred Stock”, the STRD Preferred Shares designating the “10.00% Series A Perpetual Stride Preferred Stock” and the STRC Preferred Shares designating the “Variable Rate Series A Perpetual Stretch Preferred Stock” (and, from and after the date of each Additional Program Addendum relating to Future Designated Preferred Shares, the Future Designated Preferred Shares related to such Additional Program Addendum) and establishing, as applicable, the rights, preferences and entitlements thereof (the “**Certificates of Designations**”), in each case conform as to legal matters to the descriptions thereof contained in the Registration Statement and the applicable Prospectus. All of the issued and outstanding Common Shares and Preferred Shares, as applicable, have been duly authorized and validly issued, are fully paid and nonassessable and have been issued in compliance with all federal and state securities laws. None of the outstanding Common Shares and Preferred Shares, as applicable, were issued in violation of any preemptive rights, rights of first refusal or other similar rights to subscribe for or purchase securities of the Company. There are no authorized or outstanding options, warrants, preemptive rights, rights of first refusal or other rights to purchase, or equity or debt securities convertible into or exchangeable or exercisable for, any capital stock of the Company or any of its subsidiaries other than those described in or contemplated by the Registration Statement and the applicable Prospectus. The descriptions of the Company’s stock option, stock bonus and other stock plans or arrangements, and the options or other rights granted thereunder, set forth in the Registration Statement and the applicable Prospectus accurately and fairly in all material respects present the information required to be shown with respect to such plans, arrangements, options and rights.

(t) *Stock Exchange Listing.* The Common Shares and the Preferred Shares, as applicable, are registered pursuant to Section 12(b) or 12(g) of the Exchange Act and are listed on the Principal Market, and the Company has taken no action designed to, or

likely to have the effect of, terminating the registration of the Common Shares or the Preferred Shares, as applicable, under the Exchange Act or delisting the Common Shares or the Preferred Shares, as applicable, from the Principal Market, nor has the Company received any notification that the Commission or the Principal Market is contemplating terminating such registration or listing. An application for the listing of any applicable Conversion Shares shall have been submitted to the Principal Market and the Principal Market shall not have objected to the listing of such Conversion Shares. To the Company's knowledge, it is in compliance with all applicable listing requirements of the Principal Market.

(u) *Non-Contravention of Existing Instruments; No Further Authorizations or Approvals Required.* Neither the Company nor any of its subsidiaries is (i) in violation of its charter, bylaws or other constitutive document or (ii) in default (or, with the giving of notice or lapse of time, would be in default) (“**Default**”) under any indenture, mortgage, loan or credit agreement, note, contract, franchise, lease or other instrument to which the Company or any of its subsidiaries is a party or by which it or any of them may be bound (including, without limitation, the indentures governing the Company's 0.625% Convertible Senior Notes due 2028, 0% Convertible Senior Notes due 2029, 0% Convertible Senior Notes due 2030, 0.625% Convertible Senior Notes due 2030, 0.875% Convertible Senior Notes due 2031 and 2.25% Convertible Senior Notes due 2032), or to which any of the property or assets of the Company or any of its subsidiaries is subject (each, an “**Existing Instrument**”), except, in the case of clause (ii) above, for such Defaults as would not, singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole. The Company's execution, delivery and performance of this Agreement, the issuance and delivery of the applicable Shares and consummation of the transactions contemplated hereby and by the applicable Prospectus (A) will not result in any violation of the provisions of the charter, bylaws or other constitutive document of the Company or any subsidiary, (B) will not conflict with or constitute a breach of, or Default or a Debt Repayment Triggering Event (as defined below) under, or result in the creation or imposition of any lien, charge or encumbrance upon any property or assets of the Company or any of its subsidiaries pursuant to, or require the consent of any other party to, any Existing Instrument, except for such conflicts, breaches, Defaults, liens, charges, encumbrances or required consents as would not singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole, (C) will not result in any violation of any law, administrative regulation or administrative or court decree applicable to the Company or any subsidiary and (D) with respect to the Preferred Shares, as applicable, no consent, approval, authorization or order of, or qualification with, any governmental body, agency or court is required for the performance by the Company of its obligations under this Agreement, the applicable Certificate of Designations and such Preferred Shares, except (i) such as may be required by the Financial Industry Regulatory Authority, Inc. (“**FINRA**”) and under applicable securities or Blue Sky laws of the various states in connection with the offer and sale of such Preferred Shares or (ii) for any law or regulation applicable to the filing of the applicable Certificates of Designations with the Secretary of State of the State of Delaware. As used herein, a “Debt Repayment Triggering Event” means any event or condition which gives, or with the giving of notice

or lapse of time would give, the holder of any note, debenture or other evidence of indebtedness (or any person acting on such holder's behalf) the right to require the repurchase, redemption or repayment of all or a portion of such indebtedness by the Company or any of its subsidiaries.

(v) *No Material Actions or Proceedings.* Other than proceedings accurately described in all material respects in each of the Registration Statement and the applicable Prospectus, there are no legal or governmental proceedings pending or threatened to which the Company or any of its subsidiaries is a party or to which any of the properties of the Company or any of its subsidiaries is subject that would result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole, or on the power or ability of the Company to perform its obligations under this Agreement or, as applicable with respect to the Preferred Shares, the applicable Certificate of Designations and such Preferred Shares or to consummate the transactions contemplated by each of the Registration Statement and the applicable Prospectus or that are required to be described in the Registration Statement or the applicable Prospectus and are not so described.

(w) *Intellectual Property Rights.* (i) To the Company's knowledge, the Company and its subsidiaries own, have a valid license or possess sufficient rights to all patents, inventions, copyrights, know how (including trade secrets and other unpatented and/or unpatentable proprietary or confidential information, systems or procedures), trademarks, service marks and trade names and all other intellectual property and proprietary rights (including all registrations and applications for registration of, and all goodwill associated with, any of the foregoing) (collectively, "**Intellectual Property Rights**") used in or reasonably necessary to the conduct of their respective businesses as now conducted by them; (ii) the Intellectual Property Rights owned by the Company and its subsidiaries and, to the Company's knowledge, the Intellectual Property Rights licensed to the Company and its subsidiaries, are valid, subsisting and enforceable, and there is no pending or, to the Company's knowledge, threatened action, suit, proceeding or claim by others challenging the validity, scope or enforceability of, or any rights of the Company or any of its subsidiaries in, any such Intellectual Property Rights in any material respect; (iii) neither the Company nor any of its subsidiaries has received any notice alleging any infringement, misappropriation or other violation of Intellectual Property Rights which, singly or in the aggregate, if the subject of an unfavorable decision, ruling or finding, would result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole; (iv) to the Company's knowledge, no Person is infringing, misappropriating or otherwise violating, or has infringed, misappropriated or otherwise violated, any Intellectual Property Rights owned or controlled by the Company or any of its subsidiaries, other than as would not result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole; (v) to the Company's knowledge, neither the Company nor any of its subsidiaries infringes, misappropriates or otherwise violates, or has infringed, misappropriated or otherwise violated, any Intellectual Property Rights of any Person, which, singly or in the aggregate, if the subject of an unfavorable decision, ruling or finding, would be material to the conduct of the business of the Company and its subsidiaries, taken as a whole; (vi) all employees or contractors engaged in the development of Intellectual Property Rights on behalf of the Company or

any of its subsidiaries have executed an invention assignment agreement whereby such employees or contractors presently assign all of their right, title and interest in and to such Intellectual Property Rights to the Company or its applicable subsidiary, and to the Company's knowledge no such agreement has been breached or violated; and (vii) the Company and its subsidiaries use, and have used, commercially reasonable efforts to appropriately maintain the confidentiality of all information intended to be maintained as a trade secret that is material to the conduct of their businesses as currently conducted by them.

(x) *All Necessary Permits, etc.* The Company and its subsidiaries possess all licenses, certificates, permits and other authorizations issued by, and have made all declarations and filings with, the appropriate federal, state, local or foreign governmental or regulatory authorities that are necessary for the conduct of their respective businesses as currently conducted, except where the failure to possess or make the same would not, singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole; and except as would not singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole, neither the Company nor any of its subsidiaries has received notice of any revocation or modification of any such license, certificate, permit or authorization.

(y) *Title to Properties.* The Company and its subsidiaries own no real property and have valid rights to lease or otherwise use, all items of real and personal property and assets that are material to the respective businesses of the Company and its subsidiaries taken as a whole, in each case, except as disclosed in the applicable Prospectus, free and clear of all liens, encumbrances, claims and defects and imperfections of title except those that do not materially interfere with the use made and proposed to be made of such property by the Company and its subsidiaries or would not, singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole.

(z) *Tax Law Compliance.* The Company and each of its subsidiaries have filed all federal, state, local and foreign tax returns required to be filed through the date of this Agreement or have requested extensions thereof (except where the failure to file would not, singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole) and have paid all taxes required to be paid thereon (except for cases in which the failure to file or pay would not, singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole, or, except as currently being contested in good faith and for which reserves required by U.S. GAAP have been created in the financial statements of the Company), and no tax deficiency has been determined adversely to the Company or any of its subsidiaries which, singly or in the aggregate, has had (nor does the Company nor any of its subsidiaries have any notice or knowledge of any tax deficiency which could reasonably be expected to be determined adversely to the Company or its subsidiaries and which could reasonably be expected to have) a Material Adverse Change for the Company and its subsidiaries, taken as a whole.

(aa) *Fast-Pay Stock Compliance.* Solely with respect to the Preferred Shares, the Company has made reasonable best efforts to comply and believes that it has complied with the applicable written guidelines previously agreed to by the Company and the Agents with respect to “fast-pay stock” (the “Fast-Pay Stock Guidelines”) (for the avoidance of doubt, the Company may take into account written or oral representations from the financial institutions participating in the Preferred Offerings (as defined below) in determining that it has fulfilled the applicable Fast-Pay Stock Guidelines) and does not believe that the applicable Preferred Shares to be sold pursuant to this Agreement are structured in a manner that causes such Preferred Shares to be treated as “fast-pay stock” within the meaning of Section 1.7701(l)-3(b)(2) of the United States Treasury Regulations.

(bb) *Company Not an “Investment Company.”* The Company is not, and will not be, either after receipt of payment for the applicable Shares or after the application of the proceeds therefrom as described under “Use of Proceeds” in the Registration Statement or the applicable Prospectus, required to register as an “investment company” under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”).

(cc) *Insurance.* The Company and its subsidiaries have insurance covering their respective properties, operations, personnel and businesses, including business interruption insurance, which insurance is in amounts and insures against such losses and risks as are customary in the business in which they are engaged; and neither the Company nor any of its subsidiaries has (i) received written notice from any insurer or agent of such insurer that material capital improvements or other expenditures are required or necessary to be made in order to continue such insurance or (ii) any reason to believe that it will not be able to renew its existing insurance coverage as and when such coverage expires or to obtain similar coverage from similar insurers as may be necessary to continue its business in all material respects at a cost that would not singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole.

(dd) *No Price Stabilization or Manipulation; Compliance with Regulation M.* Neither the Company nor any of its subsidiaries has taken, directly or indirectly, any action designed to or that might cause or result in stabilization or manipulation of the price of the Common Shares or the Preferred Shares, as applicable, or of any “reference security” (as defined in Rule 100 of Regulation M under the Exchange Act (“**Regulation M**”)) with respect to the Common Shares or the Preferred Shares, as applicable, whether to facilitate the sale or resale of the applicable Shares or otherwise, and has taken no action which would directly or indirectly violate Regulation M, *provided, however,* that the Company makes no representation or warranty as to any activities of the Agents.

(ee) *Related Party Transactions.* There are no business relationships or related-party transactions involving the Company or any of its subsidiaries or any other person

required to be described in the Registration Statement or the applicable Prospectus which have not been described as required.

(ff) *FINRA Matters*. All of the information provided to the Agents or to counsel for the Agents by the Company, and, to the Company's knowledge, its counsel, its officers and directors and the holders of any securities (debt or equity) or options to acquire any securities of the Company, for the preparation of any letters, filings or other supplemental information provided to FINRA pursuant to FINRA Rules in connection with the offering of the applicable Shares is true, complete and correct in all material respects. The Company is an "experienced issuer" as defined in FINRA Corporate Financing Rule 5110.

(gg) *No Unlawful Contributions or Other Payments*. Neither the Company nor any of its subsidiaries or affiliates, or any director or officer thereof, nor, to the Company's knowledge, any employee or agent of the Company or any subsidiary, has made any contribution or other payment to any official of, or candidate for, any federal, state or foreign office in violation of any law or of the character required to be disclosed in the Registration Statement and the applicable Prospectus.

(hh) *Compliance with Environmental Laws*. The Company and each of its subsidiaries (i) are in compliance with any and all applicable foreign, federal, state and local laws and regulations relating to the protection of human health and safety, the environment or hazardous or toxic substances or wastes, pollutants or contaminants ("**Environmental Laws**"), (ii) have received all permits, licenses or other approvals required of them under applicable Environmental Laws to conduct their respective businesses and (iii) are in compliance with all terms and conditions of any such permit, license or approval, except where such non-compliance with Environmental Laws, failure to receive required permits, licenses or other approvals or failure to comply with the terms and conditions of such permits, licenses or approvals would not, singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole.

(ii) *Costs of Environmental Compliance*. There are no costs or liabilities associated with Environmental Laws (including, without limitation, any capital or operating expenditures required for clean-up, closure of properties or compliance with Environmental Laws or any permit, license or approval, any related constraints on operating activities and any potential liabilities to third parties) which would, singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole.

(jj) *Open Source Software*. (i) The Company and its subsidiaries use and have used any and all software and other materials distributed under a "free," "open source," or similar licensing model (including but not limited to the MIT License, Apache License, GNU General Public License, GNU Lesser General Public License and GNU Affero General Public License) ("**Open Source Software**") in material compliance with all license terms applicable to such Open Source Software; and (ii) neither the Company nor any of its subsidiaries uses or distributes or has used or distributed any Open Source

Software in any manner that requires or has required (A) the Company or any of its subsidiaries to permit reverse engineering of any software code or other technology owned by the Company or any of its subsidiaries material to the conduct of their businesses as currently conducted by them or (B) any software code or other technology owned by the Company or any of its subsidiaries material to the conduct of their businesses as currently conducted by them to be (1) disclosed or distributed in source code form, (2) licensed for the purpose of making derivative works or (3) redistributed at no charge.

(kk) *Brokers*. Except as otherwise disclosed in the applicable Prospectus, there is no broker, finder or other party that is entitled to receive from the Company any brokerage or finder's fee or other fee or commission as a result of any transactions contemplated by this Agreement.

(ll) *No Outstanding Loans or Other Extensions of Credit*. The Company does not have any outstanding extension of credit, in the form of a personal loan, to or for any director or executive officer (or equivalent thereof) of the Company except for such extensions of credit as are expressly permitted by Section 13(k) of the Exchange Act.

(mm) *Compliance with Laws*. The Company and its subsidiaries have been and are in compliance with all applicable laws, rules and regulations, except where failure to be so in compliance would not reasonably be expected, individually or in the aggregate, to result in a Material Adverse Change.

(nn) *Dividend Restrictions*. No subsidiary of the Company is prohibited or restricted, directly or indirectly, from paying dividends to the Company, or from making any other distribution with respect to such subsidiary's equity securities or from repaying to the Company or any other subsidiary of the Company any amounts that may from time to time become due under any loans or advances to such subsidiary from the Company or from transferring any property or assets to the Company or to any other subsidiary.

(oo) *Anti-Corruption and Anti-Bribery Laws*. None of the Company or any of its subsidiaries or affiliates, or any director or officer thereof, or, to the Company's knowledge, any employee, agent or representative of the Company or of any of its subsidiaries or affiliates, has taken or will take any action in furtherance of an offer, payment, promise to pay, or authorization or approval of the payment, giving or receipt of money, property, gifts or anything else of value, directly or indirectly, to any government official (including any officer or employee of a government or government-owned or controlled entity or of a public international organization, or any person acting in an official capacity for or on behalf of any of the foregoing, or any political party or party official or candidate for political office) ("**Government Official**") in order to influence official action, or to any person in violation of any applicable anti-corruption laws. The Company and each of its subsidiaries and affiliates have conducted their businesses in compliance with applicable anti-corruption laws and have instituted and maintained and will continue to maintain policies and procedures reasonably designed to promote and achieve compliance with such laws and with the representations and warranties contained herein. Neither the Company nor any of its subsidiaries will use,

directly or indirectly, the proceeds of the applicable offering in furtherance of an offer, payment, promise to pay, or authorization of the payment or giving of money, or anything else of value, to any person in violation of any applicable anti-corruption laws.

(pp) *Money Laundering Laws*. (i) The operations of the Company and each of its subsidiaries are and have been conducted at all times in material compliance with all applicable financial recordkeeping and reporting requirements, including those of the Bank Secrecy Act, as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), and the applicable anti-money laundering statutes of jurisdictions where the Company and each of its subsidiaries conduct business, the rules and regulations thereunder and any related or similar rules, regulations or guidelines, issued, administered or enforced by any governmental agency (collectively, the “**Anti-Money Laundering Laws**”), (ii) no action, suit or proceeding by or before any court or governmental agency, authority or body or any arbitrator involving the Company or any of its subsidiaries with respect to the Anti-Money Laundering Laws is pending or, to the best knowledge of the Company, threatened and (iii) the Company and each of its subsidiaries have instituted and maintained and will continue to maintain policies and procedures reasonably designed to promote and achieve compliance with Anti-Money Laundering Laws and with the representations and warranties contained herein.

(qq) *Sanctions*. (i) None of the Company, any of its subsidiaries, or any director or officer thereof, or, to the Company’s knowledge, any employee, agent, affiliate or representative of the Company or any of its subsidiaries, is an individual or entity (“**Person**”) that is, or is owned or controlled by one or more Persons that are: (A) the subject of any sanctions administered or enforced by the United States Government (including the United States Department of Treasury’s Office of Foreign Assets Control and the United States Department of State), the United Nations Security Council, the European Union, His Majesty’s Treasury, or other relevant sanctions authority (collectively, “**Sanctions**”), or (B) located, organized or resident in a country or territory that is the subject of Sanctions (including, without limitation, the so-called Donetsk People’s Republic, the so-called Luhansk People’s Republic, the non-government controlled areas of the Kherson and Zaporizhzhia regions of Ukraine or any other Covered Region of Ukraine identified pursuant to Executive Order 14065, Crimea, Cuba, Iran, North Korea and Syria); (ii) the Company will not, directly or indirectly, use the proceeds of the applicable offering, or lend, contribute or otherwise make available such proceeds to any subsidiary, joint venture partner or other Person: (A) to fund or facilitate any activities or business of or with any Person or in any country or territory that, at the time of such funding or facilitation, is the subject of Sanctions; or (B) in any other manner that will result in a violation of Sanctions by any Person (including any Person participating in the applicable offering, whether as underwriter, advisor, investor or otherwise); (iii) since April 24, 2019, the Company and each of its subsidiaries have not knowingly engaged in, are not now knowingly engaged in, and will not engage in, any dealings or transactions with any Person, or in any country or territory, that at the time of the dealing or transaction is or was the subject of Sanctions; (iv) the Company and each of its subsidiaries and affiliates have instituted and maintained and will continue to

maintain policies and procedures reasonably designed to promote and achieve compliance with Sanctions and with the representations and warranties contained herein.

