

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2021

OR

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

For the transition period from to

Commission file number 001-38872



**Pinterest, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

26-3607129

(I.R.S. Employer  
Identification No.)

505 Brannan Street

San Francisco, California

(Address of Principal Executive Offices, including zip code)

94107

(Zip Code)

(415) 762-7100

Registrant's Telephone Number, Including Area Code

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.00001 par value	PINS	New York Stock Exchange

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

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

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

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

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

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

As of October 29, 2021, there were 562,699,562 shares of the Registrant's Class A common stock, \$0.00001 par value per share, outstanding, and 89,496,940 shares of the Registrant's Class B common stock outstanding.

**PINTEREST, INC.**  
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## NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which statements involve substantial risk and uncertainties. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and are often characterized by the use of words such as “believes,” “estimates,” “expects,” “projects,” “may,” “intends,” “plans,” “targets,” “forecasts” or “anticipates,” or by discussions of strategy, plans or intentions. Such forward-looking statements involve known and unknown risks, uncertainties, assumptions and other important factors that could cause our actual results, performance or achievements, or industry results, to differ materially from historical results or any future results, performance or achievements expressed, suggested or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, statements about:

- uncertainty regarding the duration and scope of the coronavirus, including its variants, referred to as the COVID-19 pandemic;
- actions governments and businesses take in response to the COVID-19 pandemic, including actions that could affect levels of user engagement or advertising activity;
- the impact of the COVID-19 pandemic and actions taken in response to the pandemic on global and regional economies and economic activity;
- general economic uncertainty in key global markets and a worsening of global economic conditions or low levels of economic growth;
- the impact of the COVID-19 pandemic on our planned investments, operations, expenses, revenue, cash flow, liquidity, users and engagement;
- the effect of general economic and political conditions;
- our financial performance, including revenue, cost and expenses and cash flows;
- our ability to attract and retain Pinners and maintain and grow their level of engagement;
- our ability to provide content that is useful and relevant to Pinners’ personal taste and interests;
- our ability to develop successful new products or improve existing ones;
- our ability to maintain and enhance our brand and reputation;
- potential harm caused by compromises in security, including our cybersecurity protections and resources and costs required to prevent, detect and remediate potential security breaches;
- potential harm caused by changes in online application stores or internet search engines’ methodologies, particularly search engine optimization methodologies and policies;
- discontinuation, disruptions or outages in third-party single sign-on access;
- our ability to compete effectively in our industry;
- our ability to scale our business, including our monetization efforts;
- our ability to attract and retain advertisers and scale our revenue model;
- our ability to attract creators that create relevant and engaging content;
- our ability to develop effective products and tools for advertisers, including measurement tools;
- our ability to expand and monetize our platform internationally;
- our ability to effectively manage the growth of our business;
- our lack of operating history and ability to sustain profitability;
- decisions that reduce short-term revenue or profitability or do not produce the long-term benefits we expect;
- fluctuations in our operating results;
- our ability to raise additional capital;
- our ability to realize anticipated benefits from mergers and acquisitions, joint ventures, strategic partnerships and other investments;
- our ability to protect our intellectual property;

- our ability to receive, process, store, use and share data, and compliance with laws and regulations related to data privacy and content;
- current or potential litigation and regulatory actions involving us;
- our ability to comply with modified or new laws and regulations applying to our business, and potential harm to our business as a result of those laws and regulations;
- real or perceived inaccuracies in metrics related to our business;
- disruption of, degradation in or interference with our use of Amazon Web Services and our infrastructure; and
- our ability to attract and retain personnel.

These statements are based on our historical performance and on our current plans, estimates and projections in light of information currently available to us, and therefore you should not place undue reliance on them. The inclusion of this forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates or expectations contemplated by us will be achieved. Forward-looking statements made in this Quarterly Report on Form 10-Q speak only as of the date on which such statements are made, and we undertake no obligation to update them in light of new information or future events, except as required by law.

You should carefully consider the above factors, as well as the factors discussed elsewhere in this Quarterly Report on Form 10-Q. The factors identified above should not be construed as an exhaustive list of factors that could affect our future results and should be read in conjunction with the other cautionary statements that are included in this Quarterly Report. Furthermore, new risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect us. If any of these trends, risks or uncertainties actually occurs or continues, our business, revenue and financial results could be harmed, the trading price of our Class A common stock could decline and you could lose all or part of your investment.

Unless expressly indicated or the context requires otherwise, the terms "Pinterest," "company," "we," "us," and "our" in this document refer to Pinterest, Inc., a Delaware corporation, and, where appropriate, its wholly owned subsidiaries. The term "Pinterest" may also refer to our products, regardless of the manner in which they are accessed. For references to accessing Pinterest on the "web" or via a "website," such terms refer to accessing Pinterest on personal computers. For references to accessing Pinterest on "mobile," such term refers to accessing Pinterest via a mobile application or via a mobile-optimized version of our website such as m.pinterest.com, whether on a mobile phone or tablet.

