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

FORM 10-Q

(Mark One)

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

**For the quarterly period ended September 30, 2025
OR**

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

**For the transition period from to
Commission File Number: 001-40838**


Clearwater Analytics Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

87-1043711
(I.R.S. Employer
Identification No.)

**777 W. Main Street
Suite 900
Boise, ID**

83702
(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: (208) 433-1200

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.001 per share	CWAN	New York Stock Exchange

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

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

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

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Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

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

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

As of November 3, 2025, the number of outstanding shares of the registrant's common stock was:

288,154,032 shares of Class A common stock.

4,506,422 shares of Class B common stock.

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GLOSSARY

As used in this Quarterly Report on Form 10-Q, the terms identified below have the meanings specified below unless otherwise noted or the context indicates otherwise:

- “Company,” “we,” “us,” “our,” “CWAN” and similar references refer to Clearwater Analytics Holdings, Inc., and, unless otherwise stated, all of its direct and indirect subsidiaries, including CWAN Holdings (as defined below).
- “2025 Credit Agreement” refers to the credit agreement, dated as of April 21, 2025, entered into by and among CWAN Acquisition, LLC, Clearwater Analytics, LLC, the lenders party thereto from time to time, and JPMorgan Chase Bank, N.A., as administrative agent and collateral agent.
- “Annual Report” refers to our Annual Report on Form 10-K, for the fiscal year ended December 31, 2024 (File No. 001-40838), as filed with the SEC on February 26, 2025, as amended by amendment No. 1 to the Company’s Annual Report on Form 10-K filed with the SEC on March 7, 2025.
- “Beacon” refers to Beacon Platform Inc.
- “Continuing Equity Owners” refers collectively to direct or indirect holders of LLC Interests and/or our Class B common stock, including certain of the Initial Principal Equity Owners and certain of our directors and their respective Permitted Transferees who may exchange at each of the irrevocable options, in whole or in part from time to time, their LLC Interests (along with an equal number of shares of Class B common stock (and such shares shall be immediately canceled)) for newly issued shares of our Class A common stock.
- “CWAN Holdings” refers to CWAN Holdings, LLC.
- “Enfusion” refers to Enfusion, Inc.
- “Exchange Act” refers to the Securities Exchange Act of 1934, as amended.
- “Initial Principal Equity Owners” refers to Welsh, Carson, Anderson & Stowe and Permira Advisers LLC and their respective affiliates and Permitted Transferees (as defined in the LLC Agreement).
- “IPO” refers to our initial public offering, which closed in September 2021.
- “JUMP” or “JUMP Technology” refers to JUMP Technology SAS and its consolidated subsidiary JUMP Consulting Luxembourg S.a.r.l.
- “LLC Agreement” refers to CWAN Holdings’s Third Amended and Restated Limited Liability Company Agreement.
- “LLC Interests” refers to the common units of CWAN Holdings, including those that we purchased with a portion of the net proceeds from the IPO.
- “NPS” refers to our net promoter score, which can range from a low of negative 100 to a high of positive 100, that we use to gauge customer satisfaction. NPS benchmarks can vary significantly by industry, but a score greater than zero represents a company having more promoters than detractors. Our methodology of calculating NPS reflects responses from customers who purchase investment accounting and reporting, performance measurement, compliance monitoring and risk analytic solutions from us and choose to respond to the survey question.
- “NYSE” refers to the New York Stock Exchange.
- “Prior Credit Agreement” refers to a credit agreement, as amended, which Clearwater Analytics, LLC entered into with JPMorgan Chase Bank, N.A. in connection with the closing of the IPO.
- “QTD” for any given year means the three months ended September 30 of that year.
- “SaaS” refers to Software-as-a-Service.
- “SEC” refers to the Securities and Exchange Commission.
- “Tax Receivable Agreement” or “TRA” refers to the Tax Receivable Agreement, dated as of September 28, 2021, by and among Clearwater Analytics Holdings, Inc., CWAN Holdings and the other parties thereto.
- “TRA Amendment” refers to Amendment No.1 to the TRA, dated November 4, 2024, by and among Clearwater Analytics Holdings, Inc., CWAN Holdings and the other TRA Amendment Parties (as defined therein).

- “TRA Bonus Agreement” refers to the Tax Receivable Agreement Bonus Letters, each dated as of September 28, 2021, by and among Clearwater Analytics Holdings, Inc. and certain of our executive officers.
- “Up-C” refers to the Company’s umbrella partnership-C-corporation organizational structure. See Note 1 “Organization and Description of Business” to our unaudited condensed consolidated financial statements of this Quarterly Report on Form 10-Q.
- “Wilshire” refers to Wilshire Advisors LLC.
- “Wilshire Technology” refers, collectively, to Wilshire AxiomSM, Wilshire AtlasSM, and Wilshire Abacus (“AAA”) and Wilshire iQComposite (“iQ Composite”), which was co-branded as Clearwater Wilshire Analytics post-acquisition.
- “YTD” for any given year means the nine months ended September 30 of that year.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains “forward-looking” statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on our management’s beliefs and assumptions and on information currently available to our management. The forward-looking statements are contained principally in the section captioned “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, technology developments, financing and investment plans, dividend policy, competitive position, industry and regulatory environment, potential growth opportunities and the effects of competition. Forward looking statements include statements that are not historical facts and can be identified by terms such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “will,” “would” or similar expressions and the negatives of those terms. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

Important factors that could cause actual results, performance or achievements to differ materially from our expectations include, but are not limited to, the following:

- we operate in a highly competitive industry, with many companies competing for business from insurance companies, asset managers, corporations and government entities on the basis of a number of factors, including the quality and breadth of solutions and services provided, ability to innovate, reputation and the prices of services, and this competition could hurt our financial performance and cash flows;
- we are dependent on fees based on the value of the assets on our platform for the main portion of our revenues, and to the extent market volatility, a downturn in economic conditions or other factors cause negative trends or fluctuations in the value of the assets on our platform, our fee-based revenue and earnings may decline;
- because some of our sales efforts are targeted at large financial institutions, corporations and government entities, we face prolonged sales cycles, substantial upfront sales costs and less predictability in completing some of our sales. If our sales cycle lengthens, or if our upfront sales investments do not result in sufficient revenue, our results of operations may be harmed;
- we have experienced considerable revenue growth over the past several years, which may be difficult to sustain, and we depend on attracting and retaining top talent to continue growing and operating our business, and if we are unable to hire, integrate, develop, motivate and retain our personnel, we may not be able to maintain or manage our growth, which could have a material adverse effect on our business, financial condition, results of operations and cash flows;
- if our investment accounting and reporting solutions, investment or order management systems, regulatory reporting solutions or risk management or performance analytics solutions fail to perform properly due to undetected errors or similar problems, including failures in connection with client market orders, our business, financial condition, reputation or results of operations could be materially adversely affected;
- our business relies heavily on cloud-based services and, to some extent, our own computer equipment, electronic delivery systems, networks and telecommunications systems and infrastructure, the Internet and the IT systems of third parties. Any failures or disruptions in any of the foregoing could result in reduced revenues, increased costs and the loss of clients and could harm our business, financial condition, reputation and results of operations;
- our solution is highly technical, and if we are unable to attract or retain key employees and other skilled personnel that are capable of managing our business strategy or working with our solution, we may be unable to achieve our goals and our business will suffer;
- our failure to successfully integrate operations, technologies, services, platform and personnel of acquired businesses could result in operational and financial difficulties and strains on resources. In addition, there are significant risks associated with growth through acquisitions, which may materially adversely affect our business, financial condition or results of operations;
- if our intellectual property and proprietary technology are not adequately protected to prevent use or appropriation by our competitors, our business and competitive position would be harmed;

- provisions in our certificate of incorporation and bylaws may have the effect of delaying or preventing a change of control or changes in our management;
- our international operations may fail, and we may fail to successfully expand internationally. Sales to clients outside the United States or with international operations expose us to risks inherent to international businesses, which may include adverse impacts arising out of international regulatory changes;
- although we are not subject to the same regulations as our clients, the regulatory environment in which our clients operate is subject to continual change and regulatory developments designed to increase oversight could adversely affect our business; and
- other risks described in the section titled “Risk Factors” in our Annual Report and in periodic reports that we file with the Securities and Exchange Commission, and our reports to shareholders. These filings are available at www.sec.gov and on our website.

Given these risks and uncertainties, you should not place undue reliance on forward-looking statements. Also, forward-looking statements represent our management’s beliefs and assumptions only as of the date of this Quarterly Report on Form 10-Q and should not be relied upon as representing CWAN's expectations or beliefs as of any date subsequent to the time they are made. CWAN does not undertake to and specifically declines any obligation to update any forward-looking statements that may be made from time to time by or on behalf of CWAN.

You should read this Quarterly Report on Form 10-Q in conjunction with the audited consolidated financial statements and the related notes thereto as of and for the year ended December 31, 2024 included in our Annual Report.

PART I—FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (unaudited).

Clearwater Analytics Holdings, Inc.
Condensed Consolidated Balance Sheets
(In thousands, except share amounts and per share amounts, unaudited)

	September 30	December 31
	2025	2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 60,750	\$ 177,350
Short-term investments	3,398	78,139
Accounts receivable, net	152,791	106,151
Prepaid expenses and other current assets	33,871	23,006
Total current assets	250,810	384,646
Property, equipment and software, net	26,262	14,797
Operating lease right-of-use assets, net	40,315	24,797
Deferred contract costs, non-current	9,551	7,013
Debt issuance costs - line of credit	3,670	339
Deferred tax assets, net	671,801	602,500
Intangible assets, net	714,118	30,868
Goodwill	1,267,108	70,971
Long-term investments	—	30,301
Other non-current assets	6,877	3,340
Total assets	<u>\$ 2,990,512</u>	<u>\$ 1,169,572</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 3,316	\$ 2,934
Accrued expenses and other current liabilities	83,610	55,654
Deferred revenue	17,152	7,329
Notes payable, current portion	8,000	2,750
Operating lease liability, current portion	15,537	8,350
Tax receivable agreement liability	—	35
Total current liabilities	127,615	77,052
Notes payable, less current maturities and unamortized debt issuance costs	830,869	43,164
Operating lease liability, less current portion	28,448	17,655
Other long-term liabilities	2,029	1,470
Total liabilities	988,961	139,341
Stockholders' Equity		
Class A common stock, par value \$0.001 per share; 1,500,000,000 shares authorized, 288,280,392 shares issued and outstanding as of September 30, 2025, 212,857,580 shares issued and outstanding as of December 31, 2024	288	213
Class B common stock, par value \$0.001 per share; 500,000,000 shares authorized, 4,506,422 share issued and outstanding as of September 30, 2025, no shares issued and outstanding as of December 31, 2024	5	—
Class C common stock, par value \$0.001 per share; 452,622,413 shares authorized, no shares issued and outstanding as of September 30, 2025, 500,000,000 shares authorized, 12,542,110 shares issued and outstanding as of December 31, 2024	—	13
Class D common stock, par value \$0.001 per share; 369,916,245 shares authorized, no shares issued and outstanding as of September 30, 2025, 500,000,000 shares authorized, 22,243,668 shares issued and outstanding as of December 31, 2024	—	22
Additional paid-in-capital	1,712,800	725,174
Accumulated other comprehensive income (loss)	7,448	(1,113)
Retained earnings	261,009	283,946
Total stockholders' equity attributable to Clearwater Analytics Holdings, Inc.	1,981,550	1,008,255
Non-controlling interests	20,001	21,976
Total stockholders' equity	<u>2,001,551</u>	<u>1,030,231</u>
Total liabilities and stockholders' equity	<u>\$ 2,990,512</u>	<u>\$ 1,169,572</u>

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

Clearwater Analytics Holdings, Inc.
Condensed Consolidated Statements of Operations
(In thousands, except share amounts and per share amounts, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	\$ 205,110	\$ 115,828	\$ 513,911	\$ 325,338
Cost of revenue ⁽¹⁾	70,638	31,357	167,984	89,426
Gross profit	134,472	84,471	345,927	235,912
Operating expenses:				
Research and development ⁽¹⁾	52,065	36,618	139,219	109,654
Sales and marketing ⁽¹⁾	44,471	17,889	103,323	49,369
General and administrative ⁽¹⁾	31,382	22,626	104,328	65,873
Total operating expenses	127,918	77,133	346,870	224,896
Income (loss) from operations	6,554	7,338	(943)	11,016
Interest expense	16,119	1,076	30,502	3,256
Tax receivable agreement expense	—	5,344	—	11,545
Other (income) expense, net	439	(3,365)	(3,429)	(10,560)
Income (loss) before income taxes	(10,004)	4,283	(28,016)	6,775
Provision for (benefit from) income taxes	510	(486)	(287)	(505)
Net income (loss)	(10,514)	4,769	(27,729)	7,280
Less: Net income (loss) attributable to non-controlling interests	(179)	1,140	(988)	2,184
Net income (loss) attributable to Clearwater Analytics Holdings, Inc.	\$ (10,335)	\$ 3,629	\$ (26,741)	\$ 5,096
Net income (loss) per share attributable to Class A and Class D common stockholders stock:				
Basic	\$ (0.04)	\$ 0.02	\$ (0.10)	\$ 0.02
Diluted	\$ (0.04)	\$ 0.02	\$ (0.10)	\$ 0.02
Weighted average shares of Class A and Class D common stock outstanding:				
Basic	287,979,411	219,009,124	265,498,307	216,880,515
Diluted	287,979,411	231,467,214	265,498,307	227,768,434

(1) Amounts include equity-based compensation as follows:

Cost of revenue	\$ 4,398	\$ 3,460	\$ 12,480	\$ 9,879
Operating expenses:				
Research and development	7,097	8,674	24,588	26,767
Sales and marketing	12,680	3,905	26,870	10,418
General and administrative	9,295	9,937	30,792	27,995
Total equity-based compensation expense	<u>\$ 33,470</u>	<u>\$ 25,976</u>	<u>\$ 94,730</u>	<u>\$ 75,059</u>

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

Condensed Consolidated Statements of Comprehensive Income (Loss)
(In thousands, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net income (loss)	\$ (10,514)	\$ 4,769	\$ (27,729)	\$ 7,280
Other comprehensive income (loss), net of taxes:				
Foreign currency translation adjustment	(851)	3,892	9,114	1,645
Unrealized gain (loss) on available-for-sale investments	—	378	(148)	252
Comprehensive income (loss)	\$ (11,365)	\$ 9,039	\$ (18,763)	\$ 9,177
Less: Comprehensive income (loss) attributable to non-controlling interests	(192)	1,616	(679)	2,364
Comprehensive income (loss) attributable to Clearwater Analytics Holdings, Inc.	\$ (11,173)	\$ 7,423	\$ (18,084)	\$ 6,813

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

Condensed Consolidated Statements of Changes in Equity
(In thousands, except share amounts, unaudited)