(rr) *Outbound Investment Security Program*. Neither the Company nor any of its subsidiaries is a “covered foreign person”, as that term is defined in 31 C.F.R. § 850.209. Neither the Company nor any of its subsidiaries currently engages, or has plans to engage, directly or indirectly, in a “covered activity”, as that term is defined in 31 C.F.R. § 850.208 (“Covered Activity”). The Company does not have any joint venture that engages in or plans to engage in any Covered Activity. The Company also does not, directly or indirectly, hold a board seat on, have a voting or equity interest in, or have any contractual power to direct or cause the direction of the management or policies of any person or persons that engages or plans to engage in any Covered Activity.

(ss) *Sarbanes-Oxley*. The Company is in compliance, in all material respects, with all applicable provisions of the Sarbanes-Oxley Act of 2002 and the rules and regulations promulgated thereunder.

(tt) *Duties, Transfer Taxes, Etc.* No stamp or other issuance or transfer taxes or duties are payable by the Agents in the United States or any political subdivision or taxing authority thereof or therein in connection with the execution, delivery or performance of this Agreement by the Company or the sale and delivery by the Company of the applicable Shares.

(uu) *Cybersecurity*. The Company and its subsidiaries have taken commercially reasonable technical and organizational measures necessary to protect the respective information technology assets and equipment, computers, systems, networks, hardware, software, websites, applications, technology, data and databases (including Personal Data (as defined below) and the data and information of their respective customers, employees, suppliers, vendors and any third party data maintained, processed or stored by or on behalf of the Company and its subsidiaries) used in connection with the operation of the Company’s and its subsidiaries’ respective businesses (“**IT Systems and Data**”), and such IT Systems and Data are adequate for, and operate and perform in all material respects as required in connection with the operation of the business of the Company and its subsidiaries as currently conducted, free and clear of all material bugs, errors, defects, Trojan horses, time bombs, malware and other corruptants. Without limiting the foregoing, the Company and its subsidiaries have used commercially reasonable efforts to establish and maintain, and have established, maintained, implemented and complied, in all material respects, with reasonable information technology, information security, cyber security and data protection controls, policies and procedures, including oversight, access controls, encryption, technological and physical safeguards and business continuity/disaster recovery and security plans, consistent with industry standards and practices, that are designed to protect against and prevent breach, destruction, loss, unauthorized distribution, use, access, disablement, misappropriation or modification, or other compromise or misuse of or relating to any IT Systems and Data (“**Breach**”). There has been no such Breach, and the Company and its subsidiaries have not been notified of and have no knowledge of any event or condition that would reasonably be expected to

result in, any such Breach that would result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole.

(vv) *Compliance with Data Privacy Laws.* (i) The Company and each of its subsidiaries have complied and are presently in compliance in all material respects with all internal and external privacy policies, contractual obligations, industry standards, applicable laws, statutes, judgments, orders, rules and regulations of any court or arbitrator or other governmental or regulatory authority and any other legal obligations, in each case, relating to the collection, use, transfer, import, export, storage, protection, disposal and disclosure by the Company or any of its subsidiaries of personal, personally identifiable, household, sensitive, confidential or regulated data or information (“**Data Security Obligations**”, and such data and information, “**Personal Data**”); (ii) the Company and its subsidiaries have not received any notification of or complaint regarding and are unaware of any other facts that, individually or in the aggregate, would reasonably indicate non-compliance with any Data Security Obligation by the Company or any of its subsidiaries; and (iii) there is no action, suit or proceeding by or before any court or governmental agency, authority or body pending or, to the Company’s knowledge, threatened alleging non-compliance with any Data Security Obligation by the Company or any of its subsidiaries.

(ww) *Labor Disputes.* No labor disturbance by or dispute with employees of the Company or any of its subsidiaries exists or, to the knowledge of the Company, is imminent, and the Company is not aware of any existing, threatened or imminent labor disturbance by the employees of any of its or its subsidiaries’ principal suppliers, contractors or customers, except as would not singly or in the aggregate, result in a Material Adverse Change for the Company and its subsidiaries, taken as a whole.

(xx) *Other Agreements.* The Company is not a party to any agreement with an agent or underwriter for any other “at the market” or continuous equity transaction with respect to the Shares that are the subject of the applicable program.

Any certificate signed by any officer or representative of the Company or any of its subsidiaries and delivered to the Agents or counsel for the Agents in connection with an issuance of Shares shall be deemed a representation and warranty by the Company to the Agents as to the matters covered thereby on the date of such certificate.

The Company acknowledges that the Agents and, for purposes of the opinions to be delivered pursuant to Section 4(p) hereof, counsel to the Company and counsel to the Agents, will rely upon the accuracy and truthfulness of the foregoing representations and hereby consents to such reliance.

### **Section 3. Issuance And Sale Of Shares.**

(a) *Sale of Shares.* On the basis of the representations, warranties and agreements herein contained, but subject to the terms and conditions herein set forth, the Company and the Agents agree that the Company may from time to time seek to sell Shares through the Agent named in the applicable Issuance Notice, acting as sales agent,

or directly to an Agent, acting as principal (either such agent, the “**Designated Agent**”), as follows, with an aggregate Sales Price for the specified program of up to the applicable Maximum Program Amount, based on and in accordance with Issuance Notices as the Company may deliver, during an Agency Period. The Company acknowledges and agrees that sales of Shares under this Agreement may be made through affiliates of the Agents, and that the Agents may otherwise fulfill their obligations pursuant to this Agreement to or through an affiliated broker-dealer of such Agent. Each Agent acknowledges and agrees that the sale of Shares under this Agreement through an affiliate of such Agent in no way alleviates such Agent of its responsibilities under this Agreement and that it shall be responsible for the actions of its affiliates as if such actions were the actions of such Agent itself.

(b) Mechanics of Issuances.

(i) *Issuance Notice.* Upon the terms and subject to the conditions set forth herein, on any Trading Day during the applicable Agency Period on which the conditions set forth in Section 5(a) and Section 5(b) shall have been satisfied, the Company may exercise its right to request an issuance of Shares by delivering to the Designated Agent an Issuance Notice for a given program; *provided, however*, that (A) in no event may the Company deliver an Issuance Notice for a given program to the extent that the sum of (x) the aggregate Sales Price of the requested Issuance Amount, plus (y) the aggregate Sales Price of all Shares issued under all previous Issuance Notices for such program effected pursuant to this Agreement, would exceed the applicable Maximum Program Amount; (B) for a given program prior to delivery of any Issuance Notice, the period set forth for any previous Issuance Notice for such program shall have expired or been terminated; (C) for a given program any sales of the Shares subject to such program shall be effected by or through the Designated Agent on any single given day and the Company shall in no event request that more than one Agent offer or sell the Shares for a given program pursuant to this Agreement on the same day; provided, however, that such limitation and prohibition shall not apply to or prohibit the Company from appointing a second Designated Agent to offer and sell Shares for a given program pursuant to this Agreement on such same day so long as such second Designated Agent’s participation in such program on such day is limited to executing a block sale transaction after 4:00 p.m. New York City time on such day; (D) upon receipt of any Issuance Notice with respect to Preferred Shares, the Designated Agent shall promptly confirm in writing to the Company (as well as counsel to the Company and the Agents) that any sales contemplated by the Issuance Notice will comply with the applicable Fast-Pay Stock Guidelines; and (E) the Designated Agent may decline to accept the terms contained in the Issuance Notice for any reason, in its sole discretion, which shall not be deemed a breach by the Designated Agent under this Agreement. An Issuance Notice shall be considered delivered on the Trading Day that it is received by e-mail to the persons set forth in Schedule A hereto for the applicable Agent and confirmed by the Company by

telephone (including a voicemail message to the persons so identified), with the understanding that, with adequate prior written notice, each Agent may modify the list of such persons for such Agent from time to time. Notwithstanding anything to the contrary contained herein, the parties hereto agree that compliance with the limitation set forth in this Section 3(b)(i) on the aggregate Sales Price and aggregate number of Shares that may be issued and sold for a given program under this Agreement from time to time shall be the sole responsibility of the Company, and that the Agents shall have no obligation in connection with such compliance.

(ii) *Agent Efforts*. Upon the terms and subject to the conditions set forth in this Agreement, upon the receipt of an Issuance Notice, the Designated Agent will use its commercially reasonable efforts consistent with its normal sales and trading practices to place the Shares with respect to which the Designated Agent has agreed to act as sales agent, subject to, and in accordance with the information specified in, the Issuance Notice, unless the sale of the Shares described therein has been suspended, cancelled or otherwise terminated in accordance with the terms of this Agreement. For the avoidance of doubt, the Company and the Designated Agent may modify an Issuance Notice at any time provided they both agree in writing to any such modification.

(iii) *Method of Offer and Sale*. The Shares may be offered and sold (A) in privately negotiated transactions with the consent of the Company; (B) as block transactions; or (C) by any other method permitted by law deemed to be an “at the market offering” as defined in Rule 415(a)(4) under the Securities Act, including sales made directly on the applicable Principal Market or sales made into any other existing trading market of the applicable Shares. In the event the Company engages an Agent for a sale of Shares for a given program in an agency transaction that would constitute a “block” within the meaning of Rule 10b-18(a)(5) under the Exchange Act, the Company will provide such Agent, at the Agent’s request and upon reasonable advance notice to the Company, on or prior to the Settlement Date, the opinions of counsel, accountant’s letter and officers’ certificates set forth in Section 4 hereof, each dated the Settlement Date, and such other documents and information as the Agent shall reasonably request. Nothing in this Agreement shall be deemed to require any party to agree to the method of offer and sale specified in the first sentence of this paragraph, and (except as specified in clauses (A) and (B) above) the method of placement of any Shares by the Designated Agent shall be at the Designated Agent’s discretion.

(iv) *Confirmation to the Company*. If acting as sales agent hereunder, the Designated Agent will provide written confirmation to the Company no later than the opening of the Trading Day next following the Trading Day on which it has placed Shares hereunder setting forth the number of Shares sold on such Trading Day, the corresponding Sales Price and the Issuance Price payable to the Company in respect thereof.

(v) *Settlement*. Each issuance of Shares will be settled on the applicable Settlement Date for such issuance of Shares and, subject to the provisions of Section 5, on or before each Settlement Date, the Company will, or will cause its transfer agent to, electronically transfer the Shares being sold by crediting the Designated Agent

or its designee's account at The Depository Trust Company through its Deposit/Withdrawal At Custodian (DWAC) System, or by such other means of delivery as may be mutually agreed upon by the Company and the applicable Designated Agent and, upon receipt of such Shares, which in all cases shall be freely tradable, transferable, registered shares in good deliverable form, the Designated Agent will deliver, by wire transfer of immediately available funds, the related Issuance Price in same day funds delivered to an account designated by the Company prior to the Settlement Date. The Company may sell Shares to the Designated Agent as principal at a price agreed upon between the Company and the Designated Agent at each relevant time Shares are sold pursuant to this Agreement (each, a "**Time of Sale**").

(vi) *Suspension or Termination of Sales.* Consistent with standard market settlement practices, the Company or the Designated Agent may, upon notice to the other party hereto in writing or by telephone (confirmed immediately by verifiable email), suspend any sale of Shares, and the period set forth in an Issuance Notice shall immediately terminate; *provided, however*, that (A) such suspension and termination shall not affect or impair either party's obligations with respect to any Shares placed or sold hereunder prior to the receipt of such notice; (B) if the Company suspends or terminates any sale of Shares after the Designated Agent confirms such sale to the Company, the Company shall still be obligated to comply with Section 3(b)(v) with respect to such Shares; and (C) if the Company defaults in its obligation to deliver Shares on a Settlement Date, the Company agrees that it will hold the Designated Agent harmless against any loss, claim, damage or expense (including, without limitation, penalties, interest and reasonable legal fees and expenses), as incurred, arising out of or in connection with such default by the Company. The parties hereto acknowledge and agree that, in performing their respective obligations with respect to a given program under this Agreement, the Agents may borrow Common Shares or Preferred Shares, as applicable, from stock lenders in the event that the Company has not delivered Shares to settle sales as required by subsection (v) above, and may use the Shares to settle or close out such borrowings. The Company agrees that no such notice shall be effective against the Designated Agent unless it is made to the persons identified in writing by the Designated Agent pursuant to Section 3(b)(i).

(vii) *No Guarantee of Placement, Etc.* The Company acknowledges and agrees that (A) there can be no assurance that the Designated Agent will be successful in placing Shares; (B) the Designated Agent will incur no liability or obligation to the Company or any other Person if it does not sell Shares; and (C) the Designated Agent shall be under no obligation to purchase Shares on a principal basis pursuant to this Agreement, except as otherwise specifically agreed by the Designated Agent and the Company.

(viii) *Material Non-Public Information.* Notwithstanding any other provision of this Agreement, the Company shall not offer, sell or deliver, or request the offer or sale, of any Shares pursuant to this Agreement and, by notice to the Agents given by telephone (confirmed promptly by email), shall cancel any instructions for the placement, offer or sale of any Shares, and the Agents shall not be obligated to place, offer or sell any Shares, (i) during any period in which the Company is in possession of

material non-public information, or (ii) at any time from and including the date on which the Company shall issue a press release containing, or shall otherwise publicly announce, its earnings, revenues or other results of operations (an “**Earnings Announcement**”) through and including the time that the Company files a Quarterly Report on Form 10-Q or an Annual Report on Form 10-K that includes consolidated financial statements as of and for the same period or periods, as the case may be, covered by such Earnings Announcement unless the Company has filed a Form 8-K in a manner such that the information in the Earnings Announcement is incorporated by reference into the Registration Statement and the applicable Prospectus.

(c) *Fees.* As compensation for services rendered, the Company shall pay to the Designated Agent, on the applicable Settlement Date, the Selling Commission for the applicable Issuance Amount (including with respect to any suspended or terminated sale pursuant to Section 3(b)(vi)) by the Designated Agent deducting the Selling Commission from the applicable Issuance Amount.

(d) *Expenses.* The Company agrees to pay all costs, fees and expenses incurred in connection with the performance of its obligations hereunder and in connection with the transactions contemplated hereby, including without limitation (i) all expenses incident to the issuance and delivery of the Shares (including all printing and engraving costs); (ii) all fees and expenses of the registrar and transfer agent of the Shares; (iii) all necessary issue, transfer and other stamp taxes in connection with the issuance and sale of the Shares to the Agents; (iv) all fees and expenses of the Company’s counsel, independent public or certified public accountants and other advisors; (v) all costs and expenses incurred in connection with the preparation, printing, filing, shipping and distribution of the Registration Statement (including financial statements, exhibits, schedules, consents and certificates of experts), the Prospectuses, any Free Writing Prospectus prepared by or on behalf of, used by, or referred to by the Company, the Certificates of Designations, as applicable, and all amendments and supplements to the foregoing, and this Agreement; (vi) all filing fees, attorneys’ fees and expenses incurred by the Company or the Agents in connection with qualifying or registering (or obtaining exemptions from the qualification or registration of) all or any part of the Shares for offer and sale under the state securities or blue sky laws or the provincial securities laws of Canada, and, if requested by the Agents, preparing and printing a “Blue Sky Survey” or memorandum and a “Canadian wrapper”, and any supplements thereto, advising the Agents of such qualifications, registrations, determinations and exemptions; (vii) the reasonable and documented fees and disbursements of the Agents’ counsel, including the reasonable and documented fees and expenses of counsel for the Agents in connection with, FINRA review, if any, and approval of the Agents’ participation in the offerings and distribution of the Shares; (viii) the filing fees incident to FINRA review, if any; (ix) the costs and expenses of the Company relating to investor presentations on any “road show” undertaken in connection with the marketing of the offerings of the Shares, including, without limitation, expenses associated with the preparation or dissemination of any electronic road show, expenses associated with the production of road show slides and graphics, fees and expenses of any consultants engaged in connection with the road show presentations with the prior approval of the Company, travel and lodging expenses

of the representatives, employees and officers of the Company and of the Agents and any such consultants, and 50% of the cost of any aircraft chartered in connection with the road show; and (x) the fees and expenses associated with listing the Shares and the Conversion Shares on the Principal Market. The fees and disbursements of Agents' counsel pursuant to subsections (vi) and (vii) above shall not exceed (A) \$75,000 in connection with the execution of this Agreement and (B) \$15,000 in connection with each Triggering Event Date (as defined below) on which the Company is required to provide a certificate pursuant to Section 4(p).

(e) *Fast-Pay Stock*. In connection with any offerings of Preferred Shares (for this purpose, including (i) each sale of Preferred Shares pursuant to this Agreement; (ii) each future sale of the Preferred Shares of any program pursuant to any future at-the-market sales program or otherwise and (iii) any Preferred Shares acquired and then resold by the Company or any of its subsidiaries) (each, a "**Preferred Offering**"), the Company will use its reasonable best efforts (which shall include obtaining advice from a qualified external tax advisor) to cause the applicable Preferred Shares to be structured in a manner that is intended to cause such Preferred Shares not to be treated as "fast-pay stock" within the meaning of Section 1.7701(l)-3(b)(2) of the United States Treasury Regulations. For the avoidance of doubt, fulfilling the applicable Fast-Pay Stock Guidelines will be deemed sufficient to meet the Company's obligations under this provision. The Company and the Agents further agree and acknowledge that the Company may take into account written or oral representations from one or more nationally recognized financial institutions participating in such Preferred Offering in determining that it has fulfilled the applicable Fast-Pay Stock Guidelines.