## **SUMMARY RISK FACTORS**

The following summarizes the principal factors that make an investment in our company speculative or risky, all of which are more fully described in the Risk Factors section below. This summary should be read in conjunction with the Risk Factors section and should not be relied upon as an exhaustive summary of the material risks facing our business. The following factors could result in harm to our business, reputation, revenue, financial results, and prospects, among other impacts:

*Business Strategy and Growth.* Our strategic decisions and efforts to expand the business, including:

- our ability to scale our business for future growth, as we are in the early stages of our monetization efforts;
- our ability to attract, grow, retain, and engage our user base;
- our ability to attract creators that create relevant and engaging content;
- providing content that is useful and relevant to Pinners' personal taste and interests;
- decisions consistent with our mission and values that may reduce our short- or medium-term operating results;
- removing objectionable content or blocking objectionable practices by advertisers or third parties;
- our ability to compete effectively for users or advertisers and to develop effective products and tools for advertisers;
- our further expansion and monetization of our platform internationally;
- effective management of our business growth; and

- our acquisition of other businesses.

*Operation of Our Business.* The manner in which we operate our business, including:

- the disruption and harm from the global COVID-19 pandemic, as well as potential challenges of post-pandemic recovery;
- our dependence on and ability to maintain and enhance a strong brand and reputation;
- actual or perceived compromises in our security;
- our dependence on advertising for substantially all of our revenue;
- the development of tools to accurately measure the effectiveness of advertisements on our platform and thereby attract and maintain advertisers;
- the inherent challenges of measurements related to Pinner metrics and other estimates;
- our ability to maintain and scale our technology infrastructure, including the speed and availability of our service; and
- the attraction, retention, and loss of our key personnel and other highly qualified personnel.

*Third-Party Reliance.* Our use and dependence on third-party businesses and products, or the impacts of third-party business and products, including:

- our dependence on online application stores and internet search engines, including their methodologies, policies, and results, to direct traffic and refer new Pinner to our service;
- users' ability to authenticate with our service through third-party login providers;
- our dependence on Amazon Web Services for the vast majority of our compute, storage, data transfer, and other services;
- effectively operating with mobile operating systems, web browsers, networks, regulations, and standards, which we do not control, and changes in our products or to those mobile operating systems, web browsers, networks, regulations or standards; and
- our reliance on software, technologies, and related services from other parties; and
- technologies that can block the display of our ads.

*Legal and Regulatory Matters.* The legal and regulatory frameworks, actions, and requirements to which our business, products, services, and operations are subject, including:

- any liability as a result of content or information that is published or made available on our service;
- government action to restrict access to our service or certain of our products in their countries;
- the data, including personal information, we receive, process, store, use, and share, which subjects us to complex and evolving governmental regulation and other legal obligations related to data privacy, data protection and other matters;
- our involvement in any legal disputes or other disputes that are expensive to support and may be resolved adversely;
- an ability to protect our intellectual property and our use of "open source" software; and
- the interpretation and application of recent U.S. tax legislation or other changes in U.S. or non-U.S. taxation of our operations.

*Financial Statements and Performance.* The preparation of our financial statements and our financial and operating performance, including:

- our limited operating history and previously incurred operating losses, anticipated increases to operating costs and expenses and our ability to obtain or maintain profitability;
- fluctuations in our operating results from quarter to quarter;
- our ability to obtain additional financing, if needed, and any default on our credit obligations;
- greater than anticipated tax liabilities;
- limitations in our ability to use or benefit from our net operating loss carryforwards and certain other tax attributes; and
- the requirements of being a public company.

*Our Common Stock.* The rights, restrictions, and structure of, and actions that we may take that impact our common stock, including:

- the dual class structure of our common stock;
- trading price volatility of our Class A common stock;
- future offerings of debt or equity securities by us or existing stockholders that could adversely impact the market price of our Class A common stock;
- additional stock issuances, including in connection with settlement of equity awards, and any resulting dilution;
- provisions under Delaware law and our governing documents that could make a merger, tender offer, or proxy contest difficult;
- our certificate of incorporation's designation of a state or federal court located within Delaware as the exclusive forum for substantially all disputes between us and our stockholders; and
- our intention not to pay dividends for the foreseeable future.

*General.* The risks common to our industry and public companies generally, including:

- our development of or investment in successful new products or improvements to our existing one;
- adverse global economic and financial conditions; and
- changes in accounting principles generally accepted in the United States.

## LIMITATIONS OF KEY METRICS AND OTHER DATA

The numbers for our key metrics, which include our monthly active users (MAUs) and average revenue per user (ARPU), are calculated using internal company data based on the activity of user accounts. We define a monthly active user as an authenticated Pinterest user who visits our website, opens our mobile application or interacts with Pinterest through one of our browser or site extensions, such as the Save button, at least once during the 30-day period ending on the date of measurement. Unless otherwise indicated, we present MAUs based on the number of MAUs measured on the last day of the current period. We measure monetization of our platform through our average revenue per user metric. We define ARPU as our total revenue in a given geography during a period divided by the average of the number of MAUs in that geography during the period. We calculate average MAUs based on the average of the number of MAUs measured on the last day of the current period and the last day prior to the beginning of the current period. We calculate ARPU by geography based on our estimate of the geography in which revenue-generating activities occur. We use these metrics to assess the growth and health of the overall business and believe that MAUs and ARPU best reflect our ability to attract, retain, engage and monetize our users, and thereby drive revenue. While these numbers are based on what we believe to be reasonable estimates of our user base for the applicable period of measurement, there are inherent challenges in measuring usage of our products across large online and mobile populations around the world. In addition, we are continually seeking to improve our estimates of our user base, and such estimates may change due to improvements or changes in technology or our methodology.

