**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**(MARK ONE)**

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

**For the quarterly period ended September 30, 2026**

☐ **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: 001-39228**



**CLARITEV CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

| **Delaware** | **84-3536151** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

**7900 Tysons One Place, Suite 400**

**McLean, Virginia 22102**

(Address of principal executive offices)

**(866) 909-7427**

(Registrant's telephone number, including area code)

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

| **Title of each class** | **Trading Symbol** | **Name of each exchange on which registered** |
|---|---|---|
| Shares of Class A common stock, $0.0001 par value per share | CTEV | 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 Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

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

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

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

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

As of November 2, 2026, 17,074,785 shares of Class A common stock, par value $0.0001 per share, were issued and outstanding.

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**Part I. Financial Information**

**Item 1. Financial Statements**

**CLARITEV CORPORATION**

**Condensed Consolidated Balance Sheets (Unaudited)**

*(in thousands, except share and per share data)*

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 10,142 | $ 16,814 |
| Restricted cash | 12,898 | 11,527 |
| Trade accounts receivable, net | 133,753 | 127,615 |
| Prepaid expenses | 23,759 | 31,992 |
| Prepaid taxes | 2,812 | 11,526 |
| Unbilled Independent Dispute Resolution fees, net | 20,930 | 10,563 |
| Other current assets, net | 20,009 | 14,330 |
| Total current assets | 224,303 | 224,367 |
| Property and equipment, net | 373,412 | 326,326 |
| Operating lease right-of-use assets | 12,806 | 13,966 |
| Goodwill | 2,405,853 | 2,405,853 |
| Other intangibles, net | 1,626,880 | 1,884,604 |
| Other assets, net | 35,299 | 33,342 |
| Total assets | $ 4,678,553 | $ 4,888,458 |
| **Liabilities and Shareholders' Deficit** | | |
| Current liabilities: | | |
| Accounts payable | $ 54,473 | $ 60,463 |
| Accrued interest | 52,978 | 100,009 |
| Operating lease obligation, short-term | 4,588 | 4,705 |
| Current portion of long-term debt | 14,690 | 14,690 |
| Accrued compensation | 39,508 | 45,238 |
| Other accrued expenses | 28,198 | 36,253 |
| Total current liabilities | 194,435 | 261,358 |
| Long-term debt | 4,602,236 | 4,560,440 |
| 2025 Revolving Credit Facility | 95,000 | 20,000 |
| Operating lease obligation, long-term | 13,340 | 16,236 |
| Deferred income taxes | 113,419 | 197,599 |
| Total liabilities | 5,018,430 | 5,055,633 |
| Commitments and contingencies (Note 7) | | |
| Shareholders' deficit: | | |
| Shareholder interests | | |
| Preferred stock, $0.0001 par value — 10,000,000 shares authorized; no shares issued | — | — |
| Class A Common stock, $0.0001 par value — 1,500,000,000 shares authorized; 17,896,022 and 17,295,582 issued; 17,060,947 and 16,552,723 shares outstanding as of September 30, 2026 and December 31, 2025, respectively | 2 | 2 |
| Additional paid-in capital | 2,407,965 | 2,398,423 |
| Accumulated deficit | (2,623,990) | (2,429,420) |
| Accumulated other comprehensive loss | — | (4,172) |
| Treasury stock - 835,075 and 742,859 shares as of September 30, 2026 and December 31, 2025, respectively | (130,574) | (138,733) |
| Total shareholders' deficit attributable to Claritev Corporation | (346,597) | (173,900) |
| Non-controlling interests | 6,720 | 6,725 |
| Total shareholders' deficit | (339,877) | (167,175) |
| Total liabilities and shareholders' deficit | $ 4,678,553 | $ 4,888,458 |

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

**CLARITEV CORPORATION**

**Condensed Consolidated Statements of Operations and Comprehensive Loss (Unaudited)**

*(in thousands, except share and per share data)*

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Revenues | $ 268,311 | $ 245,959 | $ 770,467 | $ 718,859 |
| Costs of services (exclusive of depreciation and amortization of intangible assets shown below) | 69,773 | 62,060 | 206,520 | 183,319 |
| General and administrative expenses | 66,327 | 60,001 | 179,546 | 158,087 |
| Depreciation | 25,569 | 25,968 | 75,548 | 75,775 |
| Amortization of intangible assets | 85,908 | 85,971 | 257,724 | 257,913 |
| Loss on disposal of leases | 39 | 1,696 | 329 | 6,702 |
| Loss on disposal of assets | 68 | 196 | 125 | 676 |
| Total expenses | 247,684 | 235,892 | 719,792 | 682,472 |
| Operating income | 20,627 | 10,067 | 50,675 | 36,387 |
| Interest expense | 100,904 | 101,232 | 300,699 | 292,614 |
| Interest income | (248) | (471) | (625) | (1,282) |
| Transaction costs related to refinancing transaction | — | — | — | 7,879 |
| Loss on extinguishment of debt | — | — | — | 670 |
| Loss on sale of equity investments | — | 2,667 | — | 2,667 |
| Net loss before taxes | (80,029) | (93,361) | (249,399) | (266,161) |
| Benefit for income taxes | (18,240) | (23,608) | (54,824) | (62,449) |
| Net loss | (61,789) | (69,753) | (194,575) | (203,712) |
| Less: net loss attributable to non-controlling interests | (5) | — | (5) | — |
| Net loss attributable to Claritev Corporation | $ (61,784) | $ (69,753) | $ (194,570) | $ (203,712) |
| Weighted average shares outstanding – Basic and Diluted | 16,975,211 | 16,480,703 | 16,879,209 | 16,403,821 |
| Net loss per share – Basic and Diluted | $ (3.64) | $ (4.23) | $ (11.53) | $ (12.42) |
| Net loss attributable to Claritev Corporation | (61,784) | (69,753) | (194,570) | (203,712) |
| Other comprehensive income (loss) | | | | |
| Change in unrealized gain (loss) on interest rate swaps, net of tax | 955 | 794 | 4,172 | (77) |
| Comprehensive loss | $ (60,829) | $ (68,959) | $ (190,398) | $ (203,789) |

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

**CLARITEV CORPORATION**

**Condensed Consolidated Statements of Shareholders' (Deficit)/Equity (Unaudited)**

*(in thousands, except share data)*

| | Three Months Ended September 30, 2026 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Class A Common Stock Issued | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | Treasury stock | | Non-controlling Interests | Total Shareholders' Deficit |
| | Shares | Amount | | | | Shares | Amount | | |
| **Balance as of June 30, 2026** | 17,814,829 | $ 2 | $ 2,410,831 | $ (2,562,206) | $ (955) | (879,075) | $ (142,236) | $ 6,725 | $ (287,839) |
| Stock-based compensation | 55,479 | — | 7,202 | | — | — | — | — | 7,202 |
| Tax withholding related to vesting of equity awards | — | — | (639) | — | — | — | — | — | (639) |
| Gain arising during the period on Interest rate swaps | — | — | — | — | 2,231 | — | — | — | 2,231 |
| Reclassification adjustments for loss included in net loss (interest expense) | — | — | — | — | (1,276) | — | — | — | (1,276) |
| Issuance of Class A common stock in connection with employee stock purchase plan | 25,714 | — | 463 | — | — | — | — | — | 463 |
| Charitable contribution of treasury stock | — | — | (9,892) | — | — | 44,000 | 11,662 | — | 1,770 |
| Loss attributable to non-controlling interests | — | — | — | — | — | — | — | (5) | (5) |
| Net loss | — | — | — | (61,784) | — | — | — | — | (61,784) |
| **Balance as of September 30, 2026** | 17,896,022 | $ 2 | $ 2,407,965 | $ (2,623,990) | $ — | (835,075) | $ (130,574) | $ 6,720 | $ (339,877) |

| | Three Months Ended September 30, 2025 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Class A Common Stock Issued | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | Treasury stock | | Non-controlling Interests | Total Shareholders' Deficit |
| | Shares | Amount | | | | Shares | Amount | | |
| **Balance as of June 30, 2025** | 17,214,985 | $ 2 | $ 2,383,854 | $ (2,279,097) | $ (5,934) | (742,859) | $ (138,733) | $ — | $ (39,908) |
| Stock-based compensation | 25,151 | — | 6,991 | — | — | — | — | — | 6,991 |
| Tax withholding related to vesting of equity awards | — | — | (607) | — | — | — | — | — | (607) |
| Gain arising during the period on Interest rate swaps | — | — | — | — | 869 | — | — | — | 869 |
| Reclassification adjustments for loss included in net loss (interest expense) | — | — | — | — | (75) | | | — | (75) |
| Issuance of Class A common stock in connection with employee stock purchase plan | 12,219 | — | 648 | — | — | — | — | — | 648 |
| Net loss | — | — | — | (69,753) | — | — | — | — | (69,753) |
| **Balance as of September 30, 2025** | 17,252,355 | $ 2 | $ 2,390,886 | $ (2,348,850) | $ (5,140) | (742,859) | $ (138,733) | $ — | $ (101,835) |

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

| | Nine Months Ended September 30, 2026 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Class A Common Stock Issued | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | Treasury stock | | Non-controlling Interests | Total Shareholders' Deficit |
| | Shares | Amount | | | | Shares | Amount | | |
| **Balance as of December 31, 2025** | 17,295,582 | $ 2 | $ 2,398,423 | $ (2,429,420) | $ (4,172) | (742,859) | $ (138,733) | $ 6,725 | $ (167,175) |
| Stock-based compensation | 522,845 | — | 21,472 | | — | — | — | — | 21,472 |
| Tax withholding related to vesting of equity awards | — | — | (3,502) | — | — | — | — | — | (3,502) |
| Gain arising during the period on Interest rate swaps | — | — | — | — | 8,957 | — | — | — | 8,957 |
| Reclassification adjustments for loss included in net loss (interest expense) | — | — | — | — | (4,785) | — | — | — | (4,785) |
| Repurchase of Class A common stock | — | — | — | — | — | (136,216) | (3,503) | — | (3,503) |
| Issuance of Class A common stock in connection with employee stock purchase plan | 77,595 | — | 1,464 | — | — | — | — | — | 1,464 |
| Charitable contribution of treasury stock | — | — | (9,892) | — | — | 44,000 | 11,662 | | 1,770 |
| Loss attributable to non-controlling interests | — | — | — | — | — | — | — | (5) | (5) |
| Net loss | — | — | — | (194,570) | — | — | — | — | (194,570) |
| **Balance as of September 30, 2026** | 17,896,022 | $ 2 | $ 2,407,965 | $ (2,623,990) | $ — | (835,075) | $ (130,574) | $ 6,720 | $ (339,877) |

| | Nine Months Ended September 30, 2025 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Class A Common Stock Issued | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | Treasury stock | | Non-controlling Interests | Total Shareholders' (Deficit)/Equity |
| | Shares | Amount | | | | Shares | Amount | | |
| **Balance as of December 31, 2024** | 16,930,827 | $ 2 | $ 2,372,954 | $ (2,145,138) | $ (5,063) | (742,859) | $ (138,733) | $ — | $ 84,022 |
| Stock-based compensation | 284,799 | — | 20,026 | — | — | — | — | — | 20,026 |
| Tax withholding related to vesting of equity awards | — | — | (3,491) | — | — | — | — | — | (3,491) |
| Gain arising during the period on Interest rate swaps | — | — | — | — | 548 | — | — | — | 548 |
| Reclassification adjustments for loss included in net loss (interest expense) | — | — | — | — | (625) | | | — | (625) |
| Issuance of Class A common stock in connection with employee stock purchase plan | 36,729 | — | 1,397 | — | — | — | — | — | 1,397 |
| Net loss | — | — | — | (203,712) | — | — | — | — | (203,712) |
| **Balance as of September 30, 2025** | 17,252,355 | $ 2 | $ 2,390,886 | $ (2,348,850) | $ (5,140) | (742,859) | $ (138,733) | $ — | $ (101,835) |