If the Company makes any filing (including a protective filing) (the "**Filing**") pursuant to Section 1.6011-4 of the United States Treasury Regulations (or any successor or similar or related regulation, including similar state or local tax regulations) to the effect that it has (or may have, in the case of a protective Filing) issued "fast-pay stock" with respect to any Preferred Stock sold by the Company in Preferred Offerings, the Company shall (A) announce such Filing by, at the Company's option, (i) a press release through a major news service, (ii) publication on the Company's investor relations website, or (iii) filing a Current Report on Form 8-K with the Securities and Exchange Commission (or provide similar notice to holders of Common Stock or Preferred Stock), in each case, within four business days of the Filing and (B) use reasonable best efforts to promptly provide written advance notice (and in any event no later than 10 business days in advance of the Filing) to any potential "material advisors" (within the meaning of Section 6111 of the United States Internal Revenue Code of 1986, as amended) in connection with the Filing. The Company further agrees and covenants that if the Company receives any notice of any governmental audit, assessment, claim, examination or other governmental inquiry relating to the tax treatment of any Preferred Stock sold by the Company in Preferred Offerings being "fast-pay stock" (a "**Tax Claim**") it shall use reasonable best efforts to promptly provide written notice to the Agents and any potential "material advisors"

(within the meaning of Section 6111 of the United States Internal Revenue Code of 1986, as amended) in connection with such Tax Claim.

#### **Section 4. Additional Covenants**

The Company covenants and agrees with the Agents as follows, in addition to any other covenants and agreements made elsewhere in this Agreement:

(a) *Exchange Act Compliance.* During any Agency Period, the Company shall (i) file, on a timely basis, with the Commission all reports and documents required to be filed under Section 13, 14 or 15 of the Exchange Act in the manner and within the time periods required by the Exchange Act; and (ii) either (A) include in its quarterly reports on Form 10-Q and its annual reports on Form 10-K, a summary detailing, for the relevant reporting period, (1) the number and type of Shares sold through the Agents pursuant to this Agreement and (2) the net proceeds received by the Company from such sales or (B) prepare a prospectus supplement containing, or include in such other filing permitted by the Securities Act or Exchange Act (each an “**Interim Prospectus Supplement**”), such summary information and, at least once a quarter and subject to this Section 4, file such Interim Prospectus Supplement pursuant to Rule 424(b) under the Securities Act (and within the time periods required by Rule 424(b) and Rule 430B under the Securities Act).

(b) *Securities Act Compliance.* After the date of this Agreement, the Company shall promptly advise the Agents in writing (i) of the receipt of any comments of, or requests for additional or supplemental information from, the Commission relating to the Registration Statement or any Prospectus; (ii) of the time and date of any filing of any post-effective amendment to the Registration Statement or any amendment or supplement to any Prospectus or any filing or first use of any Free Writing Prospectus; (iii) of the time and date that any post-effective amendment to the Registration Statement becomes effective; and (iv) of the issuance by the Commission of any stop order suspending the effectiveness of the Registration Statement or any post-effective amendment thereto or any amendment or supplement to any Prospectus or of any order preventing or suspending the use of any Free Writing Prospectus or any Prospectus, or of any proceedings to remove, suspend or terminate from listing or quotation the Common Shares or such Preferred Shares, as applicable, from any securities exchange upon which they are listed for trading or included or designated for quotation, or of the threatening or initiation of any proceedings for any of such purposes. If the Commission shall enter any such stop order at any time, the Company will use its commercially reasonable efforts to obtain the lifting of such order as soon as practicable. Additionally, the Company agrees that it shall comply with the provisions of Rule 424(b) and Rule 433, as applicable, under the Securities Act and will use its commercially reasonable efforts to confirm that any filings made by the Company under such Rule 424(b) or Rule 433 were filed in a timely manner with the Commission.

(c) *Amendments and Supplements to a Prospectus and Other Securities Act Matters.* If any event shall occur or condition exist as a result of which it is necessary to amend or supplement a Prospectus so that such Prospectus does not include an untrue statement of a material fact or omit to state a material fact necessary in order to make the

statements therein, in the light of the circumstances when such Prospectus is delivered to a purchaser, not misleading, or if in the opinion of the Agents or counsel for the Agents it is otherwise necessary to amend or supplement a Prospectus to comply with applicable law, including the Securities Act, the Company agrees (subject to Section 4(d) and Section 4(f)) to promptly prepare, file with the Commission and furnish at its own expense to the Agents, amendments or supplements to such Prospectus (including by filing a document incorporated by reference therein) so that the statements in such Prospectus as so amended or supplemented will not include an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances when such Prospectus is delivered to a purchaser, not be misleading or so that such Prospectus, as amended or supplemented, will comply with applicable law including the Securities Act. Neither the Agents' consent to, or delivery of, any such amendment or supplement shall constitute a waiver of any of the Company's obligations under Section 4(d) and Section 4(f). Notwithstanding the foregoing, the Company shall not be required to file such amendment or supplement if there is no outstanding applicable Issuance Notice and the Company believes that it is in its best interest not to file such amendment or supplement; *provided, however*, the Company agrees not to provide an applicable Issuance Notice or otherwise sell applicable Shares under this Agreement until such amendment or supplement is filed.

(d) *Agents' Review of Proposed Amendments and Supplements.* Prior to amending or supplementing the Registration Statement (excluding (i) the filing under the Exchange Act of documents incorporated by reference into the Registration Statement that either (A) do not name the Agents and do not relate to the transactions contemplated by this Agreement or (B) include disclosure naming the Agents and regarding the transactions contemplated by this Agreement that is limited to disclosure of periodic sales pursuant to this Agreement, and (ii) amendments or supplements that do not name the Agents and do not relate to the transactions contemplated by this Agreement) or a Prospectus (excluding any amendment or supplement through incorporation of any report filed under the Exchange Act), the Company shall furnish to the Agents for review, a reasonable amount of time prior to the proposed time of filing or use thereof, a copy of each such proposed amendment or supplement, and the Company shall not file or use any such proposed amendment or supplement without the Agents' prior consent, which shall not be unreasonably withheld, conditioned or delayed. The Company shall file with the Commission within the applicable period specified in Rule 424(b) under the Securities Act any prospectus required to be filed pursuant to such Rule.

(e) *Use of Free Writing Prospectus.* Neither the Company nor any Agent has prepared, used, referred to or distributed, or will prepare, use, refer to or distribute, without the other party's prior written consent for the first use of, any "written communication" that constitutes a "free writing prospectus" as such terms are defined in Rule 405 under the Securities Act with respect to any offering contemplated by this Agreement (any such free writing prospectus being referred to herein as a "**Free Writing Prospectus**").

(f) *Free Writing Prospectuses* The Company shall furnish to the Agents for review, a reasonable amount of time prior to the proposed time of filing or use thereof, a copy of each proposed Free Writing Prospectus or any amendment or supplement thereto to be prepared by or on behalf of, used by, or referred to by the Company and the Company shall not file, use or refer to any proposed Free Writing Prospectus or any amendment or supplement thereto without the Agents' consent, which shall not be unreasonably withheld, conditioned or delayed. The Company shall furnish to the Agents, without charge, as many copies of any Free Writing Prospectus prepared by or on behalf of, or used by the Company, as the Agents may reasonably request. If at any time when a prospectus is required by the Securities Act (including, without limitation, pursuant to Rule 173(d)) to be delivered in connection with sales of Shares (but in any event if at any time through and including the date of this Agreement) there occurred or occurs an event or development as a result of which any Free Writing Prospectus prepared by or on behalf of, used by, or referred to by the Company conflicted or would conflict with the information contained in the Registration Statement or included or would include an untrue statement of a material fact or omitted or would omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances prevailing at that subsequent time, not misleading, the Company shall promptly amend or supplement such Free Writing Prospectus to eliminate or correct such conflict or so that the statements in such Free Writing Prospectus as so amended or supplemented will not include an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances prevailing at such subsequent time, not misleading, as the case may be; *provided, however*, that prior to amending or supplementing any such Free

Writing Prospectus, the Company shall furnish to the Agents for review, a reasonable amount of time prior to the proposed time of filing or use thereof, a copy of such proposed amended or supplemented Free Writing Prospectus and the Company shall not file, use or refer to any such amended or supplemented Free Writing Prospectus without the Agents' consent, which shall not be unreasonably withheld, conditioned or delayed.

(g) *Filing of Agent Free Writing Prospectuses.* The Company shall not take any action that would result in the Agents or the Company being required to file with the Commission pursuant to Rule 433(d) under the Securities Act a Free Writing Prospectus prepared by or on behalf of the Agents that the Agents otherwise would not have been required to file thereunder.

(h) *Copies of Registration Statement and Prospectus.* After the date of this Agreement through the last time that a prospectus is required by the Securities Act (including, without limitation, pursuant to Rule 173(d)) to be delivered in connection with sales of Shares, the Company agrees to furnish the Agents with copies (which may be electronic copies) of the Registration Statement and each amendment thereto, and with copies of each Prospectus and each amendment or supplement thereto in the form in which it is filed with the Commission pursuant to the Securities Act or Rule 424(b) under the Securities Act, both in such quantities as the Agents may reasonably request from time to time; and, if the delivery of a prospectus is required under the Securities Act or under the blue sky or securities laws of any jurisdiction at any time on or prior to the applicable Settlement Date for any period set forth in an Issuance Notice in connection with an offering or sale of Shares and if at such time any event has occurred as a result of which the applicable Prospectus as then amended or supplemented would include an

untrue statement of a material fact or omit to state any material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made when such Prospectus is delivered, not misleading, or, if for any other reason it is necessary during such same period to amend or supplement a Prospectus or to file under the Exchange Act any document incorporated by reference in a Prospectus in order to comply with the Securities Act or the Exchange Act, to notify the Agents and to request that the Agents suspend offers to sell such Shares (and, if so notified, the Agents shall cease such offers as soon as practicable); and if the Company decides to amend or supplement the Registration Statement or a Prospectus as then amended or supplemented, to advise the Agents promptly by telephone (with confirmation in writing) and to prepare and cause to be filed promptly with the Commission an amendment or supplement to the Registration Statement or such Prospectus as then amended or supplemented that will correct such statement or omission or effect such compliance; *provided, however,* that if during such same period any Agent is required to deliver a prospectus in respect of transactions in the Shares, the Company shall promptly prepare and file with the Commission such an amendment or supplement.

(i) *Blue Sky Compliance.* The Company shall cooperate with the Agents and counsel for the Agents to qualify or register the Shares for sale under (or obtain exemptions from the application of) the state securities or blue sky laws or Canadian provincial securities laws of those jurisdictions designated by the Agents, shall comply with such laws and shall continue such qualifications, registrations and exemptions in effect so long as required for the distribution of the Shares. The Company shall not be required to qualify as a foreign corporation or as a dealer of securities or to take any action that would subject it to general service of process in any such jurisdiction where it is not presently qualified or where it would be subject to taxation as a foreign corporation. The Company will advise the Agents promptly of the suspension of the qualification or registration of (or any such exemption relating to) any Shares for offering, sale or trading in any jurisdiction or any initiation or threat of any proceeding for any such purpose, and in the event of the issuance of any order suspending such qualification, registration or exemption, the Company shall use its best efforts to obtain the withdrawal thereof as soon as practicable.

(j) *Earnings Statement.* As soon as reasonably practicable, the Company will make generally available to its security holders and to the Agents an earnings statement (which need not be audited) covering a period of at least twelve months beginning with the first fiscal quarter of the Company occurring after the date of this Agreement which shall satisfy the provisions of Section 11(a) of the Securities Act and Rule 158 under the Securities Act.

(k) *Beneficial Owners.* The Company will deliver to each Agent (or its agent), upon the request of each Agent, a properly completed and executed Certification Regarding Beneficial Owners of Legal Entity Customers, together with copies of identifying documentation, and the Company undertakes to provide such additional supporting documentation as each Agent may reasonably request in connection with the verification of the foregoing Certification.

(l) *Listing; Reservation of Shares.* (a) The Company will maintain the listing of the Shares under each program on the applicable Principal Market; (b) the Company will reserve and keep available at all times, free of preemptive rights, Shares for the purpose of enabling the Company to satisfy its obligations pursuant to an outstanding Issuance Notice under this Agreement; and (c) the Company will (i) use reasonable best efforts to effect and maintain the listing of any Conversion Shares on the applicable Principal Market, and (ii) reserve and keep available for so long as any Preferred Shares convertible into Conversion Shares are outstanding, free of preemptive rights, the applicable Conversion Shares.

(m) *Transfer Agent.* The Company shall engage and maintain, at its expense, a registrar and transfer agent for each class and/or series of the Shares.

(n) *Due Diligence.* During the term of this Agreement, the Company will reasonably cooperate with any reasonable due diligence review conducted by the Agents in connection with the transactions contemplated hereby, including, without limitation, providing information and making available documents and senior corporate officers, during normal business hours and at the Company's principal offices or virtually, as the Agents may reasonably request from time to time.

(o) *Representations and Warranties.* The Company acknowledges that each delivery of an Issuance Notice and each delivery of Shares on a Settlement Date shall be deemed to be (i) an affirmation to the Agents that the applicable representations and warranties of the Company contained in or made pursuant to this Agreement are true and correct as of the date of such Issuance Notice or of such Settlement Date, as the case may be, as though made at and as of each such date, except as may be disclosed in the applicable Prospectus (including any documents incorporated by reference therein and any supplements thereto); and (ii) an undertaking that the Company will advise the Agents if any of such representations and warranties will not be true and correct as of the Settlement Date for the Shares relating to such Issuance Notice, as though made at and as of each such date (except that such representations and warranties shall be deemed to relate to the Registration Statement and the applicable Prospectus as amended and supplemented relating to such Shares).

(p) *Deliverables at Triggering Event Dates; Certificates.* The Company agrees that on or prior to the date of the first Issuance Notice and, during the term of this Agreement after the date of the first Issuance Notice, upon: (A) the filing of a Prospectus or the amendment or supplement of any Registration Statement or Prospectus (other than a prospectus supplement relating solely to an offering of securities other than the Shares or a prospectus filed pursuant to Section 4(a)(ii)(B)), by means of a post-effective amendment, sticker or supplement, but not by means of incorporation of documents by reference into the Registration Statement or such Prospectus; (B) the filing with the Commission of an annual report on Form 10-K or a quarterly report on Form 10-Q (including any Form 10-K/A or Form 10-Q/A containing amended financial information or a material amendment to the previously filed annual report on Form 10-K or quarterly report on Form 10-Q), in each case, of the Company; or (C) the filing with the Commission of a current report on Form 8-K of the Company containing amended

financial information or that incorporates by reference into the Registration Statement and the applicable Prospectus the information contained in an Earnings Announcement as contemplated by clause (ii) of Section 3(b)(viii) (other than information (1) “furnished” pursuant to Item 2.02 or 7.01 of Form 8-K or to provide disclosure pursuant to Item 8.01 of Form 8-K relating to reclassification of certain properties as discontinued operations in accordance with Statement of Financial Accounting Standards No. 144 or (2) solely related to the acquisition of bitcoin) that is material to the applicable offering of securities of the Company in the Agents’ reasonable discretion (any such event specified in clause (A), (B) or (C), a “**Triggering Event Date**”), the Company shall furnish the Agents (but in the case of clause (C) above only if any Agent reasonably determines that the information contained in such current report on Form 8-K of the Company is material) with a certificate as of the Triggering Event Date, in the form and substance satisfactory to the Agents and their counsel, substantially similar to the form previously provided to the Agents and their counsel, modified, as necessary, to relate to the Registration Statement and the applicable Prospectus as amended or supplemented, (A) confirming that the applicable representations and warranties of the Company contained in this Agreement are true and correct, (B) confirming that the Company has performed all of its applicable obligations hereunder to be performed on or prior to the date of such certificate and as to the matters set forth in Section 5(a)(iii) hereof, and (C) containing any other certification that any Agent shall reasonably request. The requirement to provide a certificate under this Section 4(p) shall be waived for any Triggering Event Date occurring at a time when no Issuance Notice for any program is pending or a suspension is in effect, which waiver shall continue until the earlier to occur of the date the Company delivers instructions for the sale of Shares hereunder (which for such calendar quarter shall be considered a Triggering Event Date) and the next occurring Triggering Event Date. Notwithstanding the foregoing, if the Company subsequently decides to sell Shares for any program following a Triggering Event Date when a suspension was in effect and did not provide the Agents with a certificate under this Section 4(p), then before the Company delivers the instructions for the sale of Shares or the Designated Agent sells any Shares pursuant to such instructions, the Company shall provide the Agents with a certificate in conformity with this Section 4(p) dated as of the date that the instructions for the sale of Shares are issued.

(q) *Legal Opinions.* On or prior to the date of the first Issuance Notice and within two (2) Trading Days of each Triggering Event Date with respect to which the Company is obligated to deliver a certificate pursuant to Section 4(p) for which no waiver is applicable and excluding the date of this Agreement, the Company shall cause to be furnished to the Agents a written legal opinion and a negative assurance letter of Wilmer Cutler Pickering Hale and Dorr LLP, Latham & Watkins LLP or such other outside counsel to the Company reasonably satisfactory to the Agents, and a negative assurance letter and a written legal opinion of Davis Polk & Wardwell LLP, counsel to the Agents, each dated the date of delivery, in each case in form and substance reasonably satisfactory to the Agents and their counsel, substantially similar to the forms previously provided to the Agents and their counsel, modified, as necessary, to relate to the Registration Statement and the Prospectuses as then amended or supplemented; provided that the Company shall be required to furnish no more than one opinion from each such

counsel per each filing of an annual report on Form 10-K or quarterly report on Form 10-Q. In lieu of such opinions for subsequent periodic filings, in the discretion of the Agents, the Company may furnish a reliance letter from such counsel to the Agents, permitting the Agents to rely on a previously delivered opinion letter, modified as appropriate for any passage of time or Triggering Event Date (except that statements in such prior opinion shall be deemed to relate to the Registration Statement and the Prospectuses as amended or supplemented as of such Triggering Event Date).