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

**PINTEREST, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
*(In thousands, except par value)*  
*(Unaudited)*

	September 30, 2021	December 31, 2020
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,231,931	\$ 669,230
Marketable securities	1,075,465	1,091,076
Accounts receivable, net of allowances of \$6,813 and \$8,811 as of September 30, 2021 and December 31, 2020, respectively	505,021	563,733
Prepaid expenses and other current assets	58,705	33,502
Total current assets	2,871,122	2,357,541
Property and equipment, net	54,445	69,375
Operating lease right-of-use assets	203,055	155,916
Goodwill and intangible assets, net	13,550	13,562
Other assets	10,618	13,065
Total assets	\$ 3,152,790	\$ 2,609,459
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 57,612	\$ 49,491
Accrued expenses and other current liabilities	183,382	155,340
Total current liabilities	240,994	204,831
Operating lease liabilities	189,348	139,321
Other liabilities	24,081	22,936
Total liabilities	454,423	367,088
Commitments and contingencies		
Stockholders' equity:		
Class A common stock, \$0.00001 par value, 6,666,667 shares authorized, 560,728 and 530,140 shares issued and outstanding as of September 30, 2021 and December 31, 2020, respectively; Class B common stock, \$0.00001 par value, 1,333,333 shares authorized, 89,435 and 96,232 shares issued and outstanding as of September 30, 2021 and December 31, 2020, respectively	7	6
Additional paid-in capital	4,891,043	4,574,934
Accumulated other comprehensive income	627	2,480
Accumulated deficit	(2,193,310)	(2,335,049)
Total stockholders' equity	2,698,367	2,242,371
Total liabilities and stockholders' equity	\$ 3,152,790	\$ 2,609,459

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

**PINTEREST, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
*(In thousands, except per share amounts)*  
*(Unaudited)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenue	\$ 632,932	\$ 442,616	\$ 1,731,372	\$ 987,041
Costs and expenses:				
Cost of revenue	126,783	112,844	388,072	320,335
Research and development	185,949	160,187	539,408	442,484
Sales and marketing	156,092	118,531	450,754	322,041
General and administrative	65,659	148,087	206,399	249,834
Total costs and expenses	534,483	539,649	1,584,633	1,334,694
Income (loss) from operations	98,449	(97,033)	146,739	(347,653)
Interest income	765	2,896	3,382	14,265
Interest expense and other income (expense), net	(4,765)	(51)	(5,991)	(2,144)
Income (loss) before provision for income taxes	94,449	(94,188)	144,130	(335,532)
Provision for income taxes	453	32	2,391	632
Net income (loss)	\$ 93,996	\$ (94,220)	\$ 141,739	\$ (336,164)
Net income (loss) per share:				
Basic	\$ 0.15	\$ (0.16)	\$ 0.22	\$ (0.57)
Diluted	\$ 0.14	\$ (0.16)	\$ 0.20	\$ (0.57)
Weighted-average shares used in computing net income (loss) per share:				
Basic	643,979	603,490	636,308	588,895
Diluted	691,853	603,490	692,106	588,895

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

**PINTEREST, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

*(In thousands)*

*(Unaudited)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net income (loss)	\$ 93,996	\$ (94,220)	\$ 141,739	\$ (336,164)
Other comprehensive income (loss), net of taxes:				
Change in unrealized gain (loss) on available-for-sale marketable securities	(265)	(1,772)	(1,606)	1,634
Change in foreign currency translation adjustment	(256)	98	(247)	(218)
Comprehensive income (loss)	<u>\$ 93,475</u>	<u>\$ (95,894)</u>	<u>\$ 139,886</u>	<u>\$ (334,748)</u>

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

**Pinterest, Inc.**  
**Condensed Consolidated Statements of Stockholders' Equity**  
*(In thousands)*  
*(Unaudited)*

**Three Months Ended September 30, 2021**

	<b>Class A and Class B Common Stock</b>		<b>Additional Paid-In Capital</b>	<b>Accumulated Other Comprehensive Income (Loss)</b>	<b>Accumulated Deficit</b>	<b>Stockholders' Equity</b>
	<b>Shares</b>	<b>Amount</b>				
Balance as of June 30, 2021	642,787	\$ 6	\$ 4,790,079	\$ 1,148	\$ (2,287,306)	\$ 2,503,927
Release of restricted stock units	5,336	1	—	—	—	1
Issuance of common stock for cash upon exercise of stock options, net	1,820	—	4,702	—	—	4,702
Issuance of restricted stock awards	220	—	—	—	—	—
Share-based compensation	—	—	96,262	—	—	96,262
Other comprehensive loss	—	—	—	(521)	—	(521)
Net income	—	—	—	—	93,996	93,996
Balance as of September 30, 2021	<u>650,163</u>	<u>\$ 7</u>	<u>\$ 4,891,043</u>	<u>\$ 627</u>	<u>\$ (2,193,310)</u>	<u>\$ 2,698,367</u>