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

**CLARITEV CORPORATION**

**Condensed Consolidated Statements of Cash Flows (Unaudited)**

*(in thousands)*

| | Nine Months Ended September 30, | |
|---|---|---|
| | **2026** | **2025** |
| Operating activities: | | |
| Net loss | $ (194,575) | $ (203,712) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation | 75,548 | 75,775 |
| Amortization of intangible assets | 257,724 | 257,913 |
| Amortization of the right-of-use asset | 1,647 | 2,488 |
| Stock-based compensation | 21,472 | 20,026 |
| Deferred income taxes | (85,496) | (79,900) |
| Amortization of debt discounts and issuance costs | 4,739 | 3,957 |
| Non-cash interest expense | 48,135 | 41,779 |
| Non-cash charitable contribution | 1,770 | — |
| Loss on extinguishment of debt | — | 670 |
| Loss on disposal of assets | 125 | 676 |
| Loss on disposal of leases | 329 | 6,702 |
| Loss on sale of equity investments | — | 2,667 |
| Changes in assets and liabilities: | | |
| Trade accounts receivable, net | (16,505) | (37,234) |
| Prepaid taxes | 8,714 | (26,272) |
| Prepaid expenses, other current and non-current assets | 5,635 | (706) |
| Accounts payable | (5,990) | (47,401) |
| Other accrued expenses, accrued interest and accrued liabilities | (54,414) | 37,196 |
| Operating leases, net | (3,829) | (3,586) |
| Net cash provided by operating activities | 65,029 | 51,038 |
| Investing activities: | | |
| Purchases of property and equipment | (129,221) | (99,692) |
| Proceeds from disposal of assets | 450 | — |
| Proceeds from sale of equity investment | — | 13,333 |
| Net cash used in investing activities | (128,771) | (86,359) |
| Financing activities: | | |
| Repayments of Term Loan | (11,018) | (7,345) |
| Taxes paid on settlement of vested share awards | (3,502) | (3,491) |
| Borrowings on 2025 Revolving Credit Facility | 295,000 | 225,000 |
| Repayment of 2025 Revolving Credit Facility | (220,000) | (155,000) |
| Payment of debt issuance costs | — | (4,267) |
| Proceeds from issuance of Class A common stock under ESPP | 1,464 | 1,397 |
| Repurchase of Class A common stock | (3,503) | — |
| Net cash provided by financing activities | 58,441 | 56,294 |
| Net (decrease) increase in cash, cash equivalents and restricted cash | (5,301) | 20,973 |
| Cash, cash equivalents and restricted cash at beginning of period | 28,341 | 29,672 |
| Cash, cash equivalents and restricted cash at end of period | $ 23,040 | $ 50,645 |
| | | |
| Cash and cash equivalents | $ 10,142 | $ 39,152 |
| Restricted cash | 12,898 | 11,493 |
| Cash, cash equivalents and restricted cash at end of period | $ 23,040 | $ 50,645 |
| | | |
| **Noncash investing and financing activities:** | | |
| Purchases of property and equipment not yet paid | $ 14,895 | $ 13,615 |
| Operating lease right-of-use assets obtained in exchange for operating lease liabilities | $ 333 | $ 5,738 |
| **Supplemental disclosure of cash flow information:** | | |
| Cash paid during the period for: | | |
| Interest | $ (294,399) | $ (247,057) |
| Income taxes, net of refunds | $ (21,910) | $ (44,913) |

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

**CLARITEV CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

## 1. General Information and Basis of Accounting

Claritev Corporation (collectively, the "Company", "we", "us", or "our") is a healthcare technology, data and insights company focused on delivering affordability, transparency and quality across the healthcare system. We bring objective, market-based insights to some of the healthcare system's most complex decisions based on decades of claims expertise. By applying data, analytics, and experience, we help organizations across the healthcare ecosystem better understand costs, pricing, and payment dynamics.

### Basis of Presentation and Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP", "U.S. GAAP", or "generally accepted accounting principles"), and with the instructions to Form 10-Q and Article 10 of Securities and Exchange Commission ("SEC"), Regulation S-X. The condensed consolidated financial statements present the financial position, results of operations, shareholders' deficit, and cash flows of the Company, in accordance with consolidation accounting guidance, are unaudited. All intercompany transactions have been eliminated in consolidation. The condensed consolidated balance sheet as of December 31, 2025 included herein was derived from the audited consolidated financial statements as of that date, but does not include all disclosures, including certain notes required by GAAP on an annual reporting basis. In management's opinion, the condensed consolidated financial statements reflect all normal recurring adjustments necessary for a fair statement of the balance sheets, statements of operations and comprehensive loss, shareholders' deficit, and cash flows for the interim periods, but are not necessarily indicative of the results of operations to be anticipated for the full fiscal year or any future period.

The condensed consolidated financial statements and notes herein should be read in conjunction with the Company's audited consolidated financial statements and notes included in its Annual Report on Form 10-K for the year ended December 31, 2025.

Certain balances from the prior period have been reclassified to conform to the current period presentation in the condensed consolidated financial statements.

### Summary of Significant Accounting Policies

Within the Notes to the Condensed Consolidated Financial Statements, we use "client(s)" synonymously with "customer(s)," and the terms should be understood as interchangeable.

### Use of Estimates

The preparation of the unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting periods. Actual results could differ from the Company's estimates and assumptions. Estimates are periodically reviewed in light of changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Significant estimates and assumptions reflected in these consolidated financial statements include, but are not limited to, revenue recognition, recoverability of long-lived assets, goodwill, valuation of stock-based compensation awards and income taxes.

**Revenue Recognition**

*Disaggregation of Revenue*

The following table presents revenues disaggregated by services and contract types (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| **Claims Intelligence Solutions** | **$ 192,516** | **$ 164,401** | **$ 537,286** | **$ 474,797** |
| PSAV | *172,406* | *149,683* | *482,114* | *429,670* |
| PEPM | *10,973* | *9,287* | *32,869* | *31,256* |
| Other | *9,137* | *5,431* | *22,303* | *13,871* |
| **Network Solutions** | **49,941** | **52,910** | **147,750** | **153,925** |
| PSAV | *27,648* | *27,480* | *84,012* | *84,322* |
| PEPM | *12,648* | *12,028* | *35,548* | *36,771* |
| Other | *9,645* | *13,402* | *28,190* | *32,832* |
| **Payment and Revenue Integrity Solutions** | **25,854** | **28,648** | **85,431** | **90,137** |
| *PSAV* | *25,729* | *28,526* | *85,128* | *89,767* |
| *PEPM* | *125* | *122* | *303* | *370* |
| **Total Revenues** | **$ 268,311** | **$ 245,959** | **$ 770,467** | **$ 718,859** |
| Percent of PSAV revenues | 84.1 % | 83.6 % | 84.5 % | 84.0 % |
| Percent of PEPM revenues | 8.9 % | 8.7 % | 8.9 % | 9.5 % |
| Percent of other revenues | 7.0 % | 7.7 % | 6.6 % | 6.5 % |

The Company currently reports revenues from data and analytics solutions in claims intelligence solutions and will likely do so until revenues from this solution line become more significant.

Due to the nature of our arrangements, certain estimates may be constrained if it is probable that a significant reversal of revenue will occur when the uncertainty is resolved. For our percentage of savings ("PSAV") contracts, portions of revenue that are recognized and collected in a reporting period may be returned or credited in subsequent periods. These credits are the result of payers not utilizing the discounts that were initially calculated, or differences between the Company's estimates of savings achieved for a client and the amounts self-reported in the following month by that same client. Significant judgment is required to estimate constrained variable consideration. We estimate constrained variable consideration based upon client-specific and aggregated factors as well as historical payment yields in addition to client contractual terms and performance guarantees.

The timing of payments from clients may generate contract assets or contract liabilities; however, these amounts are immaterial in the periods presented.

**Stock-Based Compensation**

On March 1, 2025, the Company began granting a new type of award via the Claritev Corporation 2020 Omnibus Incentive Plan (the "2020 Omnibus Incentive Plan"), in the form of cash settled Restricted Stock Units ("cRSUs"). The Company granted 565.6 thousand shares with a fair value at grant date of $8.2 million. The cRSUs vest in two tranches, one-half on each of the first and second anniversaries of the date of the grant. In the first quarter of 2026, the first tranche of cRSUs vested and were paid. The second tranche is set to vest on March 1, 2027.

The Company classifies the cRSUs as a liability on its condensed consolidated balance sheets as their vesting results in payment of cash by the Company. The cRSUs are adjusted to fair value at each reporting date.

Stock-based compensation is recognized as compensation expense, net of forfeitures, over the applicable requisite service period of the stock award using the straight-line method for the awards. The Company recognizes forfeitures as they occur.

**New Accounting Pronouncements Recently Adopted**

*ASU 2025-05 Financial Instruments - Credit Losses (Topic 326) - Measurement of Credit Losses for Accounts Receivable and Contract Assets.* In July 2025, the FASB issued ASU 2025-05, which reduces the cost and complexity of applying Topic 326 to current accounts receivable and current contract assets arising from transactions accounted for under Topic 606. This ASU introduced a practical expedient, which simplifies the estimation approach used to determine expected credit losses. The standard is effective for all entities for annual and interim periods beginning after December 15, 2025, with early adoption permitted, and applied prospectively. The Company adopted this standard on January 1, 2026 on a prospective basis, which did not materially impact our condensed consolidated financial statements during the three and nine months ended September 30, 2026.

*ASU 2025-06 Intangibles - Goodwill and other Internal-Use Software (Subtopic 350-40) - Targeted Improvements to the Accounting for Internal-Use Software.* In September 2025, the FASB issued ASU 2025-06, which modernizes the accounting for software costs that are accounted for under Subtopic 350-40. This ASU changes the cost capitalization threshold by eliminating accounting consideration of software project development stages and enhancing the guidance around the "probable-to-complete" threshold. The standard is effective for all entities for annual and interim periods beginning after December 15, 2027, with early adoption permitted, and may be applied using prospective approach, modified transition approach, or retrospective approach for all prior periods presented. The Company early adopted this standard on January 1, 2026 on a prospective basis which did not materially impact our condensed consolidated financial statements during the three and nine months ended September 30, 2026.