(r) *Comfort Letter.* On or prior to the date of the first Issuance Notice and within two (2) Trading Days of each Triggering Event Date with respect to which the Company is obligated to deliver a certificate pursuant to Section 4(p) for which no waiver is applicable and excluding the date of this Agreement, the Company shall cause KPMG LLP, the independent registered public accounting firm who has audited the financial statements included or incorporated by reference in the Registration Statement, to furnish the Agents a comfort letter, dated the date of delivery, in form and substance reasonably satisfactory to the Agents and their counsel, substantially similar to the form previously provided to the Agents and their counsel; *provided, however*, that any such comfort letter will only be required on the Triggering Event Date specified to the extent that it contains financial statements filed with the Commission under the Exchange Act and incorporated or deemed to be incorporated by reference into a Prospectus. At any time when an Issuance Notice is outstanding and no suspension thereto is in effect, if requested by the Agents, the Company shall also cause a comfort letter to be furnished to the Agents within ten (10) Trading Days of the date of occurrence of any material transaction or event requiring the filing of a current report on Form 8-K containing material amended financial information of the Company, including the restatement of the Company's financial statements. Notwithstanding the foregoing, the Company shall be required to furnish no more than one comfort letter hereunder per each filing of an annual report on Form 10-K or a quarterly report on Form 10-Q; *provided, however*, that if the Company files any amendment to such annual report on Form 10-K or a quarterly report on Form 10-Q, as applicable, or a current report on Form 8-K that in any of such cases requires the filing of any material financial information, the Company shall be required to furnish one or more comfort letters, as applicable, pursuant to the terms of this section.

(s) *Certificate of the Chief Financial Officer.* On or prior to the date of the first Issuance Notice and within two (2) Trading Days of each Triggering Event Date with respect to which the Company is obligated to deliver a certificate pursuant to Section 4(p) for which no waiver is applicable and excluding the date of this Agreement, the Company shall furnish the Agents a certificate signed by the Chief Financial Officer of the Company, dated the date of delivery, in form and substance reasonably satisfactory to the Agents; *provided, however*, that any such certificate will only be required on the Triggering Event Date specified to the extent that it contains financial statements filed with the Commission under the Exchange Act and incorporated or deemed to be incorporated by reference into a Prospectus.

(t) *Secretary's Certificate.* On or prior to the date of the first Issuance Notice and within two (2) Trading Days of each Triggering Event Date with respect to which the Company is obligated to deliver a certificate pursuant to Section 4(p) for which no waiver

is applicable, the Company shall furnish the Agents a certificate executed by the Secretary of the Company, signing in such capacity, dated the date of delivery (i) certifying that attached thereto are true and complete copies of the resolutions duly adopted by the Board of Directors of the Company authorizing the execution and delivery of this Agreement and the consummation of the transactions contemplated hereby (including, without limitation, the issuance of the Shares pursuant to this Agreement), which authorization shall be in full force and effect on and as of the date of such certificate, (ii) certifying and attesting to the office, incumbency, due authority and specimen signatures of each Person who executed this Agreement for or on behalf of the Company, and (iii) containing any other certification that the Agents shall reasonably request.

(u) *Agents' Own Account; Clients' Account.* The Company consents to each Agent trading, in compliance with applicable law, in the Common Shares and the Preferred Shares, as applicable, for the Agents' own account and for the account of its clients at the same time as sales of the Shares occur pursuant to this Agreement.

(v) *Investment Limitation.* The Company shall not invest, or otherwise use the proceeds received by the Company from its sale of the Shares in such a manner as would require the Company or any of its subsidiaries to register as an investment company under the Investment Company Act.

(w) *Market Activities.* The Company will not take, directly or indirectly, any action designed to or that might be reasonably expected to cause or result in stabilization or manipulation of the price of the Shares or any other reference security, whether to facilitate the sale or resale of the Shares or otherwise, and the Company will, and shall cause each of its affiliates to, comply with all applicable provisions of Regulation M. If the limitations of Rule 102 of Regulation M ("**Rule 102**") do not apply with respect to the Shares or any other reference security pursuant to any exception set forth in Section (d) of Rule 102, then promptly upon notice from the Agents (or, if later, at the time stated in the notice), the Company will, and shall cause each of its affiliates to, comply with Rule 102 as though such exception were not available but the other provisions of Rule 102 (as interpreted by the Commission) did apply. The Company shall promptly notify the Agents if the Common Shares or any of the Preferred Shares, as applicable, no longer constitute "excepted securities" as defined in Section (c) of Rule 101 of Regulation M.

(x) *Notice of Other Sale.* Without the written consent of the applicable Designated Agent for the Common Shares or any series of Preferred Shares, the Company will not, directly or indirectly, offer to sell, sell, contract to sell, grant any option to sell or otherwise dispose of any shares of Common Stock or of such series of Preferred Stock, as applicable, or securities convertible into or exchangeable for shares of Common Stock or of such series of Preferred Stock, as applicable (other than Shares hereunder), warrants or any rights to purchase or acquire shares of Common Stock or of such series of Preferred Stock, as applicable, or effect a reverse stock split, recapitalization, share consolidation, reclassification or similar transaction affecting the outstanding shares of Common Stock or of such series of Preferred Stock, as applicable, during the period beginning on the third Trading Day immediately prior to the date on

which any Issuance Notice in respect of the Common Shares or such series of Preferred Shares, as applicable, is delivered to the applicable Designated Agent hereunder and ending on the earlier of (A) the third Trading Day immediately following the Settlement Date with respect to the Shares sold pursuant to such Issuance Notice and (B) the date such Issuance Notice is cancelled if no Shares have been sold pursuant to such Issuance Notice (and assuming no other Issuance Notices are then active with respect to such program hereunder); and prior to the termination of this Agreement will not directly or indirectly enter into any other “at the market” or continuous equity transaction to offer to sell, sell, contract to sell, grant any option to sell or otherwise dispose of (i) any shares of Common Stock or of such series of Preferred Stock, as applicable (other than the Shares offered pursuant to this Agreement), (ii) securities convertible into or exchangeable for shares of Common Stock or of such series of Preferred Stock, as applicable (other than Conversion Shares in respect of Shares offered pursuant to this Agreement), or (iii) warrants or any rights to purchase or acquire, shares of Common Stock or of such series of Preferred Stock, as applicable (other than Conversion Shares in respect of Shares offered pursuant to this Agreement).

## **Section 5. Conditions To Delivery Of Issuance Notices And To Settlement**

(a) *Conditions Precedent to the Right of the Company to Deliver an Issuance Notice and the Obligation of the Agents to Sell Shares.* The right of the Company to deliver an Issuance Notice hereunder is subject to the satisfaction, on the date of delivery of such Issuance Notice, and the obligation of the applicable Designated Agent to use its commercially reasonable efforts to place the applicable Shares during the applicable period set forth in the Issuance Notice is subject to the satisfaction, on each Trading Day during the applicable period set forth in the Issuance Notice, of each of the following conditions:

(i) *Accuracy of the Company's Representations and Warranties; Performance by the Company.* The Company shall have delivered the certificate required to be delivered pursuant to Section 4(p) on or before the date on which delivery of such certificate is required pursuant to Section 4(p). The Company shall have performed, satisfied and complied with all covenants, agreements and conditions required by this Agreement to be performed, satisfied or complied with by the Company at or prior to such date, including, but not limited to, the covenants contained in Section 4(q), Section 4(r), Section 4(s) and Section 4(t).

(ii) *No Injunction.* No statute, rule, regulation, executive order, decree, ruling or injunction shall have been enacted, entered, promulgated or endorsed by any court or governmental authority of competent jurisdiction or any self-regulatory organization having authority over the matters contemplated hereby that prohibits or directly and materially adversely affects any of the transactions contemplated by this Agreement, and no proceeding shall have been commenced that may have the effect of prohibiting or materially adversely affecting any of the transactions contemplated by this Agreement.

(iii) *Material Adverse Changes*. Except as disclosed in the applicable Prospectus and the applicable Time of Sale Information, (a) in the judgment of the Agents there shall not have occurred any Material Adverse Change; and (b) there shall not have occurred any downgrading, nor shall any notice have been given of any intended or potential downgrading or of any review for a possible change that does not indicate the direction of the possible change, in the rating accorded any securities of the Company or any of its subsidiaries by any “nationally recognized statistical rating organization” as such term is defined for purposes of Section 3(a)(62) of the Exchange Act.

(iv) *No Suspension of Trading in or Delisting of Common Shares and/or Preferred Shares, as applicable; Other Events*. With respect to a given program, the trading of the Common Shares or such series of Preferred Shares, as applicable (including without limitation the applicable Shares), shall not have been suspended by the Commission, the Principal Market or FINRA and such Common Shares or such series of Preferred Shares, as applicable (including without limitation the applicable Shares), shall have been approved for listing or quotation on and shall not have been delisted from the Principal Market. There shall not have occurred (and be continuing in the case of occurrences under clauses (i) and (ii) below) any of the following: (i) trading or quotation in any of the Company’s securities shall have been suspended or limited by the Commission or by the Principal Market or trading in securities generally on the Principal Market shall have been suspended or limited, or minimum or maximum prices shall have been generally established on any of such stock exchanges by the Commission or FINRA; (ii) a general banking moratorium shall have been declared by any federal or New York authorities; or (iii) there shall have occurred any outbreak or escalation of national or international hostilities or any crisis or calamity, or any change in the United States or international financial markets, or any substantial change or development involving a prospective substantial change in United States’ or international political, financial or economic conditions, as in the judgment of the applicable Designated Agent is material and adverse and makes it impracticable to market the applicable Shares in the manner and on the terms described in the applicable Prospectus or to enforce contracts for the sale of securities.

(b) *Documents Required to be Delivered on each Issuance Notice Date*. The Designated Agent’s obligation to use its commercially reasonable efforts to place the applicable Shares hereunder shall additionally be conditioned upon the delivery to the Designated Agent on or before the Issuance Notice Date of a certificate in form and substance reasonably satisfactory to the Designated Agent, executed by the Chief Executive Officer, President or Chief Financial Officer of the Company, to the effect that all conditions to the delivery of such Issuance Notice shall have been satisfied as at the date of such certificate (which certificate shall not be required if the foregoing representations shall be set forth in the Issuance Notice or the certificate described in Section 4(p)).

(c) *No Misstatement or Material Omission*. The Agents shall not have advised the Company that the Registration Statement, the applicable Prospectus or the applicable Time of Sale Information, or any amendment or supplement thereto, contains an untrue statement of fact that in the Agents’ reasonable opinion is material, or omits to state a fact

that in the Agents' reasonable opinion is material and is required to be stated therein or is necessary to make the statements therein not misleading.

## **Section 6. Indemnification And Contribution**

(a) *Indemnification of the Agents.* The Company agrees to indemnify and hold harmless each Agent, each Agent's directors, officers, members, partners, affiliates, agents and employees, and each person, if any, who controls such Agent within the meaning of the Securities Act or the Exchange Act against any loss, claim, damage, liability or expense, as incurred, to which such Agent or such director, officer, partner, affiliate, agent, employee or controlling person may become subject, under the Securities Act, the Exchange Act, other federal or state statutory law or regulation, or the laws or regulations of foreign jurisdictions where Shares have been offered or sold or at common law or otherwise (including in settlement of any litigation, investigation or proceeding by any governmental agency or body, commenced or threatened), insofar as such loss, claim, damage, liability or expense (or actions in respect thereof as contemplated below) arises out of or is based upon (i) any untrue statement or alleged untrue statement of a material fact contained in the Registration Statement, or any amendment thereto, including any information deemed to be a part thereof pursuant to Rule 430B under the Securities Act, or the omission or alleged omission therefrom of a material fact required to be stated therein or necessary to make the statements therein not misleading; or (ii) any untrue statement or alleged untrue statement of a material fact contained in any applicable Free Writing Prospectus that the Company has used, referred to or filed, or is required to file, pursuant to Rule 433(d) of the Securities Act or the applicable Prospectus (or any amendment or supplement thereto), or the omission or alleged omission therefrom of a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading, and to reimburse the applicable Agent and each such director, officer, member, partner, affiliate, agent, employee and controlling person for any and all reasonable and documented expenses (including the reasonable and documented fees and disbursements of counsel chosen by the applicable Agent) as such expenses are reasonably incurred by the applicable Agent or such director, officer, member, partner, affiliate, agent, employee or controlling person in connection with investigating, defending, settling, compromising or paying any such loss, claim, damage, liability, expense or action; *provided, however*, that the foregoing indemnity agreement shall not apply to any loss, claim, damage, liability or expense to the extent, but only to the extent, arising out of or based upon any untrue statement or alleged untrue statement or omission or alleged omission made in reliance upon and in conformity with written information furnished to the Company by such Agent expressly for use in the Registration Statement, any such Free Writing Prospectus or such Prospectus (or any amendment or supplement thereto), it being understood and agreed that the only such information furnished by such Agent to the Company consists of the information set forth in subsection (b) below. The indemnity agreement set forth in this Section 6(a) shall be in addition to any liabilities that the Company may otherwise have.

(b) *Indemnification of the Company, its Directors and Officers.* Each Agent, severally but not jointly, agrees to indemnify and hold harmless the Company, each of its directors, each of its officers who signed the Registration Statement and each person, if

any, who controls the Company within the meaning of the Securities Act or the Exchange Act against any loss, claim, damage, liability or expense, as incurred, to which the Company or any such director, officer or controlling person may become subject, under the Securities Act, the Exchange Act, or other federal or state statutory law or regulation, or the laws or regulations of foreign jurisdictions where Shares have been offered or sold or at common law or otherwise (including in settlement of any litigation), insofar as such loss, claim, damage, liability or expense arises out of or is based upon (i) any untrue statement or alleged untrue statement of a material fact contained in the Registration Statement, or any amendment thereto, including any information deemed to be a part thereof pursuant to Rule 430B under the Securities Act, or the omission or alleged omission therefrom of a material fact required to be stated therein or necessary to make the statements therein not misleading; or (ii) any untrue statement or alleged untrue statement of a material fact contained in any applicable Free Writing Prospectus that the Company has used, referred to or filed, or is required to file, pursuant to Rule 433(d) of the Securities Act, or the applicable Prospectus (or any amendment or supplement thereto), or the omission or alleged omission therefrom of a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading; but, for each of (i) and (ii) above, only to the extent arising out of or based upon any untrue statement or alleged untrue statement or omission or alleged omission made in reliance upon and in conformity with written information furnished to the Company by such Agent expressly for use in the Registration Statement, any such Free Writing Prospectus, or the applicable Prospectus (or any amendment or supplement thereto), it being understood and agreed that the only such information furnished by such Agent to the Company consists of the information set forth in the first sentence of the tenth paragraph under the caption "Plan of Distribution" in the base prospectus supplement of the applicable Prospectus, and to reimburse the Company and each such director, officer and controlling person for any and all expenses (including the fees and disbursements of one counsel chosen by the Company) as such expenses are reasonably incurred by the Company or such officer, director or controlling person in connection with investigating, defending, settling, compromising or paying any such loss, claim, damage, liability, expense or action. The indemnity agreement set forth in this Section 6(b) shall be in addition to any liabilities that such Agent or the Company may otherwise have.

(c) *Notifications and Other Indemnification Procedures.* Promptly after receipt by an indemnified party under this Section 6 of notice of the commencement of any action, such indemnified party will, if a claim in respect thereof is to be made against an indemnifying party under this Section 6, notify the indemnifying party in writing of the commencement thereof, but the omission so to notify the indemnifying party will not relieve it from any liability which it may have to any indemnified party for contribution or otherwise than under the indemnity agreement contained in this Section 6 or to the extent it is not prejudiced as a proximate result of such failure. In case any such action is brought against any indemnified party and such indemnified party seeks or intends to seek indemnity from an indemnifying party, the indemnifying party will be entitled to participate in, and, to the extent that it shall elect, jointly with all other indemnifying parties similarly notified, by written notice delivered to the indemnified party promptly

after receiving the aforesaid notice from such indemnified party, to assume the defense thereof with counsel reasonably satisfactory to such indemnified party; *provided, however*, if the defendants in any such action include both the indemnified party and the indemnifying party and the indemnified party shall have reasonably concluded that a conflict may arise between the positions of the indemnifying party and the indemnified party in conducting the defense of any such action or that there may be legal defenses available to it and/or other indemnified parties which are different from or additional to those available to the indemnifying party, the indemnified party or parties shall have the right to select separate counsel to assume such legal defenses and to otherwise participate in the defense of such action on behalf of such indemnified party or parties. Upon receipt of notice from the indemnifying party to such indemnified party of such indemnifying party's election so to assume the defense of such action and approval by the indemnified party of counsel, the indemnifying party will not be liable to such indemnified party under this Section 6 for any legal or other expenses subsequently incurred by such indemnified party in connection with the defense thereof unless (i) the indemnified party shall have employed separate counsel in accordance with the proviso to the preceding sentence (it being understood, however, that the indemnifying party shall not be liable for the fees and expenses of more than one separate counsel (together with local counsel), representing the indemnified parties who are parties to such action), which counsel (together with any local counsel) for the indemnified parties shall be selected by the applicable Agent (in the case of counsel for the indemnified parties referred to in Section 6(a) above) or the Company (in the case of counsel for the indemnified parties referred to in Section 6(b) above), (ii) the indemnifying party shall not have employed counsel reasonably satisfactory to the indemnified party to represent the indemnified party within a reasonable time after notice of commencement of the action or (iii) the indemnifying party has authorized in writing the employment of counsel for the indemnified party at the expense of the indemnifying party, in each of which cases the fees and expenses of counsel shall be at the expense of the indemnifying party and shall be paid as they are incurred.

(d) *Settlements*. The indemnifying party under this Section 6 shall not be liable for any settlement of any proceeding effected without its written consent, but if settled with such consent or if there be a final judgment for the plaintiff, the indemnifying party agrees to indemnify the indemnified party against any loss, claim, damage, liability or expense by reason of such settlement or judgment. Notwithstanding the foregoing sentence, if at any time an indemnified party shall have requested an indemnifying party to reimburse the indemnified party for fees and expenses of counsel as contemplated by Section 6(c) hereof, the indemnifying party agrees that it shall be liable for any settlement of any proceeding effected without its written consent if (i) such settlement is entered into more than 30 days after receipt by such indemnifying party of the aforesaid request; and (ii) such indemnifying party shall not have reimbursed the indemnified party in accordance with such request prior to the date of such settlement. No indemnifying party shall, without the prior written consent of the indemnified party, effect any settlement, compromise or consent to the entry of judgment in any pending or threatened action, suit or proceeding in respect of which any indemnified party is or could have been a party and indemnity was or could have been sought hereunder by such indemnified party, unless

such settlement, compromise or consent includes an unconditional release of such indemnified party from all liability on claims that are the subject matter of such action, suit or proceeding.