**Three Months Ended September 30, 2020**

	<b>Class A and Class B Common Stock</b>		<b>Additional Paid-In Capital</b>	<b>Accumulated Other Comprehensive Income (Loss)</b>	<b>Accumulated Deficit</b>	<b>Stockholders' Equity</b>
	<b>Shares</b>	<b>Amount</b>				
Balance as of June 30, 2020	596,264	\$ 6	\$ 4,351,557	\$ 3,737	\$ (2,448,670)	\$ 1,906,630
Release of restricted stock units	5,642	—	—	—	—	—
Shares repurchased for tax withholdings on release of restricted stock units	—	—	(7)	—	—	(7)
Issuance of common stock for cash upon exercise of stock options, net	13,337	—	32,243	—	—	32,243
Share-based compensation	—	—	91,632	—	—	91,632
Other comprehensive income	—	—	—	(1,674)	—	(1,674)
Net loss	—	—	—	—	(94,220)	(94,220)
Balance as of September 30, 2020	<u>615,243</u>	<u>\$ 6</u>	<u>\$ 4,475,425</u>	<u>\$ 2,063</u>	<u>\$ (2,542,890)</u>	<u>\$ 1,934,604</u>

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

**Pinterest, Inc.**  
**Condensed Consolidated Statements of Stockholders' Equity**  
*(In thousands)*  
*(Unaudited)*

**Nine Months Ended September 30, 2021**

	Class A and Class B Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2020	626,372	\$ 6	\$ 4,574,934	\$ 2,480	\$ (2,335,049)	\$ 2,242,371
Release of restricted stock units	16,658	1	—	—	—	1
Issuance of common stock for cash upon exercise of stock options, net	6,663	—	19,637	—	—	19,637
Issuance of common stock related to charitable contributions	250	—	20,490	—	—	20,490
Issuance of restricted stock awards	220	—	—	—	—	—
Share-based compensation	—	—	275,982	—	—	275,982
Other comprehensive loss	—	—	—	(1,853)	—	(1,853)
Net income	—	—	—	—	141,739	141,739
Balance as of September 30, 2021	650,163	\$ 7	\$ 4,891,043	\$ 627	\$ (2,193,310)	\$ 2,698,367

**Nine Months Ended September 30, 2020**

	Class A and Class B Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2019	569,904	\$ 6	\$ 4,229,778	\$ 647	\$ (2,206,726)	\$ 2,023,705
Release of restricted stock units	13,785	—	—	—	—	—
Shares repurchased for tax withholdings on release of restricted stock units	—	—	(56,894)	—	—	(56,894)
Issuance of common stock for cash upon exercise of stock options, net	28,855	—	64,992	—	—	64,992
Issuance of common stock related to charitable contributions	150	—	2,748	—	—	2,748
Issuance of restricted stock awards	2,549	—	—	—	—	—
Share-based compensation	—	—	234,801	—	—	234,801
Other comprehensive income	—	—	—	1,416	—	1,416
Net loss	—	—	—	—	(336,164)	(336,164)
Balance as of September 30, 2020	615,243	\$ 6	\$ 4,475,425	\$ 2,063	\$ (2,542,890)	\$ 1,934,604

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

**PINTEREST, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2021	2020
<b>Operating activities</b>		
Net income (loss)	\$ 141,739	\$ (336,164)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	20,299	29,174
Share-based compensation	275,982	234,801
Non-cash charitable contributions	20,490	2,748
Other	9,495	4,520
Changes in assets and liabilities:		
Accounts receivable	61,033	(25,667)
Prepaid expenses and other assets	(21,141)	(6,184)
Operating lease right-of-use assets	32,014	31,835
Accounts payable	7,862	7,689
Accrued expenses and other liabilities	30,670	20,391
Operating lease liabilities	(37,308)	(35,013)
Net cash provided by (used in) operating activities	541,135	(71,870)
<b>Investing activities</b>		
Purchases of property and equipment and intangible assets	(5,337)	(14,032)
Purchases of marketable securities	(878,465)	(808,180)
Sales of marketable securities	213,651	174,042
Maturities of marketable securities	673,952	699,133
Other investing activities	—	316
Net cash provided by investing activities	3,801	51,279
<b>Financing activities</b>		
Proceeds from exercise of stock options, net	19,637	64,992
Shares repurchased for tax withholdings on release of restricted stock units	—	(56,894)
Other financing activities	(1,750)	(1,750)
Net cash provided by financing activities	17,887	6,348
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(693)	(86)
Net increase (decrease) in cash, cash equivalents and restricted cash	562,130	(14,329)
Cash, cash equivalents and restricted cash, beginning of period	678,911	677,743
Cash, cash equivalents and restricted cash, end of period	\$ 1,241,041	\$ 663,414
<b>Supplemental cash flow information</b>		
Accrued property and equipment	\$ 915	\$ 3,952
Operating lease right-of-use assets obtained in exchange for operating lease liabilities	\$ 81,869	\$ 14,030
<b>Reconciliation of cash, cash equivalents and restricted cash to condensed consolidated balance sheets</b>		
Cash and cash equivalents	\$ 1,231,931	\$ 652,723
Restricted cash included in prepaid expenses and other current assets	2,813	1,470
Restricted cash included in other assets	6,297	9,221
Total cash, cash equivalents and restricted cash	\$ 1,241,041	\$ 663,414

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

**PINTEREST, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Unaudited)*

**1. Description of Business and Summary of Significant Accounting Policies**

***Description of Business***

Pinterest was incorporated in Delaware in 2008 and is headquartered in San Francisco, California. Pinterest is a visual discovery engine that people around the globe use to find the inspiration to create a life they love. We generate revenue by delivering ads on our website and mobile application.