	Class A Shares	Class A Amount	Class B Shares	Class B Amount	Class C Shares	Class C Amount	Class D Shares	Class D Amount	Additional Paid in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Non- controlling Interest	Total stockholders' equity
Balance at December 31, 2024	212,857,580	\$ 213	—	\$ —	12,542,110	\$ 13	22,243,668	\$ 22	\$ 725,174	\$ (1,113)	\$ 283,946	\$ 21,976	\$ 1,030,231
Issuance of common stock	3,833,333	4	—	—	—	—	—	—	102,729	—	—	—	102,733
Exercise of options to purchase common stock	688,230	—	—	—	—	—	—	—	—	—	—	—	—
Restricted stock units released	3,999,389	4	—	—	—	—	—	—	—	—	—	—	4
Shares withheld for net share settlement and other	(1,032,812)	(1)	—	—	—	—	—	—	(23,177)	—	—	(1,224)	(24,402)
Equity-based compensation	—	—	—	—	—	—	—	—	22,663	—	—	1,194	23,857
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	—	3,231	—	171	3,402
Unrealized loss on available-for-sale investments	—	—	—	—	—	—	—	—	—	(140)	—	(8)	(148)
Net income	—	—	—	—	—	—	—	—	—	—	6,510	426	6,936
Accrued tax distributions payable to Continuing Equity Owners	—	—	—	—	—	—	—	—	—	—	—	(6)	(6)
Effect of LLC unit / share exchanges	6,088,609	6	—	—	—	—	(6,088,609)	(6)	—	—	(4,248)	4,248	—
Balance at March 31, 2025	226,434,329	\$ 226	—	\$ —	12,542,110	\$ 13	16,155,059	\$ 16	\$ 827,389	\$ 1,978	\$ 286,208	\$ 26,777	\$ 1,142,607
Issuance of common stock	35,788,216	36	—	—	—	—	—	—	774,197	—	—	—	774,233
Exercise of options to purchase common stock	605,077	1	—	—	—	—	—	—	161	—	—	6	168
Restricted stock units released	798,128	1	—	—	—	—	—	—	—	—	—	—	1
Shares withheld for net share settlement and other	(348,118)	—	—	—	—	—	—	—	(4,745)	—	—	(192)	(4,937)
ESPP shares issued	168,910	—	—	—	—	—	—	—	3,188	—	—	128	3,316
Equity-based compensation	—	—	—	—	—	—	—	—	36,222	—	—	1,463	37,685
Acquisition-related restricted stock units issued	—	—	—	—	—	—	—	—	14,110	—	—	570	14,680
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	—	6,308	—	255	6,563
Net loss	—	—	—	—	—	—	—	—	—	—	(23,225)	(926)	(24,151)
Accrued tax distributions payable to Continuing Equity Owners	—	—	—	—	—	—	—	—	—	—	—	16	16
Effect of LLC unit / share exchanges and conversions	24,190,747	24	4,506,422	5	(12,542,110)	(13)	(16,155,059)	(16)	37,789	—	7,706	(7,706)	37,789
Balance at June 30, 2025	287,637,289	\$ 288	4,506,422	\$ 5	—	\$ —	—	\$ —	\$ 1,688,311	\$ 8,286	\$ 270,689	\$ 20,391	\$ 1,987,970
Issuance of common stock	134,565	—	—	—	—	—	—	—	3,060	—	—	—	3,060
Repurchase of common stock	(456,568)	—	—	—	—	—	—	—	(8,863)	—	—	—	(8,863)
Exercise of options to purchase common stock	447,732	—	—	—	—	—	—	—	—	—	—	—	—
Restricted stock units released	781,710	—	—	—	—	—	—	—	—	—	—	—	—

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Shares withheld for net share settlement and other	(264,336)	—	—	—	—	—	—	—	(2,850)	—	—	(43)	(2,893)
Equity-based compensation	—	—	—	—	—	—	—	—	33,142	—	—	506	33,648
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	—	(838)	—	(13)	(851)
Net loss	—	—	—	—	—	—	—	—	—	—	(10,335)	(179)	(10,514)
Accrued tax distributions payable to Continuing Equity Owners	—	—	—	—	—	—	—	—	—	—	—	(6)	(6)
Effect of LLC ownership changes	—	—	—	—	—	—	—	—	—	—	655	(655)	—
Balance at September 30, 2025	288,280,392	\$ 288	4,506,422	\$ 5	0	\$ —	0	\$ —	\$ 1,712,800	\$ 7,448	\$ 261,009	\$ 20,001	2,001,551

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	Class A Shares	Class A Amount	Class B Shares	Class B Amount	Class C Shares	Class C Amount	Class D Shares	Class D Amount	Additional Paid in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Non- controlling Interest	Total stockholders' equity
Balance at December 31, 2023	127,604,185	\$ 128	111,191	\$ —	32,684,156	\$ 33	82,955,977	\$ 83	\$ 532,507	\$ 2,909	\$ (181,331)	\$ 55,328	\$ 409,657
Exercise of options to purchase common stock	626,608	—	—	—	—	—	—	—	91	—	—	13	104
Restricted stock units released	3,344,058	3	—	—	—	—	—	—	—	—	—	—	3
Shares withheld for net share settlement and other	(1,635,604)	(1)	—	—	—	—	—	—	(25,083)	—	—	(3,691)	(28,775)
Equity-based compensation	—	—	—	—	—	—	—	—	21,197	—	—	3,119	24,316
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	—	(1,537)	—	(227)	(1,764)
Unrealized loss on available-for-sale investments	—	—	—	—	—	—	—	—	—	(58)	—	(8)	(66)
Net income	—	—	—	—	—	—	—	—	—	—	1,898	338	2,236
Accrued tax distributions payable to Continuing Equity Owners	—	—	—	—	—	—	—	—	—	—	—	505	505
Effect of ownership changes	16,250,000	16	—	—	(5,259,868)	(5)	(10,990,132)	(11)	—	—	9,830	(9,830)	—
Balance at March 31, 2024	146,189,247	\$ 146	111,191	\$ —	27,424,288	\$ 27	71,965,845	\$ 72	528,712	\$ 1,314	\$ (169,603)	\$ 45,547	\$ 406,215
Exercise of options to purchase common stock	836,970	1	—	—	—	—	—	—	5	—	—	—	6
Restricted stock units released	199,874	—	—	—	—	—	—	—	—	—	—	—	—
Shares withheld for net share settlement and other	(638,679)	(1)	—	—	—	—	—	—	(3,824)	—	—	(482)	(4,307)
ESPP shares issued	173,268	—	—	—	—	—	—	—	2,482	—	—	313	2,795
Equity-based compensation	—	—	—	—	—	—	—	—	22,205	—	—	2,800	25,005
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	—	(429)	—	(54)	(483)
Unrealized loss on available-for-sale investments	—	—	—	—	—	—	—	—	—	(53)	—	(7)	(60)
Net income (loss)	—	—	—	—	—	—	—	—	—	—	(430)	706	276
Accrued tax distributions payable to Continuing Equity Owners	—	—	—	—	—	—	—	—	—	—	—	(776)	(776)
Effect of ownership changes	13,661,119	14	—	—	—	—	(13,661,119)	(14)	—	—	(17)	17	—
Balance at June 30, 2024	160,421,799	\$ 160	111,191	\$ —	27,424,288	\$ 27	58,304,726	\$ 58	\$ 549,580	\$ 832	\$ (170,050)	\$ 48,064	\$ 428,671
Exercise of options to purchase common stock	867,954	1	—	—	—	—	—	—	89	—	—	11	100
Restricted stock units released	537,259	1	—	—	—	—	—	—	—	—	—	—	1
Shares withheld for net share settlement and other	(679,741)	(1)	—	—	—	—	—	—	(8,513)	—	—	(1,068)	(9,581)
Equity-based compensation	—	—	—	—	—	—	—	—	23,175	—	—	2,910	26,085
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	—	3,458	—	434	3,892
Unrealized gain on available-for-sale investments	—	—	—	—	—	—	—	—	—	336	—	42	378
Net income	—	—	—	—	—	—	—	—	—	—	3,629	1,140	4,769
Accrued tax distributions payable to Continuing Equity Owners	—	—	—	—	—	—	—	—	—	—	—	(697)	(697)

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Effect of ownership changes	10,866,160	11	(111,191)	—	—	—	(10,754,969)	(11)	—	—	464	(464)	—								
Balance at September 30, 2024	172,013,431	\$	172	0	\$	—	27,424,288	\$	27	47,549,757	\$	48	\$	564,331	\$	4,626	\$	(165,957)	\$	50,372	453,619

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

Clearwater Analytics Holdings, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands, unaudited)

	Nine Months Ended September 30,	
	2025	2024
OPERATING ACTIVITIES		
Net income (loss)	\$ (27,729)	\$ 7,280
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	56,052	8,730
Noncash operating lease cost	12,299	6,900
Equity-based compensation	94,730	75,059
Amortization of deferred contract acquisition costs	7,125	3,573
Amortization of debt issuance costs, included in interest expense	1,793	209
Debt extinguishment cost	419	—
Deferred tax benefit	(2,730)	(3,076)
Accretion of discount on investments	(284)	(1,732)
Realized (gain) loss on investments	(112)	24
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable, net	5,574	(7,875)
Prepaid expenses and other assets	(8,620)	2,561
Deferred contract acquisition costs	(8,711)	(3,416)
Accounts payable	(1,965)	1,586
Accrued expenses and other liabilities	(6,150)	3,763
Tax receivable agreement liability	(35)	9,934
Other long-term liabilities	(1,091)	—
Net cash provided by operating activities	<u>120,565</u>	<u>103,520</u>
INVESTING ACTIVITIES		
Purchases of property, equipment and software	(8,512)	(4,437)
Purchases of intangible assets	(239)	—
Purchase of held to maturity investments	(4,686)	(3,009)
Purchases of available-for-sale investments	—	(93,968)
Proceeds from sale of available-for-sale investments	89,479	—
Proceeds from maturities of investments	20,375	86,867
Acquisition of businesses, net of cash acquired	(1,074,783)	(40,121)
Payment of asset acquisition holdback liability	(10,000)	—
Payment of initial direct costs for operating leases	(89)	(104)
Net cash used in investing activities	<u>(988,455)</u>	<u>(54,772)</u>
FINANCING ACTIVITIES		
Proceeds from exercise of options	168	210
Taxes paid related to net share settlement of equity awards	(32,232)	(42,663)
Repurchase of common stock	(8,503)	—
Proceeds from borrowings, net of payment of debt issuance costs	924,475	—
Repayments of borrowings	(137,063)	(2,062)
Payment of business acquisition holdback liability	—	(780)
Proceeds from employee stock purchase plan	3,316	2,795
Payment of tax distributions	—	(25)
Net cash provided by (used in) financing activities	<u>750,161</u>	<u>(42,525)</u>
Effect of exchange rate changes on cash and cash equivalents	1,129	706

Change in cash and cash equivalents during the period	(116,600)	6,929
Cash and cash equivalents, beginning of period	177,350	221,765
Cash and cash equivalents, end of period	<u>\$ 60,750</u>	<u>\$ 228,694</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest	\$ 16,892	\$ 2,627
Cash paid for income taxes	\$ 1,166	\$ 1,179
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Purchase of property, equipment and software included in accounts payable and accrued expense	\$ 54	\$ 25
Acquisition of Bistro intangible assets paid in common stock	\$ 102,729	\$ —
Repurchase of common stock included in accrued expenses and other liabilities	\$ 360	\$ —
Business acquisition liability included in accrued expenses and other liabilities	\$ 62	\$ —
Tax distributions payable to Continuing Equity Owners included in accrued expenses	\$ 2	\$ 3,889

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

Clearwater Analytics Holdings, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements

Note 1. Organization and Description of Business

Clearwater Analytics Holdings, Inc. (the “Company” or “CWAN”) was incorporated as a Delaware corporation on May 18, 2021, as a holding company for the purpose of facilitating the IPO and other related transactions in order to carry on the business of the Company. Prior to the IPO, all business operations were conducted through Carbon Analytics Holdings, LLC, which changed its name to CWAN Holdings, LLC (“CWAN Holdings”) in connection with the IPO. CWAN provides a comprehensive solution for institutional investors across global public and private markets. Our platform integrates portfolio management, trading, investment accounting, reconciliation, regulatory reporting, performance, compliance, and risk analytics in one unified system, and serves leading insurers, asset managers, hedge funds, and asset owners including banks, corporations, and government entities. Following the IPO, CWAN’s principal asset consists of ownership of common units in CWAN Holdings. As the sole managing member of CWAN Holdings, CWAN operates and controls all the business operations of the Company. Our corporate structure following the IPO is commonly referred to as an “Up-C” structure. The Company does not have material assets, liabilities, revenues or expenses other than its investment in (and the deferred taxes, if any, associated with) CWAN Holdings, which fully owns CWAN Acquisition LLC and is guarantor of the Company.

The Company headquarters are located in Boise, ID, and we operate in six offices throughout the U.S. and thirteen offices internationally.

As of September 30, 2025, the Company owns 98.5% of the interests in CWAN Holdings. Continuing Equity Owners which hold Class B common stock own the remaining 1.5% of the interests in CWAN Holdings. The attributes of the Company's classes of common stock are summarized in the following table:

Class of Common Stock	Votes per Share	Economic Rights
Class A common stock	1	Yes
Class B common stock	1	No
Class C common stock	10	No
Class D common stock	10	Yes

Pursuant to the Company’s Amended and Restated Certificate of Incorporation, on June 12, 2025, all outstanding shares of the Company’s Class C common stock and Class D common stock were converted to Class B common stock and Class A common stock, respectively, and retired.

Note 2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X of the SEC and, in the opinion of management, reflect all normal recurring adjustments necessary for a fair presentation of results for the unaudited interim periods presented. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The results of operations for the interim period are not necessarily indicative of the results to be obtained for the full fiscal year.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its directly and indirectly wholly-owned or controlled subsidiaries. All intercompany balances and transactions have been eliminated through consolidation. The Company consolidated the financial results of CWAN Holdings as a Variable Interest Entity (“VIE”). Clearwater Analytics Holdings, Inc. owns the majority economic interest and has the power to control all the business and affairs of CWAN Holdings.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and the related disclosures at

the date of the condensed consolidated financial statements, as well as the reported amounts of revenue and expenses during the periods presented. Actual results could differ materially from those estimates.

Items subject to estimates and assumptions include the useful lives and recoverability of long-lived assets, the average period of benefit associated with deferred contract costs, sales reserves, the incremental borrowing rate applied in lease accounting, accruals for sales tax liabilities, the fair value of converted equity awards, the fair value and probability of achieving performance conditions of equity awards, and the fair value of assets acquired and liabilities assumed for business combinations, among others. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable, the result of which forms the basis for making judgments about the carrying values of assets and liabilities, and measurement of revenues and expenses. To the extent there are material differences between these estimates, judgments, or assumptions and actual results, the Company's condensed consolidated financial statements will be affected.