**New Accounting Pronouncements Issued but Not Yet Adopted**

*ASU 2024-03 Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)*. On November 4, 2024, the FASB issued ASU 2024-03, which requires disaggregated disclosure of income statement expenses for public business entities (PBEs). This ASU does not change the expense captions an entity presents on the face of the income statement; rather, it requires disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements. The standard is effective for all PBEs for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. We are currently evaluating the impact of this standard.

*ASU 2025-11 Interim Reporting (Topic 270) - Narrow-Scope Improvements.* In December 2025, the FASB issued ASU 2025-11, which is to improve the navigability of the required interim disclosures and clarifying when the guidance is applicable. The standard is effective for public business entities for interim reporting periods within annual reporting periods beginning after December 15, 2028, with early adoption permitted, and applied either prospectively or retrospectively for all prior periods presented. We are currently evaluating the impact of this standard.

*ASU 2025-12 Codification Improvements.* In December 2025, the FASB issued ASU 2025-12, which is to facilitate Codification updates for a broad range of topics arising from technical corrections, unintended application of the Codification, clarifications, and other minor improvements. The standard is effective for all entities for annual and interim reporting periods beginning after December 15, 2026, with early adoption permitted, and applied either prospectively or retrospectively for all prior periods presented. We are currently evaluating the impact of this standard.

## 2. Goodwill and Other Intangible Assets

Other intangible assets consisted of the following (in thousands):

| | | September 30, 2026 | | | December 31, 2025 | | |
|---|---|---|---|---|---|---|---|
| | Weighted-average amortization period | Gross Carrying Amount | Accumulated Amortization | Net Carrying Value | Gross Carrying Amount | Accumulated Amortization | Net Carrying Value |
| Client relationships | 15 years | $ 4,199,517 | $ (2,861,996) | $ 1,337,521 | $ 4,199,517 | $ (2,651,110) | $ 1,548,407 |
| Provider network | 15 years | 896,800 | (616,799) | 280,001 | 896,800 | (571,959) | 324,841 |
| Technology | 6 years | 21,850 | (13,874) | 7,976 | 21,850 | (12,213) | 9,637 |
| Trade names | 9 years | 2,670 | (1,608) | 1,062 | 2,670 | (1,421) | 1,249 |
| Non-compete | 5 years | 1,000 | (680) | 320 | 1,000 | (530) | 470 |
| Total | | $ 5,121,837 | $ (3,494,957) | $ 1,626,880 | $ 5,121,837 | $ (3,237,233) | $ 1,884,604 |

Goodwill was as follows (in thousands):

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Gross goodwill | $ 4,489,636 | $ 4,489,636 |
| Accumulated impairment | (2,083,783) | (2,083,783) |
| Total goodwill | $ 2,405,853 | $ 2,405,853 |

No impairment loss related to goodwill was recorded during the three and nine months ended September 30, 2026 and 2025.

## 3. Derivative Financial Instruments

The Company is exposed to interest rate risk on its floating rate debt. On September 12, 2023, the Company entered into three interest rate swap agreements with a total notional value of $800.0 million to effectively convert a portion of its floating rate debt to a fixed-rate basis of 4.59% as a weighted-average across three swaps. The interest rate swap agreements were effective August 31, 2023 and expired on August 31, 2026. The principal objective of these contracts was to reduce the volatility of the cash flows in interest payments associated with the Company's floating rate debt, thus reducing the impact of interest rate changes on future interest payment cash flows. The Company's interest rate swaps were highly effective at offsetting the changes in cash outflows and therefore designated as cash flow hedging instruments.

The Company records derivatives on the condensed consolidated balance sheets at fair value, as described in *Note 5, Fair Value Measurements*. As of September 30, 2026, the Company did not hold any interest rate swaps after the expiration of the three interest rate swap entered on September 12, 2023. As of December 31, 2025, the balance of derivatives was $6.1 million, which was recorded in Other accrued expenses.

The following table represents the activity of cash flow hedges included in accumulated other comprehensive loss for the periods presented (in thousands):

| | 2026 | 2025 |
|---|---|---|
| Balance as of January 1, net of tax | $ (4,172) | $ (5,063) |
| Unrealized gain (loss) recognized in other comprehensive income before reclassifications | 3,466 | (1,330) |
| Reclassifications of loss recognized to interest expense | (1,645) | (294) |
| Balance as of March 31, net of tax | $ (2,351) | $ (6,687) |
| Unrealized gain recognized in other comprehensive income before reclassifications | 3,260 | 1,009 |
| Reclassifications of loss recognized to interest expense | (1,864) | (256) |
| Balance as of June 30, net of tax | $ (955) | $ (5,934) |
| Unrealized gain recognized in other comprehensive income before reclassification | 2,231 | 869 |
| Reclassification of loss recognized to interest expense | (1,276) | (75) |
| Balance as of September 30, net of tax | $ — | $ (5,140) |

**4. Long-Term Debt**

Outstanding long-term debt is summarized below (in thousands):

| | Character | Priority | Maturity | Repayment | Coupon | September 30, 2026 | December 31, 2025 |
|---|---|---|---|---|---|---|---|
| 5.750% Notes | Notes | Senior Unsecured | 11/1/2028 | Par | 5.75% | $ 5,310 | $ 5,310 |
| 5.50% Notes | Notes | Senior Secured | 9/1/2028 | Par | 5.50% | 5,814 | 5,814 |
| Senior Convertible PIK Notes | Convertible Notes | Senior Unsecured | 10/15/2027 | Par | Cash 6.00%, or PIK 7.00% | 420 | 420 |
| First-Out First Lien Term Loans | Term Loan | Senior Secured | 12/31/2030 | Par | Variable(1) | 320,173 | 322,611 |
| Second-Out First Lien Term Loans | Term Loan | Senior Secured | 12/31/2030 | Par | Variable(2) | 1,126,777 | 1,135,357 |
| Second-Out First Lien A Notes | Notes | Senior Secured | 12/31/2030 | Par | Cash 6.50% and PIK 5.00% | 651,711 | 627,998 |
| Second-Out First Lien B Notes | Notes | Senior Secured | 12/31/2030 | Par | 5.750% | 763,075 | 763,075 |
| Third-Out First Lien A Notes | Notes | Senior Secured | 3/31/2031 | 107% | Cash 6.00% and PIK 0.75% | 776,193 | 765,520 |
| Third-Out First Lien B Notes | Notes | Senior Secured | 3/31/2031 | 107% | Cash 6.00% and PIK 0.75% | 999,875 | 986,126 |
| Finance lease obligations, non-current | Other | Senior Secured | 2028-2029 | Par | 6.01%-6.78% | 123 | 183 |
| Long-term debt | | | | | | 4,649,471 | 4,612,414 |
| Less: current portion of long-term debt | | | | | | (14,690) | (14,690) |
| Less: debt discounts, net | | | | | | (16,336) | (18,717) |
| Less: debt issuance costs, net | | | | | | (16,209) | (18,567) |
| Total Long-term debt, net | | | | | | $ 4,602,236 | $ 4,560,440 |

(1) Interest on the First-Out First Lien Term Loans (as defined below) is calculated, at MPH Acquisition Holdings LLC's ("MPH") option, as (a) Term Secured Overnight Financing Rate ("Term SOFR") (or 0.50%, if higher) plus 3.75% or (b)(x) the highest rate of (1) the prime rate, (2) the federal funds effective rate plus 0.50%, (3) Term SOFR for an interest period of one month plus 1.00% and (4) 1.50% plus (y) 2.75%.

(2) Interest on the Second-Out First Lien Term Loans (as defined below) is calculated, at MPH's option, as (a) Term SOFR (or 0.50%, if higher) plus the applicable SOFR adjustment plus 4.60% or (b)(x) the highest rate of (1) the prime rate, (2) the federal funds effective rate plus 0.50%, (3) Term SOFR for an interest period of one month plus the applicable SOFR adjustment plus 1.00% and (4) 1.50% plus (y) 3.60%.

As of September 30, 2026, the aggregate future principal payments for long-term debt, excluding non-current finance lease liabilities (based on the outstanding long-term debt as of September 30, 2026 and assuming the payments are made at their respective anticipated payment dates) were as follows (in thousands):

| For the years ending December 31, | |
|---|---|
| 2026 | $ 3,672 |
| 2027 | 15,110 |
| 2028 | 25,814 |
| 2029 | 14,690 |
| 2030 | 2,813,995 |
| Thereafter | 1,776,067 |
| Total | $ 4,649,348 |

On January 30, 2025, the Company, MPH and certain other of the Company's direct and indirect subsidiaries completed the Refinancing Transaction. As used herein, references to the "Refinancing Transaction" are to the below transactions, which were consummated on January 30, 2025:

- separate offers to exchange (i) 5.50% Senior Notes due 2028 issued by MPH ("5.50% Notes") for a portion of (a) "first-out" first lien term loans maturing on December 31, 2030 under that certain Super Senior Credit Agreement, dated as of January 30, 2025 (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the "First Lien Credit Agreement"), by and among MPH, as borrower, MPH Acquisition, the parent guarantors from time to time party thereto, the co-obligors from time to time party thereto, the lenders from time to time party thereto, and Goldman Sachs Lending Partners LLC, as administrative agent, collateral agent, swingline lender, and a letter of credit issuer (such loans, the "First-Out First Lien Term Loans"), (b) "second-out" 6.50% cash & 5.00% PIK first lien notes due 2030 issued by MPH (the "Second-Out First Lien A Notes") and (c) "second-out" 5.75% first lien notes due 2030 issued by MPH (the "Second-Out First Lien B Notes" and, together with the Second-Out First Lien A Notes, the "Second-Out First Lien Notes"); (ii) 5.750% Senior Notes due 2028 issued by MPH ("5.750% Notes") for a portion of (a) Second-Out First Lien A Notes, (b) Second-Out First Lien B Notes and (c) "third-out" 6.00% cash & 0.75% PIK first lien notes due 2031 issued by MPH (the "Third-Out First Lien A Notes"); (iii) the 6.00% / 7.00% Convertible Senior PIK Toggle Notes due 2027 ("Senior Convertible PIK Notes") for a portion of (a) Second-Out First Lien A Notes, (b) Second-Out First Lien B Notes and (c) "third-out" 6.00% cash & 0.75% PIK first lien notes due 2031 issued by Claritev (the "Third-Out First Lien B Notes" and, together with the Third-Out First Lien A Notes, the "Third-Out First Lien Notes"); and (iv) MPH's existing term loans maturing on September 1, 2028 (such loans, the "Prior Term Loans") under that certain Credit Agreement, dated as of August 24, 2021 (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the "Prior First Lien Credit Agreement"), by and among MPH, as borrower, MPH Acquisition, the co-obligors from time to time party thereto, the lenders from time to time party thereto, and Goldman Sachs Lending Partners LLC, as administrative agent, collateral agent, swingline lender and a letter of credit issuer for a portion of (a) First-Out First Lien Term Loans and (b) "second-out" first lien term loans maturing on December 31, 2030 under the First Lien Credit Agreement (the "Second-Out First Lien Term Loans") (collectively, the "Exchange Offers");
- (i) the termination of all revolving credit commitments under the Prior First Lien Credit Agreement (such commitments, the "Prior Revolving Credit Commitments") and (ii) the establishment of $350.0 million in "first-out" first lien revolving credit commitments terminating on December 31, 2029 under the First Lien Credit Agreement (such commitments, the "Revolving Commitments");
- the related consent solicitations (the "Consent Solicitations") to (i) holders of the 5.50% Notes, the 5.750% Notes and the Senior Convertible PIK Notes to remove substantially all of the covenants, certain events of default and certain other provisions contained in the indentures governing the 5.50% Notes, the 5.750% Notes and the Senior Convertible PIK Notes, and to release all of the collateral securing the 5.50% Notes and (ii) to holders of Prior Term Loans and Prior Revolving Credit Commitments to eliminate substantially all covenants, certain default provisions, and substantially all representations and warranties in the Prior First Lien Credit Agreement, as well as release certain of the collateral and guarantors thereunder, which had the effect of releasing (i) the same guarantors under the indentures governing the 5.50% Notes and the 5.750% Notes and (ii) the same collateral securing the 5.50% Notes; and
- the amendment to the Prior First Lien Credit Agreement (the "Credit Agreement Amendment") to (i) explicitly permit the Refinancing Transaction, (ii) eliminate substantially all affirmative covenants, negative covenants, representations and warranties and events of default set forth in the Prior First Lien Credit Agreement and (iii) release the Released Guarantors from their guarantee obligations and release any and all security interests or liens on the assets of such Released Guarantors.