***Basis of Presentation and Consolidation***

We prepared the accompanying condensed consolidated financial statements in accordance with generally accepted accounting principles in the United States ("GAAP"). The condensed consolidated financial statements include the accounts of Pinterest, Inc. and its wholly owned subsidiaries. We have eliminated all intercompany balances and transactions.

The condensed consolidated balance sheet as of December 31, 2020 included herein was derived from the audited financial statements as of that date. We have condensed or omitted certain information and notes normally included in complete financial statements prepared in accordance with GAAP. As such, these unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements as of and for the year ended December 31, 2020, which are included in our Annual Report on Form 10-K.

In our opinion, the accompanying condensed consolidated financial statements reflect all normal recurring adjustments necessary to present fairly the results for the interim periods presented, but they are not necessarily indicative of the results of operations to be expected for the year ending December 31, 2021.

***Reclassifications***

We have reclassified certain amounts in prior periods to conform with current presentation.

***Use of Estimates***

Preparing our condensed consolidated financial statements in conformity with GAAP requires us to make estimates and judgments that affect amounts reported in the condensed consolidated financial statements and accompanying notes. We base these estimates and judgments on historical experience and various other assumptions that we consider reasonable. GAAP requires us to make estimates and assumptions in several areas, including the fair values of financial instruments, assets acquired and liabilities assumed through business combinations, share-based awards, and contingencies as well as the collectability of our accounts receivable, the useful lives of our intangible assets and property and equipment, the incremental borrowing rate we use to determine our operating lease liabilities, and revenue recognition, among others. Actual results could differ materially from these estimates and judgments.

***Significant Accounting Policies***

There have been no material changes to our significant accounting policies from our Annual Report on Form 10-K for the year ended December 31, 2020.

**PINTEREST, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Unaudited)*

**2. Fair Value of Financial Instruments**

The fair values of the financial instruments we measure at fair value on a recurring basis are as follows (in thousands):

	<b>September 30, 2021</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Cash equivalents:</b>				
Money market funds	\$ 737,045	\$ —	\$ —	\$ 737,045
Commercial paper	—	66,591	—	66,591
Municipal securities	—	7,501	—	7,501
<b>Marketable securities:</b>				
Corporate bonds	—	425,188	—	425,188
U.S. treasury securities	229,059	—	—	229,059
Commercial paper	—	237,964	—	237,964
Certificates of deposit	—	109,757	—	109,757
Municipal securities	—	39,009	—	39,009
Non-U.S. government and supranational bonds	—	32,996	—	32,996
Asset-backed securities	—	492	—	492
U.S. agency bonds	—	1,000	—	1,000
<b>Prepaid expenses and other current assets:</b>				
Certificates of deposit	—	2,813	—	2,813
<b>Other assets:</b>				
Certificates of deposit	\$ —	\$ 6,297	\$ —	\$ 6,297

	<b>December 31, 2020</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Cash equivalents:</b>				
Money market funds	\$ 225,643	\$ —	\$ —	\$ 225,643
Commercial paper	—	48,532	—	48,532
U.S. treasury securities	39,998	—	—	39,998
Certificates of deposit	—	2,996	—	2,996
<b>Marketable securities:</b>				
Corporate bonds	—	454,487	—	454,487
Commercial paper	—	234,253	—	234,253
U.S. treasury securities	203,054	—	—	203,054
Certificates of deposit	—	134,882	—	134,882
Municipal securities	—	17,619	—	17,619
U.S. agency bonds	—	16,018	—	16,018
Non-U.S. government and supranational bonds	—	15,950	—	15,950
Asset-backed securities	—	14,813	—	14,813
<b>Prepaid expenses and other current assets:</b>				
Certificates of deposit	—	571	—	571
<b>Other assets:</b>				
Certificates of deposit	\$ —	\$ 9,110	\$ —	\$ 9,110

We classify our marketable securities within Level 1 or Level 2 because we determine their fair values using quoted market prices or alternative pricing sources and models utilizing market observable inputs.

**PINTEREST, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Unaudited)*

Gross unrealized gains and losses on our marketable securities were immaterial in the aggregate as of September 30, 2021 and December 31, 2020. We evaluated all available evidence and did not recognize any allowance for credit losses for our marketable securities as of September 30, 2021 and December 31, 2020.

The fair value of our marketable securities by contractual maturity is as follows (in thousands):

	<b>September 30, 2021</b>
Due in one year or less	\$ 665,474
Due after one to five years	409,991
Total	<u>\$ 1,075,465</u>

Net realized gains and losses from sales of available-for-sale securities were not material for any period presented.