Significant Accounting Policies

The Company's significant accounting policies are discussed in Note 2 – Basis of Presentation and Summary of Significant Accounting Policies in the Annual Report. There have been no significant changes to these policies that have had a material impact on the Company's unaudited condensed consolidated financial statements and related notes during the three and nine months ended September 30, 2025.

Note 3. Revenue Recognition

For the Company's contracts with terms that exceed one year and do not include a termination for convenience clause, the following table includes estimated revenue expected to be recognized in the future related to performance obligations that are partially satisfied (in thousands):

	Remainder of 2025	2026	2027	2028	2029 and Thereafter
Revenue expected to be recognized in the future as of September 30, 2025	\$ 17,221	\$ 42,832	\$ 11,787	\$ 2,122	\$ 12

Of the total revenue recognized for the three and nine months ended September 30, 2025, \$1.0 million and \$6.8 million, respectively, was included in the deferred revenue balance as of December 31, 2024. Revenues recognized from performance obligations satisfied (or partially satisfied) in previous periods were not material. Contract asset balances classified as current are \$1.4 million and \$1.8 million as of September 30, 2025 and December 31, 2024, respectively. Contract asset balances classified as non-current are \$0.1 million and \$0.6 million as of September 30, 2025 and December 31, 2024, respectively.

Revenue by geography as presented in Note 13 "Segment and Geographic Information" is determined based on the billing address of the customer.

Note 4. Cash, Cash Equivalents and Investments

The following tables show the Company's cash, cash equivalents and investments by significant investment category as of September 30, 2025 and December 31, 2024 in accordance with the fair value hierarchy (in thousands):

	September 30, 2025						
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Investments	Long-Term Investments
Cash	\$ 42,599	\$ —	\$ —	\$ 42,599	\$ 42,599	\$ —	\$ —
Level 1 ⁽¹⁾ :							
Money market funds	18,151	—	—	18,151	18,151	—	—
Level 2 ⁽²⁾ :							
Fixed deposits	3,398	—	—	3,398	—	3,398	—
Total	\$ 64,148	\$ —	\$ —	\$ 64,148	\$ 60,750	\$ 3,398	\$ —

December 31, 2024							
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Investments	Long-Term Investments
Cash	\$ 30,431	\$ —	\$ —	\$ 30,431	\$ 30,431	\$ —	\$ —
Level 1 ⁽¹⁾ :							
Money market funds	145,671	—	—	145,671	145,671	—	—
Level 2 ⁽²⁾ :							
Treasury bills	1,462	1	—	1,463	—	1,463	—
U.S. government bonds	33,567	61	(9)	33,619	—	26,566	7,053
U.S. agency securities	6,907	—	(3)	6,904	—	—	6,904
Commercial paper	10,670	2	—	10,672	1,248	9,424	—
Corporate debt securities	53,926	112	(17)	54,021	—	37,677	16,344
Certificates of deposit	3,009	—	—	3,009	—	3,009	—
Subtotal	109,541	176	(29)	109,688	1,248	78,139	30,301
Total	<u>\$ 285,643</u>	<u>\$ 176</u>	<u>\$ (29)</u>	<u>\$ 285,790</u>	<u>\$ 177,350</u>	<u>\$ 78,139</u>	<u>\$ 30,301</u>

⁽¹⁾ Level 1 fair value estimates are based on quoted prices in active markets for identical assets or liabilities.

⁽²⁾ Level 2 fair value estimates are based on observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

During each of the nine months ended September 30, 2025 and year ended December 31, 2024, there were no transfers of assets or liabilities between any levels of the fair value hierarchy.

Note 5. Business Combinations

Acquisition of Enfusion Inc.

On April 21, 2025 (“Enfusion Acquisition Date”), the Company completed its previously announced acquisition of all outstanding stock of Enfusion, Inc (“Enfusion”), a leader in SaaS solutions for the investment management and hedge fund industry. The following table illustrates the computation of the estimated preliminary fair value of consideration transferred (in thousands):

	Fair Value
Cash paid ⁽¹⁾	\$ 760,499
Fair value of Class A common stock issued ⁽²⁾	598,648
Fair value of converted Enfusion equity awards attributable to pre-combination service ⁽³⁾	12,769
Payment to terminate Enfusion’s tax receivable agreement ⁽⁴⁾	30,000
Total Merger Consideration	<u>1,401,916</u>
Less: cash acquired	<u>22,864</u>
Total Merger Consideration, net of cash acquired	<u>\$ 1,379,052</u>

⁽¹⁾ Represents the cash consideration paid, consisting of (i) \$760 million calculated as a product of 130 million outstanding shares of Enfusion common stock and cash consideration of \$5.85 per share, and (ii) \$20 thousand to settle all options.

⁽²⁾ Represents the fair value of 28,066,027 shares of CWAN Class A common stock estimated issued, calculated using the per share price of Class A common stock as of April 21, 2025 of \$21.33. Each share of Enfusion common stock settled at closing was exchanged based on the Per Share Parent Stock Amount of 0.2159.

⁽³⁾ Represents the fair value of Enfusion restricted stock units (“RSUs”) and performance RSUs attributable to pre-combination services. Each outstanding Enfusion RSU and Enfusion RSU that vested in whole or in part based on performance-based vesting conditions assumed by CWAN was converted into a number of RSU awards denominated in shares of CWAN Class A common stock (“CWAN RSUs”). 1.9 million CWAN RSUs with a fair value of \$41.3 million were issued, with \$12.8 million attributable to pre-combination services. The fair value of Enfusion' equity awards after

their conversion into CWAN equity awards attributable to post-combination service will be recognized as expense over the post-combination service periods on a straight-line basis.

⁽⁴⁾ Represents payment to terminate Enfusion's tax receivable agreement in connection with the acquisition.

We have accounted for this transaction as a business combination and allocated the fair value of the consideration to the tangible and intangible assets acquired as well as liabilities assumed, based on their estimated fair values. The excess of the purchase price over the preliminary fair values of these identifiable assets and liabilities was recorded as goodwill. The allocated preliminary fair value is summarized as follows (in thousands):

	Fair Value
Accounts receivable, net	\$ 35,445
Prepaid expenses and other current assets	3,191
Property, equipment and software, net	9,035
Operating lease right-of-use assets, net	16,211
Deferred tax assets, net	42,193
Other non-current assets	1,625
Intangible assets, net	450,000
Goodwill	852,717
Accounts payable	(1,059)
Accrued expenses and other current liabilities	(11,420)
Operating lease liability, current portion	(5,570)
Operating lease liability, less current portion	(12,607)
Other long-term liabilities	(709)
Total Merger Consideration for acquisition of business, net of cash acquired	<u>\$ 1,379,052</u>

We expect to finalize the allocation of the purchase consideration as soon as practicable, pending finalization of taxes and any other adjustments related to acquired assets or liabilities, but no later than 12 months from the Enfusion Acquisition Date. Goodwill generated from this business combination is primarily attributable to the assembled workforce and expected post-acquisition synergies from integrating Enfusion into our business. The goodwill is expected to be partially deductible for income tax purposes.

The following table presents details of the preliminary fair values of identified intangible assets acquired (in thousands, except years):

	Fair Value	Estimated Useful Life
Developed technology	\$ 400,000	7 years
Client relationships	40,000	10 years
Trade name / Trademarks	10,000	5 years
Total	<u>\$ 450,000</u>	

The identified intangible assets are measured at fair value as Level 3 in accordance with the fair value hierarchy.

Acquisition-related costs incurred were \$4.6 million during the nine months ended September 30, 2025. There were no acquisition-related costs incurred during the three months ended September 30, 2025 and the three and nine months ended September 30, 2024. These costs mainly consisted of professional fees and administrative costs and were expensed as incurred within "General and administrative" in our condensed consolidated statements of operations. The results of Enfusion's operations have been included in our consolidated financial statements since the Enfusion Acquisition Date. Enfusion's operations contributed revenues of \$57.1 million and \$99.6 million, as well as net losses of \$0.6 million and \$11.7 million, to our condensed consolidated statements of operations for the three and nine months ended September 30, 2025, respectively.

Acquisition of Beacon Platform Inc.

On April 30, 2025 (“Beacon Acquisition Date”), the Company completed its acquisition of all outstanding stock of Beacon Platform Inc. (“Beacon”), a next-generation leader for cross-asset class modeling and risk analytics for derivatives, private credit and debt, structured products and other alternative assets.

The following table illustrates the computation of the estimated preliminary fair value of consideration transferred.

	Fair Value
Cash ⁽¹⁾	\$ 351,328
Fair value of Class A common stock issued ⁽²⁾	178,645
Fair value of Class A common stock to be issued ⁽²⁾	62
Fair value of converted Beacon equity awards attributable to pre-combination service ⁽³⁾	1,911
Total Merger Consideration	531,946
Less: cash acquired	44,208
Total Merger Consideration, net of cash acquired	\$ 487,738

⁽¹⁾ Represents the cash consideration paid and to be paid, calculated based on \$7.86 per share.

⁽²⁾ Represents fair value of 7,858,675 shares of CWAN Class A common stock, calculated using the per share price of Class A common stock as of April 30, 2025 of \$22.74. Of the total, 7,855,966 shares of Class A common stock were issued as of September 30, 2025 and the remaining 2,709 shares of Class A common stock are expected to be issued within the next 12 months.

⁽³⁾ Represents the fair value of Beacon options attributable to pre-combination services. Each outstanding and unvested Beacon option assumed by CWAN was converted into a number of CWAN RSUs. 0.2 million CWAN RSUs with a fair value of \$5.5 million were issued, with \$1.9 million attributable to pre-combination services. The fair value of Beacon equity awards after their conversion into CWAN equity awards attributable to post-combination service will be recognized as expense over the post-combination service periods on a straight-line basis.

We have accounted for this transaction as a business combination and allocated the fair value of the consideration to the tangible and intangible assets acquired as well as liabilities assumed, based on their estimated fair values. The excess of the purchase price over the preliminary fair values of these identifiable assets and liabilities was recorded as goodwill. The allocated preliminary fair value is summarized as follows (in thousands):

	Fair Value
Accounts receivable, net	\$ 16,769
Prepaid expenses and other current assets	1,460
Property, equipment and software, net	201
Operating lease right-of-use assets, net	2,597
Goodwill	337,928
Intangible assets, net	166,900
Other assets	431
Accounts payable	(1,272)
Accrued expenses and other current liabilities	(8,555)
Deferred revenue	(12,347)
Operating lease liability, current portion	(482)
Operating lease liability, less current portion	(2,251)
Deferred tax liabilities, net	(13,641)
Total Merger Consideration for acquisition of business, net of cash acquired	\$ 487,738

We expect to finalize the allocation of the purchase consideration as soon as practicable, pending finalization of taxes and any other adjustments related to acquired assets or liabilities, but no later than 12 months from the Beacon Acquisition Date. Goodwill generated from this business combination is primarily attributable to the assembled workforce

and expected post-acquisition synergies from integrating Beacon into our business. The goodwill is not expected to be deductible for income tax purposes.

The following table presents details of the preliminary fair values of identified intangible assets acquired (in thousands, except years):

	Fair Value	Estimated Useful Life
Developed technology	\$ 130,000	8 years
Client relationships	33,500	10 years
Trade name / Trademarks	3,400	5 years
Total	<u>\$ 166,900</u>	

The identified intangible assets are measured at fair value as Level 3 in accordance with the fair value hierarchy.

Acquisition-related costs incurred were \$4.1 million during the nine months ended September 30, 2025. There were no acquisition-related costs incurred during the three months ended September 30, 2025 and the three and nine months ended September 30, 2024. These costs mainly consisted of professional fees and administrative costs and were expensed as incurred within "General and administrative" in our condensed consolidated statements of operations. The results of Beacon's operations have been included in our consolidated financial statements since the Beacon Acquisition Date.

These acquisitions accelerate CWAN's vision of creating a unified, real-time portfolio view across all asset types in a single, cloud-native front-to-back platform solution for the investment management industry.

Supplemental Pro Forma Financial Information (Unaudited)

The following unaudited pro forma financial information presents a summary of the condensed combined results of operations for each of the periods presented, as if the acquisition of Enfusion had occurred as of January 1, 2024, prepared in accordance with ASC 805. The information below reflects pro forma adjustments based on available information and certain assumptions that management believes are factual and supportable. The unaudited pro forma financial information includes adjustments primarily related to amortization of intangible assets acquired, stock-based compensation expense, interest expense for transaction financing, and acquisition-related costs along with the consequential tax effects. Additionally, pro forma information has not been presented for Beacon as disclosure is impracticable due to the unavailability of historical quarterly financial statements. The information for the nine months ended September 30, 2025 does not include results of Beacon for comparability.

	Nine Months Ended September 30,	
	2025	2024
Revenue	\$ 559,106	\$ 473,901
Net loss	\$ (55,883)	\$ (124,851)

The unaudited pro forma financial information presented above is for informational purposes only and is not indicative of the consolidated results of operations of the combined business had the acquisition of Enfusion actually occurred as of January 1, 2024, or of the results of future operations of the combined business.

Note 6. Goodwill and Intangible Assets

Goodwill

The following table presents details of our goodwill during the nine months ended September 30, 2025 (in thousands):

	Amount
Balance as of December 31, 2024	\$ 70,971
Goodwill acquired	1,190,923
Foreign currency translation adjustment	5,486
Measurement period adjustment	(272)
Balance as of September 30, 2025	<u>\$ 1,267,108</u>

Purchased Intangible Assets

On March 31, 2025, the Company completed its previously announced acquisition of Bistro, Blackstone's proprietary portfolio visualization software platform built for Blackstone's Credit & Insurance (BXCI) business (the "Bistro Asset Acquisition"). The purchase price for the Bistro Asset Acquisition was \$112.7 million, consisting of an aggregate of 3,833,333 shares of Class A common stock, issued at the time of the closing of the Bistro Asset Acquisition, with a fair value of \$102.7 million and \$10 million that was paid in cash on June 30, 2025. The following table presents details of the fair values of identified intangible assets acquired (in thousands, except years):

	Fair Value	Estimated Useful Life
Blackstone Commercial Agreement	\$ 98,078	7 years
Developed Technology - BISTRO	14,655	7 years
Total	<u>\$ 112,733</u>	

The following table presents details of our purchased intangible assets as of September 30, 2025 and December 31, 2024 (in thousands):

	September 30, 2025			Weighted Average Remaining Useful Life (In Years)
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	
Intangible assets with finite lives:				
Developed technology	\$ 582,146	\$ (47,022)	\$ 535,124	6.6
Commercial agreement	98,078	(7,006)	91,072	6.5
Client relationships	79,667	(4,389)	75,278	9.6
Trade name / Trademarks	14,102	(1,688)	12,414	4.1
Domain name	245	(15)	230	4.7
Total intangible assets	<u>\$ 774,238</u>	<u>\$ (60,120)</u>	<u>\$ 714,118</u>	
	December 31, 2024			Weighted Average Remaining Useful Life (In Years)
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	
Intangible assets with finite lives:				
Developed technology	\$ 34,366	\$ (8,617)	\$ 25,749	4.9
Client relationships	5,619	(769)	4,850	10.7
Trade name / Trademarks	662	(393)	269	2.3
Total intangible assets	<u>\$ 40,647</u>	<u>\$ (9,779)</u>	<u>\$ 30,868</u>	

We recognized amortization expense of \$26.5 million and \$1.6 million for the three months ended September 30, 2025 and 2024, respectively, and of \$49.1 million and \$4.1 million for the nine months ended September 30, 2025 and 2024, respectively.