As used herein, references to "Released Guarantors" are to (i) Benefits Science LLC, (ii) BST Acquisition Corp., (iii) American Lifecare Holdings, Inc., (iv) American Lifecare, Inc., (v) Statewide Independent PPO Inc., (vi) Private Healthcare Systems, Inc., (vii) HST, (viii) HST Acquisition Corp., (ix) Launchpoint Ventures, LLC, (x) DHP Acquisition Corp. and (xi) Data & Decision Science LLC.

Interest on the revolving loans (borrowed pursuant to MPH's $350.0 million senior secured revolving credit facility maturing on December 31, 2029 under the First Lien Credit Agreement (the "2025 Revolving Credit Facility") is calculated, at MPH's option, as (a) Term SOFR (or 0.00%, if higher) plus 3.75% or (b) (x) the highest rate of (1) the prime rate, (2) the federal funds effective rate plus 0.50%, (3) Term SOFR for an interest period of one month plus 1.00% and (4) 1.00% plus (y) 2.75%. We are obligated to pay a commitment fee on the average daily unused amount of our 2025 Revolving Credit Facility. The fee can range from an annual rate of 0.25% to 0.50% based on our consolidated first-out first lien debt to consolidated EBITDA ratio, as defined in the First Lien Credit Agreement.

As part of the Refinancing Transactions, we incurred transaction expenses of $72.0 million, of which $63.9 million and $8.0 million have been expensed as incurred for years ended December 31, 2024 and 2025, respectively, and are included in Transaction costs related to refinancing transaction in the condensed consolidated statements of operations and comprehensive loss. Debt issuance costs of $6.4 million associated with the 2025 Revolving Credit Facility are included in other assets on the condensed consolidated balance sheets. As of September 30, 2026 and December 31, 2025, the unamortized debt issuance costs associated with the 2025 Revolving Credit Facility were $4.2 million and $5.2 million, respectively. As of September 30, 2026 and December 31, 2025, we have drawn $95.0 million and $20.0 million, respectively, under the 2025 Revolving Credit Facility and we have $6.4 million and $6.4 million, respectively, of outstanding letters of credit under such facility. Accordingly, we have access to an additional $248.6 million and $323.6 million, respectively, available for borrowing under the 2025 Revolving Credit Facility.

The Exchange Offers were treated as debt modifications, and all unamortized debt issue costs and discounts associated with the prior notes were ratably applied to the new notes issued, and will be amortized over the new term.

The financial covenant under the 2025 Revolving Credit Facility is such that, if as of the last day of any fiscal quarter of MPH (commencing with the fiscal quarter ended March 31, 2025), the aggregate amount of loans under the 2025 Revolving Credit Facility, letters of credit issued under the 2025 Revolving Credit Facility (to the extent not cash collateralized or backstopped or, in the aggregate, in excess of $15.0 million) and swingline loans are outstanding and/or issued in an aggregate amount greater than 40.0% of the total commitments in respect of the 2025 Revolving Credit Facility at such time, the 2025 Revolving Credit Facility will require MPH to maintain a consolidated first-out, first lien debt to consolidated EBITDA ratio not to exceed 2.50 to 1.00. As of September 30, 2026 and December 31, 2025, we did not exceed the financial covenant threshold under the 2025 Revolving Credit Facility to warrant additional compliance testing.

As of September 30, 2026 and December 31, 2025, we were in compliance with all debt covenants.

## 5. Fair Value Measurements

ASC 820, *Fair Value Measurements* states that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The following three-tier fair value hierarchy has been used in determining the inputs used in measuring fair value:

- Level 1 — Unadjusted quoted prices in active markets. These are generally obtained from real-time quotes for transactions in active exchange markets involving identical assets or liabilities on the reporting date.
- Level 2 — Quoted prices for similar assets and liabilities in active markets. These are typically quoted prices for identical or similar instruments in markets that are not active, and model-derived valuation in which all significant inputs are observable in active markets.
- Level 3 — Unobservable inputs in which there is little or no market data, that are significant to the fair value of the assets or liabilities, which require the entity to develop its own assumptions.

### Financial instruments

The carrying value of cash and cash equivalents, restricted cash, trade accounts receivable, net, unbilled Independent Dispute Resolutions fee, net, other current assets, net, accounts payable, accrued interest, accrued taxes, accrued compensation and other accrued expenses, approximate their fair value due to their relatively short maturities.

The financial instrument that could potentially subject the Company to concentration of credit risk consists primarily of trade accounts receivable, net.

Cash and cash equivalents and restricted cash as of September 30, 2026 include money market funds of $12.7 million held in three financial institutions. Cash and cash equivalents and restricted cash as of December 31, 2025 include money market funds of $8.5 million held in one financial institution.

The Company's carrying amount and fair value of long-term debt consisted of the following (in thousands):

| | September 30, 2026 | | December 31, 2025 | |
|---|---|---|---|---|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Long-term Debt: | | | | |
| 5.50% Notes | $ 5,814 | $ 3,576 | $ 5,814 | $ 4,595 |
| 5.750% Notes | 5,310 | 3,243 | 5,310 | 3,318 |
| Senior Convertible PIK Notes, net of discount | 420 | 286 | 420 | 285 |
| First-Out First Lien Term Loans | 320,173 | 320,909 | 322,611 | 323,837 |
| Second-Out First Lien Term Loans | 1,126,777 | 1,011,282 | 1,135,357 | 1,070,755 |
| Second-Out First Lien A Notes | 651,711 | 597,945 | 627,998 | 666,180 |
| Second-Out First Lien B Notes | 763,075 | 582,074 | 763,075 | 673,795 |
| Third-Out First Lien A Notes | 776,193 | 534,176 | 765,520 | 661,180 |
| Third-Out First Lien B Notes | 999,875 | 679,115 | 986,126 | 811,187 |
| Finance lease obligations | 123 | 123 | 183 | 183 |
| Total Long-term Debt | 4,649,471 | 3,732,729 | 4,612,414 | 4,215,315 |
| Less: debt discounts, net | (16,336) | (16,336) | (18,717) | (18,717) |
| Total Long-term debt, net of discount | $ 4,633,135 | $ 3,716,393 | $ 4,593,697 | $ 4,196,598 |

We estimate the fair value of long-term debt using Level 2 inputs as they are not registered securities nor listed on any securities exchange but may be traded by qualified institutional buyers.

**Recurring fair value measurements**

The Company records interest rate swap on the condensed consolidated balance sheets at fair value, which represents the estimated amounts it would receive or pay upon termination of the derivative prior to the scheduled expiration date. The fair value is derived from model-driven information based on observable Level 2 inputs, such as SOFR forward rates. As of September 30, 2026, the Company did not hold any interest rate swaps after the expiration of the three interest rate swap entered on September 12, 2023.

The Company records cRSUs on the consolidated balance sheets at fair value, which represents the estimated amount it would pay upon vesting of the cRSUs prior to the vesting date. The fair value is derived from the Black-Scholes model based on observable Level 2 inputs. The fair value of cRSUs was $5.8 million and $8.3 million as of September 30, 2026 and December 31, 2025, respectively. During the three and nine months ended September 30, 2026, we recognized $0.8 million and $1.9 million of expense associated with the cRSUs.

**Non-recurring fair value measurements**

We measure certain non-financial assets at fair value on a nonrecurring basis, primarily goodwill and long-lived tangible and intangible assets, in connection with periodic evaluations for potential impairment. We estimate the fair value of these assets using primarily unobservable inputs and, as such, these are considered Level 3 fair value measurements. There were no impairment charges for the three and nine months ended September 30, 2026 and 2025.

Our non-marketable equity securities are adjusted to fair value on a non-recurring basis using the measurement alternative. Adjustments are made when observable transactions for identical or similar investments of the same issuer occur, or due to impairment. These securities are classified as Level 2 in the fair value hierarchy because we estimate the value based on valuation methods using the observable transaction price at the transaction date.

During the three months ended September 30, 2025, we sold certain of these non-marketable equity investments which resulted in a loss of $2.7 million recorded to Loss on sale of equity investments in the condensed consolidated statements of operations and comprehensive loss.

## 6. Basic and Diluted Weighted Average Shares Outstanding

We have excluded from the calculation of diluted weighted average shares outstanding those instruments whose effect would have been antidilutive. The following table presents the weighted average number of shares outstanding and the computation of basic and diluted weighted average shares outstanding:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Basic weighted average number of shares outstanding | 16,975,211 | 16,480,703 | 16,879,209 | 16,403,821 |
| Effect of potentially dilutive instruments | — | — | — | — |
| Diluted weighted average number of shares | 16,975,211 | 16,480,703 | 16,879,209 | 16,403,821 |
| Anti-dilutive warrants outstanding and unvested founder shares | — | 786,819 | — | 786,819 |
| Anti-dilutive Senior Convertible PIK Notes | 808 | 808 | 808 | 808 |
| Anti-dilutive stock-based compensation awards | 1,946,756 | 1,912,456 | 1,666,170 | 1,539,750 |

## 7. Commitments and Contingencies

### Commitments

The Company has certain irrevocable letters of credit used to satisfy real estate lease agreements for four of our offices in lieu of security deposits in the amount of $4.4 million outstanding as of September 30, 2026 and December 31, 2025. The Company also has an irrevocable letter of credit to satisfy the obligations of a captive insurance subsidiary in the amount of $2.0 million as of September 30, 2026 and December 31, 2025.

### Claims and Litigation

We are a defendant in various lawsuits and other pending and threatened litigation and other adversarial matters which have arisen in the ordinary course of business as well as regulatory investigations, all which have arisen in the ordinary course of business. While the ultimate outcome with respect to such proceedings cannot be predicted with certainty, we do not currently believe they will have a material adverse effect on our financial condition or results of operations.