(e) *Contribution.* If the indemnification provided for in this Section 6 is for any reason held to be unavailable to or otherwise insufficient to hold harmless an indemnified party in respect of any losses, claims, damages, liabilities or expenses referred to therein, then each indemnifying party shall contribute to the aggregate amount paid or payable by such indemnified party, as incurred, as a result of any losses, claims, damages, liabilities or expenses referred to therein (i) in such proportion as is appropriate to reflect the relative benefits received by the Company, on the one hand, and the applicable Agent, on the other hand, from the offering of the applicable Shares pursuant to this Agreement; or (ii) if the allocation provided by clause (i) above is not permitted by applicable law, in such proportion as is appropriate to reflect not only the relative benefits referred to in clause (i) above but also the relative fault of the Company, on the one hand, and the applicable Agent, on the other hand, in connection with the statements or omissions which resulted in such losses, claims, damages, liabilities or expenses, as well as any other relevant equitable considerations. The relative benefits received by the Company, on the one hand, and the applicable Agent, on the other hand, in connection with the offering of the applicable Shares pursuant to this Agreement shall be deemed to be in the same respective proportions as the total gross proceeds from the offering of the applicable Shares (before deducting expenses) received by the Company bear to the total Selling Commission received by the applicable Agent in respect thereof. The relative fault of the Company, on the one hand, and the applicable Agent, on the other hand, shall be determined by reference to, among other things, whether any such untrue or alleged untrue statement of a material fact or omission or alleged omission to state a material fact relates to information supplied by the Company, on the one hand, or the applicable Agent, on the other hand, and the parties' relative intent, knowledge, access to information and opportunity to correct or prevent such statement or omission.

The amount paid or payable by a party as a result of the losses, claims, damages, liabilities and expenses referred to above shall be deemed to include, subject to the limitations set forth in Section 6(c), any reasonable and documented legal or other fees or expenses incurred by such party in connection with investigating or defending any action or claim. The provisions set forth in Section 6(c) with respect to notice of commencement of any action shall apply if a claim for contribution is to be made under this Section 6(e); *provided, however*, that no additional notice shall be required with respect to any action for which notice has been given under Section 6(c) for purposes of indemnification.

The Company and each Agent agrees that it would not be just and equitable if contribution pursuant to this Section 6(e) were determined by pro rata allocation or by any other method of allocation which does not take account of the equitable considerations referred to in this Section 6(e).

Notwithstanding the provisions of this Section 6(e), an Agent shall not be required to contribute any amount in excess of the Selling Commission received by such Agent in connection with the applicable offering contemplated hereby. No person guilty

of fraudulent misrepresentation (within the meaning of Section 11(f) of the Securities Act) shall be entitled to contribution from any person who was not guilty of such fraudulent misrepresentation. For purposes of this Section 6(e), each director, officer, member, partner, affiliate, agent, and employee of an Agent and each person, if any, who controls such Agent within the meaning of the Securities Act or the Exchange Act shall have the same rights to contribution as such Agent, and each director of the Company, each officer of the Company who signed the Registration Statement, and each person, if any, who controls the Company within the meaning of the Securities Act and the Exchange Act shall have the same rights to contribution as the Company.

## **Section 7. Termination & Survival**

(a) *Term.* Subject to the provisions of this Section 7, the term of this Agreement shall continue from the date of this Agreement until the end of the last-to-end Agency Period, unless earlier terminated by the parties to this Agreement pursuant to this Section 7.

(b) *Termination of Programs; Termination; Survival Following Termination.*

(i) Any program shall automatically terminate on the earliest to occur of (A) the date on which the Agents shall have placed the Maximum Program Amount with respect to such program pursuant to this Agreement and (B) the first date on which the closing price of the Shares being offered and sold in such program on the Principal Market exceeds the difference between the Maximum Program Amount with respect to such program and the Aggregate Sales Proceeds with respect to such program. In addition, the Company may terminate any program at any time by giving written notice as required by this Agreement, upon three (3) Trading Days' notice to each Agent; provided that, if the Company terminates such program after an Agent confirms to the Company any sale of Shares pursuant to such program, the Company shall remain obligated to comply with Section 3(b)(v) with respect to such Shares. If termination of a program shall occur prior to the Settlement Date for any sale of Shares in such program, such sale shall nevertheless settle in accordance with the terms of this Agreement.

(ii) Each Agent may terminate this Agreement, solely with respect to its rights and obligations hereunder, and the Company may terminate this Agreement, with respect to one or more Agents, prior to the end of the last-to-end Agency Period, by giving written notice as required by this Agreement, upon three (3) Trading Days' notice to the other party; provided that, (A) if the Company terminates this Agreement after an Agent confirms to the Company any sale of Shares, the Company shall remain obligated to comply with Section 3(b)(v) with respect to such Shares and (B) Section 2, Section 6, Section 7 and Section 8 shall survive termination of this Agreement. If termination shall occur prior to the Settlement Date for any sale of Shares, such sale shall nevertheless settle in accordance with the terms of this Agreement. For the avoidance of doubt, the termination by one Agent of its rights and obligations under this Agreement pursuant to this Section shall not affect the rights and obligations of the other Agents under this Agreement.

(iii) In addition to the survival provision of Section 7(b)(ii), the respective indemnities, agreements, representations, warranties and other statements of the Company, of its officers and of the Agents set forth in or made pursuant to this Agreement will remain in full force and effect, regardless of any investigation made by or on behalf of an Agent or the Company or any of its or their partners, affiliates, officers or directors or any controlling person, as the case may be, and, anything herein to the contrary notwithstanding, will survive delivery of and payment for the Shares sold hereunder and any termination of this Agreement, provided that, for the avoidance of doubt, upon termination of this Agreement, the Company shall not have any liability to the Agents for any discount, commission or other compensation with respect to any Shares not sold by the Agents under this Agreement prior to such termination.

## **Section 8. Miscellaneous**

### **(a) Recognition of the U.S. Special Resolution Regimes.**

(i) In the event that any Agent is a Covered Entity and becomes subject to a proceeding under a U.S. Special Resolution Regime, the transfer from such Agent of this Agreement, and any interest and obligation in or under this Agreement, will be effective to the same extent as the transfer would be effective under the U.S. Special Resolution Regime if this Agreement, and any such interest and obligation, were governed by the laws of the United States or a state of the United States.

(ii) In the event that any Agent is a Covered Entity and such Agent or a BHC Act Affiliate of such Agent becomes subject to a proceeding under a U.S. Special Resolution Regime, Default Rights under this Agreement that may be exercised against such Agent are permitted to be exercised to no greater extent than such Default Rights could be exercised under the U.S. Special Resolution Regime if this Agreement were governed by the laws of the United States or a state of the United States.

(iii) For purposes of this Section 8(a): (a) “**BHC Act Affiliate**” has the meaning assigned to the term “affiliate” in, and shall be interpreted in accordance with, 12 U.S.C. § 1841(k), (b) “**Covered Entity**” means any of the following: (i) a “covered entity” as that term is defined in, and interpreted in accordance with, 12 C.F.R. § 252.82(b); (ii) a “covered bank” as that term is defined in, and interpreted in accordance with, 12 C.F.R. § 47.3(b); or (iii) a “covered FSP” as that term is defined in, and interpreted in accordance with, 12 C.F.R. § 382.2(b), (c) “**Default Right**” has the meaning assigned to that term in, and shall be interpreted in accordance with, 12 C.F.R. §§ 252.81, 47.2 or 382.1, as applicable, and (d) “**U.S. Special Resolution Regime**” means each of (i) the Federal Deposit Insurance Act and the regulations promulgated thereunder and (ii) Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the regulations promulgated thereunder.

(b) *Press Releases and Disclosure.* The Company may issue a press release describing the material terms of the transactions contemplated hereby as soon as practicable following the date of this Agreement, and may file with the Commission a Current Report on Form 8-K, with this Agreement attached as an exhibit thereto,

describing the material terms of the transactions contemplated hereby, and the Company shall consult with the Agents prior to making such disclosures, and the parties hereto shall use all commercially reasonable efforts, acting in good faith, to agree upon a text for such disclosures that is reasonably satisfactory to all parties hereto. No party hereto shall issue thereafter any press release or like public statement (including, without limitation, any disclosure required in reports filed with the Commission pursuant to the Exchange Act) related to this Agreement or any of the transactions contemplated hereby without the prior written approval of the other parties hereto, except as may be necessary or appropriate in the reasonable opinion of the party seeking to make disclosure to comply with the requirements of applicable law or stock exchange rules and except for the disclosure required pursuant to Section 4(a) of this Agreement in the Company's quarterly reports on Form 10-Q or annual reports on Form 10-K. If any such press release or like public statement is so required, the party making such disclosure shall consult with the other parties prior to making such disclosure, and the parties shall use all commercially reasonable efforts, acting in good faith, to agree upon a text for such disclosure that is reasonably satisfactory to all parties hereto.

(c) *No Advisory or Fiduciary Relationship.* The Company acknowledges and agrees that (i) the transactions contemplated by this Agreement, including the determination of any fees, are arm's-length commercial transactions between the Company and the Agents, (ii) when acting as principals under this Agreement, the Agents are and have been acting solely as principals and are not the agents or fiduciaries of the Company, or its stockholders, creditors, employees or any other party, (iii) the Agents have not assumed nor will assume an advisory or fiduciary responsibility in favor of the Company with respect to the transactions contemplated hereby or the process leading thereto (irrespective of whether any Agent has advised or is currently advising the Company on other matters) and the Agents do not have any obligation to the Company with respect to the transactions contemplated hereby except the obligations expressly set forth in this Agreement, (iv) the Agents and their respective affiliates may be engaged in a broad range of transactions that involve interests that differ from those of the Company, and (v) the Agents have not provided any legal, accounting, regulatory or tax advice with respect to the transactions contemplated hereby and the Company has consulted its own legal, accounting, regulatory and tax advisors to the extent it deemed appropriate.

(d) *Research Analyst Independence.* The Company acknowledges that the Agents' research analysts and research departments are required to and should be independent from their respective investment banking divisions and are subject to certain regulations and internal policies, and as such an Agent's research analysts may hold views and make statements or investment recommendations and/or publish research reports with respect to the Company or the offerings that differ from the views of their respective investment banking divisions. The Company understands that the Agents are full service securities firms and as such from time to time, subject to applicable securities laws, may effect transactions for their own respective accounts or the accounts of their respective customers and hold long or short positions in debt or equity securities of the companies that may be the subject of the transactions contemplated by this Agreement.

(e) *Notices.* All communications hereunder shall be in writing and shall be

mailed, hand delivered, faxed or e-mailed and confirmed to the parties hereto as follows:

If to the Agents:

TD Securities (USA) LLC  
1 Vanderbilt Avenue  
New York, New York 10017  
Facsimile: [\*\*\*]  
E-mail: [\*\*\*]  
Attention: Head of Equity Capital Markets; General Counsel

Barclays Capital Inc.  
745 Seventh Avenue  
New York, New York 10019  
Attention: Syndicate Registration  
Fax: [\*\*\*]

The Benchmark Company, LLC  
150 East 58th Street, 17th Floor  
New York, New York 10155  
E-mail: [\*\*\*]  
Attention: General Counsel

BTIG, LLC  
65 East 55th Street  
New York, New York 10022  
E-mail: [\*\*\*]  
[\*\*\*]  
[\*\*\*]  
Attention: ECM, General Counsel

Canaccord Genuity LLC  
1 Post Office Square, Suite 3000  
Boston, Massachusetts 02109  
Attention: Equity Capital Markets  
Email: [\*\*\*]

Cantor Fitzgerald & Co.  
110 East 59th Street, 6th floor,  
New York, New York 10022  
Attention: General Counsel, Global Head of Investment Banking  
E-mail: [\*\*\*]  
[\*\*\*]

Clear Street LLC

4 World Trade Center,  
150 Greenwich St. Floor 45  
New York, New York 10007  
Attention: General Counsel  
Email: [\*\*\*]

Compass Point Research & Trading, LLC  
1055 Thomas Jefferson Street NW, Suite 303  
Washington, DC 20007  
Attention: Christopher Nealon  
Email: [\*\*\*]

H.C. Wainwright & Co., LLC  
430 Park Avenue, 3rd Floor  
New York, New York 10022  
Attention: Chief Executive Officer  
Email: [\*\*\*]

Keefe, Bruyette & Woods, Inc.  
787 Seventh Avenue, Fourth Floor  
New York, NY 10019  
Attention: Syndicate Department, Equity Capital Markets  
Email for notices: [\*\*\*]

Maxim Group LLC  
300 Park Avenue  
New York, NY 10022  
Attention: James Siegel  
Email: [\*\*\*]

Mizuho Securities USA LLC  
1271 Avenue of the Americas  
New York, New York 10020  
Attention: Equity Capital Markets  
Email: [\*\*\*]  
[\*\*\*]

Morgan Stanley & Co. LLC  
1585 Broadway, 29th Floor  
New York, New York 10036  
Attention: Investment Banking Division (fax: [\*\*\*])

Santander US Capital Markets LLC  
437 Madison Avenue  
New York, NY 10022  
Fax for notices: [\*\*\*]  
Email for notices: [\*\*\*]  
[\*\*\*]  
Attention: Craig Wiele, Rob Torres

SG Americas Securities, LLC  
245 Park Avenue  
New York, New York 10167  
E-mail: [\*\*\*]  
Attention: Equity Capital Markets

TCBI Securities, Inc., doing business as Texas Capital Securities  
2000 McKinney Avenue, Suite 700  
Dallas, Texas 75201  
Attention: Head of Capital Markets  
E-mail: [\*\*\*]

with a copy (which shall not constitute notice) to:

Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017  
Attention: Joseph A. Hall  
Dan Gibbons  
Facsimile: [\*\*\*]  
E-mail: [\*\*\*]  
[\*\*\*]

If to the Company:

Strategy Inc (formerly MicroStrategy Incorporated)  
1850 Towers Crescent Plaza  
Tysons Corner, VA 22182  
Attention: General Counsel  
E-mail: [\*\*\*] and [\*\*\*]

with a copy (which shall not constitute notice) to:

Wilmer Cutler Pickering Hale and Dorr LLP  
60 State Street  
Boston, Massachusetts 02109  
Facsimile: [\*\*\*]  
Attention: Thomas S. Ward  
E-mail: [\*\*\*]

Latham & Watkins LLP  
1271 Avenue of the Americas  
New York, NY 10020  
Attention: Greg Rodgers  
Brittany Ruiz  
E-mail: [\*\*\*]; [\*\*\*]

Any party hereto may change the address for receipt of communications by giving written notice to the others in accordance with this Section 8(e).

(f) *Successors*. This Agreement will inure to the benefit of and be binding upon the parties hereto, and to the benefit of the employees, members, partners, affiliates, agents, officers and directors and controlling persons referred to in Section 6, and in each case their respective successors, and no other person will have any right or obligation hereunder. The term “successors” shall not include any purchaser of the Shares as such from any Agent merely by reason of such purchase.

(g) *Partial Unenforceability*. The invalidity or unenforceability of any Article, Section, paragraph or provision of this Agreement shall not affect the validity or enforceability of any other Article, Section, paragraph or provision hereof. If any Article, Section, paragraph or provision of this Agreement is for any reason determined to be invalid or unenforceable, there shall be deemed to be made such minor changes (and only such minor changes) as are necessary to make it valid and enforceable.

(h) *Governing Law Provisions*. This Agreement shall be governed by and construed in accordance with the internal laws of the State of New York applicable to agreements made and to be performed in such state. Any legal suit, action or proceeding arising out of or based upon this Agreement or the transactions contemplated hereby may be instituted in the federal courts of the United States of America located in the Borough of Manhattan in the City of New York or the courts of the State of New York in each case located in the Borough of Manhattan in the City of New York (collectively, the “**Specified Courts**”), and each party irrevocably submits to the exclusive jurisdiction (except for proceedings instituted in regard to the enforcement of a judgment of any such court, as to which such jurisdiction is non-exclusive) of such courts in any such suit, action or proceeding. Service of any process, summons, notice or document by mail to such party’s address set forth above shall be effective service of process for any suit, action or other proceeding brought in any such court. The parties irrevocably and unconditionally waive any objection to the laying of venue of any suit, action or other proceeding in the Specified Courts and irrevocably and unconditionally waive and agree not to plead or claim in any such court that any such suit, action or other proceeding brought in any such court has been brought in an inconvenient forum.

(i) *Additional Programs*. At any time after the date of this Agreement, the

Company may enter into additional programs hereunder with respect to sales of Shares, provided that an executed addendum, in the form of Exhibit B hereto, is executed by both the Company and the Agents (an “**Additional Program Addendum**”). Upon execution of an Additional Program Addendum, all the terms of this Agreement, including but not limited to the representations, warranties and covenants of the Company, shall apply with equal force to such program, *mutatis mutandis*.

(j) *Additional Agents*. At any time after the date of this Agreement, the Company may add additional Agents to this Agreement through the execution by the Company and such additional Agents of a joinder in the form of Exhibit C hereto and the delivery of such executed joinder to each other Agent.

(k) *General Provisions*. This Agreement constitutes the entire agreement of the parties to this Agreement and supersedes all prior written or oral and all contemporaneous oral agreements, understandings and negotiations with respect to the subject matter hereof. This Agreement may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law, e.g., www. Docusign.com) or other transmission method. Except as described in Section 8(i) and Section 8(j) of this Agreement, this Agreement may not be amended or modified unless in writing by all of the parties hereto, and no condition herein (express or implied) may be waived unless waived in writing by each party whom the condition is meant to benefit. The Article and Section headings herein are for the convenience of the parties only and shall not affect the construction or interpretation of this Agreement.

[Signature Page Immediately Follows]



The foregoing Agreement is hereby confirmed and accepted by the Agents in New York, New York as of the date first above written.