Note 7. Supplemental Consolidated Balance Sheet Information

Accounts Receivable, net

Accounts receivable, net consisted of the following (in thousands):

	September 30, 2025	December 31, 2024
Billed accounts receivable	\$ 100,448	\$ 59,995
Unbilled accounts receivable	53,869	46,316
Allowance for doubtful accounts and reserves	(1,526)	(160)
Accounts receivable, net	<u>\$ 152,791</u>	<u>\$ 106,151</u>

The majority of invoices included within the unbilled accounts receivable balance are issued within the first few days of the month directly following the period of service.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following (in thousands):

	September 30,	December 31,
	2025	2024
Prepaid expenses	\$ 21,072	\$ 12,834
Deferred contract costs, current portion	4,095	5,047
Contract assets	1,366	1,841
Income tax receivable	1,565	687
Other receivable	1,073	1,493
Other current assets	4,700	1,104
Prepaid expense and other current assets	<u>\$ 33,871</u>	<u>\$ 23,006</u>

Property, Equipment and Software, net

Depreciation and amortization expense for the three months ended September 30, 2025 and 2024 was \$2.8 million and \$1.7 million, respectively, and for the nine months ended September 30, 2025 and 2024 was \$6.9 million and \$4.6 million, respectively. Accumulated depreciation and amortization as of September 30, 2025 and December 31, 2024 was \$29.6 million and \$22.9 million, respectively.

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following (in thousands):

	September 30,	December 31,
	2025	2024
Accrued interest	\$ 11,486	\$ 550
Accrued bonus	22,502	16,034
Accrued vendor liabilities	11,390	9,725
Accrued benefits and retirement	17,900	15,478
Acquisition holdback liability	62	—
Accrued commissions	4,148	3,204
Income tax payable	3,138	403
Tax distributions payable to Continuing Equity Owners	2	23
Other current liabilities	12,982	10,237
Accrued expenses and other liabilities	<u>\$ 83,610</u>	<u>\$ 55,654</u>

Other Long-term Liabilities

Other long-term liabilities consisted of the following (in thousands):

	September 30,	December 31,
	2025	2024
Deferred tax liabilities	\$ 1,091	\$ 1,310
Asset retirement obligation	171	160
Accrued benefits	767	—
Other long-term liabilities	<u>\$ 2,029</u>	<u>\$ 1,470</u>

Note 8. Credit Agreement

2025 Credit Agreement

In connection with the closing of the acquisition of Enfusion, certain subsidiaries of the Company entered into a credit agreement, dated as of April 21, 2025 (the “2025 Credit Agreement”), by and among CWAN Acquisition, LLC, a Delaware limited liability company (“Holdings”), Clearwater Analytics, LLC, a Delaware limited liability company (the “Borrower”), the lenders party thereto from time to time (the “Lenders”) and JPMorgan Chase Bank, N.A., as administrative agent and collateral agent. Pursuant to the 2025 Credit Agreement, the Lenders have provided to the Borrower initial term loans, with a tenure of 7 years, in an aggregate principal amount equal to \$800 million (the “2025 Term Loans”) and revolving commitments in an aggregate principal amount of \$200 million with a tenure of 5 years, which includes a \$20 million letter of credit and \$20 million of swingline loans (the “2025 Revolving Facility”). Debt issuance costs totaled \$25.5 million, primarily comprising of underwriting and administrative fees and credit rating agency costs and are amortized to interest expense using the effective interest method over the contractual terms.

On April 21, 2025, we received cash proceeds of \$800 million and \$150 million from the initial term loans and revolving commitments, respectively, and repaid \$91 million of revolving commitments in the nine months ended September 30, 2025. Cash proceeds and repayments related to the credit agreement were classified as financing activities in our condensed consolidated statements of cash flows.

We may repay some or all of the outstanding balance on the revolving commitments at any time and from time to time prior to their maturity. As of September 30, 2025, the outstanding balance on the revolving commitments is \$59 million, leaving \$141 million in available borrowing capacity.

The interest rates applicable to the loans under the 2025 Credit Agreement are based on a SOFR rate plus an applicable margin of 2.25% and 2.00%, respectively, for the 2025 Term Loans and the 2025 Revolving Facility, in each case with a decrease of 0.25% if certain secured net leverage levels are achieved. The applicable margin is adjusted after the completion of each full fiscal quarter based upon the pricing grid in the 2025 Credit Agreement. The revolving commitments have an unused commitment fee of 37.5 basis points, stepping down to 25 basis points if certain secured net leverage levels are achieved.

Under the 2025 Credit Agreement, the 2025 Term Loans amortize at a rate of 0.25% per quarter, subject to customary adjustments, payable on the last day of each quarter commencing with the quarter ending on December 31, 2025.

The 2025 Credit Agreement contains customary affirmative and negative covenants, including, without limitation, covenants that restrict our ability to incur debt, grant liens, make investments, make restricted payments or dispose of assets, and customary events of default. Specifically, we are required to maintain a First Lien Net Leverage Ratio of not more than 6.00:1.00 as of the last day of each fiscal quarter commencing with the fiscal quarter ended June 30, 2025.

Future maturities of borrowings as of September 30, 2025 are as follows (in thousands):

	September 30, 2025
2025 (remaining three months)	\$ 2,000
2026 (first 9 months)	6,000
Notes payable, current portion	8,000
2026 (last 3 months)	2,000
2027	8,000
2028	8,000
2029	8,000
2030	67,000
Thereafter	758,000
Notes payable, non-current portion	851,000
Unamortized debt issuance costs	(20,131)
Notes payable, less current maturities and unamortized debt issuance costs	\$ 830,869
Net carrying amount	\$ 838,869

Total estimated fair value of our outstanding borrowings was \$859.0 million as of September 30, 2025. The fair value is determined based on the quoted prices at the end of the reporting period and categorized as Level 2 in the fair value hierarchy.

The 2025 Credit Agreement replaces the prior existing credit agreement that the Company entered with JPMorgan Chase Bank, N.A in September 2021 ("Prior Credit Agreement"). The related debt extinguishment loss of \$0.4 million was recognized in interest expense in our condensed consolidated statements of operations.

Prior Credit Agreement

In connection with the closing of the IPO, the Borrower entered into a credit agreement (the "Prior Credit Agreement") with JPMorgan Chase Bank, N.A., that included a \$55 million term loan facility (the "Term Loan") and a \$125 million revolving facility (the "Revolving Facility"). Borrowings under the Term Loan and Revolving Facility were to be used for working capital and other general corporate purposes (including acquisitions permitted under the Prior Credit Agreement).

The interest rates applicable to the loans under the Prior Credit Agreement, which was amended in June 2023 to be indexed to SOFR, were based on a fluctuating rate of interest determined by reference to a base rate plus an applicable margin of 0.75% or a SOFR rate plus an applicable margin of 1.75%, in each case with a step-up of 0.25% if certain secured net leverage levels are not achieved. The applicable margin was subject to adjustment after the completion of each full fiscal quarter based upon the pricing grid in the Prior Credit Agreement. The revolving commitment had an unused commitment fee of 25 basis points, stepping up to 30 basis points if certain secured net leverage levels are not achieved.

Under the Credit Agreement, the term loan amortized at a rate of 5.00% per annum, paid quarterly. The Prior Credit Agreement contained mandatory prepayments to the extent the company incurs certain indebtedness or receives proceeds from certain dispositions or casualty events.

The obligations of the Borrower under the Prior Credit Agreement were jointly and severally guaranteed by its direct parent and certain of its subsidiaries (such guarantors together with the Borrower, the "Prior Credit Agreement Loan Parties"). The obligations of the Prior Credit Agreement Loan Parties were secured by a first priority lien on substantially all of their assets, subject to customary exceptions.

The Prior Credit Agreement contained customary affirmative and negative covenants, including, without limitation, covenants that restricted our ability to borrow money, grant liens, make investments, make restricted payments or dispose of assets, and customary events of default. Specifically, we were required to maintain a consolidated secured net indebtedness to consolidated EBITDA ratio of not more than 4.75:1.00 as of the last day of each fiscal quarter commencing with the fiscal quarter ended December 31, 2022.

Note 9. Leases

The Company leases facilities under non-cancelable operating lease agreements with varying terms that range from 1 to 13 years. In addition, some of these leases have renewal options for up to five years. The Company determines if an arrangement contains a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, and operating lease liabilities on the Company's condensed consolidated balance sheets. The Company does not have any finance leases.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most of the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. Variable lease payments are expensed as incurred and are not included within the ROU asset and lease liability calculation. Optional periods to extend a lease under renewal options are included in the lease term when it is reasonably certain that the option will be exercised. The operating lease ROU asset also includes any lease payments made and excludes lease incentives and initial direct costs incurred. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. The Company recognizes lease expense for these leases on a straight-line basis over the lease term. The Company does not account for lease components (e.g., fixed payments including rent) separately from the non-lease components (e.g., common-area maintenance costs).

Operating lease cost was \$4.6 million and \$11.6 million for the three and nine months ended September 30, 2025. Variable lease cost and short-term lease costs were immaterial during the three and nine months ended September 30, 2025.

Future minimum lease payments at September 30, 2025 under the Company's non-cancelable leases were as follows (in thousands):

	September 30, 2025
2025 (remaining three months)	\$ 4,686
2026	16,684
2027	12,752
2028	7,122
2029	5,545
Thereafter	2,040
Total future minimum lease payments	48,829
Less: Imputed interest	(4,844)
Present value of future minimum lease payments	43,985
Less: Current portion of operating lease liability	(15,537)
Operating lease liabilities - noncurrent	\$ 28,448

The table above does not include any legally binding minimum lease payments for leases signed but not yet commenced. As of September 30, 2025, the Company had \$34.7 million of undiscounted future minimum lease payments under operating leases that have been signed but have not yet commenced. There was no lease signed but not yet commenced as of December 31, 2024.

The following table presents supplemental information for the Company's non-cancelable operating leases for the nine months ended September 30, 2025 and 2024 (in thousands, except for weighted average and percentage data):

	Nine Months Ended September 30,	
	2025	2024
Weighted average remaining lease term	3.24	3.67
Weighted average discount rate	5.96 %	5.80 %
Cash paid for amounts included in the measurement of lease liabilities	\$ 4,776	\$ 6,676
Leased assets obtained in exchange for new lease liabilities	\$ 6,121	\$ 8,356

Note 10. Non-controlling Interest

The Company is the sole managing member of CWAN Holdings, and has the sole voting interest in, and control of the management of, CWAN Holdings. As a result, the Company consolidates the financial results of CWAN Holdings. The non-controlling interest on the Company's condensed consolidated balance sheet relates to the interests of CWAN Holdings held by the Continuing Equity Owners. The ownership of the LLC interests is summarized as follows:

	September 30, 2025		December 31, 2024	
	Shares	Ownership %	Shares	Ownership %
Clearwater Analytics Holdings, Inc. interest in CWAN Holdings	288,280,392	98.5 %	235,101,248	94.9 %
Continuing Equity Owners' interest in CWAN Holdings	4,506,422	1.5 %	12,542,110	5.1 %
	<u>292,786,814</u>	<u>100.0 %</u>	<u>247,643,358</u>	<u>100.0 %</u>

Note 11. Earnings (Loss) Per Share

The following table sets forth reconciliations of the numerators and denominators used to compute basic and diluted net earnings (loss) per share of Class A and Class D common stock for the periods presented (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Numerator:				
Net income (loss)	\$ (10,514)	\$ 4,769	\$ (27,729)	\$ 7,280
Less: Net income (loss) attributable to non-controlling interests	(179)	1,140	(988)	2,184
Net income (loss) attributable to Clearwater Analytics Holdings, Inc. - basic and diluted	<u>\$ (10,335)</u>	<u>\$ 3,629</u>	<u>\$ (26,741)</u>	<u>\$ 5,096</u>

The following tables set forth the computation of basic and diluted net earnings per share of Class A and Class D common stock (in thousands, except share amounts and per share amounts):

	Three Months Ended September 30, 2025		Nine Months Ended September 30, 2025	
	Class A	Class D	Class A	Class D
Basic net loss attributable to Class A and Class D common stockholders				
Numerator:				
Allocation of net loss attributable to Clearwater Analytics Holdings, Inc.	\$ (10,335)	\$ —	\$ (25,729)	\$ (1,012)
Denominator:				
Weighted average number of shares of Class A and Class D common stock outstanding - basic	287,979,411	—	255,445,715	10,052,592
Basic net loss per share attributable to Class A and Class D common stockholders	<u>\$ (0.04)</u>	<u>\$ —</u>	<u>\$ (0.10)</u>	<u>\$ (0.10)</u>

	Three Months Ended September 30, 2024		Nine Months Ended September 30, 2024	
	Class A	Class D	Class A	Class D
Basic net earnings attributable to Class A and Class D common stockholders				
Numerator:				
Allocation of net income attributable to Clearwater Analytics Holdings, Inc.	\$ 2,755	\$ 874	\$ 3,514	\$ 1,582
Denominator:				
Weighted average number of shares of Class A and Class D common stock outstanding - basic	166,244,278	52,764,846	149,557,644	67,322,871
Basic net earnings per share attributable to Class A and Class D common stockholders	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ 0.02</u>

	Three Months Ended September 30, 2024		Nine Months Ended September 30, 2024	
	Class A	Class D	Class A	Class D
Diluted net earnings attributable to Class A and Class D common stockholders				
Numerator:				
Undistributed earnings for basic computation	\$ 2,755	\$ 874	\$ 3,514	\$ 1,582
Reallocation of earnings as a result of conversion of Class B common stock to Class A common stock and conversion of Class C common stock to Class D common stock	55	(55)	119	(119)
Reallocation of earnings as a result of conversion of Class D common stock to Class A common stock	819	—	1,463	—
Allocation of undistributed earnings	\$ 3,629	\$ 819	\$ 5,096	\$ 1,463
Denominator:				
Weighted average number of shares of Class A and Class D common stock outstanding - basic	166,244,278	52,764,846	149,557,644	67,322,871
Add: weighted-average effect of dilutive securities exchangeable for Class A common stock:				
Stock options of Clearwater Analytics Holdings, Inc.	9,752,024	—	8,911,002	—
RSUs of Clearwater Analytics Holdings, Inc.	2,672,525	—	1,961,982	—
ESPP of Clearwater Analytics Holdings, Inc.	33,541	—	14,934	—
Conversion of Class D common stock to Class A common stock outstanding	52,764,846	—	67,322,871	—
Weighted average number of shares of Class A and Class D common stock outstanding - diluted	231,467,214	52,764,846	227,768,433	67,322,871
Diluted net earnings per share attributable to Class A and Class D common stockholders	\$ 0.02	\$ 0.02	\$ 0.02	\$ 0.02

The computation of diluted net earnings per share for the three and nine months ended September 30, 2025 are not separately presented as the Company was in a net loss position in such periods.