We have been named in numerous federal lawsuits, including putative class action lawsuits relating to litigation on the basis of alleged violation of antitrust laws, asserting that, among other things, the Company is conspiring with commercial health insurance payers to suppress out-of-network reimbursements in violation of applicable antitrust law. These lawsuits were initially filed in various venues, including the Southern District of New York, the Northern District of Illinois, and the Northern District of California, naming the Company and, in certain cases, certain payers, as defendants. The lawsuits have now been centralized in the Northern District of Illinois pursuant to a transfer order issued by the federal Judicial Panel on Multidistrict Litigation and assigned to the Honorable Matthew F. Kennelly. The defendants filed joint motions to dismiss the consolidated complaints on January 16, 2025, which were granted in part and denied in part on June 3, 2025. Discovery in the case is ongoing. We believe these lawsuits are without merit and are vigorously defending the Company.

We accrue for costs associated with certain contingencies, including, but not limited to, settlement of legal proceedings, regulatory compliance matters and self-insurance exposures when such costs are probable and reasonably estimable. Such accruals are included in other accrued expenses on the condensed consolidated balance sheets. In addition, we accrue for legal fees incurred in defense of asserted litigation and regulatory matters as such legal fees are incurred. To the extent it is probable under our existing insurance coverage that we are able to recover losses and legal fees related to contingencies, we record such recoveries concurrently with the accrual of the related loss or legal fees. Significant management judgment is required to estimate the amounts of such contingent liabilities and the related insurance recoveries. In our determination of the probability and ability to estimate contingent liabilities and related insurance recoveries we consider the following: litigation exposure based on currently available information, consultations with external legal counsel, adequacy and applicability of existing insurance coverage and other pertinent facts and circumstances regarding the contingency. Liabilities established to provide for contingencies are adjusted as further information develops, circumstances change, or

contingencies are resolved; and such changes are recorded in the consolidated statements of operations and comprehensive loss during the period of the change and appropriately reflected in other accrued expenses on the condensed consolidated balance sheets.

**8. Related Party Transactions**

In July 2024, Claritev Cares Foundation ("Claritev Cares"), a nonprofit private foundation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, was created by Claritev to support charitable and community efforts that improve healthcare access for those in need. We do not have a controlling financial interest in Claritev Cares, and accordingly, we do not consolidate the financial statements of Claritev Cares.

In September 2026, we issued 44,000 unregistered shares of our Class A common stock, which were held as treasury stock, to Claritev Cares, as a donation. We recorded a non-cash charitable contribution of $1.8 million for the fair value of the treasury stock contributed, which was recorded in the general and administrative expense in the accompanying unaudited condensed consolidated statements of operations and comprehensive loss.

Additionally, certain Claritev employees have provided services to Claritev Cares. These services, which were not reimbursed by Claritev Cares, have an estimated fair value of $84 thousand and $252 thousand for the three and nine months ended September 30, 2026, respectively. The fair value for the three and nine months ended September 30, 2025 have not been presented since the amounts were not material. The fair value was estimated based on the compensation cost of the employees' time devoted to Claritev Cares' activities, which was recorded in the general and administrative expense in the accompanying unaudited condensed consolidated statements of operations and comprehensive loss.

**9. Segment Information**

ASC 280, Segment Reporting, establishes standards for reporting information about operating segments. Operating segments are defined as components of an entity for which separate financial information is available and regularly reviewed by the chief operating decision maker. The Company's chief operating decision maker ("CODM") is the Chief Executive Officer. The Company manages its operations as a single segment for the purposes of assessing performance and making decisions. The Company's singular focus is being a leading value-added provider of data analytics and technology-enabled end-to-end cost management, payment and revenue integrity solutions to the healthcare industry.

The CODM assesses performance for our reporting segment and decides how to allocate resources based on consolidated net income (loss). The measure of segment assets is reported on the condensed consolidated balance sheets as total consolidated assets. The CODM uses net income (loss) to evaluate income generated from segment assets (return on assets) in deciding whether to reinvest profits into our segment or into other parts of the entity, such as for acquisitions or debt and equity repurchases. Additionally, we have identified personnel costs, stock-based compensation ("SBC"), and access and bill review fees as significant expenses that are regularly provided to the CODM and included in net income (loss). Personnel costs are defined as salaries and corresponding benefits (excluding SBC), severance costs, indirect costs such as recruitment fees, contract labor, and are presented net of capitalized costs. Stock-based compensation includes expense under the 2020 Omnibus Incentive Plan and ESPP. Access and bill review fees include fees for accessing non-owned third-party provider networks, expenses associated with vendor fees for database access and systems technology used to reprice claims, and outsourced services. Third-party network expenses are fees paid to non-owned provider networks used to supplement our owned network assets to provide more network claim savings to our clients.

In addition, substantially all of the Company's revenues and long-lived assets are attributable to operations in the United States for the periods presented.

The following table presents summary results for our reporting segment for the periods presented (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Revenues | $ 268,311 | $ 245,959 | $ 770,467 | $ 718,859 |
| **Cost of Services ("COS")** | | | | |
| Personnel expenses excluding stock-based compensation | 54,118 | 47,618 | 158,049 | 141,581 |
| Stock-based compensation, including cRSUs | 2,597 | 2,800 | 8,091 | 7,095 |
| Access and bill review fees | 5,606 | 5,028 | 19,272 | 17,249 |
| Other cost of service expenses | 7,452 | 6,614 | 21,108 | 17,394 |
| Costs of services (exclusive of depreciation and amortization of intangible assets shown below) | 69,773 | 62,060 | 206,520 | 183,319 |
| **General and Administrative ("G&A")** | | | | |
| Personnel expenses excluding stock-based compensation | 19,304 | 20,246 | 47,548 | 55,014 |
| Stock-based compensation, including cRSUs | 5,448 | 7,443 | 15,312 | 18,964 |
| Transformation costs | 7,963 | 13,883 | 29,003 | 29,536 |
| Other general and administrative expenses | 33,612 | 18,429 | 87,683 | 54,573 |
| General and Administrative Expenses | 66,327 | 60,001 | 179,546 | 158,087 |
| Depreciation | 25,569 | 25,968 | 75,548 | 75,775 |
| Amortization of intangible assets | 85,908 | 85,971 | 257,724 | 257,913 |
| Loss on disposal of leases | 39 | 1,696 | 329 | 6,702 |
| Loss on disposal of assets | 68 | 196 | 125 | 676 |
| Total expenses | 247,684 | 235,892 | 719,792 | 682,472 |
| Operating income | 20,627 | 10,067 | 50,675 | 36,387 |
| Interest expense | 100,904 | 101,232 | 300,699 | 292,614 |
| Interest income | (248) | (471) | (625) | (1,282) |
| Transaction costs related to refinancing transaction | — | — | — | 7,879 |
| Loss on extinguishment of debt | — | — | — | 670 |
| Loss on sale of equity investments | — | 2,667 | — | 2667 |
| Net loss before taxes | (80,029) | (93,361) | (249,399) | (266,161) |
| Benefit for income taxes | (18,240) | (23,608) | (54,824) | (62,449) |
| Net loss | (61,789) | (69,753) | (194,575) | (203,712) |
| Less: net loss attributable to non-controlling interests | (5) | — | (5) | — |
| Net loss attributable to Claritev Corporation | $ (61,784) | $ (69,753) | $ (194,570) | $ (203,712) |

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

### Forward-Looking Statements

*This item and other sections of this Quarterly Report on Form 10-Q contain forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are subject to the "safe harbor" created by those sections based on management's beliefs and assumptions and on information currently available to management. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "predicts," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are not guarantees of future performance and the Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of the 2025 Form 10-K and Part II, Item 1A of this Form 10-Q, in each case under the heading "Risk Factors." Given these risks, uncertainties, and other factors, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this filing. We hereby qualify our forward-looking statements by these cautionary statements. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.*

*The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the information included in the Company's 2025 Annual Report on Form 10-K and the condensed consolidated financial statements and accompanying notes included in Part I, Item 1 in this Quarterly Report on Form 10-Q and risks described elsewhere in this Quarterly Report on Form 10-Q and our other filings with the SEC.*

### Company Overview

Claritev is a healthcare technology, data and insights company focused on delivering affordability, transparency and quality across the healthcare system. We bring objective, market-based insights to some of the healthcare system's most complex decisions based on decades of claims expertise. By applying data, analytics, and experience, we help organizations across the healthcare ecosystem better understand costs, pricing, and payment dynamics. This clarity enables more informed decision-making, reduces friction, and improves how the healthcare system functions in service of greater affordability, alignment, and long-term sustainability.

Although the end beneficiaries of our solutions are employers and other plan sponsors and their health plan members, our direct clients are typically payers, including payers providing administrative services only, and third-party administrators, who go to market with our solutions to those end clients. We offer these payers a single interface to our solutions, which are used in combination or individually to reduce the medical cost burden on their health plan clients by lowering the per-unit cost of medical services incurred, managing the utilization of medical services, and increasing the likelihood that the services are reimbursed without error and accepted by the provider. We are a technology-enabled service provider and transaction processor and do not deliver health-care services, provide or manage healthcare services, provide care or care management, or adjudicate or pay claims.

The Company, primarily through its operating subsidiary, Multiplan, Inc., d/b/a Claritev, offers its solutions nationally through a range of solution lines, which include:

- **Claims Intelligence Solutions** are designed to reduce medical cost through data-driven algorithms and insights that detect claims over-charges and either negotiate or recommend fair reimbursement for out-of-network medical costs using a variety of data sources and pricing algorithms. Within our claims intelligence solutions, the claim pricing solutions are generally priced based on a percentage of savings achieved. Also included in this category are solutions that enable lower cost health plans that feature reference-based pricing either in conjunction with or in place of a provider network. These solutions are generally priced at a bundled per-employee-per-month ("PEPM") rate;
- **Network Solutions** are designed to reduce medical cost by providing access to contracted discounts with healthcare providers with whom payers do not have a contractual relationship, through our expansive network of healthcare providers, which forms one of the largest independent preferred provider organizations in the United States. Our network solutions are priced based on either a percentage of savings achieved or at a per employee/member per month fee. This solution category also includes customized network development and management services for payers seeking to expand their network footprint using outsourced services. These solutions are generally priced on a per provider contract or other project-based price;
- **Payment and Revenue Integrity Solutions** are designed to reduce medical cost through data, technology, and clinical expertise deployed to identify and remove improper and unnecessary charges before or after claims are paid, or to

identify and help restore premium dollars underpaid by CMS for government health plans caused by discrepancies with enrollment-related data. Payment and revenue integrity solutions are generally priced based on a percentage of savings achieved; and

- **Data and Analytics Solutions** are designed to reduce medical costs through a next generation suite of solutions that apply modern methods of data science to produce descriptive, predictive, and prescriptive analytics that enable clients to optimize decision-making about plan design and network configurations and to support decision-making to improve clinical outcomes, plan performance, and competitive positioning. Data and analytics solutions are generally priced based on a subscription, licensing, or per-member-per month basis. The Company currently reports revenues from data and analytics solutions in claims intelligence solutions and will likely do so until revenues from this solution line become more significant.

We believe our solutions provide a strong value proposition to payers, their health plan customers and healthcare consumers, as well as to providers. Overall, our solution offerings aim to reduce healthcare costs in a manner that is orderly, efficient, and fair to all parties. In addition, because in most instances the fee for our services is linked to the savings we identify, our revenue model is aligned with the interests of our clients.