**TD SECURITIES (USA) LLC**

By: /s/ Michael Murphy

Name: Michael Murphy

Title: Managing Director

*[Signature Page to Omnibus Sales Agreement]*

**BARCLAYS CAPITAL INC.**

By: /s/ Jamie Turturici  
Name: Jamie Turturici  
Title: Managing Director, Head of  
Technology ECM

---

*[Signature Page to Omnibus Sales Agreement]*

**THE BENCHMARK COMPANY, LLC**

By: /s/ John J. Borer

Name: John J. Borer III

Title: Senior Managing Director

*[Signature Page to Omnibus Sales Agreement]*

**BTIG, LLC**

By:

/s/ Alex Arden

Name: Alex Arden

---

Title: Managing Director

*[Signature Page to Omnibus Sales Agreement]*

**CANACCORD GENUITY LLC**

By: /s/ Jason Partenza  
Name: Jason Partenza  
Title: Managing Director

---

*[Signature Page to Omnibus Sales Agreement]*

**CANTOR FITZGERALD & CO.**

By: /s/ Sameer Vasudev  
Name: Sameer Vasudev  
Title: Managing Director

---

*[Signature Page to Omnibus Sales Agreement]*

**CLEAR STREET LLC**

By: /s/ Ryan Gerety

Name: Ryan Gerety

Title: Managing Director

*[Signature Page to Omnibus Sales Agreement]*

**COMPASS POINT RESEARCH & TRADING, LLC**

By:           /s/ Christopher Nealon          

Name: Christopher Nealon

Title: President & COO

*[Signature Page to Omnibus Sales Agreement]*

**H.C. WAINWRIGHT & CO., LLC**

By: /s/ Edward D. Silvera

Name: Edward D. Silvera

Title: Chief Operating Officer

*[Signature Page to Omnibus Sales Agreement]*

**KEEFE, BRUYETTE & WOODS, INC.**

By:           /s/ Ruben Sahakyan          

Name: Ruben Sahakyan  
Title: Managing Director

*[Signature Page to Omnibus Sales Agreement]*

**MAXIM GROUP LLC**

By: /s/ Ritesh M. Veera

Name: Ritesh M. Veera

Title: Co-Head, Investment Banking

*[Signature Page to Omnibus Sales Agreement]*

**MIZUHO SECURITIES USA LLC**

By: /s/ Mariano Gaut

---

Name: Mariano Gaut

Title: Managing Director

*[Signature Page to Omnibus Sales Agreement]*

**MORGAN STANLEY & CO. LLC**

By: /s/ Andrew Doherty

Name: Andrew Doherty

Title: Authorized Signatory

*[Signature Page to Omnibus Sales Agreement]*

**SANTANDER US CAPITAL MARKETS LLC**

By: /s/ Craig Wiele

Name: Craig Wiele

Title: Managing Director

**SANTANDER US CAPITAL MARKETS LLC**

By: /s/ Robert Torres

Name: Robert Torres

Title: Executive Director

*[Signature Page to Omnibus Sales Agreement]*

**SG AMERICAS SECURITIES, LLC**

By: /s/ Jonathan Weinberger  
Name: Jonathan Weinberger  
Title: Managing Director

*[Signature Page to Omnibus Sales Agreement]*

**TCBI SECURITIES, INC., DOING BUSINESS AS TEXAS CAPITAL SECURITIES**

By: /s/ Jon Merriman  
Name: Jon Merriman  
Title: Head of Equities

*[Signature Page to Omnibus Sales Agreement]*

**EXHIBIT A**

FORM OF ISSUANCE NOTICE

[Date]

[TD SECURITIES (USA) LLC  
1 Vanderbilt Avenue  
New York, New York 10017]

[BARCLAYS CAPITAL INC.  
745 Seventh Avenue  
New York, New York 10019]

[THE BENCHMARK COMPANY, LLC  
150 East 58th Street, 17th Floor  
New York, New York 10155]

[BTIG, LLC  
65 East 55th Street  
New York, New York 10022]

[CANACCORD GENUITY LLC  
1 Post Office Square, Suite 3000  
Boston, Massachusetts 02109]

CANTOR FITZGERALD & CO.  
110 East 59th Street, 6th Floor  
New York, New York 10022

[CLEAR STREET LLC  
4 World Trade Center,  
150 Greenwich St. Floor 45  
New York, New York 10007]

[COMPASS POINT RESEARCH & TRADING, LLC  
1055 Thomas Jefferson Street NW  
Suite 303  
Washington, DC 20007]

[H.C. WAINWRIGHT & CO., LLC  
430 Park Avenue, 3rd Floor  
New York, New York 10022]

[KEEFE, BRUYETTE & WOODS, INC.  
787 Seventh Ave., 4th Floor  
New York, New York 10019]

[MAXIM GROUP LLC  
300 Park Avenue  
New York, New York 10022]

[MIZUHO SECURITIES USA LLC  
1271 Avenue of the Americas  
New York, New York 10020]

[MORGAN STANLEY & CO. LLC  
1585 Broadway  
New York, New York 10036]

[SANTANDER US CAPITAL MARKETS LLC  
437 Madison Avenue  
New York, NY 10022]

[SG AMERICAS SECURITIES, LLC  
245 Park Avenue  
New York, New York 10167]

[TCBI Securities, Inc., doing business as Texas Capital Securities  
2000 McKinney Avenue, Suite 700  
Dallas, Texas 75201]

Attn: [            ]

Reference is made to the Omnibus Sales Agreement between Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “**Company**”), and TD Securities (USA) LLC, Barclays Capital Inc., The Benchmark Company, LLC, BTIG, LLC, Canaccord Genuity LLC, Cantor Fitzgerald & Co., Clear Street LLC, Compass Point Research & Trading, LLC, H.C. Wainwright & Co., LLC, Keefe, Bruyette & Woods, Inc., Maxim Group LLC, Mizuho Securities USA LLC, Morgan Stanley & Co. LLC, Santander US Capital Markets LLC, SG Americas Securities, LLC and TCBI Securities, Inc., doing business as Texas Capital Securities, dated as of November [•], 2025. The Company confirms that all conditions to the delivery of this Issuance Notice to [TD Securities (USA) LLC] [Barclays Capital Inc.] [The Benchmark Company, LLC] [BTIG, LLC] [Canaccord Genuity LLC] [Cantor Fitzgerald & Co.] [Clear Street LLC] [Compass Point Research & Trading, LLC] [H.C. Wainwright & Co., LLC] [Keefe, Bruyette & Woods, Inc.] [Maxim Group LLC] [Mizuho Securities USA LLC] [Morgan Stanley & Co. LLC] [Santander US Capital Markets LLC] [SG Americas Securities, LLC] [TCBI Securities, Inc., doing business as Texas Capital Securities]<sup>6</sup> (the “**Designated Agent**”) are satisfied as of the date hereof.

<sup>6</sup> To include Agent notice information as relevant for the notice being delivered.

Date of Delivery of Issuance Notice (determined pursuant to Section 3(b)(i)):

Type of Security	[Common Shares] [STRF Preferred Shares] [STRC Preferred Shares] [STRK Preferred Shares] [STRD Preferred Shares]
Issuance Amount (equal to the total Sales Price for such Shares):	\$ _____
Number of days in selling period:	_____
First date of selling period:	_____
Last date of selling period:	_____
Settlement Date(s) if other than standard T+1 settlement:	_____

Floor Price Limitation (in no event less than \$1.00 without the prior written consent of the Designated Agent, which consent may be withheld in the Agent's sole discretion): \$ \_\_\_\_\_ per share

Comments: \_\_\_\_\_

**Schedule A**

**Notice Parties**

The Company

Strategy Inc (formerly MicroStrategy Incorporated)  
1850 Towers Crescent Plaza  
Tysons Corner, VA 22182  
Attention: General Counsel  
E-mail: [\*\*\*] and [\*\*\*]

with a copy (which shall not constitute notice) to:

Wilmer Cutler Pickering Hale and Dorr LLP  
60 State Street  
Boston, Massachusetts 02109  
Facsimile: [\*\*\*]  
Attention: Thomas S. Ward  
E-mail: [\*\*\*]

Latham & Watkins LLP  
1271 Avenue of the Americas  
New York, NY 10020  
Attention:

Greg Rodgers  
Brittany Ruiz

E-mail: [\*\*\*]; [\*\*\*]

The Agents<sup>7</sup>

[TD Securities (USA) LLC  
1 Vanderbilt Avenue  
New York, New York 10017  
Attention: General Counsel  
E-mail:

[\*\*\*]  
[\*\*\*]  
[\*\*\*]  
[\*\*\*]]

[Barclays Capital Inc.  
745 Seventh Avenue  
New York, New York 10019  
Attention: Syndicate Registration  
Fax: [\*\*\*]]

<sup>7</sup> To include Agent notice information as relevant for the notice being delivered.

[The Benchmark Company, LLC  
150 East 58th Street, 17th Floor  
New York, New York 10155  
E-mail: [\*\*\*]  
Attention: General Counsel]

[BTIG, LLC  
65 East 55th Street  
New York, New York 10022  
E-mail: [\*\*\*]  
[\*\*\*]  
[\*\*\*]  
Attention: ECM, General Counsel]

[Canaccord Genuity LLC  
1 Post Office Square, Suite 3000  
Boston, Massachusetts 02109  
Attention: Equity Capital Markets  
Email: [\*\*\*]]

[Cantor Fitzgerald & Co.  
110 East 59th Street, 6th floor,  
New York, New York 10022  
Attention: General Counsel, Global Head of Investment Banking  
E-mail: [\*\*\*]  
[\*\*\*]]

[Clear Street LLC  
4 World Trade Center,  
150 Greenwich St, Floor 45  
New York, New York 10007  
Attention: General Counsel  
Email: [\*\*\*]  
[\*\*\*]  
Phone: [\*\*\*]]

[Compass Point Research & Trading, LLC  
1055 Thomas Jefferson Street NW  
Suite 303  
Washington, DC 20007  
Attention: Christopher Nealon  
Email: [\*\*\*]]

[H.C. Wainwright & Co., LLC  
430 Park Avenue, 3rd Floor  
New York, New York 10022  
Attention: Chief Executive Officer  
Email: [\*\*\*]  
[\*\*\*]]

[Keefe, Bruyette & Woods, Inc.  
787 Seventh Avenue, Fourth Floor  
New York, NY 10019  
Attention: Syndicate Department, Equity Capital Markets  
Email for notices: [\*\*\*]]

[Maxim Group LLC  
300 Park Avenue  
New York, NY 10022  
Attention: James Siegel  
Email: [\*\*\*]]

[Mizuho Securities USA LLC  
1271 Avenue of the Americas  
New York, New York 10020  
Attention: Equity Capital Markets  
Email: [\*\*\*]  
[\*\*\*]]

[Morgan Stanley & Co. LLC  
1585 Broadway, 29th Floor  
New York, New York 10036  
Attention: Investment Banking Division (fax: [\*\*\*])

[Santander US Capital Markets LLC  
437 Madison Avenue  
New York, NY 10022  
Fax for notices: 212-407-0930  
Email for notices: [\*\*\*]  
[\*\*\*]  
Attention: Craig Wiele, Rob Torres]

[SG Americas Securities, LLC  
245 Park Avenue  
New York, New York 10167  
E-mail: [\*\*\*]  
Attention: General Counsel]

[TCBI Securities, Inc., doing business as Texas Capital Securities  
2000 McKinney Avenue, Suite 700  
Dallas, Texas 75201  
Attention: Head of Capital Markets  
E-mail: [\*\*\*]]

with a copy (which shall not constitute notice) to:

Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017  
Attention: Joseph A. Hall  
Dan Gibbons  
Facsimile: [\*\*\*]  
E-mail: [\*\*\*]  
[\*\*\*]

**Form of Officer’s Certificate Pursuant to Section 4(p)**

The undersigned, the duly qualified and elected [•] of Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “**Company**”), does hereby certify in such capacity and on behalf of the Company, pursuant to Section 4(p) of the Omnibus Sales Agreement, dated November 4, 2025, between the Company and TD Securities (USA) LLC, Barclays Capital Inc., The Benchmark Company, LLC, BTIG, LLC, Canaccord Genuity LLC, Cantor Fitzgerald & Co., Clear Street LLC, Compass Point Research & Trading, LLC, H.C. Wainwright & Co., LLC, Keefe, Bruyette & Woods, Inc., Maxim Group LLC, Mizuho Securities USA LLC, Morgan Stanley & Co. LLC, Santander US Capital Markets LLC, SG Americas Securities, LLC and TCBI Securities, Inc., doing business as Texas Capital Securities (the “**Omnibus Sales Agreement**”), that to the knowledge of the undersigned:

(i) The applicable representations and warranties of the Company in Section 2 of the Omnibus Sales Agreement are true and correct on and as of the date hereof with the same force and effect as if expressly made on and as of the date hereof; *provided, however* that such representations and warranties are qualified by the disclosure included or incorporated by reference in the Registration Statement and Prospectus (including any documents incorporated by reference therein and any supplements thereto); and

(ii) The Company has complied with all applicable agreements and satisfied all applicable conditions on its part to be performed or satisfied pursuant to the Omnibus Sales Agreement at or prior to the date hereof.

[Wilmer Cutler Pickering Hale and Dorr LLP] [Latham & Watkins LLP] and Davis Polk & Wardwell LLP are entitled to rely on this certificate in connection with the respective opinions such firms are rendering pursuant to the Omnibus Sales Agreement.

Capitalized terms used herein without definition shall have the meanings given to such terms in the Omnibus Sales Agreement.

STRATEGY INC (FORMERLY MICROSTRATEGY INCORPORATED)

By:

\_\_\_\_\_  
Name:

Title:

Date: [•]

## EXHIBIT B

### FORM OF ADDITIONAL PROGRAM ADDENDUM TO STRATEGY OMNIBUS SALES AGREEMENT

[•], 20[•]

Reference is made to the Omnibus Sales Agreement (as it may be amended from time to time, the “Omnibus Sales Agreement”), dated as of November 4, 2025, originally between Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “Company”), and the Agents identified therein. Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Omnibus Sales Agreement.

WHEREAS, pursuant to Section 8(i) of the Omnibus Sales Agreement, the Company wishes to enter into an additional at the market program with respect to sales of certain Shares (the “Additional Program”) under such Omnibus Sales Agreement;

NOW, THEREFORE, the Company and the Agents hereby agree, with respect to the specific terms that will apply to the Additional Program, as follows:

Issuer	Strategy Inc (formerly MicroStrategy Incorporated).
Shares Offered	[•], \$[•] par value per share, of the Issuer (the “[•] Shares”).
Amount Offered	[•] Shares with an aggregate sale price of up to the Maximum Program Amount with respect to the Additional Program.
Survival	This Additional Program Addendum does not cancel, extinguish, limit or otherwise adversely affect any right or obligation of the parties under the Omnibus Sales Agreement.
Governing Law	This Additional Program Addendum and any claim, controversy or dispute arising under or related to this Addendum Agreement shall be governed by and construed in accordance with the laws of the State of New York.
Counterparts	This Additional Program Addendum may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law, e.g., www. Docusign.com) or other transmission method.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, the undersigned have executed this Additional Program Addendum as of the date first above written.

By: **STRATEGY INC**

By:

---

Name: [•]

Title: [•]

*[Signature Page to Additional Program Addendum]*

By: [•]  
As Agents

---

Name: [•]

Title: [•]

8 NTD: Include signature pages for each of the Agents.

*[Signature Page to Additional Program Addendum]*

**EXHIBIT C**

**FORM OF JOINDER TO STRATEGY OMNIBUS SALES AGREEMENT**

[•], 20[•]

Reference is made to the Omnibus Sales Agreement (as it may be amended from time to time, the “Omnibus Sales Agreement”), dated as of November 4, 2025, originally between Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “Company”), and the Agents identified therein. Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Omnibus Sales Agreement.

WHEREAS, the Company wishes to add an additional Agent to the Omnibus Sales Agreement pursuant to Section 8(j) of the Omnibus Sales Agreement and [\_\_\_\_\_] (the “New Agent”) desired to be added as an additional Agent to the Omnibus Sales Agreement;

NOW, THEREFORE, the Company and the New Agent hereby agree as follows:

The New Agent shall be added as an Agent under the Omnibus Sales Agreement and shall be bound by the terms and conditions of, and subject to the obligations of, and entitled to the benefits of, the Omnibus Sales Agreement as an Agent thereunder effective as of the date of this Joinder.

This Joinder and any claim, controversy or dispute arising under or related to this Joinder shall be governed by and construed in accordance with the laws of the State of New York.

This Joinder may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law, e.g., www. Docusign.com) or other transmission method.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, the undersigned have executed this Joinder as of the date first above written.

By: **STRATEGY INC (FORMERLY MICROSTRATEGY INCORPORATED**

By:

---

Name: [•]

Title: [•]

*[Signature Page to Joinder]*

By: **[NEW AGENT]**  
As Agent

---

Name: [•]

Title: [•]

*[Signature Page to Joinder]*

**STRATEGY  
AMENDMENT NO. 1 TO OMNIBUS SALES AGREEMENT**

February 19, 2026

TD SECURITIES (USA) LLC  
1 Vanderbilt Avenue  
New York, New York 10017

BARCLAYS CAPITAL INC.  
745 Seventh Avenue  
New York, New York 10019

THE BENCHMARK COMPANY, LLC  
150 East 58th Street, 17th Floor  
New York, New York 10155

BTIG, LLC  
65 East 55th Street  
New York, New York 10022

CANACCORD GENUITY LLC  
1 Post Office Square, Suite 3000  
Boston, Massachusetts 02109

CANTOR FITZGERALD & CO.  
110 East 59th Street, 6th Floor  
New York, New York 10022

CLEAR STREET LLC  
4 World Trade Center,  
150 Greenwich St. Floor 45  
New York, New York 10007

COMPASS POINT RESEARCH & TRADING, LLC  
1055 Thomas Jefferson Street NW  
Suite 303  
Washington, DC 20007

H.C. WAINWRIGHT & CO., LLC  
430 Park Avenue, 3rd Floor  
New York, New York 10022

KEEFE, BRUYETTE & WOODS, INC.  
787 Seventh Ave., 4th Floor  
New York, New York 10019

MAXIM GROUP LLC  
300 Park Avenue  
New York, New York 10022

MIZUHO SECURITIES USA LLC  
1271 Avenue of the Americas  
New York, New York 10020

MORGAN STANLEY & CO. LLC  
1585 Broadway  
New York, New York 10036

SANTANDER US CAPITAL MARKETS LLC  
437 Madison Avenue  
New York, NY 10022

SG AMERICAS SECURITIES, LLC  
245 Park Avenue  
New York, New York 10167

TCBI SECURITIES INC., DOING BUSINESS AS TEXAS CAPITAL SECURITIES  
2000 McKinney Avenue, Suite 700  
Dallas, Texas 75201

Ladies and Gentlemen:

Reference is made to the Omnibus Sales Agreement, dated as of November 4, 2025 (the “**Sales Agreement**”), by and among Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “**Company**”), and TD Securities (USA) LLC, Barclays Capital Inc., The Benchmark Company, LLC, BTIG, LLC, Canaccord Genuity LLC, Cantor Fitzgerald & Co., Clear Street LLC, Compass Point Research & Trading, LLC, H.C. Wainwright & Co., LLC, Keefe, Bruyette & Woods, Inc., Maxim Group LLC, Mizuho Securities USA LLC, Morgan Stanley & Co. LLC, Santander US Capital Markets LLC, SG Americas Securities, LLC and TCBI Securities, Inc., doing business as Texas Capital Securities, as sales agents and/or principals (each an “**Agent**” and collectively the “**Agents**”), pursuant to which the Company may, from time to time, issue and sell through the Agents (i) shares of the Company’s 10.00% Series A Perpetual Strife Preferred Stock, par value \$0.001 per share, with a stated amount of \$100 per share (the “**STRF Preferred Stock**”), (ii) shares of the Company’s Variable Rate Series A Perpetual Stretch Preferred Stock, \$0.001 par value per share, with a stated amount of \$100 per share (the “**STRC Preferred Stock**”), (iii) shares of the Company’s 8.00% Series A Perpetual Strike Preferred Stock, par value \$0.001 per share (the “**STRK Preferred Stock**”), (iv) shares of the Company’s 10.00% Series A Perpetual Stride Preferred Stock, par value \$0.001 per share, with a stated amount of \$100 per share (the “**STRD Preferred Stock**”), (v) shares of the Company’s preferred stock, par value \$0.001 per share, of such series as may be designated by the Company from time to time in the future (collectively, the “**Future Designated Preferred Stock**” and, together with the STRF Preferred Stock, the STRC Preferred Stock, the STRK Preferred Stock and the STRD Preferred Stock, the “**Preferred Stock**”), and (vi) shares of the Company’s class A common stock, par value \$0.001 per share (the “**Common Stock**”).