Shares of the Company's Class B and Class C common stock do not participate in the earnings or losses of the Company and are therefore not participating securities. As such, separate presentation of basic and diluted earnings per share of Class B and Class C common stock under the two-class method has not been presented.

The following weighted-average potentially dilutive securities were evaluated under the treasury stock method for potentially dilutive effects and have been excluded from diluted net earnings per share due to their anti-dilutive effect:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Conversion of Class B and Class C common stock	4,506,422	27,498,012	9,224,465	27,522,899
Stock options of Clearwater Analytics Holdings, Inc.	4,326,370	5,250	4,822,884	96,628
RSUs of Clearwater Analytics Holdings, Inc.	4,938,764	—	3,059,302	377,770
Employee stock purchase plans	28,059	—	35,543	—
Total	13,799,615	27,503,262	17,142,194	27,997,297

Note 12. Stockholders' Equity

In September 2021, the Board of Directors of the Company (the "Board") adopted the Clearwater Analytics Holdings, Inc. 2021 Omnibus Incentive Plan (the "2021 Plan"), pursuant to which employees, consultants and directors of our Company and our affiliates performing services for us, including our executive officers, are eligible to receive awards. The 2021 Plan provides for the grant of stock options, stock appreciation rights, restricted stock, restricted stock units ("RSUs"), bonus stock, dividend equivalents, other stock-based awards, substitute awards, annual incentive awards and performance awards intended to align the interests of participants with those of our shareholders. A total of 69,200,278 shares of common stock are authorized for issuance under the 2021 Plan. In connection with the approval of the 2021 Plan, the 2017 Equity Incentive Plan was terminated and all outstanding stock options and RSUs were transferred to the 2021 Plan. In connection with the acquisition of Enfusion, we assumed the Enfusion 2021 Stock Option and Incentive Plan.

Options

The following table summarizes the stock option activity for the nine months ended September 30, 2025 (in thousands, except per share data):

	Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Balance - December 31, 2024	9,514,741	\$ 8.42	5.13	\$ 181,714
Exercised	(1,741,039)	5.77		32,483
Forfeited	(12,083)	13.96		
Balance - September 30, 2025	<u>7,761,619</u>	\$ 9.01	4.55	\$ 70,143
Options vested - September 30, 2025	<u>7,710,838</u>	\$ 8.99		\$ 69,862

The aggregate intrinsic value as of September 30, 2025 disclosed in the above table is based on the difference between the exercise price of the stock option and the estimated fair value of the Company's Class A common stock as of September 30, 2025. As of September 30, 2025, the total unrecognized compensation expense related to unvested options was \$0.1 million, which is expected to be recognized over a weighted average period of 0.2 years.

RSUs

The summary of RSU activity for the nine months ended September 30, 2025 is as follows (in thousands, except per share data):

	Units Activity	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Unvested units as of December 31, 2024	12,175,710	\$ 19.12	\$ 335,076
Granted	6,559,874	21.65	
Released	(5,579,227)	19.52	
Cancelled	(1,028,738)	20.73	
Unvested units as of September 30, 2025	<u>12,127,619</u>	\$ 21.53	\$ 218,540

The aggregate intrinsic value disclosed in the above table is based on the closing stock price on the NYSE on September 30, 2025. As of September 30, 2025, there was \$171.1 million of unrecognized equity-based compensation expense related to RSUs, which is expected to be recognized over a weighted average period of 2.2 years.

Employee Stock Purchase Plan

In September 2021, the Board adopted the Clearwater Analytics Holdings, Inc. 2021 Employee Stock Purchase Plan ("ESPP"). As of September 30, 2025, a total of 7,092,009 shares of Class A common stock were available for issuance under the ESPP. The offering periods are scheduled to start on June 1 and December 1 of each year. Eligible employees may purchase the Company's Class A common stock through payroll deductions at a price equal to 85% of the lower of the fair market values of the stock as of the beginning or the end of six-month offering periods. An employee's payroll

deductions under the ESPP are limited to 10% of the employee's compensation and an employee may not purchase more than \$25,000 of stock during any calendar year in which the employee's option to purchase stock under the ESPP is outstanding at any time.

As of September 30, 2025, total unrecognized equity-based compensation costs related to ESPP were \$0.4 million, which is expected to be recognized over the remaining current offering period ending November 30, 2025.

ESPP payroll contributions accrued at September 30, 2025 and December 31, 2024 totaled \$2.7 million and \$0.5 million, respectively, and are included within accrued expenses in the consolidated balance sheets. Employee payroll contributions used to purchase shares under the ESPP will be reclassified to stockholders' equity at the end of the offering period.

Share Repurchase Program

In August 2025, the Board of Directors authorized a program to repurchase up to \$100.0 million of the Company's Class A common stock (the "Share Repurchase Program"). The Share Repurchase Program does not have a fixed expiration date and does not obligate the Company to acquire any specific number of shares. The timing, quantity and price of any share repurchase may vary. Shares may be repurchased through open market purchases or privately negotiated transactions, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

During the three months ended September 30, 2025, the Company repurchased and subsequently retired 456,568 shares of Class A common stock for \$8.9 million. All repurchases were made in open market transactions. As of September 30, 2025, \$91.1 million of the Company's Class A common stock remained available and authorized for repurchases under the Share Repurchase Program. Subsequent to September 30, 2025 and up through October 31, 2025, the Company repurchased and subsequently retired 410,035 shares of the Company's Class A common stock for \$7.5 million.

The Company records repurchases of its shares of common stock on the trade date of each transaction. Shares purchased and retired are deducted to the extent of their par value from common stock and from additional paid-in capital for the excess over par value. Direct costs incurred to acquire the shares are included in the total cost of the shares purchased. Repurchases that are executed and unpaid are included in accrued expenses and other current liabilities on our condensed consolidated balance sheets.

Note 13. Segment and Geographic Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker ("CODM"), or decision group, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Company's Chief Executive Officer ("CEO"). The Company's CEO reviews financial information presented on a consolidated basis and makes decisions and allocates resources based on the Company as a whole. The Company has one business activity as a provider of a comprehensive solution that integrates portfolio management, trading, investment accounting, reconciliation, regulatory reporting, performance, compliance, and risk analytics in one unified system. Accordingly, the Company operates as one operating segment, and all required segment financial information is found in the condensed consolidated financial statements.

The CODM uses net income (loss) to allocate operating and capital resources and assesses the Company's performance by comparing actual results and previously forecasted financial information. The measure of segment assets is reported on the balance sheet as total consolidated assets. The following table presents information on revenue, significant expenses, and net income (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	\$ 205,110	\$ 115,828	\$ 513,911	\$ 325,338
Less:				
Employee compensation expense	88,971	49,932	229,581	149,428
Technology expense	14,906	8,726	38,533	24,913
Facilities expense	6,789	3,178	16,479	9,928
Outside services and contractors expense	7,171	4,146	16,461	11,780
Data costs	8,672	3,273	19,017	9,316
Provision for (benefit from) income taxes	510	(486)	(287)	(505)
Equity-based compensation expense and related payroll taxes	34,330	26,907	100,735	80,540
Tax receivable agreement expenses	—	5,344	—	11,545
Depreciation and amortization expense	29,300	3,239	56,052	8,730
Interest expense	16,119	1,076	30,502	3,256
Other segment items ⁽¹⁾	8,856	5,724	34,567	9,127
Consolidated net income (loss)	<u>\$ (10,514)</u>	<u>\$ 4,769</u>	<u>\$ (27,729)</u>	<u>\$ 7,280</u>

⁽¹⁾ Other segment items included in consolidated net income (loss) includes legal, travel, marketing, training, recruiting and other overhead expenses.

The following table presents the Company's revenue disaggregated by geography, based on billing address of the customer (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
United States	\$ 149,544	\$ 94,517	\$ 386,922	\$ 265,912
Rest of World	55,566	21,311	126,989	59,426
Total revenue	<u>\$ 205,110</u>	<u>\$ 115,828</u>	<u>\$ 513,911</u>	<u>\$ 325,338</u>

The following table presents the Company's long-lived assets including property, equipment and software, net, and operating lease right-of-use assets, net, disaggregated by geography (in thousands):

	September 30,	December 31,
	2025	2024
United States	\$ 40,499	\$ 21,658
Rest of World	26,078	17,936
Total long-lived assets, net	<u>\$ 66,577</u>	<u>\$ 39,594</u>

Note 14. Income Taxes

As a part of the Up-C structure, Clearwater Analytics Holdings, Inc. owns a portion of CWAN Holdings, which contains all operations of the business and is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, CWAN Holdings is generally not subject to U.S. federal, state, and local income taxes. Any taxable income or loss generated by CWAN Holdings is passed through to and included in the taxable income or loss of its members in accordance with the terms of the operating agreement of CWAN Holdings. CWAN Holdings' international wholly-owned subsidiaries are subject to taxes in foreign jurisdictions.

The Company is taxed as a corporation and pays corporate federal, state, and local taxes on income allocated to it from CWAN Holdings based on the Company's economic interest held in CWAN Holdings. While the Company consolidates CWAN Holdings for financial reporting purposes, the Company will not be taxed on the earnings attributed to the non-controlling interests. As a result, the income tax burden on the earnings attributed to the non-controlling interest is not reported by the Company in its condensed consolidated financial statements.

Our tax provision for interim periods is determined using an estimated annual effective tax rate, adjusted for discrete items arising in the applicable quarter. In each quarter, we update the estimated annual effective tax rate and make a year-to-date adjustment to the provision. The estimated annual effective tax rate may be subject to significant volatility due to several factors, including our ability to accurately predict the proportion of our pretax income in multiple jurisdictions, certain book-tax differences, the effects of business combinations, and exchanges from non-controlling interests.

The following table provides details of the provision for (benefit from) income taxes:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Income (loss) before income taxes	\$ (10,004)	\$ 4,283	\$ (28,016)	\$ 6,775
Provision for (benefit from) income taxes	510	(486)	(287)	(505)
Effective tax rate	(5.1%)	(11.3%)	1.0%	(7.5%)

For the three and nine months ended September 30, 2025, the Company's effective tax rate was different than the statutory rate primarily because of foreign taxes and non-deductible equity-based compensation, offset by tax credits, windfalls from equity-based compensation deductions, as well as the portion of pretax earnings that are attributable to the non-controlling interest and not taxable to the Company. For the three and nine months ended September 30, 2024, the Company's effective tax rate was different than the statutory rate primarily because of foreign taxes, non-deductible equity-based compensation, the generation of tax credits and incentives, and the valuation allowance on U.S. deferred tax assets.

On July 4, 2025, the U.S. President signed into law "An Act to Provide for Reconciliation Pursuant to Title II of H. Con. Res. 14" (the "Tax Reform Act of 2025"), also known as the One Big Beautiful Bill Act. The new federal tax legislation includes numerous changes to U.S. corporate income tax law, including but not limited to: permanent 100% bonus depreciation for qualified property, immediate expensing of domestic research and experimental expenditures, modifications to the limitation on business interest expense, and changes to the international tax regime. Most provisions are effective for tax years beginning after December 31, 2024, with certain transition rules and exceptions. The Tax Reform Act of 2025 did not have a significant impact on our provision for income taxes for the three and nine months ended September 30, 2025.

Note 15. Tax Receivable Agreement Liability

In connection with the IPO and related transactions, we entered into a TRA that provided for the payment by us of 85% of the amount of any tax benefits that we actually realize, or in some cases are deemed to realize, as a result of (i) increases in our share of the tax basis in the net assets of CWAN Holdings resulting from any redemptions or exchanges of CWAN Holdings units, (ii) tax basis increases attributable to payments made under the TRA, and (iii) deductions attributable to imputed interest and bonus payments pursuant to the TRA Bonus Agreements (the "TRA Payments").

On November 4, 2024, the Company entered into the TRA Amendment which amended the TRA to provide for one-time settlement payments in a gross amount of approximately \$72.5 million. The settlement payments were made in the last quarter of 2024 and the first quarter of 2025. The Company has no further payment obligations (past, current, or future) to the TRA Parties under the TRA.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and with our Management's Discussion and Analysis of Financial Condition and Results of Operations and financial statements included in the Annual Report on Form 10-K. As discussed in the section titled "Special Note Regarding Forward-Looking Statements," the following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and in the section titled "Special Note Regarding Forward-Looking Statements" in this Quarterly Report on Form 10-Q and those discussed in the section titled "Risk Factors" in the Annual Report on Form 10-K.

Historical Overview

Clearwater brings transparency to the opaque world of investment accounting and analytics with what we believe is the industry's most trusted and innovative single instance, multi-tenant technology platform. Our cloud-native software allows clients to radically simplify their investment accounting operations, enabling them to focus on higher-value business functions such as asset allocation strategy and investment selection. Our platform provides comprehensive accounting, data and advanced analytics as well as highly-configurable reporting for global investment assets daily or on-demand, instead of weekly or monthly. We give our clients confidence that they are making the most informed decisions about investment performance, regulatory compliance and risk.

We provide investment accounting and reporting, performance measurement, compliance monitoring and risk analytics solutions for asset managers, insurance companies and large corporations. Every day, Clearwater's powerful platform aggregates and normalizes data on over \$8.8 trillion of global invested assets for over 1,400 clients as of December 31, 2024. We bring modern software to an industry that has long been dominated by difficult-to-use, high cost legacy technologies and processes, which often lack data integrity and traceability, and often require significant manual intervention. The strength of our platform is demonstrated by our approximately 80% win rate for new clients over the prior four years in deals that reached the proposal stage, as well as industry-leading NPS and at least 98% gross retention in 26 of the last 27 quarters.

We allow our clients to replace legacy systems with modern cloud-native software. Our platform helps clients reduce cost, time, errors and risk and allows them to reallocate resources to other value-creating activities. Our software aggregates, reconciles and validates data from more than 4,100 daily data feeds and more than four million securities that have been modeled across multiple currencies, asset classes and countries. This cleansed and validated data runs through our proprietary accounting, performance, compliance and risk solutions to provide clients with powerful analytics and daily or on-demand configurable reporting. We offer multi-asset class, multi-basis, multi-currency accounting and analytics that provide clients with a comprehensive view of their holdings and related performance. This allows our clients to make better, more timely decisions about their investment portfolios.