### **3. Commitments and Contingencies**

#### ***Purchase Commitments***

In April 2021, we entered into a new private pricing addendum with Amazon Web Services (“AWS”), which governs our use of cloud computing infrastructure provided by AWS. Under the new pricing addendum, we are required to purchase at least \$3,250.0 million of cloud services from AWS through April 2029. If we fail to do so, we are required to pay the difference between the amount we spend and the required commitment amount. As of September 30, 2021, our remaining contractual commitment is \$3,071.2 million. We expect to meet our remaining commitment.

#### ***Legal Matters***

We are involved in various lawsuits, claims and proceedings that arise in the ordinary course of business, including those described below. While the results of legal matters are inherently uncertain, we do not believe there is a reasonable possibility that the ultimate resolution of these matters, either individually or in aggregate, will have a material adverse effect on our business, financial position, results of operations or cash flows.

On November 23, 2020, Pinterest and our Chief Executive Officer and Chief Financial Officer were named as defendants in a putative securities class action filed in the U.S. District Court for the Northern District of California. The lawsuit alleged claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) and alleged that defendants made material false and misleading public statements about our revenue and user growth in 2019. The complaint sought damages, litigation costs, and interest. On September 23, 2021, the court granted Pinterest’s motion to dismiss plaintiff’s complaint with leave to amend and plaintiff notified the court on October 12, 2021 that they do not intend to file an amended complaint. The court entered judgment on behalf of Pinterest and other defendants. This matter is no longer pending.

In November and December 2020, certain of our executives and members of our board of directors were named as defendants in derivative lawsuits filed in the U.S. District Court for the Northern District of California. Pinterest was also named as a nominal defendant. The lawsuits purport to assert claims for breach of fiduciary duty in connection with allegations of gender and racial discrimination at Pinterest. In addition, the lawsuits purport to assert claims for waste, abuse of control, aiding and abetting breaches of fiduciary duties, unjust enrichment, and violations of Section 14(a) of the Exchange Act. The complaints seek declaratory and injunctive relief, corporate governance changes, monetary damages, interest, disgorgement, and fees and costs. On April 22, 2021, the defendants moved to dismiss this complaint. On June 1, 2021, the court referred the lawsuit to a magistrate judge for mediation and vacated other pending deadlines. On July 14, 2021, another derivative complaint with similar allegations was filed in the same court and was subsequently related to the earlier action. The cases were referred to a magistrate judge for mediation, and the proceedings were stayed during the pendency of that mediation. We continue to evaluate these claims but do not believe this litigation will have a material impact on our financial position or results of operations.

In March 2021, certain of our executives and members of our board of directors were named as defendants in a derivative lawsuit filed in the Delaware Chancery Court. Pinterest was also named as a nominal defendant. The complaint alleges that executives and members of the board breached their fiduciary duties to the company in connection with allegations of gender and racial discrimination at Pinterest. On May 10, 2021, the court stayed this lawsuit in light of the related pending case in the Northern District of California. The complaint seeks damages,

**PINTEREST, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Unaudited)*

litigation costs, and interest. We continue to evaluate these claims but do not believe this litigation will have a material impact on our financial position or results of operations.

**4. Share-Based Compensation**

***Equity Incentive Plan***

In June 2009, our board of directors adopted and approved our 2009 Stock Plan (the "2009 Plan"), which provides for the issuance of stock options, Restricted Stock Awards ("RSAs") and Restricted Stock Units ("RSUs") to qualified employees, directors and consultants. Stock options granted under our 2009 Plan have a maximum life of 10 years and an exercise price not less than 100% of the fair market value of our common stock on the date of grant. RSUs granted under our 2009 Plan have a maximum life of seven years. No shares of our common stock were reserved for future issuance under our 2009 Plan as of September 30, 2021.

Our 2019 Plan became effective upon closing of our initial public offering and succeeds our 2009 Plan. Our 2019 Omnibus Incentive Plan (the "2019 Plan") provides for the issuance of stock options, RSAs, RSUs and other equity- or cash-based awards to qualified employees, directors and consultants. Stock options granted under our 2019 Plan have a maximum life of 10 years and an exercise price not less than 100% of the fair market value of our common stock on the date of grant. 127,290,417 shares of our Class A common stock were reserved for future issuance under our 2019 Plan as of September 30, 2021.

The number of shares of our Class A common stock available for issuance under the 2019 Plan will be increased by the number of shares of our Class B common stock subject to awards outstanding under our 2009 Plan that would, but for the terms of the 2019 Plan, have returned to the share reserves of the 2009 Plan pursuant to the terms of such awards, including as the result of forfeiture, repurchase, expiration or retention by us in order to satisfy an award's exercise price or tax withholding obligations. In addition, the number of shares of our Class A common stock reserved for issuance under our 2019 Plan will automatically increase on the first day of each fiscal year through and including January 1, 2029, in an amount equal to 5% of the total number of shares of our Class A common stock and our Class B common stock outstanding on the last day of the calendar month before the date of each automatic increase, or a lesser number of shares determined by our board of directors.