**Results of Operations**

The following table provides the results of operations for the periods indicated (in thousands, except percentages):

| | Three Months Ended September 30, | | Change | | Nine Months Ended September 30, | | Change | |
|---|---|---|---|---|---|---|---|---|
| | 2026 | 2025 | $ | % | 2026 | 2025 | $ | % |
| Revenues | $ 268,311 | $ 245,959 | $ 22,352 | 9.1 % | $ 770,467 | $ 718,859 | $ 51,608 | 7.2 % |
| Costs of services (exclusive of depreciation and amortization of intangible assets shown below) | 69,773 | 62,060 | 7,713 | 12.4 % | 206,520 | 183,319 | 23,201 | 12.7 % |
| General and administrative expenses | 66,327 | 60,001 | 6,326 | 10.5 % | 179,546 | 158,087 | 21,459 | 13.6 % |
| Depreciation | 25,569 | 25,968 | (399) | (1.5)% | 75,548 | 75,775 | (227) | (0.3)% |
| Amortization of intangible assets | 85,908 | 85,971 | (63) | (0.1)% | 257,724 | 257,913 | (189) | (0.1)% |
| Loss on disposal of leases | 39 | 1,696 | (1,657) | (97.7)% | 329 | 6,702 | (6,373) | (95.1)% |
| Loss on disposal of assets | 68 | 196 | (128) | (65.3)% | 125 | 676 | (551) | (81.5)% |
| Total expenses | 247,684 | 235,892 | 11,792 | 5.0 % | 719,792 | 682,472 | 37,320 | 5.5 % |
| Operating income | 20,627 | 10,067 | 10,560 | 104.9 % | 50,675 | 36,387 | 14,288 | 39.3 % |
| Interest expense | 100,904 | 101,232 | (328) | (0.3)% | 300,699 | 292,614 | 8,085 | 2.8 % |
| Interest income | (248) | (471) | 223 | (47.3)% | (625) | (1,282) | 657 | (51.2)% |
| Transaction costs related to refinancing transaction | — | — | — | n/a | — | 7,879 | (7,879) | (100.0)% |
| Loss on extinguishment of debt | — | — | — | n/a | — | 670 | (670) | (100.0)% |
| Loss on sale of equity investments | — | 2,667 | (2,667) | (100.0)% | — | 2,667 | (2,667) | (100.0)% |
| Net loss before taxes | (80,029) | (93,361) | 13,332 | (14.3)% | (249,399) | (266,161) | 16,762 | (6.3)% |
| Benefit for income taxes | (18,240) | (23,608) | 5,368 | (22.7)% | (54,824) | (62,449) | 7,625 | (12.2)% |
| Net loss | (61,789) | (69,753) | 7,964 | (11.4)% | (194,575) | (203,712) | 9,137 | (4.5)% |
| Less: net loss attributable to non-controlling interests | (5) | — | (5) | n/a | (5) | — | (5) | n/a |
| Net loss attributable to Claritev Corporation | $ (61,784) | $ (69,753) | $ 7,969 | (11.4)% | $ (194,570) | $ (203,712) | $ 9,142 | (4.5)% |

*Revenues*

The following table presents the total revenue for the periods presented (in thousands, except percentages):

| | Three Months Ended September 30, | | Change | | Nine Months Ended September 30, | | Change | |
|---|---|---|---|---|---|---|---|---|
| | 2026 | 2025 | $ Change | % Change | 2026 | 2025 | $ Change | % Change |
| Claims intelligence solutions | $ 192,516 | $ 164,401 | $ 28,115 | 17.1 % | $ 537,286 | $ 474,797 | $ 62,489 | 13.2 % |
| Network solutions | 49,941 | 52,910 | (2,969) | (5.6) % | 147,750 | 153,925 | (6,175) | (4.0) % |
| Payment and revenue integrity solutions | 25,854 | 28,648 | (2,794) | (9.8) % | 85,431 | 90,137 | (4,706) | (5.2) % |
| Total revenue | $ 268,311 | $ 245,959 | $ 22,352 | 9.1 % | $ 770,467 | $ 718,859 | $ 51,608 | 7.2 % |

Revenues increased by $22.4 million, or 9.1%, for the three months ended September 30, 2026, as compared to the three months ended September 30, 2025. This increase in revenues was due to the increase in Claims intelligence solutions revenues of $28.1 million, offset by a decrease in Network solutions and Payment and revenue integrity solutions.

Claims intelligence solutions revenues increased by $28.1 million, or 17.1%, for the three months ended September 30, 2026, as compared to the three months ended September 30, 2025. This increase in revenue was primarily due to an increase in Data iSight and Surprise Bill Services.

Network solutions revenues decreased by $3.0 million, or 5.6%, for the three months ended September 30, 2026, as compared to the three months ended September 30, 2025. This decrease in revenue was primarily due to a decrease in the property and casualty market due to non-recurring revenue in the prior period.

Payment and revenue integrity solutions revenue decreased by $2.8 million, or 9.8%, for the three months ended September 30, 2026, as compared to the three months ended September 30, 2025. This decrease in revenue was primarily due to a decrease in Clinical Negotiation.

Revenues increased by $51.6 million, or 7.2%, for the nine months ended September 30, 2026, as compared to the nine months ended September 30, 2025. This increase in revenues was due to the increase in Claims intelligence solutions revenues of $62.5 million, offset by a decrease in Network solutions and Payment and revenue integrity solutions.

Claims intelligence solutions revenues increased by $62.5 million, or 13.2%, for the nine months ended September 30, 2026, as compared to the nine months ended September 30, 2025. This increase in revenue was primarily due to an increase in Data iSight and Surprise Bill Services.

Network solutions revenues decreased by $6.2 million, or 4.0%, for the nine months ended September 30, 2026, as compared to the nine months ended September 30, 2025. This decrease in revenue was primarily due to a decrease in the property and casualty market due to non-recurring revenue in the prior period.

Payment and revenue integrity solutions revenue decreased by $4.7 million, or 5.2%, for the nine months ended September 30, 2026, as compared to the nine months ended September 30, 2025. This decrease in revenue was primarily due to a decrease in Clinical Negotiation.

*Costs of Services (exclusive of depreciation and amortization of intangible assets):*

The following table presents the total cost of services for the periods presented (in thousands, except percentages):

| | Three Months Ended September 30, | | Change | | Nine Months Ended September 30, | | Change | |
|---|---|---|---|---|---|---|---|---|
| | 2026 | 2025 | $ | % | 2026 | 2025 | $ | % |
| Personnel expenses excluding stock-based compensation | $ 54,118 | $ 47,618 | $ 6,500 | 13.7 % | $ 158,049 | $ 141,581 | $ 16,468 | 11.6 % |
| Stock-based compensation, including cRSUs | 2,597 | 2,800 | (203) | (7.3)% | 8,091 | 7,095 | 996 | 14.0 % |
| Access and bill review fees | 5,606 | 5,028 | 578 | 11.5 % | 19,272 | 17,249 | 2,023 | 11.7 % |
| Other cost of service expenses | 7,452 | 6,614 | 838 | 12.7 % | 21,108 | 17,394 | 3,714 | 21.4 % |
| **Total cost of services** | $ 69,773 | $ 62,060 | $ 7,713 | 12.4 % | $ 206,520 | $ 183,319 | $ 23,201 | 12.7 % |

The increase in costs of services of $7.7 million for the three months ended September 30, 2026 as compared to the three months ended September 30, 2025 was primarily due to the increase in personnel expenses of $6.5 million.

The increase in costs of services of $23.2 million for the nine months ended September 30, 2026 as compared to the nine months ended September 30, 2025 was primarily due to increases in personnel expenses of $16.5 million, access and bill review fees of $2.0 million, and other cost of service expenses of $3.7 million.

*General and Administrative Expenses:*

The following table presents the total general and administrative expenses for the periods presented (in thousands, except percentages):

| | Three Months Ended September 30, | | Change | | Nine Months Ended September 30, | | Change | |
|---|---|---|---|---|---|---|---|---|
| | 2026 | 2025 | $ | % | 2026 | 2025 | $ | % |
| Personnel expenses excluding stock-based compensation | $ 19,304 | $ 20,246 | $ (942) | (4.7)% | $ 47,548 | $ 55,014 | $ (7,466) | (13.6)% |
| Stock-based compensation, including cRSUs | 5,448 | 7,443 | (1,995) | (26.8)% | 15,312 | 18,964 | (3,652) | (19.3)% |
| Transformation costs | 7,963 | 13,883 | (5,920) | (42.6)% | 29,003 | 29,536 | (533) | (1.8)% |
| Other general and administrative expenses | 33,612 | 18,429 | 15,183 | 82.4 % | 87,683 | 54,573 | 33,110 | 60.7 % |
| **Total general and administrative expenses** | $ 66,327 | $ 60,001 | $ 6,326 | 10.5 % | $ 179,546 | $ 158,087 | $ 21,459 | 13.6 % |

The increase in general and administrative expenses of $6.3 million for the three months ended September 30, 2026, as compared to the three months ended September 30, 2025 was primarily due to higher other general and administrative expenses of $15.2 million primarily associated with legal expenses related to antitrust matters and software hosting and related expenses. This was partially offset by a decrease in transformation costs of $5.9 million, personnel expenses of $0.9 million and lower stock-based compensation of $2.0 million.

The increase in general and administrative expenses of $21.5 million for the nine months ended September 30, 2026, as compared to the nine months ended September 30, 2025 was primarily due to higher other general and administrative expenses of $33.1 million primarily associated with legal expenses related to antitrust matters and software hosting and related expenses. This was partially offset by a decrease in personnel expenses of $7.5 million, due to more personnel assigned to capital and transformation projects, and lower stock-based compensation of $3.7 million.

*Interest Expense*

Interest expense remained stable in the three months ended September 30, 2026, as compared to the three months ended September 30, 2025.

The increase in interest expense of $8.1 million, or 2.8% for the nine months ended September 30, 2026 as compared to the nine months ended September 30, 2025 was primarily due to the increase in average indebtedness outstanding during the periods as a result of PIK interest charges.

As of September 30, 2026 and September 30, 2025, our total debt had an annualized weighted average cash interest rate of 6.84% and 6.95%, respectively, which decreased by 0.11%. As of December 31, 2025, our total debt had a weighted average cash interest rate of 6.92%.

*Benefit for income taxes*

Net loss before income taxes for the three months ended September 30, 2026 of $80.0 million generated a benefit for income taxes of $18.2 million. Net loss before income taxes for the three months ended September 30, 2025 of $93.4 million generated a benefit for income taxes of $23.6 million.

Net loss before income taxes for the nine months ended September 30, 2026 of $249.4 million generated a benefit for income taxes of $54.8 million. Net loss before income taxes for the nine months ended September 30, 2025 of $266.2 million generated a benefit for income taxes of $62.4 million.

The effective tax rate for the nine months ended September 30, 2026 and 2025 differed from the statutory rate primarily due to non-deductible stock-based compensation expense, limitation on executive compensation and state taxes.