Clearwater benefits from powerful network effects. With our single instance, multi-tenant architecture, every client, whether new or existing, enriches our global data set by making it more complete and accurate. Our software continually sources, ingests, models, reconciles and validates the terms, conditions and features of every investment security held by all of our clients. This continuous process helps to create a single repository of comprehensive, accurate investment data (often referred to within the industry as a "Golden Copy" of data) that benefits all our clients to the extent they otherwise have rights to the data. Through this continuous process, we are able to identify and adjudicate data discrepancies that otherwise could introduce error and risk into our clients' investment portfolios. We believe that a meaningful competitive advantage of this network effect is that we are increasingly seen as the best and most accurate source of investment accounting data and analytics in the industry.

We have a recurring revenue model, excluding revenue from professional services and license-related revenue from JUMP Technology. We charge our clients a fee that is based on the amount and complexity of the assets they manage on our platform as well as the breadth of the solution utilized by the customer. In 2022, we transitioned our contracting structure to a framework we describe as Base+ for all new clients. A Base+ contract framework includes a base fee for a prospective or existing client's book of business plus an incremental fee for increases in assets on the platform. This structure is designed to limit the downside volatility in our asset-based fees. We also began to amend contracts with our existing clients to either modify the structure of such contracts from a pure asset-based fee to this Base+ model or to increase the basis point price. Prior to 2022, we charged a basis point fee based on the client's assets on the platform subject to contracted minimums. For those clients contracted prior to 2022 and whose contract has not been amended, our revenues can more significantly fluctuate with the changes in those clients' assets. A majority of the assets on our platform

are high-grade fixed income assets, which have traditionally had lower levels of volatility, enabling our highly predictable revenue streams. The Base+ model includes annual increases in the base fee and enables us to charge additional fees for supplemental services provided for certain alternative asset classes (e.g., LPx, MLx) or additional products (e.g. Prism, OMS/PMS) should the client choose to utilize those services.

Recent Developments

Strategic Acquisitions

We completed our previously announced business acquisitions of Beacon and Enfusion on April 30 and April 21, 2025, respectively, and an asset purchase of Blackstone’s proprietary portfolio visualization software platform, Bistro, on March 31, 2025.

Enfusion is a global software-as-a-service provider focused on transforming the investment management industry. The Enfusion solution is designed to eliminate technology and information barriers, empowering investment managers to confidently make and execute better-informed investment decisions in real time. Enfusion’s front-office capabilities, including investment book of record (IBOR), portfolio and order management, will be integrated with Clearwater’s middle and back-office solutions and client reporting capabilities to enable a unified, cloud-native platform that seamlessly integrates with other technologies. Together with Beacon platform’s capabilities in risk management and Bistro’s private credit assets data visualization platform, these acquisitions aim to accelerate Clearwater’s vision of creating a unified, real-time portfolio view across all asset types—from public equities and private credit to structured products and alternatives—in a single, cloud-native platform, ultimately building the first comprehensive cloud-native front-to-back solution for the entire investment management industry.

For more information, see Note 5 “Business Combinations” and Note 6 “Goodwill and Intangible Assets” to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Key Factors Affecting Our Performance

The growth and future success of our business depends on many factors, including those described below.

- *Adding New Clients in Established End Markets:* Our future growth is dependent upon our ability to continue to add new clients, and in 2024, we added over 100 net new clients. We are focused on continuing to increase our client base in our established client end-markets of corporations, government entities, insurance companies and asset managers, and doing so with increasingly large and sophisticated clients. With our recent acquisitions of Enfusion and Beacon, we added over 900 new clients in end markets including hedge funds, asset managers, insurance companies and banks. As we add clients, it takes time to fully onboard their assets to the platform. Our revenue generally increases as assets are added to the platform, while the effort to serve the client is relatively consistent over time. Therefore, we expect revenues and gross margins to increase for a client as the client transitions from the onboarding process to a steady state once assets have been onboarded. In any period, our gross margins may fluctuate based on the relative size and number of clients that we are onboarding at that time.
- *Expanding and Retaining Relationships with Existing Clients:* Our future growth is dependent upon retaining our existing clients and expanding our relationships with these clients through increases in the amount of their assets on our platform. We have enjoyed consistent gross revenue retention rates of at least 98% gross retention in 26 of the last 27 quarters. The consistency in revenue retention creates predictability in our business and enables us to better plan our future investments. Our relationships with our clients expand as these clients add more assets to our platform, with our quarterly net revenue retention rates (as defined below under “—Key Operating Measures”) between 108% and 114% in 2025. Clients may add assets as a result of acquiring new clients themselves or by acquiring new businesses or simply through organic growth, which produces additional assets that they manage using our platform. We believe that our client service model and technology platform are strong contributing factors in our attractive retention rates. As such, we expect to continue to invest in both our operations and research and development functions to maintain and increase our high levels of client satisfaction, which we believe will lead to strong client retention and expansion.
- *International Expansion:* We believe that the value provided by our platform is equally applicable to asset owners and asset managers outside of North America, and there is a significant opportunity to expand our client base and usage of our platform internationally. Our future growth is dependent upon our ability to successfully enter new international markets and to expand our client base in our current international markets. Our cost to acquire clients in international markets is currently greater than in North America

because there is less awareness of the CWAN brand and our product capabilities, and we have to date invested less in sales and marketing internationally. Following the acquisition of Enfusion, which has a strong international presence in Europe and Asia, we expect to accelerate the Company's global adoption strategy, and strengthen our ability to expand internationally.

- *Adding New Clients in Adjacent or Nascent End-Markets:* Our strategy is to also add new clients in our more nascent end-markets, which include state and local governments, pension funds, sovereign wealth funds, as well as endowments and foundations. Traditionally, our existing clients have been among our best resources for referring new clients to us, and we will continue to invest in sales and marketing to build awareness of our brand, engage prospective clients and drive adoption of our platform, particularly as it relates to expanding into new end-markets. The acquisition of Enfusion positions CWAN to expand into the hedge fund industry. As we establish our presence in new end-markets, we expect sales and marketing expenditures will be less efficient than in our established verticals and we will become increasingly more efficient at acquiring clients in new end-markets over time.
- *Expanding Solutions and Broadening Innovation:* Our future growth is dependent upon our continued expansion of our solutions in order to better retain our current clients and to develop new use cases that appeal to new clients. While we believe we will be able to reduce our research and development expenses as a percentage of revenues as we achieve greater scale, our priority is to maintain and grow our technological advantage over our competitors. As we identify opportunities to increase our technological and competitive advantages, we may increase our investments in research and development at rates that are faster than our growth in revenues in order to enhance our long-term growth and profitability.
- *Fluctuations in the Market Value of Assets on the platform:* Although we generally have a base fee and adopted our Base+ model in 2022, we also bill our clients monthly in arrears based on a basis point rate applied to our clients' assets on our platform, which can be influenced by general economic conditions. While 77% of the assets on our platform were high-grade fixed income securities and structured products as of December 31, 2024 and traditionally subject to lower levels of volatility, the value of our clients' assets on our platform varies on a daily basis due to changes in securities prices, cash flow needs, incremental buying and selling of assets and other strategic priorities of our clients. For these reasons, our revenue is subject to fluctuations based on economic conditions, including market conditions and the changing interest rate environment.
- *Expansion of Usage with Existing Clients:* With the acquisitions of Enfusion, Beacon and Bistro in 2025, we believe there are opportunities to further expand our relationships with existing clients through cross-selling related or complementary functionalities or services that continue to improve their investment management workflows and technology infrastructure. As we continue to execute and maximize each standalone businesses' potential, we believe that there is a significant opportunity to expand usage from our existing clients as we provide value-adding capabilities and services to support their strategies to evolve and expand into new markets. We expect our revenues from existing clients to continue to increase as they broaden their use of our solutions and expand utilization into other investment groups within their organizations.

Key Components of Results of Operations

The following discussion describes certain line items in our condensed consolidated statements of operations.

Revenue

We generate revenue from fees derived from providing clients with access to the solutions and services on our SaaS platform. Sales of our offerings include a right to use our software in a hosted environment without taking possession of the software. A large number of our contracts are generally cancellable with 30 days' notice without penalty. We generally invoice clients monthly in arrears based on a percentage of the average daily value of assets within a client's accounts on our platform during that month, or based on a fixed monthly base fee. Payment terms may vary by contract but generally include a requirement of payment within 30 days following the month in which services are provided. Fees invoiced in advance of the delivery of the Company's performance obligations are deemed set-up activities and are deferred as a material right and recognized over time, typically 12 months.

Cost of Revenue

Cost of revenue consists of expenses related to delivery of revenue-generating services, including expenses associated with client services, onboarding, reconciliation and agreements related to the purchase of data used in the provision of our services. Salary and benefits for certain personnel associated with supporting these functions, in addition

to allocated overhead, amortization of developed technology intangible asset, and depreciation for facilities, are also included in cost of revenue.

Operating Expenses

Research and development expense consists primarily of salary and benefits for our development staff as well as contractors' fees and other costs associated with the enhancement of our offering, ensuring operational stability and performance and development of new offerings.

Sales and marketing expense consists of the costs of personnel involved in the sales and marketing process, sales commissions, advertising and promotional materials, sales facilities expenses, the cost of trade shows and seminars, and amortization of customer relationships intangible assets.

General and administrative expense consists primarily of personnel costs for IT, finance, administration, human resources and general management, amortization of trade names intangible asset, as well as expenses from legal, corporate technology and accounting service providers.

Interest Expense

Interest expense reflects interest accrued on our outstanding borrowings during the course of the applicable period. The accrual of interest varies depending on the timing and amount of borrowings and repayments during the period as well as fluctuations in interest rates.

Tax Receivable Agreement Expense

In connection with the IPO and related transactions, we entered into a TRA that, prior to the TRA Amendment, provided for the payment by us of 85% of certain tax benefits that we realized, or in some cases were deemed to realize, as a result of Tax Attributes, as defined in the Tax Receivable Agreement. Tax receivable agreement expense relates to payments we made, or to be made, under the TRA prior to or in connection with the TRA Amendment.

On November 4, 2024, the Company entered into the TRA Amendment, which amended the TRA to provide for one-time settlement payments in a gross amount of approximately \$72.5 million, inclusive of approximately \$69.2 million to be paid to the TRA Parties (net of the TRA Bonus Payments) and approximately \$3.3 million TRA Bonus Payments to be paid to certain executive officers of the Company (collectively, the "TRA Settlement Payments"), plus approximately \$6.5 million in third-party expenses. Upon the payment of the TRA Settlement Payments, the TRA Parties have no further rights to receive payments (past, current, or future) under the TRA, and the Company will have no further payment obligations (past, current, or future) to the TRA Parties under the TRA. Most of the TRA Settlement Payments were made in December 2024. The remaining TRA Settlement Payments were made in the first quarter of 2025. Refer to Note 15 "Tax Receivable Agreement Liability" to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Other (Income) Expense, Net

Other (income) expense, net consists of gains and losses of foreign currency and investments, and interest income. Interest income relates to interest received on our cash and cash equivalents based on interest rates in the course of the applicable period, and interest received from other investments.

Provision for (Benefit from) Income Taxes

Provision for (benefit from) income taxes consists of income taxes related to federal, state, and foreign jurisdictions where we conduct our business. Our effective tax rate may increase in the future as our ownership in CWAN Holdings increases via exchanges from historical partners. In addition, our discrete items may not be consistent from period to period and could cause volatility in our effective tax rate.

Key Operating Measures

We consider certain operating measures, such as annualized recurring revenue, gross retention rates and net retention rates, in measuring the performance of our business. The following table summarizes these operating measures as of the dates presented:

		<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
2025					
Annualized recurring revenue (in thousands)	\$	493,852	\$ 783,450	\$ 807,479	
Gross revenue retention rate		98 %	98 %	98 %	
Net revenue retention rate		114 %	110 %	108 %	
2024					
Annualized recurring revenue (in thousands)	\$	402,326	\$ 427,189	\$ 456,941	\$ 474,924
Gross revenue retention rate		99 %	99 %	99 %	98 %
Net revenue retention rate		110 %	110 %	114 %	116 %

Annualized Recurring Revenue

Annualized recurring revenue is calculated at the end of a period by dividing the recurring revenue in the last month of such period by the number of days in the month and multiplying by 365.

Because a substantial majority of the assets on our platform are fixed income securities that typically have low levels of volatility with respect to their market value, the growth in annualized recurring revenue is generally not attributable to the fluctuating market value of the assets on our platform. Rather, the growth in annualized recurring revenue is due to an increase in the number of clients using our offering as well as from onboarding more assets of our existing clients onto our platform.

Annualized recurring revenue increased 76.7% from September 30, 2024 to September 30, 2025 on account of growth in our client base as we brought new clients onto our platform and also added additional assets onto our platform from existing clients, as well as acquired customer base related to the acquisitions of Enfusion and Beacon.

Gross Revenue Retention Rate

Gross revenue retention rate represents annual contract value (“ACV”) at the beginning of the 12-month period ended on the reporting date less client attrition over the prior 12-month period, divided by ACV at the beginning of the 12-month period, expressed as a percentage. ACV is comprised of annualized recurring revenue plus contracted-not-billed revenue, which represents the estimated annual contracted revenue for new and existing client opportunities prior to revenue recognition. In order to arrive at total ACV, we include contracted-not-billed revenue, as it is contracted revenue that has not been recognized but that we expect to produce recognized revenue in the future. Client attrition occurs when a client provides a contract termination notice. The amount of client attrition is calculated as the reduction in annualized revenue of the client at the time of the notice and is recorded in the month the final billing occurs. In the case of client attrition where contracted-not-billed revenue is still present for a client, both annualized recurring revenue and contracted-not-billed revenue associated with such client are deducted from ACV.

As of September 30, 2025, the gross revenue retention rate was 98% compared to 99% as of September 30, 2024. The Company has reported a gross revenue retention rate of at least 98% gross retention in 26 of the last 27 quarters. We believe the consistent and high gross revenue retention rate is a testament to the value proposition that our leading solution offers.

Net Revenue Retention Rate

Net revenue retention rate is the percentage of recurring revenue retained from clients on the platform for 12 months and includes changes from the addition, removal or value of assets on our platform, contractual changes that have an impact to annualized recurring revenues and lost revenue from client attrition. We calculate net revenue retention rate as of a period end by starting with the annualized recurring revenue from clients as of the 12 months prior to such period end. We then calculate the annualized recurring revenue from these clients as of the current period end. We then divide the total current period end annualized recurring revenue by the 12-month prior period end annualized recurring revenue to arrive at the net revenue retention rate.

As of September 30, 2025, the net revenue retention rate was 108% compared to 114% as of September 30, 2024. Our relationships with our clients expand as these clients add more assets to our platform, with our quarterly net revenue

retention rates between 108% and 114% in 2025. The current quarter net retention rate is lower primarily due to lower AUM growth and asset-based upsell compared to the same period last year.