In connection with the foregoing, the parties hereto wish to amend the Sales Agreement through this Amendment No. 1 to the Sales Agreement (this “**Amendment**”) to make certain changes to the Sales Agreement with effect on and after the date hereof.

**Section 1. Definitions.** Capitalized terms but not otherwise defined herein shall have the meanings ascribed to such terms in the Sales Agreement.

**Section 2. Representation and Warranty.** The Company represents and warrants to the Agents that this Amendment has been duly authorized, executed and delivered by the Company.

**Section 3. Amendments.** The parties hereto agree, from and after the date hereof, that:

(a) Section 4(q) of the Sales Agreement is hereby amended by deleting the reference to “Davis Polk & Wardwell LLP” and inserting “Skadden, Arps, Slate, Meagher & Flom LLP or such other counsel reasonably satisfactory to the Agents” in its place.

(b) The last address block set forth under “If to the Agents:” in Section 8(e) of the Sales Agreement is hereby deleted in its entirety and replaced with the following:

“with a copy (which shall not constitute notice) to:

“Skadden, Arps, Slate, Meagher & Flom LLP  
2000 Avenue of the Stars, Suite 200N  
Los Angeles, California 90067  
Attention: Michelle Gasaway  
Facsimile: [\*\*\*]  
E-mail: [\*\*\*]

or such other persons as the Agents shall designate in writing to the Company”

(c) The last address block set forth under “The Agents” in Schedule A to the Sales Agreement is hereby deleted in its entirety and replaced with the following:

“with a copy (which shall not constitute notice) to:

“Skadden, Arps, Slate, Meagher & Flom LLP  
2000 Avenue of the Stars, Suite 200N  
Los Angeles, California 90067  
Attention: Michelle Gasaway  
Facsimile: [\*\*\*]  
E-mail: [\*\*\*]

or such other persons as the Agents shall designate in writing to the Company.”

**Section 4. Effect of Amendment.** Upon execution by the parties hereto, this Amendment shall become a binding agreement in accordance with its terms. Except as expressly set forth in Section 3 hereof, this Amendment shall not alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Sales Agreement, all of which shall continue in full force and effect.

**Section 5. Counterparts and Electronic Signature.** This Amendment may be executed in two or more counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act, or other applicable law, e.g., [www.DocuSign.com](http://www.DocuSign.com)) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

**Section 6. Governing Law.** This Amendment shall be governed by and construed in accordance with the laws governing the Sales Agreement.

*[Signature Page Immediately Follows]*

If the foregoing is in accordance with your understanding of our agreement, kindly sign and return to the Company the enclosed copies hereof, whereupon this instrument, along with all counterparts hereof, shall become a binding agreement in accordance with its terms.

Very truly yours,

**STRATEGY INC (FORMERLY MICROSTRATEGY INCORPORATED)**

By: /s/ Andrew Kang

Name: Andrew Kang

Title: Executive Vice President & Chief Financial Officer

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

The foregoing Agreement is hereby confirmed and accepted by the Agents in New York, New York as of the date first above written.

**TD SECURITIES (USA) LLC**

By:           /s/ Michael Murphy          

Name: Michael Murphy

Title: Managing Director

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**BARCLAYS CAPITAL INC.**

By: /s/ Jamie Turturici

Name: Jamie Turturici

Title: Managing Director, Head of Technology ECM

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**THE BENCHMARK COMPANY, LLC**

By:           /s/ John J. Borer III          

Name: John J. Borer III

Title: Senior Managing Director

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**BTIG, LLC**

By: /s/ Alex Alden

---

Name: Alex Alden

Title: Managing Director

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**CANACCORD GENUITY LLC**

By:           /s/ Jason Partenza            
Name: Jason Partenza  
Title: Managing Director

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**CANTOR FITZGERALD & CO.**

By: /s/ Sameer Vasudev

---

Name: Sameer Vasudev

Title: Managing Director

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**CLEAR STREET LLC**

By: /s/ Ryan Gerety

---

Name: Ryan Gerety

Title: Managing Director

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**COMPASS POINT RESEARCH & TRADING, LLC**

By: /s/ Christopher Nealon

---

Name: Christopher Nealon

Title: President & COO

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**H.C. WAINWRIGHT & CO., LLC**

By: /s/ Edward D. Silvera

---

Name: Edward D. Silvera

Title: Co-Chief Executive Officer

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**KEEFE, BRUYETTE & WOODS, INC.**

By: /s/ Ruben Sahakyan

---

Name: Ruben Sahakyan

Title: Managing Director

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**MAXIM GROUP LLC**

By: /s/ Ritesh M. Veera

Name: Ritesh M. Veera

Title: Co-Head, Investment Banking

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**MIZUHO SECURITIES USA LLC**

By: /s/ Mariano Gaut

---

Name: Mariano Gaut

Title: Managing Director

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**MORGAN STANLEY & CO. LLC**

By: /s/ Andrew Doherty

Name: Andrew Doherty

Title: Authorized Signatory

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**SANTANDER US CAPITAL MARKETS LLC**

By: /s/ Craig Wiele

---

Name: Craig Wiele

Title: Managing Director

By: /s/ Robert Torres

---

Name: Robert Torres

Title: Executive Director

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**SG AMERICAS SECURITIES, LLC**

By:           /s/ Jonathan Weinberger          

Name: Jonathan Weinberger

Title: Managing Director

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**TCBI SECURITIES, INC.**

By: /s/ Jon Merriman

---

Name: Jon Merriman

Title: Head of Equities

*[Signature Page to Amendment No. 1 to Omnibus Sales Agreement]*

**STRATEGY  
AMENDMENT NO. 2 TO OMNIBUS SALES AGREEMENT**

March 9, 2026

TD SECURITIES (USA) LLC  
1 Vanderbilt Avenue  
New York, New York 10017

BARCLAYS CAPITAL INC.  
745 Seventh Avenue  
New York, New York 10019

THE BENCHMARK COMPANY, LLC  
150 East 58th Street, 17th Floor  
New York, New York 10155

BTIG, LLC  
65 East 55th Street  
New York, New York 10022

CANACCORD GENUITY LLC  
1 Post Office Square, Suite 3000  
Boston, Massachusetts 02109

CANTOR FITZGERALD & CO.  
110 East 59th Street, 6th Floor  
New York, New York 10022

CLEAR STREET LLC  
4 World Trade Center,  
150 Greenwich St. Floor 45  
New York, New York 10007

COMPASS POINT RESEARCH & TRADING, LLC  
1055 Thomas Jefferson Street NW  
Suite 303  
Washington, DC 20007

H.C. WAINWRIGHT & CO., LLC  
430 Park Avenue, 3rd Floor  
New York, New York 10022

KEEFE, BRUYETTE & WOODS, INC.  
787 Seventh Ave., 4th Floor  
New York, New York 10019

MAXIM GROUP LLC  
300 Park Avenue  
New York, New York 10022

MIZUHO SECURITIES USA LLC  
1271 Avenue of the Americas  
New York, New York 10020

MORGAN STANLEY & CO. LLC  
1585 Broadway  
New York, New York 10036

SANTANDER US CAPITAL MARKETS LLC  
437 Madison Avenue  
New York, NY 10022

SG AMERICAS SECURITIES, LLC  
245 Park Avenue  
New York, New York 10167

TCBI SECURITIES INC., DOING BUSINESS AS TEXAS CAPITAL SECURITIES  
2000 McKinney Avenue, Suite 700  
Dallas, Texas 75201

Ladies and Gentlemen:

Reference is made to the Omnibus Sales Agreement, dated as of November 4, 2025, by and among Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “**Company**”), and TD Securities (USA) LLC, Barclays Capital Inc., The Benchmark Company, LLC, BTIG, LLC, Canaccord Genuity LLC, Cantor Fitzgerald & Co., Clear Street LLC, Compass Point Research & Trading, LLC, H.C. Wainwright & Co., LLC, Keefe, Bruyette & Woods, Inc., Maxim Group LLC, Mizuho Securities USA LLC, Morgan Stanley & Co. LLC, Santander US Capital Markets LLC, SG Americas Securities, LLC and TCBI Securities, Inc., doing business as Texas Capital Securities, as sales agents and/or principals (each an “**Agent**” and collectively the “**Agents**”), as amended by that certain Amendment No. 1 to Omnibus Sales Agreement, dated as of February 19, 2026, by and among the Company and the Agents (such Omnibus Sales Agreement, as so amended, the “**Sales Agreement**”) pursuant to which the Company may, from time to time, issue and sell through the Agents (i) shares of the Company’s 10.00% Series A Perpetual Strife Preferred Stock, par value \$0.001 per share, with a stated amount of \$100 per share (the “**STRF Preferred Stock**”), (ii) shares of the Company’s Variable Rate Series A Perpetual Stretch Preferred Stock, \$0.001 par value per share, with a stated amount of \$100 per share (the “**STRC Preferred Stock**”), (iii) shares of the Company’s 8.00% Series A Perpetual Strike Preferred Stock, par value

\$0.001 per share (the “**STRK Preferred Stock**”), (iv) shares of the Company’s 10.00% Series A Perpetual Stride Preferred Stock, par value \$0.001 per share, with a stated amount of \$100 per share (the “**STRD Preferred Stock**”), (v) shares of the Company’s preferred stock, par value \$0.001 per share, of such series as may be designated by the Company from time to time in the future (collectively, the “**Future Designated Preferred Stock**” and, together with the STRF Preferred Stock, the STRC Preferred Stock, the STRK Preferred Stock and the STRD Preferred Stock, the “**Preferred Stock**”), and (vi) shares of the Company’s class A common stock, par value \$0.001 per share (the “**Common Stock**”).

In connection with the foregoing, the parties hereto wish to further amend the Sales Agreement through this Amendment No. 2 to the Sales Agreement (this “**Amendment**”) to make certain changes to the Sales Agreement with effect on and after the date hereof.

**Section 1. Definitions.** Capitalized terms but not otherwise defined herein shall have the meanings ascribed to such terms in the Sales Agreement.

**Section 2. Representation and Warranty.** The Company represents and warrants to the Agents that this Amendment has been duly authorized, executed and delivered by the Company.

**Section 3. Amendment.** The parties hereto agree, from and after the date hereof, that Section 3(b)(i) of the Sales Agreement is hereby amended by deleting clause (C) thereof and inserting the following clause (C) in its place:

“(C) for a given program any sales of the Shares subject to such program shall be effected by or through the Designated Agent on any single given day and the Company shall in no event request that more than one Agent offer or sell the Shares for a given program pursuant to this Agreement on the same day; provided, however, that such limitation and prohibition shall not apply to or prohibit the Company from appointing a second Designated Agent to offer and sell Shares for a given program pursuant to this Agreement on such same day so long as such second Designated Agent’s participation in such program on such day is limited to executing transactions before 9:30 a.m. and/or after 4:00 p.m. New York City time on such day, other than the transactions described in the following proviso to the extent that the Company appoints a different Designated Agent for such transactions; and provided, further, that such limitation and prohibition shall not apply to or prohibit the Company from appointing an additional Designated Agent to offer and sell Shares for a given program pursuant to this Agreement on such same day so long as such additional Designated Agent’s participation in such program on such day is limited to executing a block sale transaction after 4:00 p.m. New York City time on such day;”

**Section 4. Effect of Amendment.** Upon execution by the parties hereto, this Amendment shall become a binding agreement in accordance with its terms. Except as expressly set forth in Section 3 hereof, this Amendment shall not alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Sales Agreement, all of which shall continue in full force and effect.

**Section 5. Counterparts and Electronic Signature.** This Amendment may be executed in two or more counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal E-SIGN Act of 2000, Uniform Electronic Transactions Act, or other applicable law, e.g., [www.DocuSign.com](http://www.DocuSign.com)) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

**Section 6. Governing Law.** This Amendment shall be governed by and construed in accordance with the laws governing the Sales Agreement.

*[Signature Page Immediately Follows]*

If the foregoing is in accordance with your understanding of our agreement, kindly sign and return to the Company the enclosed copies hereof, whereupon this instrument, along with all counterparts hereof, shall become a binding agreement in accordance with its terms.

Very truly yours,

**STRATEGY INC (FORMERLY MICROSTRATEGY INCORPORATED)**

By:           /s/ Andrew Kang          

Name: Andrew Kang

Title: Executive Vice President & Chief Financial Officer

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

The foregoing Agreement is hereby confirmed and accepted by the Agents in New York, New York as of the date first above written.

**TD SECURITIES (USA) LLC**

By:           /s/ Michael Murphy          

Name: Michael Murphy

Title: Managing Director

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**BARCLAYS CAPITAL INC.**

By:

/s/ Jamie Turturici

---

Name: Jamie Turturici

Title: Managing Director, Head of Technology ECM

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**THE BENCHMARK COMPANY, LLC**

By:           /s/ John J. Borer III          

Name: John J. Borer III

Title: Senior Managing Director

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**BTIG, LLC**

By: /s/ Alex Alden

---

Name: Alex Alden

Title: Managing Director

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**CANACCORD GENUITY LLC**

By:           /s/ Jason Partenza            
Name: Jason Partenza  
Title: Managing Director

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**CANTOR FITZGERALD & CO.**

By: /s/ Sameer Vasudev

---

Name: Sameer Vasudev

Title: Managing Director

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**CLEAR STREET LLC**

By: /s/ Ryan Gerety

---

Name: Ryan Gerety

Title: Managing Director

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**COMPASS POINT RESEARCH & TRADING, LLC**

By: /s/ Christopher Nealon

---

Name: Christopher Nealon

Title: President & COO

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**H.C. WAINWRIGHT & CO., LLC**

By: /s/ Edward D. Silvera

---

Name: Edward D. Silvera

Title: Co-Chief Executive Officer

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**KEEFE, BRUYETTE & WOODS, INC.**

By: /s/ Ruben Sahakyan

---

Name: Ruben Sahakyan

Title: Managing Director

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**MAXIM GROUP LLC**

By: /s/ Ritesh M. Veera

Name: Ritesh M. Veera

Title: Co-Head, Investment Banking

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**MIZUHO SECURITIES USA LLC**

By: /s/ Mariano Gaut

---

Name: Mariano Gaut

Title: Managing Director

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**MORGAN STANLEY & CO. LLC**

By:           /s/ Andrew Doherty          

Name: Andrew Doherty

Title: Authorized Signatory

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**SANTANDER US CAPITAL MARKETS LLC**

By: /s/ Craig Wiele

---

Name: Craig Wiele

Title: Managing Director

By: /s/ Robert Torres

---

Name: Robert Torres

Title: Executive Director

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**SG AMERICAS SECURITIES, LLC**

By:           /s/ Jonathan Weinberger          

Name: Jonathan Weinberger

Title: Managing Director

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

**TCBI SECURITIES, INC., DOING BUSINESS AS TEXAS CAPITAL SECURITIES**

By: /s/ Jon Merriman

---

Name: Jon Merriman

Title: Head of Equities

*[Signature Page to Amendment No. 2 to Omnibus Sales Agreement]*

ADDITIONAL PROGRAM ADDENDUM TO STRATEGY OMNIBUS SALES AGREEMENT

March 23, 2026

Reference is made to the Omnibus Sales Agreement (as it may be amended from time to time, the “Omnibus Sales Agreement”), dated as of November 4, 2025, originally between Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “Company”), and the Agents identified therein. Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Omnibus Sales Agreement.

WHEREAS, pursuant to Section 8(i) of the Omnibus Sales Agreement, the Company wishes to enter into an additional at the market program with respect to sales of certain Shares (the “Additional Program”) under such Omnibus Sales Agreement;

NOW, THEREFORE, the Company and the Agents hereby agree, with respect to the specific terms that will apply to the Additional Program, as follows:

Issuer	Strategy Inc (formerly MicroStrategy Incorporated).
Shares Offered	Class A common stock, \$0.001 par value per share, of the Issuer (the “Common Shares”).
Amount Offered	Common Shares with an aggregate sale price of up to the Maximum Program Amount with respect to the Additional Program.
Survival	This Additional Program Addendum does not cancel, extinguish, limit or otherwise adversely affect any right or obligation of the parties under the Omnibus Sales Agreement.
Governing Law	This Additional Program Addendum and any claim, controversy or dispute arising under or related to this Addendum Agreement shall be governed by and construed in accordance with the laws of the State of New York.
Counterparts	This Additional Program Addendum may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law, e.g., www. Docusign.com) or other transmission method.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, the undersigned have executed this Additional Program Addendum as of the date first above written.