**Non-GAAP Financial Measures**

We use EBITDA, Adjusted EBITDA, and adjusted earnings per share ("Adjusted EPS") to evaluate our financial performance. EBITDA, Adjusted EBITDA, and Adjusted EPS are financial measures that are not presented in accordance with GAAP. We believe the presentation of these non-GAAP financial measures provides useful information to investors in assessing our financial condition and results of operations across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our financial operating results of our core business.

These measurements of financial performance have important limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. Additionally, they may not be comparable to other similarly titled measures of other companies. Some of these limitations are:

- such measures do not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- such measures do not reflect changes in, or cash requirements for, our working capital needs;
- such measures do not reflect the significant interest expense, or cash requirements necessary to service interest or principal payments on our debt;
- such measures do not reflect any cash requirements for any future replacement of depreciated assets;
- such measures do not reflect the impact of stock-based compensation upon our results of operations;
- such measures do not reflect our income tax (benefit) expense or the cash requirements to pay our income taxes;
- such measures do not reflect the impact of certain cash charges resulting from matters we consider not to be indicative of our ongoing operations; and
- other companies in our industry may calculate these measures differently from how we do, limiting their usefulness as a comparative measure.

In evaluating EBITDA, Adjusted EBITDA, and Adjusted EPS, you should be aware that in the future we may incur expenses similar to those eliminated in the presentation.

EBITDA, Adjusted EBITDA, and Adjusted EPS are widely used measures of corporate profitability eliminating the effects of financing and capital expenditures from the operating results. We define EBITDA as net loss adjusted for interest expense, interest income, income tax (benefit) expense, depreciation, amortization of intangible assets, and non-income taxes. Non-income taxes includes personal property taxes, real estate taxes, sales and use taxes and franchise taxes which are included in cost of services and general and administrative expenses. We define Adjusted EBITDA as EBITDA further adjusted to eliminate the impact of certain items that we do not consider to be indicative of our core business, including legal expenses associated with antitrust matters, loss on disposal of assets, including right-of-use assets, transformation costs, integration expenses, transaction costs related to refinancing transaction, loss on extinguishment of debt, one-time charitable contribution, stock-based compensation, including cRSUs, and other expenses. See our condensed consolidated financial statements included in this Quarterly Report for more information regarding these adjustments. Adjusted EBITDA is used in our agreements governing our outstanding indebtedness for debt covenant compliance purposes. Our Adjusted EBITDA calculation is consistent with the definition of Adjusted EBITDA used in our debt instruments.

Adjusted EPS is used in reporting to our Board and executive management and as a component of the measurement of our performance. We believe that this measure provides useful information to investors because it is the profitability measure we use to evaluate earnings performance on a comparable year-to-year basis. Adjusted EPS is defined as net loss adjusted for amortization of intangible assets, legal expenses associated with antitrust matters, other expenses, net, transformation costs, integration expenses, transaction costs related to refinancing transaction, loss on disposal of assets, including right-of-use assets, loss on extinguishment of debt, one-time charitable contribution, stock-based compensation, including cRSUs, and tax effect of adjustments to arrive at adjusted net income divided by our basic weighted average number of shares outstanding.

The following table presents a reconciliation of net loss to EBITDA and Adjusted EBITDA for the periods presented (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Net loss | $ (61,789) | $ (69,753) | $ (194,575) | $ (203,712) |
| Adjustments: | | | | |
| Interest expense | 100,904 | 101,232 | 300,699 | 292,614 |
| Interest income | (248) | (471) | (625) | (1,282) |
| Benefit for income tax | (18,240) | (23,608) | (54,824) | (62,449) |
| Depreciation | 25,569 | 25,968 | 75,548 | 75,775 |
| Amortization of intangible assets | 85,908 | 85,971 | 257,724 | 257,913 |
| Non-income taxes | — | 581 | — | 1,697 |
| EBITDA | $ 132,104 | $ 119,920 | $ 383,947 | $ 360,556 |
| Adjustments: | | | | |
| Legal expenses associated with antitrust matters | 10,349 | 4,086 | 21,531 | 8,485 |
| Loss on disposal of assets, including right-of-use assets | 107 | 1,902 | 454 | 7,378 |
| Transformation costs[(1)] | 7,963 | 13,883 | 29,003 | 29,536 |
| Integration expenses | — | 66 | — | 579 |
| Transaction costs related to refinancing transaction | — | — | — | 7,879 |
| Loss on extinguishment of debt | — | — | — | 670 |
| Loss on sale of equity investments | — | 2,667 | — | 2,667 |
| One-time charitable contribution of treasury stock | 1,770 | — | 1,770 | — |
| Stock-based compensation, including cRSUs | 8,045 | 10,243 | 23,403 | 26,059 |
| Other expenses, net[(2)] | 1,634 | 2,365 | 4,577 | 7,420 |
| Adjusted EBITDA | $ 161,972 | $ 155,132 | $ 464,685 | $ 451,229 |

(1) "Transformation costs" represent costs directly associated with our multi-year transformation program called Vision 2030 which includes internal personnel costs for employees that have been either hired or redeployed and are fully dedicated to transformation activities, as well as other non-recurring and duplicative costs. At such time that internal personnel are redeployed to non-transformation activities, they will no longer be included as an adjustment herein.

(2) "Other expenses, net" represents impairment of other assets, non-integration related severance costs, start-up costs related to international expansion and miscellaneous non-recurring expenses.

The following table presents a reconciliation of net loss to Adjusted EPS for the periods presented (in thousands, except share and per share amounts):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Net loss | $ (61,789) | $ (69,753) | $ (194,575) | $ (203,712) |
| Adjustments: | | | | |
| Amortization of intangible assets | 85,908 | 85,971 | 257,724 | 257,913 |
| Legal expenses associated with antitrust matters | 10,349 | 4,086 | 21,531 | 8,485 |
| Loss on disposal of assets, including right-of-use assets | 107 | 1,902 | 454 | 7,378 |
| Transformation costs[1] | 7,963 | 13,883 | 29,003 | 29,536 |
| Other expenses, net[2] | 1,634 | 2,365 | 4,577 | 7,420 |
| Integration expenses | — | 66 | — | 579 |
| Transaction costs related to refinancing transaction | — | — | — | 7,879 |
| Loss on extinguishment of debt | — | — | — | 670 |
| Loss on sale of equity investments | — | 2,667 | — | 2,667 |
| One-time charitable contribution of treasury stock | 1,770 | — | 1,770 | — |
| Stock-based compensation, including cRSUs | 8,045 | 10,243 | 23,403 | 26,059 |
| Estimated tax effect of adjustments | (24,018) | (27,094) | (74,032) | (77,080) |
| Adjusted net income | $ 29,969 | $ 24,336 | $ 69,855 | $ 67,794 |
| | | | | |
| Weighted average shares outstanding - Basic and Diluted | 16,975,211 | 16,480,703 | 16,879,209 | 16,403,821 |
| | | | | |
| Net loss per share - Basic and Diluted | $ (3.64) | $ (4.23) | $ (11.53) | $ (12.42) |
| Adjusted earnings per share | $ 1.77 | $ 1.48 | $ 4.14 | $ 4.13 |

(1) "Transformation costs" represent costs directly associated with our multi-year transformation program called Vision 2030 which includes internal personnel costs for employees that have been either hired or redeployed and are fully dedicated to transformation activities, as well as other non-recurring and duplicative costs. At such time that internal personnel are redeployed to non-transformation activities, they will no longer be included as an adjustment herein.

(2) "Other expenses, net" represents impairment of other assets, non-integration related severance costs, start-up costs related to international expansion and miscellaneous non-recurring expenses.

**Liquidity and Capital Resources**

As of September 30, 2026, we had a cash balance of $23.0 million, which includes cash and cash equivalents of $10.1 million and restricted cash of $12.9 million. Additionally, we have access to $248.6 million of the total $350.0 million loan availability under the 2025 Revolving Credit Facility.

As of September 30, 2026, we had $95.0 million outstanding under our 2025 Revolving Credit Facility and $6.4 million of outstanding letters of credit under such facility. Of these outstanding irrevocable letters of credit, we have four which are used to satisfy real estate lease security deposit requirements for our office locations in lieu of cash deposits in an aggregate amount of $4.4 million as of September 30, 2026 and December 31, 2025, respectively. The Company also has an irrevocable letter of credit to satisfy the security requirements of a captive insurance subsidiary in the amount of $2.0 million as of September 30, 2026 and December 31, 2025.

Our primary sources of liquidity are internally generated funds combined with our borrowing capacity under our 2025 Revolving Credit Facility. We believe these sources will provide sufficient liquidity for us to meet our working capital, and capital expenditure and other cash requirements for the next twelve months. We may from time to time at our sole discretion purchase, redeem or retire our long-term debt, through tender offers, in privately negotiated or open market transactions or otherwise. We plan to finance our capital expenditures with cash from operations. Furthermore, our future liquidity and future ability to fund capital expenditures, working capital, and debt requirements are also dependent upon our future financial performance, which may be subject to many economic, commercial, financial and other factors that are beyond our control, including the ability of financial institutions to meet their lending obligations to us. If those factors significantly change, our business may not be able to generate sufficient cash flow from operations or future borrowings may not be available to meet our liquidity needs. We anticipate that to the extent we require additional liquidity as a result of these factors or in order to execute our strategy, it would be financed either by borrowings under our senior secured credit facilities, by other indebtedness, additional equity financings, sale of assets, or a combination of the foregoing. We may be unable to obtain any such additional financing on reasonable terms or at all.

**Cash Flow Summary**

The following table is derived from our condensed consolidated statements of cash flows (in thousands):

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| Net cash flows provided by (used in): | | |
| Operating activities | $ 65,029 | $ 51,038 |
| Investing activities | (128,771) | (86,359) |
| Financing activities | 58,441 | 56,294 |
| Net (decrease) increase in cash, cash equivalents and restricted cash | $ (5,301) | $ 20,973 |

***For the nine months ended September 30, 2026 as compared to the nine months ended September 30, 2025***

***Cash Flows from Operating Activities***

Cash flows from operating activities increased by $14.0 million, primarily due to favorable changes in working capital. Changes in our working capital requirements primarily reflect the timing of collection on trade accounts receivable, net and payment of accounts payable, accrued expenses and liabilities, and accrued interest.

***Cash Flows from Investing Activities***

Net cash used in investing activities increased by $42.4 million, as compared to the prior-year period, due to increased investments in technologies to support our transformation initiatives, and proceeds from the sale of investments in the prior period.

***Cash Flows from Financing Activities***

Net cash provided by financing activities increased by $2.1 million as compared to the prior-year period, primarily due to the increase in net borrowing of $5.0 million on our 2025 Revolving Credit Facility due to working capital and capital investment needs, partially offset by repurchase of treasury stock of $3.5 million.

**Term Loans and Revolvers**

In connection with the Refinancing Transaction that closed on January 30, 2025, MPH issued senior secured credit facilities composed of $325.0 million of First-Out First Lien Term Loans and $1,143.9 million of Second-Out First Lien Term Loans (collectively, the "First Lien Term Loans") and entered into a $350.0 million 2025 Revolving Credit Facility. The First Lien Term Loans mature on December 31, 2030 and the 2025 Revolving Credit Facility matures on December 31, 2029.