***Stock Option Activity***

Stock option activity during the nine months ended September 30, 2021, was as follows (in thousands, except per share amounts):

	<b>Stock Options Outstanding</b>			
	<b>Shares</b>	<b>Weighted-Average Exercise Price</b>	<b>Weighted-Average Remaining Contractual Term <i>(in years)</i></b>	<b>Aggregate Intrinsic Value <sup>(1)</sup></b>
Outstanding as of December 31, 2020	23,947	\$ 3.15	2.9	\$ 1,502,604
Exercised	(6,663)	2.95		
Outstanding as of September 30, 2021	17,284	\$ 3.23	2.2	\$ 824,775
Exercisable as of September 30, 2021	16,649	\$ 2.50	2.0	\$ 806,588

<sup>(1)</sup> We calculate intrinsic value based on the difference between the exercise price of in-the-money-stock options and the fair value of our common stock as of the respective balance sheet date.

The total grant-date fair value of stock options vested during the nine months ended September 30, 2021 and 2020, was \$2.4 million and \$2.5 million, respectively. The aggregate intrinsic value of stock options exercised during the nine months ended September 30, 2021 and 2020, was \$463.1 million and \$719.0 million, respectively.

No stock options were granted during the nine months ended September 30, 2021. The total grant-date fair value of stock options granted during the nine months ended September 30, 2020 was not material.

**PINTEREST, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Unaudited)*

**Restricted Stock Unit and Restricted Stock Award Activity**

RSU and RSA activity during the nine months ended September 30, 2021, was as follows (in thousands, except per share amounts):

	<b>Restricted Stock Units and Restricted Stock Awards Outstanding</b>	
	<b>Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Outstanding as of December 31, 2020	54,079	\$ 20.45
Granted	6,837	74.79
Released	(16,867)	22.54
Forfeited	(3,008)	25.26
Outstanding as of September 30, 2021	<u>41,041</u>	<u>\$ 28.30</u>

**Share-Based Compensation**

Share-based compensation expense during the three and nine months ended September 30, 2021 and 2020, was as follows (in thousands):

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Cost of revenue	\$ 2,015	\$ 2,298	\$ 5,507	\$ 6,049
Research and development	67,463	61,357	194,667	156,621
Sales and marketing	13,404	11,958	39,291	23,803
General and administrative	13,380	16,019	36,517	48,328
Total share-based compensation	<u>\$ 96,262</u>	<u>\$ 91,632</u>	<u>\$ 275,982</u>	<u>\$ 234,801</u>

As of September 30, 2021, we had \$902.0 million of unrecognized share-based compensation expense, which we expect to recognize over a weighted-average period of 2.9 years.

**5. Net Income (Loss) Per Share**

We present net income (loss) per share using the two-class method required for multiple classes of common stock. Holders of our Class A and Class B common stock have identical rights except with respect to voting, conversion and transfer rights and therefore share equally in our net income or losses.

We calculate basic net income (loss) per share by dividing net income (loss) by the weighted-average number of shares of common stock outstanding during the period.

Diluted net income (loss) per share gives effect to all potential shares of common stock, including stock options, RSAs and RSUs to the extent these are dilutive. The calculation of diluted net income (loss) of Class A common stock assumes the conversion of our Class B common stock to Class A common stock, while the diluted net income (loss) of Class B common stock does not assume the conversion of those shares to Class A common stock.

We calculated basic and diluted net income (loss) per share as follows (in thousands, except per share amounts):

**PINTEREST, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Unaudited)*

	<b>Three Months Ended September 30,</b>				<b>Nine Months Ended September 30,</b>			
	<b>2021</b>		<b>2020</b>		<b>2021</b>		<b>2020</b>	
	<b>Class A</b>	<b>Class B</b>	<b>Class A</b>	<b>Class B</b>	<b>Class A</b>	<b>Class B</b>	<b>Class A</b>	<b>Class B</b>
Basic net income (loss) per share:								
Numerator:								
Net income (loss)	\$ 80,945	\$ 13,051	\$ (75,035)	\$ (19,185)	\$ 121,476	\$ 20,263	\$ (242,731)	\$ (93,433)
Denominator:								
Weighted-average shares used in computing net income (loss) per share, basic	554,568	89,411	480,606	122,885	545,340	90,968	425,218	163,677
Basic net income (loss) per share	\$ 0.15	\$ 0.15	\$ (0.16)	\$ (0.16)	\$ 0.22	\$ 0.22	\$ (0.57)	\$ (0.57)
Diluted net income (loss) per share:								
Numerator:								
Net income (loss)	\$ 80,945	\$ 13,051	\$ (75,035)	\$ (19,185)	\$ 121,476	\$ 20,263	\$ (242,731)	\$ (93,433)
Reallocation of net income as a result of conversion of Class B to Class A common stock	13,051	—	—	—	20,263	—	—	—
Reallocation of net income to Class B common stock	—	(903)	—	—	—	(1,634)	—	—
Diluted net income (loss)	\$ 93,996	\$ 12,148	\$ (75,035)	\$ (19,185)	\$ 141,739	\$ 18,629	\$ (242,731)	\$ (93,433)
Denominator:								
Weighted-average shares used in computing net income (loss) per share	554,568	89,411	480,606	122,885	545,340	90,968	425,218	163,677
Conversion of Class B to Class A common stock	89,411	—	—	—	90,968	—	—	—
Weighted average effect of dilutive potential common stock	47,874	—	—	—	55,798	—	—	—
Weighted-average shares used in computing net income (loss) per share, diluted	691,853	89,411	480,606	122,885	692,106	90,968	425,218	163,677
Diluted net income (loss) per share	\$ 0.14	\$ 0.14	\$ (0.16)	\$ (0.16)	\$ 0.20	\$ 0.20	\$ (0.57)	\$ (0.57)