By: **STRATEGY INC**

By: /s/ Andrew Kang

---

Name: Andrew Kang

Title: Executive Vice President & Chief Financial Officer

By: **TD SECURITIES (USA) LLC**  
As Agent

/s/ Michael Murphy

---

Name: Michael Murphy  
Title: Managing Director

By: **THE BENCHMARK COMPANY, LLC**  
As Agent

/s/ John J. Borer III

---

Name: John J. Borer III

Title: Senior Managing Director

By: **STONEX FINANCIAL INC.**  
As Agent

/s/ Anthony Di Ciollo

---

Name: Anthony Di Ciollo  
Title: President

By: **A.G.P./ALLIANCE GLOBAL PARTNERS**  
As Agent

/s/ Thomas J. Higgins

---

Name: Thomas J. Higgins

Title: Managing Director

By: **BARCLAYS CAPITAL INC.**

As Agent

/s/ Jamie Turturici

---

Name: Jamie Turturici

Title: Managing Director, Head of Technology ECM

By: **BTIG, LLC**  
As Agent

/s/ Alex Alden

---

Name: Alex Alden

Title: Managing Director

By: **CANACCORD GENUITY LLC**  
As Agent

/s/ Jason Partenza

---

Name: Jason Partenza

Title: Managing Director

By: **CANTOR FITZGERALD & CO.**  
As Agent

/s/ Sameer Vasudev

---

Name: Sameer Vasudev  
Title: Managing Director

By: **CLEAR STREET LLC**  
As Agent

/s/ Ryan Gerety

---

Name: Ryan Gerety

Title: Managing Director

By: **COMPASS POINT RESEARCH & TRADING, LLC**  
As Agent

/s/ Christopher Nealon

---

Name: Christopher Nealon

Title: President & COO

By: **H.C. WAINWRIGHT & CO., LLC**  
As Agent

/s/ Edward D. Silvera

---

Name: Edward D. Silvera

Title: Co-Chief Executive Officer

By: **KEEFE, BRUYETTE & WOODS, INC.**  
As Agent

/s/ Ruben Sahakyan

---

Name: Ruben Sahakyan  
Title: Managing Director

By: **MAXIM GROUP LLC**  
As Agent

/s/ Ritesh M. Veera

---

Name: Ritesh M. Veera

Title: Co-Head, Investment Banking

By: **MOELIS & COMPANY LLC**  
As Agent

/s/ Steven R. Halperin

---

Name: Steven R. Halperin  
Title: Managing Director

By: **MIZUHO SECURITIES USA LLC**  
As Agent

/s/ Mariano Gaut

---

Name: Mariano Gaut  
Title: Managing Director

By: **MORGAN STANLEY & CO. LLC**  
As Agent

/s/ Joel Carter

---

Name: Joel Carter  
Title: Managing Director

By: **SANTANDER US CAPITAL MARKETS LLC**  
As Agent

/s/ Craig Wiele

---

Name: Craig Wiele  
Title: Managing Director

/s/ Robert Torres

---

Name: Robert Torres  
Title: Executive Director

By: **SG AMERICAS SECURITIES LLC**  
As Agent

/s/ Jonathan Weinberger

---

Name: Jonathan Weinberger

Title: Managing Director

By: **TCBI SECURITIES, INC., DOING BUSINESS AS TEXAS CAPITAL SECURITIES**  
As Agent

/s/ Jon Merriman

---

Name: Jon Merriman

Title: Head of Equities

ADDITIONAL PROGRAM ADDENDUM TO STRATEGY OMNIBUS SALES AGREEMENT

March 23, 2026

Reference is made to the Omnibus Sales Agreement (as it may be amended from time to time, the “Omnibus Sales Agreement”), dated as of November 4, 2025, originally between Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “Company”), and the Agents identified therein. Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Omnibus Sales Agreement.

WHEREAS, pursuant to Section 8(i) of the Omnibus Sales Agreement, the Company wishes to enter into an additional at the market program with respect to sales of certain Shares (the “Additional Program”) under such Omnibus Sales Agreement;

NOW, THEREFORE, the Company and the Agents hereby agree, with respect to the specific terms that will apply to the Additional Program, as follows:

Issuer	Strategy Inc (formerly MicroStrategy Incorporated).
Shares Offered	Variable Rate Series A Perpetual Stretch Preferred Stock, \$0.001 par value per share, of the Issuer (the “STRC Shares”).
Amount Offered	STRC Shares with an aggregate sale price of up to the Maximum Program Amount with respect to the Additional Program.
Survival	This Additional Program Addendum does not cancel, extinguish, limit or otherwise adversely affect any right or obligation of the parties under the Omnibus Sales Agreement.
Governing Law	This Additional Program Addendum and any claim, controversy or dispute arising under or related to this Addendum Agreement shall be governed by and construed in accordance with the laws of the State of New York.
Counterparts	This Additional Program Addendum may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law, e.g., www. Docusign.com) or other transmission method.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, the undersigned have executed this Additional Program Addendum as of the date first above written.

By: **STRATEGY INC**

By: /s/ Andrew Kang

---

Name: Andrew Kang

Title: Executive Vice President & Chief Financial Officer

By: **TD SECURITIES (USA) LLC**  
As Agent

/s/ Michael Murphy

---

Name: Michael Murphy  
Title: Managing Director

By: **THE BENCHMARK COMPANY, LLC**  
As Agent

/s/ John J. Borer III

---

Name: John J. Borer III  
Title: Senior Managing Director

By: **STONEX FINANCIAL INC.**  
As Agent

/s/ Anthony Di Ciollo

---

Name: Anthony Di Ciollo  
Title: President

By: **A.G.P./ALLIANCE GLOBAL PARTNERS**  
As Agent

/s/ Thomas J. Higgins

---

Name: Thomas J. Higgins  
Title: Managing Director

By: **BARCLAYS CAPITAL INC.**

As Agent

/s/ Jamie Turturici

---

Name: Jamie Turturici

Title: Managing Director, Head of Technology ECM

By: **BTIG, LLC**  
As Agent

/s/ Alex Alden

---

Name: Alex Alden  
Title: Managing Director

By: **CANACCORD GENUITY LLC**  
As Agent

/s/ Jason Partenza

---

Name: Jason Partenza  
Title: Managing Director

By: **CANTOR FITZGERALD & CO.**  
As Agent

/s/ Sameer Vasudev

---

Name: Sameer Vasudev  
Title: Managing Director

By: **CLEAR STREET LLC**  
As Agent

/s/ Ryan Gerety

---

Name: Ryan Gerety  
Title: Managing Director

By: **COMPASS POINT RESEARCH & TRADING, LLC**  
As Agent

/s/ Christopher Nealon

---

Name: Christopher Nealon

Title: President & COO

By: **H.C. WAINWRIGHT & CO., LLC**  
As Agent

/s/ Edward D. Silvera

---

Name: Edward D. Silvera

Title: Co-Chief Executive Officer

By: **KEEFE, BRUYETTE & WOODS, INC.**  
As Agent

/s/ Ruben Sahakyan

---

Name: Ruben Sahakyan  
Title: Managing Director

By: **MAXIM GROUP LLC**  
As Agent

/s/ Ritesh M. Veera

---

Name: Ritesh M. Veera

Title: Co-Head, Investment Banking

By: **MOELIS & COMPANY LLC**  
As Agent

/s/ Steven R. Halperin

---

Name: Steven R. Halperin

Title: Managing Director

By: **MIZUHO SECURITIES USA LLC**  
As Agent

/s/ Mariano Gaut

---

Name: Mariano Gaut  
Title: Managing Director

By: **MORGAN STANLEY & CO. LLC**  
As Agent

/s/ Andrew Doherty

---

Name: Andrew Doherty

Title: Authorized Signatory

By: **SANTANDER US CAPITAL MARKETS LLC**  
As Agent

/s/ Craig Wiele

---

Name: Craig Wiele  
Title: Managing Director

/s/ Robert Torres

---

Name: Robert Torres  
Title: Executive Director

By: **SG AMERICAS SECURITIES LLC**  
As Agent

/s/ Jonathan Weinberger

---

Name: Jonathan Weinberger  
Title: Managing Director

By: **TCBI SECURITIES, INC., DOING BUSINESS AS TEXAS CAPITAL SECURITIES**  
As Agent

/s/ Jon Merriman

---

Name: Jon Merriman  
Title: Head of Equities

## ADDITIONAL PROGRAM ADDENDUM TO STRATEGY OMNIBUS SALES AGREEMENT

March 23, 2026

Reference is made to the Omnibus Sales Agreement (as it may be amended from time to time, the “Omnibus Sales Agreement”), dated as of November 4, 2025, originally between Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “Company”), and the Agents identified therein. Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Omnibus Sales Agreement.

WHEREAS, pursuant to Section 8(i) of the Omnibus Sales Agreement, the Company wishes to enter into an additional at the market program with respect to sales of certain Shares (the “Additional Program”) under such Omnibus Sales Agreement;

NOW, THEREFORE, the Company and the Agents hereby (a) agree to terminate any other existing program related to the STRK Preferred Stock (as defined in the Omnibus Sales Agreement) effective at 11:59 pm on Sunday, March 22, 2026 and (b) agree that such addendum shall constitute due written notice in full satisfaction of termination obligations, or waiver of the same, pursuant to the Omnibus Sales Agreement. The Company and the Agents hereby agree, with respect to the specific terms that will apply to the Additional Program, as follows:

Issuer	Strategy Inc (formerly MicroStrategy Incorporated).
Shares Offered	8.00% Series A Perpetual Strike Preferred Stock, \$0.001 par value per share, of the Issuer (the “STRK Shares”).
Amount Offered	STRK Shares with an aggregate sale price of up to the Maximum Program Amount with respect to the Additional Program.
Survival	This Additional Program Addendum does not cancel, extinguish, limit or otherwise adversely affect any right or obligation of the parties under the Omnibus Sales Agreement.
Governing Law	This Additional Program Addendum and any claim, controversy or dispute arising under or related to this Addendum Agreement shall be governed by and construed in accordance with the laws of the State of New York.
Counterparts	This Additional Program Addendum may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic

Transactions Act or other applicable law, e.g., [www. DocuSign.com](http://www.DocuSign.com)) or other transmission method.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, the undersigned have executed this Additional Program Addendum as of the date first above written.

By: **STRATEGY INC**

By: /s/ Andrew Kang

Name: Andrew Kang

Title: Executive Vice President & Chief Financial Officer

*[Signature Page to Additional Program Addendum]*

By: **TD SECURITIES (USA) LLC**  
As Agent

/s/ Michael Murphy

---

Name: Michael Murphy  
Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **THE BENCHMARK COMPANY, LLC**  
As Agent

/s/ John J. Borer III

---

Name: John J. Borer III  
Title: Senior Managing Director

*[Signature Page to Additional Program Addendum]*

By: **STONEX FINANCIAL INC.**  
As Agent

/s/ Anthony Di Ciollo

---

Name: Anthony Di Ciollo  
Title: President

*[Signature Page to Additional Program Addendum]*

By: **A.G.P./ALLIANCE GLOBAL PARTNERS**  
As Agent

/s/ Thomas J. Higgins

---

Name: Thomas J. Higgins

Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **BARCLAYS CAPITAL INC.**  
As Agent

/s/ Jamie Turturici

---

Name: Jamie Turturici

Title: Managing Director, Head of Technology ECM

*[Signature Page to Additional Program Addendum]*

By: **BTIG, LLC**  
As Agent

/s/ Alex Alden

---

Name: Alex Alden  
Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **CANACCORD GENUITY LLC**  
As Agent

/s/ Jason Partenza

---

Name: Jason Partenza  
Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **CANTOR FITZGERALD & CO.**  
As Agent

/s/ Sameer Vasudev

---

Name: Sameer Vasudev  
Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **CLEAR STREET LLC**  
As Agent

/s/ Ryan Gerety

---

Name: Ryan Gerety  
Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **COMPASS POINT RESEARCH & TRADING, LLC**  
As Agent

/s/ Christopher Nealon

---

Name: Christopher Nealon

Title: President & COO

*[Signature Page to Additional Program Addendum]*

By: **H.C. WAINWRIGHT & CO., LLC**  
As Agent

/s/ Edward D. Silvera

---

Name: Edward D. Silvera  
Title: Co-Chief Executive Officer

*[Signature Page to Additional Program Addendum]*

By: **KEEFE, BRUYETTE & WOODS, INC.**  
As Agent

/s/ Ruben Sahakyan

---

Name: Ruben Sahakyan  
Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **MAXIM GROUP LLC**  
As Agent

/s/ Ritesh M. Veera

---

Name: Ritesh M. Veera

Title: Co-Head, Investment Banking

*[Signature Page to Additional Program Addendum]*

By: **MOELIS & COMPANY LLC**  
As Agent

/s/ Steven R. Halperin

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Name: Steven R. Halperin  
Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **MIZUHO SECURITIES USA LLC**  
As Agent

/s/ Mariano Gaut

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Name: Mariano Gaut  
Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **MORGAN STANLEY & CO. LLC**  
As Agent

/s/ Joel Carter

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Name: Joel Carter  
Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **SANTANDER US CAPITAL MARKETS LLC**  
As Agent

/s/ Craig Wiele

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Name: Craig Wiele  
Title: Managing Director

/s/ Robert Torres

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Name: Robert Torres  
Title: Executive Director

*[Signature Page to Additional Program Addendum]*

By: **SG AMERICAS SECURITIES LLC**  
As Agent

/s/ Jonathan Weinberger

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Name: Jonathan Weinberger  
Title: Managing Director

*[Signature Page to Additional Program Addendum]*

By: **TCBI SECURITIES, INC., DOING BUSINESS AS TEXAS CAPITAL SECURITIES**  
As Agent

/s/ Jon Merriman

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Name: Jon Merriman  
Title: Head of Equities

*[Signature Page to Additional Program Addendum]*

JOINDER TO STRATEGY OMNIBUS SALES AGREEMENT

March 23, 2026

Reference is made to the Omnibus Sales Agreement (as it may be amended from time to time, the “Omnibus Sales Agreement”), dated as of November 4, 2025, originally between Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “Company”), and the Agents identified therein. Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Omnibus Sales Agreement.

WHEREAS, the Company wishes to add an additional Agent to the Omnibus Sales Agreement pursuant to Section 8(j) of the Omnibus Sales Agreement and Moelis & Company LLC (the “New Agent”) desires to be added as an additional Agent to the Omnibus Sales Agreement;

NOW, THEREFORE, the Company and the New Agent hereby agree as follows:

The New Agent shall be added as an Agent under the Omnibus Sales Agreement and shall be bound by the terms and conditions of, and subject to the obligations of, and entitled to the benefits of, the Omnibus Sales Agreement as an Agent thereunder effective as of the date of this Joinder.

This Joinder and any claim, controversy or dispute arising under or related to this Joinder shall be governed by and construed in accordance with the laws of the State of New York.

This Joinder may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law, e.g., [www. Docusign.com](http://www.Docusign.com)) or other transmission method.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, the undersigned have executed this Joinder as of the date first above written.

By: **STRATEGY INC**

By: /s/ Andrew Kang

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Name: Andrew Kang

Title: Executive Vice President & Chief Financial Officer

*[Signature Page to Joinder]*

By: **MOELIS & COMPANY LLC**  
As Agent

/s/ Steven R. Halperin

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Name: Steven R. Halperin

Title: Managing Director

*[Signature Page to Joinder]*

JOINDER TO STRATEGY OMNIBUS SALES AGREEMENT

March 23, 2026

Reference is made to the Omnibus Sales Agreement (as it may be amended from time to time, the “Omnibus Sales Agreement”), dated as of November 4, 2025, originally between Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “Company”), and the Agents identified therein. Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Omnibus Sales Agreement.

WHEREAS, the Company wishes to add an additional Agent to the Omnibus Sales Agreement pursuant to Section 8(j) of the Omnibus Sales Agreement and A.G.P./Alliance Global Partners (the “New Agent”) desires to be added as an additional Agent to the Omnibus Sales Agreement;

NOW, THEREFORE, the Company and the New Agent hereby agree as follows:

The New Agent shall be added as an Agent under the Omnibus Sales Agreement and shall be bound by the terms and conditions of, and subject to the obligations of, and entitled to the benefits of, the Omnibus Sales Agreement as an Agent thereunder effective as of the date of this Joinder.

This Joinder and any claim, controversy or dispute arising under or related to this Joinder shall be governed by and construed in accordance with the laws of the State of New York.

This Joinder may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal E-SIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law, e.g., [www. DocuSign.com](http://www.DocuSign.com)) or other transmission method.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, the undersigned have executed this Joinder as of the date first above written.

By: **STRATEGY INC**

By: /s/ Andrew Kang

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Name: Andrew Kang

Title: Executive Vice President & Chief Financial Officer

*[Signature Page to Joinder]*

By: **A.G.P./ALLIANCE GLOBAL PARTNERS**  
As Agent

/s/ Thomas J. Higgins

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Name: Thomas J. Higgins

Title: Managing Director

*[Signature Page to Joinder]*

## JOINDER TO STRATEGY OMNIBUS SALES AGREEMENT

March 23, 2026

Reference is made to the Omnibus Sales Agreement (as it may be amended from time to time, the “Omnibus Sales Agreement”), dated as of November 4, 2025, originally between Strategy Inc (formerly MicroStrategy Incorporated), a Delaware corporation (the “Company”), and the Agents identified therein. Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Omnibus Sales Agreement.

WHEREAS, the Company wishes to add an additional Agent to the Omnibus Sales Agreement pursuant to Section 8(j) of the Omnibus Sales Agreement and StoneX Financial Inc. (the “New Agent”) desires to be added as an additional Agent to the Omnibus Sales Agreement;

NOW, THEREFORE, the Company and the New Agent hereby agree as follows:

The New Agent shall be added as an Agent under the Omnibus Sales Agreement and shall be bound by the terms and conditions of, and subject to the obligations of, and entitled to the benefits of, the Omnibus Sales Agreement as an Agent thereunder effective as of the date of this Joinder.

This Joinder and any claim, controversy or dispute arising under or related to this Joinder shall be governed by and construed in accordance with the laws of the State of New York.

This Joinder may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law, e.g., [www. DocuSign.com](http://www.DocuSign.com)) or other transmission method.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, the undersigned have executed this Joinder as of the date first above written.

By: **STRATEGY INC**

By: /s/ Andrew Kang

Name: Andrew Kang

Title: Executive Vice President &  
Chief Financial Officer

*[Signature Page to Joinder]*

By: **STONEX FINANCIAL INC.**  
As Agent

/s/ Anthony Di Ciollo

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Name: Anthony Di Ciollo

Title: President

*[Signature Page to Joinder]*

## CERTIFICATION

I, Phong Le, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Strategy 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.

Dated: May 6, 2026

/s/ Phong Le

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Phong Le

President & Chief Executive Officer

## CERTIFICATION

I, Andrew Kang, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Strategy 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.

Dated: May 6, 2026

/s/ Andrew Kang

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Andrew Kang

Executive Vice President & Chief Financial Officer

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

In connection with the Quarterly Report on Form 10-Q of Strategy Inc (the “Company”) for the quarter ended March 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, the Chief Executive Officer of the Company and the Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge on the date hereof:

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

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

Dated: May 6, 2026

/s/ Phong Le

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Phong Le

President & Chief Executive Officer

Dated: May 6, 2026

/s/ Andrew Kang

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Andrew Kang

Executive Vice President & Chief Financial Officer