See *Note 4, Long-Term Debt* of the Notes to Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information.

*Interest Rate Swap Agreements*

The Company is exposed to interest rate risk on its floating rate debt. On September 12, 2023, the Company entered into three interest rate swap agreements with a total notional value of $800.0 million to effectively convert a portion of its floating rate debt to a fixed-rate basis of 4.59% as a weighted-average across the three swaps. The interest rate swap agreements were effective August 31, 2023 and expired on August 31, 2026.

See *Note 3, Derivative Financial Instruments* of the Notes to Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information.

**Senior Notes**

In connection with the Exchange Offers on January 30, 2025, $1,044.2 million, $974.5 million, and $1,253.5 million of the 5.50% Notes, the 5.750% Senior Notes, and the Senior Convertible PIK Notes, respectively, were cancelled. Accordingly, following completion of the Exchange Offers, $5.8 million, $5.3 million, and $0.4 million of the 5.50% Notes, the 5.750% Senior Notes, and the Senior Convertible PIK Notes, respectively, remain outstanding.

On January 30, 2025, MPH issued $600.2 million and $763.1 million in aggregate principal amount of Second-Out First Lien A Notes and Second-Out First Lien B Notes, respectively, with a maturity date of December 31, 2030. MPH issued $752.5 million and $969.4 million in aggregate principal amount of Third-Out First Lien A Notes and Third-Out First Lien B Notes, respectively, with a maturity date of March 31, 2031.

See *Note 4, Long-Term Debt* of the Notes to Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information.

**Guarantees and Security**

There have been no changes to guarantees and security described in *Note 9. Long-Term Debt* of the Notes to the Consolidated Financial Statements included in our 2025 Annual Report on Form 10-K.

**Debt Covenants and Events of Default**

As of September 30, 2026 and December 31, 2025 we were in compliance with all debt covenants.

There have been no changes to the debt covenants and events of default described in *Note 9. Long-Term Debt* of the Notes to the Consolidated Financial Statements in our 2025 Annual Report on Form 10-K.

**Critical Accounting Policies and Estimates**

The preparation of condensed consolidated financial statements and related disclosures in conformity with GAAP and the Company's discussion and analysis of its financial condition and operating results, require the Company's management to make judgments, assumptions, and estimates, which we believe are reasonable and prudent based on the available facts and circumstances. These judgments, assumptions and estimates affect the amounts reported. There have been no material changes to the Company's critical accounting policies and estimates described in Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2025 Annual Report on Form 10-K.

**Client Concentration**

One client individually accounted for 38.0% of revenue for the three months ended September 30, 2026. Two clients individually accounted for 29.2% and 10.4% of revenues for the year ended December 31, 2025. The loss of the business of one or more of our larger clients could have a material adverse effect on our results of operations. For further discussion on our client concentration, please refer to Part I, Item 1A. "Risk Factors" in our 2025 Annual Report on Form 10-K.

**Recent Accounting Pronouncements**

See *Note 1, General Information and Basis of Accounting* of the Notes to Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information.

**Quantitative and Qualitative Disclosure About Market Risk**

See Item 3. "Quantitative and Qualitative Disclosure about Market Risk" below.

**Internal Controls Over Financial Reporting**

For further information on the Company's internal controls over financial reporting see Item 4. "Controls and Procedures".

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

There have been no material changes in the market risks described in Part II, Item 7A."Quantitative and Qualitative Disclosure about Market Risk" in our 2025 Annual Report on Form 10-K.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including the Company's principal executive officer and principal financial and accounting officer, the Company conducted an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on this evaluation, our principal executive officer and principal financial and accounting officer have concluded that, as of September 30, 2026, as a result of the material weakness in our internal control over financial reporting described below, our disclosure controls and procedures were not effective to provide reasonable assurance that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

**Previously Identified Material Weaknesses in Internal Control over Financial Reporting**

As of December 31, 2025, the Company identified material weaknesses over certain information technology ("IT") general controls that were disclosed in Part II, Item 9A of the Company's Form 10-K, which remained unremediated as of September 30, 2026. Specifically, we did not design and maintain effective controls over certain IT general controls for certain information systems that are relevant to the preparation of our financial statements. Specifically, we did not design and maintain: (i) program change management controls to ensure that program and data changes are identified, tested, authorized and implemented appropriately and (ii) user access controls to ensure appropriate segregation of duties and to adequately restrict user and privileged access to appropriate personnel.

These control deficiencies did not result in a material misstatement to the annual or interim consolidated financial statements previously filed or included in this Form 10-Q.

**Remediation Plan**

Management has evaluated the deficiencies described above and developed a remediation plan designed to strengthen our IT general control processes and controls. This plan will include, but is not limited to, (i) implementing new controls and/or modifying existing controls, including user access and change management controls and (ii) training of relevant personnel on the design and operation of any new or modified IT general controls. The remediation plan is subject to ongoing management review, as well as oversight by the Audit Committee of our Board of Directors.

The implementation of the remediation plan continued during the three months ended September 30, 2026, and the Company is committed to remediating these material weaknesses and expects to complete the implementation of its remediation plan during the fiscal year 2026. We believe our remediation plan will address the deficiencies described above; however, deficiencies will not be considered fully remediated until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. We will continue to monitor the design and effectiveness of these and other processes, procedures and controls and make further changes as appropriate.

**Changes in Internal Control Over Financial Reporting**

There have been no changes in our internal control over financial reporting during the three months ended September 30, 2026, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Inherent Limitations on Effectiveness of Controls**

Management recognizes that 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. 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 or error, if any, have been detected.

**Part II - Other Information**

**Item 1. Legal Proceedings**

We are a defendant in various lawsuits and other pending and threatened litigation and other adversarial matters as well as regulatory investigations, all of which have arisen in the ordinary course of business. While the ultimate outcome with respect to such proceedings cannot be predicted with certainty, we do not currently believe they will have a material adverse effect on our financial condition or results of operations. Refer to "Claims and Litigation" in *Note 7, Commitments and Contingencies*, of Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for additional information.

**Item 1A. Risk Factors**

Other than as set forth below, there have been no material changes during the three months ended September 30, 2026 to the risk factors previously disclosed in Part I, Item 1A. "Risk Factors" in the Company's 2025 Annual Report on Form 10-K.

***We operate in a litigious environment which may adversely affect our financial results.***

We may become involved, and have in the past been involved, in legal actions and claims arising in the ordinary course of business, including employment matters, breach of contract, and alleged violations of laws and regulations, as well as governmental investigations. Due to the inherent uncertainty of litigation and governmental investigations, resolution of any particular matter could require changes to our products or business practices and could materially and adversely affect our financial position and results of operations.

Healthcare providers have grown more resistant to cost management techniques and increasingly litigate to avoid their application. Litigation brought by healthcare providers and client members challenging insurers' claims adjudication and reimbursement decisions often names healthcare cost management companies, such as Claritev, as parties or otherwise implicates them. We and our subsidiaries have been, and may in the future be, named in such suits, or may face litigation brought directly against us, under theories including breach of contract, misrepresentation, unjust enrichment, antitrust, ERISA, or RICO, among others. This litigation is increasingly multi-party, multi-claim, or class-wide. For further information, see "Claims and Litigation" in *Note 7, Commitments and Contingencies*, of the Notes to Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q.

As previously disclosed in our Current Reports on Form 8-K, in August 2024 we received a confidential grand jury subpoena from the Antitrust Division of the Department of Justice (the "DOJ") in connection with an investigation regarding health insurance. On June 17, 2026, the DOJ advised that the antitrust grand jury proceeding was being closed and that we were not under criminal investigation, and on July 6, 2026, the DOJ confirmed the proceeding was closed without further criminal action. Separately, on May 19, 2026, we received a civil investigative demand from the DOJ and continue to cooperate fully with that inquiry. At no point has the DOJ informed the Company that it is the target of an investigation. We cannot predict when this investigation will conclude, what facts it may uncover, what actions the government may take, or the ultimate outcome and potential consequences of the investigation. A negative outcome here or in similar matters could result in significant fines, penalties, or other financial exposure, as well as reputational harm, loss of client confidence and business, and other harm to our business.

We operate in a highly regulated industry subject to continuously evolving laws. New or changed federal and state laws or regulations affecting healthcare providers or insurers could increase litigation risk for us and other cost management providers, particularly given that many providers and insurers have greater financial resources and may be more willing to litigate. Certain of our agreements also include indemnification provisions that could expose us to costs and damages arising from claims against an indemnified party.

While we maintain insurance for certain claims, coverage may not apply or may be insufficient for all losses or claim types, and litigation—even if we ultimately prevail—can be costly, time-consuming, and divert management attention. Lawsuits of these types, particularly if they proliferate, could materially and adversely affect our results and could affect clients' use of our products and solutions, especially our cost management offerings.

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

The Company did not repurchase any shares of its Class A common stock during the three months ended September 30, 2026.

On September 2, 2026, we issued 44,000 unregistered shares of our Class A common stock, which were held as treasury stock, to Claritev Cares Foundation, as a donation. Claritev Cares is a 501(c)(3) nonprofit foundation established by Claritev that supports charitable and community efforts that improve healthcare access for those in need. The fair market value of these shares based on our closing stock price on September 2, 2026 was $1.8 million. This issuance of shares of our Class A common stock was not registered under the Securities Act, or any state securities laws. With respect to such issuance, we relied on the exemption from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof and the rules and regulations promulgated thereunder.

**Item 5. Other Information**

On September 15, 2026, Jerome Hogge, Chief Operating Officer, entered into a 10b5-1 sales plan intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. This 10b5-1 sales plan provides for the sale of up to 17,507 shares of the Company's Class A common stock, covering (i) 8,136 shares acquired upon the vesting of restricted stock units and (ii) 9,371 shares of previously acquired Company's Class A common stock. This 10b5-1 sales plan will become effective on December 15, 2026 and will terminate on December 15, 2027, subject to earlier termination in accordance with its terms.

**Item 6. Exhibits**

| | | Incorporated by Reference | | | | |
|---|---|---|---|---|---|---|
| **Exhibit Number** | **Description** | **Form** | **File No.** | **Exhibit** | **Filing Date** | **Filed Herewith** |
| 31.1 | Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rules 13-a - 14(a) and 15-d-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | | | | | X |
| 31.2 | Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rules 13-a - 14(a) and 15-d-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | | | | | X |
| 32.1 | Certification of Principal Executive Officer Pursuant to 18 U.S.C. of Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | | X |
| 32.2 | Certification of Principal Financial Officer Pursuant to 18 U.S.C. of Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | | X |
| 101 INS | XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. | | | | | X |
| 101 SCH | Inline XBRL Taxonomy Extension Schema Document | | | | | X |
| 101 CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document | | | | | X |
| 101 DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document | | | | | X |
| 101 LAB | Inline XBRL Taxonomy Extension Label Linkbase Document | | | | | X |
| 101 PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document | | | | | X |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibit 101) | | | | | X |

**SIGNATURE**

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

Date: November 9, 2026

Claritev Corporation

By: /s/ Douglas M. Garis
Douglas M. Garis
Executive Vice President and Chief Financial Officer