Non-GAAP Financial Measures

We also consider certain non-GAAP financial measures that are not prepared in accordance with U.S. GAAP, such as Adjusted EBITDA and Adjusted EBITDA Margin, in measuring the performance of our business. The non-GAAP measures are not based on any standardized methodology prescribed by GAAP and are not necessarily comparable to similar measures presented by other companies. However, we believe that this non-GAAP information is useful as an additional means for investors to evaluate our operating performance, when reviewed in conjunction with our GAAP financial statements. These measures should not be considered in isolation or as a substitute for measures prepared in accordance with GAAP, and because these amounts are not determined in accordance with GAAP, they should not be used exclusively in evaluating our business and operations. In addition, undue reliance should not be placed upon non-GAAP or operating information because this information is neither standardized across companies nor subjected to the same control activities and audit procedures that produce our GAAP financial results.

Adjusted EBITDA and Adjusted EBITDA Margin

Adjusted EBITDA and Adjusted EBITDA Margin are supplemental performance measures that our management uses to assess our operating performance. We define Adjusted EBITDA as net income plus (i) interest expense, (ii) depreciation and amortization, (iii) equity-based compensation expense and related payroll taxes, (iv) tax receivable agreement expense, (v) transaction expenses, (vi) provision for (benefit from) income taxes, and (vii) other (income) expense, net. We define Adjusted EBITDA Margin as Adjusted EBITDA divided by revenue.

The following tables reconcile net income to Adjusted EBITDA and include amounts expressed as a percentage of revenue for the periods indicated.

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
	(in thousands, except percentages)				(in thousands, except percentages)			
Net income (loss)	\$ (10,514)	(5%)	\$ 4,769	4%	\$ (27,729)	(5%)	\$ 7,280	2%
Adjustments:								
Interest expense	16,119	8%	1,076	1%	30,502	6%	3,256	1%
Depreciation and amortization	29,300	14%	3,239	3%	56,052	11%	8,730	3%
Equity-based compensation expense and related payroll taxes	34,330	17%	26,907	23%	100,735	20%	80,540	25%
Tax receivable agreement expense	—	—%	5,344	5%	—	—%	11,545	3%
Transaction expenses ⁽¹⁾	549	0%	248	0%	18,263	3%	1,926	1 %
Amortization of prepaid management fees and reimbursable expenses	—	—%	608	0%	10	0%	1,780	0%
Provision for (benefit from) income tax expense	510	0%	(486)	0%	(287)	0%	(505)	0%
Other (income) expense, net	439	0%	(3,365)	(3%)	(3,429)	(1%)	(10,560)	(3%)
Adjusted EBITDA	\$ 70,733	34%	\$ 38,340	33%	\$174,117	34%	\$103,992	32%
Revenue	\$205,110	100%	\$115,828	100%	\$513,911	100%	\$325,338	100%

- (1) Transaction expenses primarily consist of severance costs, transaction related bonuses, professional & legal fees and administrative costs for closed acquisitions.

Results of Operations

The following tables set forth our results of operations for the three and nine months ended September 30, 2025 and 2024 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(in thousands)			
Revenue	\$ 205,110	\$ 115,828	\$ 513,911	\$ 325,338
Cost of revenue ⁽¹⁾	70,638	31,357	167,984	89,426
Gross profit	134,472	84,471	345,927	235,912
Operating expenses:				
Research and development ⁽¹⁾	52,065	36,618	139,219	109,654
Sales and marketing ⁽¹⁾	44,471	17,889	103,323	49,369
General and administrative ⁽¹⁾	31,382	22,626	104,328	65,873
Total operating expenses	127,918	77,133	346,870	224,896
Income (loss) from operations	6,554	7,338	(943)	11,016
Interest expense	16,119	1,076	30,502	3,256
Tax receivable agreement expense	—	5,344	—	11,545
Other (income) expense, net	439	(3,365)	(3,429)	(10,560)
Income (loss) before income taxes	(10,004)	4,283	(28,016)	6,775
Provision for (benefit from) income taxes	510	(486)	(287)	(505)
Net income (loss)	(10,514)	4,769	(27,729)	7,280
Less: Net income (loss) attributable to non-controlling interests	(179)	1,140	(988)	2,184
Net income (loss) attributable to Clearwater Analytics Holdings, Inc.	\$ (10,335)	\$ 3,629	\$ (26,741)	\$ 5,096

(1) Amounts include equity-based compensation as follows:

Cost of revenue	\$ 4,398	\$ 3,460	\$ 12,480	\$ 9,879
Operating expenses:				
Research and development	7,097	8,674	24,588	26,767
Sales and marketing	12,680	3,905	26,870	10,418
General and administrative	9,295	9,937	30,792	27,995
Total equity-based compensation expense	<u>\$ 33,470</u>	<u>\$ 25,976</u>	<u>\$ 94,730</u>	<u>\$ 75,059</u>

The following table sets forth our consolidated statements of operations data expressed as a percentage of revenue for the periods indicated.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	100%	100%	100%	100%
Cost of revenue	34%	27%	33%	27%
Gross profit	66%	73%	67%	73%
Operating expenses:				
Research and development	25%	32%	27%	34%
Sales and marketing	22%	15%	20%	15%
General and administrative	15%	20%	20%	20%
Total operating expenses	62%	67%	67%	69%
Income (loss) from operations	3%	6%	0%	3%
Interest expense	8%	1%	6%	1%
Tax receivable agreement expense	0%	5 %	0%	4%
Other (income) expense, net	0%	(3%)	(1%)	(3%)
Income (loss) before income taxes	(5%)	4%	(5%)	2%
Provision for (benefit from) income taxes	0%	0%	0%	0%
Net income (loss)	(5%)	4 %	(5%)	2 %

Comparison of the three and nine months ended September 30, 2025 and 2024 (unaudited)

Revenue

(In thousands, except percentages)	Three Months Ended September 30,		\$ Change	% Change	Nine Months Ended September 30,		\$ Change	% Change
	2025	2024			2025	2024		
Revenue	\$ 205,110	\$ 115,828	\$ 89,282	77 %	\$ 513,911	\$ 325,338	\$188,573	58 %

Revenue increased \$89.3 million and \$188.6 million for the three and nine months ended September 30, 2025 as compared to the corresponding periods in 2024. The increase was due to the acquired customer base from acquired entities, new clients brought onto our classic Clearwater platform, as well as changes to our existing clients' assets on our classic Clearwater platform and increasing revenue which is not related to assets on our platform. Average assets on our classic Clearwater platform that were billed to new and existing clients increased 14% and 13% for the three and nine months ended September 30, 2025, respectively, as compared to the corresponding periods in 2024. Average basis point rate billed to clients increased by 2.0% and 3.7% for the three and nine months ended September 30, 2025, respectively, compared to the corresponding periods in 2024.

Cost of Revenue

(In thousands, except percentages)	Three Months Ended September 30,		\$ Change	% Change	Nine Months Ended September 30,		\$ Change	% Change
	2025	2024			2025	2024		
Equity-based compensation	\$ 4,398	\$ 3,460	\$ 938	27 %	\$ 12,480	\$ 9,879	\$ 2,601	26 %
All other cost of revenue	66,240	27,897	38,343	137 %	155,504	79,547	75,957	95 %
Total cost of revenue	\$ 70,638	\$ 31,357	\$ 39,281	125 %	\$ 167,984	\$ 89,426	\$ 78,558	88 %
Percent of revenue	34 %	27 %			33 %	27 %		

Cost of revenue changed as follows:

	Change From 2024 to 2025 QTD	Change From 2024 to 2025 YTD
	(in thousands)	
Increased depreciation and amortization	\$ 19,171	\$ 34,818
Increased payroll and related costs	12,728	28,249
Increased data costs	3,822	7,994
Increased technology costs	1,389	3,426
Increased equity-based compensation	938	2,601
Increased facility costs	910	1,255
Other items	323	215
Total change	\$ 39,281	\$ 78,558

The increase in cost of revenue for the three and nine months ended September 30, 2025 was primarily due to increased depreciation and amortization of acquired intangible assets from acquisitions, increased payroll and related costs as a result of headcount growth from acquisitions, increases in merit-based compensation, changes in our employee base leading to higher compensation, and increased equity-related payroll taxes for vested equity awards. In addition, cost of revenue increased due to higher data costs for acquiring vendor data contracts, increased technology costs from higher utilization of third-party cloud computing services and other third-party IT services, increased equity-based compensation due to grants of additional awards to employees, and increased allocation of facilities cost due to the acquisition of additional office space.

Operating Expenses

Research and Development

(In thousands, except percentages)	Three Months Ended September 30,		\$ Change	% Change	Nine Months Ended September 30,		\$ Change	% Change
	2025	2024			2025	2024		
Equity-based compensation	\$ 7,097	\$ 8,674	\$ (1,577)	(18%)	\$ 24,588	\$ 26,767	\$ (2,179)	(8%)
All other research and development	44,968	27,944	17,024	61 %	114,631	82,887	31,744	38 %
Total research and development	\$ 52,065	\$ 36,618	\$ 15,447	42 %	\$ 139,219	\$ 109,654	\$ 29,565	27 %
Percent of revenue	25 %	32 %			27 %	34 %		

Research and development expenses changed as follows:

	Change From 2024 to 2025 QTD	Change From 2024 to 2025 YTD
	(in thousands)	
Increased payroll and related costs	\$ 11,939	\$ 21,277
Increased technology cost	2,167	5,451
Increased data costs	1,226	1,351
Increased outside services and contractors costs	969	1,621
Increased depreciation and amortization	257	406
Decreased tax credits	23	711
Decreased equity-based compensation	(1,577)	(2,179)
Other items	443	927
Total change	<u>\$ 15,447</u>	<u>\$ 29,565</u>

The increase in research and development expenses for the three and nine months ended September 30, 2025 was primarily due to increased payroll and related costs as a result of headcount growth from acquisitions, increases in merit-based compensation, changes in our employee base leading to higher compensation, partially offset by decreased equity-related payroll taxes for vested equity awards. In addition, research and development expenses increased due to increased technology costs from higher utilization of third-party cloud computing services and other third-party IT services, increased data costs for acquiring vendor data contracts, and increased outside services and contractors costs related to acquisitions. These increases were partially offset by decreased equity-based compensation due to the movement of certain key personnel from the research and development team to the sales and marketing team with a change in responsibilities.

Sales and Marketing

(In thousands, except percentages)	Three Months Ended September 30,		\$ Change	% Change	Nine Months Ended September 30,		\$ Change	% Change
	2025	2024			2025	2024		
Equity-based compensation	\$ 12,680	\$ 3,905	\$ 8,775	225 %	\$ 26,870	\$ 10,418	\$ 16,452	158 %
All other sales and marketing	31,791	13,984	17,807	127 %	76,453	38,951	37,502	96 %
Total sales and marketing	\$ 44,471	\$ 17,889	\$ 26,582	149 %	\$ 103,323	\$ 49,369	\$ 53,954	109 %
Percent of revenue	22 %	15 %			20 %	15 %		

Sales and marketing expense changed as follows:

	Change From 2024 to 2025 QTD	Change From 2024 to 2025 YTD
	(in thousands)	
Increased payroll and related costs	\$ 8,944	\$ 20,513
Increased equity-based compensation	8,775	16,452
Increased depreciation and amortization	5,880	10,658
Increased marketing expense	901	1,760
Increased facility costs	547	1,346
Increased technology costs	292	777
Increased outside services and contractors	291	586
Other items	952	1,862
Total change	<u>\$ 26,582</u>	<u>\$ 53,954</u>

The increase in sales and marketing expense for the three and nine months ended September 30, 2025 was primarily due to increased payroll and related costs as a result of headcount growth from acquisitions and increases in merit-based compensation, increased equity-based compensation due to grants of additional awards to employees, and movement of certain key personnel from the research and development team to the sales and marketing team with a change in responsibilities, and increased depreciation and amortization of acquired intangible assets. In addition, sales and marketing expenses increased due to increased marketing expense related to company-hosted marketing events, increased allocation of facilities cost due to additional office spaces, and increased technology costs from higher utilization of third-party cloud computing services and other third-party IT services.

General and Administrative

(In thousands, except percentages)	Three Months Ended September 30,		\$ Change	% Change	Nine Months Ended September 30,		\$ Change	% Change
	2025	2024			2025	2024		
Equity-based compensation	\$ 9,295	\$ 9,937	\$ (642)	(6)%	\$ 30,792	\$ 27,995	\$ 2,797	10 %
All other general and administrative	22,087	12,689	9,398	74 %	73,536	37,878	35,658	94 %
Total general and administrative	\$ 31,382	\$ 22,626	\$ 8,756	39 %	\$104,328	\$ 65,873	\$ 38,455	58 %
Percent of revenue	15 %	20 %			20 %	20 %		

General and administrative expenses changed as follows:

	Change From 2024 to 2025 QTD	Change From 2024 to 2025 YTD
	(in thousands)	
Increased payroll and related costs	\$ 3,390	\$ 15,648
Increased outside services and contractors	1,074	9,585
Increased facility costs	1,711	3,270
Increased technology costs	1,204	2,260
Increased depreciation and amortization	753	1,440
Increased recruiting expense	310	761
Increased marketing expense	289	688
(Decreased) Increased equity-based compensation	(642)	2,797
Other items	667	2,006
Total change	\$ 8,756	\$ 38,455

The increase in general and administrative expense for the three and nine months ended September 30, 2025 was primarily due to increased payroll and related costs due to headcount growth from acquisitions, increases in merit-based compensation, increased outside services and contractors related to consulting services for go-to-market assessment, as well as legal, consulting and accounting professional services supporting the acquisitions, increased allocation of facilities cost due to additional office space, increased technology costs from higher utilization of third-party cloud computing services and other third-party IT services, increased depreciation and amortization of acquired intangible assets. For the nine months ended September 30, 2025, payroll and related costs included one-time severance costs and transaction related bonuses, and increased equity-based compensation was primarily due to grants of additional awards to employees, including new grants to employees from acquired entities.

Non-Operating (Income) Expenses

(In thousands, except percentages)	Three Months Ended September 30,		\$ Change	% Change	Nine Months Ended September 30,		\$ Change	% Change
	2025	2024			2025	2024		
Interest expense	\$ 16,119	\$ 1,076	\$ 15,043	1,398%	\$ 30,502	\$ 3,256	\$ 27,246	837%
Tax receivable agreement expense	\$ —	\$ 5,344	\$ (5,344)	(100%)	\$ —	\$ 11,545	\$ (11,545)	(100%)
Other (income) expense, net	\$ 439	\$ (3,365)	\$ (3,804)	(113%)	\$ (3,429)	\$ (10,560)	\$ (7,131)	(68%)

Interest expense increased in the three and nine months ended September 30, 2025 mainly due to the newly obtained borrowings under the 2025 Credit Agreement with an average aggregate principal outstanding balance of \$891.9 million and \$911.7 million, and the weighted average interest rate is 6.46% and 6.49% in the three and nine months ended September 30, 2025, respectively.

There was no tax receivable agreement expense in the three and nine months ended September 30, 2025 as all obligations of the tax receivable agreement have been fully paid in accordance with the TRA Amendment in 2024 and no further tax receivable agreement expense is expected in the future.

Other (income) expense, net primarily relates to interest income which has reduced significantly due to utilization of surplus funds for acquisitions, foreign exchange gains and losses which is driven by fluctuations in exchange rates, and gains and losses related to our investments.

Provision for (Benefit from) Income Taxes

(In thousands, except percentages)	Three Months Ended September 30,		\$ Change	% Change	Nine Months Ended September 30,		\$ Change	% Change
	2025	2024			2025	2024		
Provision for (benefit from) income taxes	\$ 510	\$ (486)	\$ 996	(205%)	\$ (287)	\$ (505)	\$ 218	43%

The provision for (benefit from) income taxes for the three months ended September 30, 2025 increased due to the valuation allowance release on most of our U.S. net deferred tax assets in the fourth quarter of 2024. The provision for (benefit from) income taxes in the current year includes taxes on our U.S. income (losses) whereas no taxes were provided for on our U.S. income in the prior year due to the valuation allowance. The benefit from income taxes for the nine months ended September 30, 2025 decreased due to the valuation allowance release on most of our U.S. net deferred tax assets in the fourth quarter of 2024 as well as a decrease in year to date and forecasted pretax profit for the year. The decreased pretax profit is largely attributable to one time expenses related to acquisitions, amortization of intangibles from acquisitions, as well as increased interest expense from debt incurred to fund acquisitions.

Liquidity and Capital Resources

To date, we have primarily financed our operations through cash flows from operations and financing activities.

As of September 30, 2025, we had total cash, cash equivalents and investments of \$64.1 million, including cash and cash equivalents of \$60.7 million, and short-term investments of \$3.4 million. Cash, cash equivalents and short-term investments primarily consist of highly-liquid investments in money market funds and certificates of deposit.

We believe our existing cash and cash equivalents, together with cash expected to be generated from operations, borrowings available under our 2025 Revolving Facility, and our access to capital markets, will be sufficient to meet our operating working capital, capital expenditure and debt repayment requirements over the next 12 months. Our future financing requirements will depend on many factors, including our growth rate, revenue retention rates, the timing and extent of spending to support development of our platform and any future investments or acquisitions we may make.

The following table shows our cash flows from operating activities, investing activities and financing activities for the stated periods:

	Nine Months Ended September 30,	
	2025	2024
	(in thousands)	
Net cash provided by operating activities	\$ 120,565	\$ 103,520
Net cash used in investing activities	(988,455)	(54,772)
Net cash provided by (used in) financing activities	750,161	(42,525)
Effect of exchange rate changes on cash and cash equivalents	1,129	706
Change in cash and cash equivalents during the period	\$ (116,600)	\$ 6,929

Cash Flows from Operating Activities

Net cash provided by operating activities of \$120.6 million during the nine months ended September 30, 2025 was primarily the result of our net loss adjusted by non-cash charges, including equity-based compensation, operating lease expense, depreciation and amortization of \$141.6 million, which was partially offset by a decrease in changes in operating assets and liabilities of \$21.0 million. Cash flows resulting from changes in operating assets and liabilities includes increased prepaid expenses and other assets of \$8.6 million due to the timing of prepaid subscriptions with software vendors, increased deferred contract costs of \$8.7 million in line with increased revenue arrangements, and decreased accrued expenses and other liabilities of \$6.2 million primarily due to payments related to our operating leases, partially offset by cash inflows from decrease in accounts receivable of \$5.6 million mainly due to acquired entities. Operating assets and liabilities are net of acquired entities' balances recognized as of acquisition dates.

Net cash provided by operating activities of \$103.5 million during the nine months ended September 30, 2024 was primarily the result of our net income plus non-cash charges, including equity-based compensation, operating lease expense and depreciation and amortization and positive changes in operating assets and liabilities. Cash flows resulting from changes in operating assets and liabilities include an increase in tax receivable agreement liability of \$9.9 million due to the accrual of current year's liability and the timing of tax payments for the year ended December 31, 2023, increase in accrued expenses and other liabilities of \$3.8 million primarily due to increased deferred revenue for professional services invoiced in advance of services being performed partially offset by payment in the first quarter of 2024 of bonuses to employees earned in 2023 and payments related to our operating leases, decrease in prepaid expenses and other assets \$1.1 million primarily due to amortization of prepaid software subscriptions, partially offset by cash outflows from an increase in accounts receivable of \$7.9 million comprised of \$16.8 million increase from growth in revenues offset by a \$8.9 million decrease due to collection of aged receivable balances and increase in deferred commissions \$3.4 million as a result of growth in sales leading to higher commission payouts.

Cash Flows from Investing Activities

Net cash used in investing activities of \$988.5 million during the nine months ended September 30, 2025 was primarily due to the acquisitions of Enfusion and Beacon of \$1,074.8 million and acquisition of Bistro intangibles of \$10.0 million, which was partially offset by proceeds from the sale of available-for-sale investments of \$89.5 million and proceeds from maturities of investments of \$20.4 million.

Net cash used in investing activities of \$54.8 million during the nine months ended September 30, 2024 was primarily due to the acquisition of Wilshire Technology of \$40.1 million, the purchase of \$94.0 million available-for-sale investments, the purchase of \$3.0 million of held-to-maturity investments and \$4.4 million attributable to the purchase of property and equipment, including internally developed software, partially offset by \$86.9 million in proceeds from the sale and maturity of investments.

Cash Flows from Financing Activities

Net cash provided by financing activities of \$750.2 million during the nine months ended September 30, 2025 was primarily due to \$924.5 million in proceeds from borrowings, net of payment of debt issuance costs, and \$3.3 million of proceeds from the employee stock purchase plan, which was partially offset by a \$137.1 million repayment of borrowings, \$32.2 million payment of tax withholding on behalf of employees related to net share settlement, and \$8.5 million payment for repurchase of common stock.

Net cash used in financing activities during the nine months ended September 30, 2024 was \$42.5 million, of which \$42.7 million was used to pay tax withholding on behalf of employees related to net share settlement, \$0.8 million was

used for the payment of the holdback liability related to the JUMP acquisition, and \$2.1 million was used for repayment of borrowings, partially offset by \$2.8 million of proceeds from the employee stock purchase plan.

Critical Accounting Policies and Estimates

Management's discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements and related notes, which have been prepared in accordance with GAAP. We review the accounting policies used in reporting our financial results on a regular basis. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities.

On an ongoing basis, we evaluate the process we use to develop estimates. We base our estimates on historical experience and on other information that we believe is reasonable for making judgments at the time the estimates are made. Actual results may differ from our estimates due to actual outcomes being different from those on which we based our assumptions.

There have been no material changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in the Annual Report under the caption "Critical Accounting Estimates" in Management's Discussion and Analysis of Financial Condition and Results of Operations, set forth in Part II, Item 7, except for the following accounting policy and specific estimates resulting from the business combinations completed during the three and nine months ended September 30, 2025 that involve a greater degree of judgment and complexity.

Business Combinations

We allocate the fair value of the purchase consideration of a business acquisition to the tangible assets, liabilities, and intangible assets acquired, based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Our valuation of acquired assets and assumed liabilities requires significant estimates, especially with respect to intangible assets. The valuation of intangible assets, in particular, requires that we use valuation techniques such as the income approach. The income approach includes the use of a discounted cash flow model, which includes discounted cash flow scenarios and requires the following significant estimates: future expected revenue, expenses, capital expenditures and other costs, and discount rates. We estimate the fair value based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Estimates associated with the accounting for acquisitions may change as additional information becomes available regarding the assets acquired and liabilities assumed. Acquisition-related expenses and related restructuring costs are recognized separately from the business combination and are expensed as incurred.

Recent Accounting Pronouncements

In July 2025, the FASB issued ASU 2025-05, Measurement of Credit Losses for Accounts Receivable and Contract Assets. The ASU relates to estimating credit losses under CECL for current accounts receivable and current contract assets arising from revenue transactions accounted for under ASC 606, Revenue from Contracts with Customers, including those acquired in a transaction accounted for under ASC 805, Business Combinations. The requirements of the ASU are effective for annual periods beginning after December 15, 2025, including interim periods within those fiscal years, with early adoption permitted. The Company is currently in the process of evaluating the impact of this pronouncement on our related disclosures.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

AUM Market Price Risk

The majority of our revenue is derived from fees that are primarily based on the amount of assets on our platform. These fees are stated in basis points, or 1/100th of 1%. Though in substantially all cases we charge a minimum fee regardless of the assets that are loaded onto our platform, our revenues fluctuate based on the value of the assets that our clients maintain on our platform. A total of \$8.8 trillion of assets was loaded on our platform as of December 31, 2024. Movements in funds invested between different securities or fluctuations in securities prices or investment performance could cause the value of AUM to decline, which would result in lower fees we receive from our clients.

Interest Rate Risk

We have interest rate risk relating to debt and associated interest expense under the 2025 Credit Agreement. At any time, a rise in interest rates could have a material adverse impact on our earnings and cash flows. Conversely, a decrease in interest rates could result in material increase in earnings and cash flows. We estimate that a hypothetical increase or decrease in SOFR of 100 basis points would increase or decrease, respectively, our interest expense by \$8.6 million on an annual basis under the 2025 Credit Agreement at September 30, 2025.

Inflation

Our business, financial condition and results of operations may be impacted by macroeconomic conditions, including rising inflation. Although our operations have been impacted by rising inflation from time to time, we currently do not believe that inflation has had a material direct effect on our overall business, financial condition or results of operations. However, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset higher costs through price increases and our inability or failure to do so could potentially harm our business, financial condition, and results of operations.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on that evaluation, our CEO and CFO have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective as of such date.

Changes in Internal Control Over Financial Reporting

During the quarter ended September 30, 2025, 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 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we are subject to certain legal proceedings and claims that arise in the normal course of business. In the opinion of our management, we are not involved in any litigation or proceedings with third parties that we believe could have a material adverse effect on our results of operations, financial condition or business.

Item 1A. Risk Factors.

In addition to the information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in the “Risk Factors” section of our Annual Report. There have been no material changes to the risk factors disclosed in the “Risk Factors” section of our Annual Report.

In addition to our results determined in accordance with U.S. GAAP, we believe certain non-GAAP measures may be useful in evaluating our operating performance. We present certain non-GAAP financial measures in our Annual Report on Form 10-K and each Quarterly Report on Form 10-Q, and intend to continue to present certain non-GAAP financial measures in future filings with the SEC and other public statements. Any failure to accurately report and present our non-GAAP financial measures could cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our Class A common stock.

Item 2. Unregistered Sales of Equity Securities.

Issuer Purchases of Equity Securities

The following table sets forth information with respect to shares of Class A common stock purchased by the Company during the three months ended September 30, 2025:

Period	Total Number of Shares Purchased	Weighted Average Price Paid per Share ⁽²⁾	Total Number of Shares Purchased as Part of Publicly Announced Plan or Program ⁽¹⁾	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan or Program (in millions)
July 1 to July 31, 2025	—	\$ —	—	\$ —
August 1 to August 31, 2025	—	\$ —	—	\$ —
September 1 to September 30, 2025	456,568	\$ 19.41	456,568	\$ 91.1
Total	<u>456,568</u>		<u>456,568</u>	

⁽¹⁾ In August 2025, the Board of Directors authorized a program to repurchase up to \$100.0 million of the Company’s Class A common stock (the “Share Repurchase Program”). The Share Repurchase Program does not have a fixed expiration date and does not obligate the Company to acquire any specific number of shares. The timing, quantity and price of any share repurchase may vary. Shares may be repurchased through open market purchases or privately negotiated transactions, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. See Note 12 — Stockholders’ Equity in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information related to share repurchases.

⁽²⁾ Weighted average price paid per share includes costs associated with the repurchases.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

There were no adoptions or terminations of contracts, instructions or written plans for the purchase or sale of our securities by our Section 16 officers and directors for the three months ended September 30, 2025 intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act (“Rule 10b5-1 Plan”).

We inadvertently omitted the disclosure of a Rule 10b5-1 Plan adopted by Souvik Das, our Chief Technology Officer, on May 6, 2025, in Item 5 of Part II in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2025. The Rule 10b5-1 Plan was intended to satisfy the affirmative defense in Rule 10b5-1(c). The details of this plan are set forth below.

Name and Title	Date	Action	Expiration Date	Total Shares Subject to Plan
Souvik Das, Chief Technology Officer	May 6, 2025	Adoption	August 15, 2026	120,000

Item 6. Exhibits.

Exhibits filed or furnished herewith are designated by an asterisk (*); all exhibits not so designated are incorporated by reference to a prior filing as indicated.

Exhibit Number	Description	Report or Registration Statement	SEC File or Registration Number	Exhibit Reference
2.1	Agreement and Plan of Merger, dated as of January 10, 2025, by and among Clearwater Analytics Holdings, Inc., Enfusion, Inc., Enfusion Ltd. LLC, Poseidon Acquirer, Inc., Poseidon Merger Sub I, Inc. and Poseidon Merger Sub II, LLC	8-K filed January 13, 2025	001-40838	
2.2	Agreement and Plan of Merger and Reorganization, dated as of March 11, 2025, by and among Clearwater Analytics Holdings, Inc., Beacon Platform Incorporated, BluePoint Merger Sub I, Inc., BluePoint Merger Sub II, Inc. and Shareholder Representative Services LL, as Equityholder Representative.	8-K filed March 12, 2025	001-40838	
3.1	Amended and Restated Certificate of Incorporation of Clearwater Analytics Holdings, Inc., dated September 27, 2021	8-K filed September 28, 2021	001-40838	3.1
3.2	Amended and Restated Bylaws of Clearwater Analytics Holdings, Inc., dated September 27, 2021	8-K filed September 28, 2021	001-40838	3.2
3.3	Certificate of Retirement of Class C common stock and Class D common stock of Clearwater Analytics Holdings, Inc.	8-K filed June 16, 2025	001-40838	3.1
10.1**	Credit Agreement, dated as of April 21, 2025, by and among CWAN Acquisition, LLC, a Delaware limited liability company, as holdings, Clearwater Analytics, LLC, a Delaware limited liability company, as the borrower, the lenders party thereto from time to time and JPMorgan Chase Bank, N.A., as administrative agent and collateral agent	8-K filed April 21, 2025	001-40838	10.1
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			
32.1*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.			
32.2*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.			

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+101.INS	Inline XBRL Instance Document
+101.SCH	Inline XBRL Taxonomy Extension Schema Document
+101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
+101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
+101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
+101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Certain schedules and exhibits to this Exhibit have been omitted pursuant to Item 601(a)(5) of Regulation S-K. CWAN hereby agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

SIGNATURES

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

Clearwater Analytics Holdings, Inc.

Date: November 5, 2025

By: /s/ Jim Cox

Jim Cox

Chief Financial Officer

(Principal Financial and Accounting Officer and
Authorized Signatory)