Basic net loss per share is the same as diluted net loss per share for the periods we reported net losses. We excluded the following weighted-average potential shares of common stock from our calculation of diluted net income (loss) per share because these would be anti-dilutive (in thousands):

**PINTEREST, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Unaudited)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Outstanding stock options	—	35,226	—	44,659
Unvested restricted stock units and restricted stock awards	5,268	63,695	2,005	64,353
Total	5,268	98,921	2,005	109,013

**6. Income Taxes**

We determine our income tax provision for interim periods using an estimate of our annual effective tax rate adjusted for discrete items occurring during the periods presented. The primary difference between our effective tax rate and the federal statutory rate is the full valuation allowance we have established on our federal, state and foreign net operating losses and credits. Income taxes from international operations are not material for the three and nine months ended September 30, 2021 and 2020.

We are subject to taxation in the U.S. and various other state and foreign jurisdictions. As we have net operating loss carryforwards for U.S. federal and state jurisdictions, the statute of limitations is open for all tax years. For material foreign jurisdictions, the tax years open to examination include the years 2015 and forward. We are currently under examination of our U.S. consolidated federal income tax return by the Internal Revenue Service for calendar years 2018 and 2019. We believe that we have adequately reserved for any adjustments to the provision for income taxes or other tax items that may ultimately result from these examinations.

**7. Geographical Information**

Revenue disaggregated by geography based on our customers' billing addresses is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
United States	\$ 494,357	\$ 367,998	\$ 1,358,696	\$ 827,220
International <sup>(1)</sup>	138,575	74,618	372,676	159,821
Total revenue	\$ 632,932	\$ 442,616	\$ 1,731,372	\$ 987,041

<sup>(1)</sup> No individual country other than the United States exceeded 10% of our total revenue for any period presented.

Property and equipment, net and operating lease right-of-use assets by geography is as follows (in thousands):

	September 30, 2021	December 31, 2020
United States	\$ 229,477	\$ 213,831
International <sup>(1)</sup>	28,023	11,460
Total property and equipment, net and operating lease right-of-use assets	\$ 257,500	\$ 225,291

<sup>(1)</sup> No individual country other than the United States exceeded 10% of our total property and equipment, net and operating lease right-of-use assets for any period presented.

**8. Subsequent Events**

On October 4, 2021, we issued 500,000 shares of our Class A common stock reserved for charitable purposes to our donor advised fund and will record non-cash charitable contribution expense of \$24.8 million for the fourth quarter of 2021.

**PINTEREST, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Unaudited)*

On October 15, 2021, our Co-founder and Chief Design and Creative Officer transitioned into a consulting role pursuant to a consulting agreement dated October 13, 2021. He will continue to serve on our Board of Directors, and his existing RSU award will continue vesting after the transition. For accounting purposes, we will treat this as a modification of his RSU award and will record a one-time charge of \$48.6 million, including incremental compensation cost of \$40.8 million, in share-based compensation expense for the fourth quarter of 2021.

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

*The following discussion and analysis of our financial condition and results of operations should be read together with our condensed consolidated financial statements and related notes and other financial information appearing elsewhere in this Quarterly Report on Form 10-Q. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions, including risks and uncertainty regarding the duration and scope of the impact of the COVID-19 pandemic. Our actual results could differ materially from these forward-looking statements as a result of many factors, including those discussed in "Risk Factors" and "Note About Forward-Looking Statements" included elsewhere in this Quarterly Report on Form 10-Q.*

### Overview of Third Quarter Results

Our key financial and operating results as of and for the three months ended September 30, 2021 are as follows:

- Revenue was \$632.9 million, an increase of 43% compared to the three months ended September 30, 2020.
- Monthly active users ("MAUs") were 444 million, an increase of 1% compared to September 30, 2020.
- Share-based compensation expense was \$96.3 million, an increase of \$4.6 million compared to the three months ended September 30, 2020.
- Total costs and expenses were \$534.5 million.
- Income from operations was \$98.4 million.
- Net income was \$94.0 million.
- Adjusted EBITDA was \$201.5 million.
- Cash, cash equivalents and marketable securities were \$2,307.4 million.
- Headcount was 3,112.

### Update on the COVID-19 Pandemic

The COVID-19 pandemic, which resulted in authorities implementing numerous preventative measures to contain or mitigate the outbreak of the virus, such as travel bans and restrictions, limitations on business activity, quarantines and shelter-in-place orders, continues to have an impact globally. These measures have caused, and are continuing to cause, business slowdowns or shutdowns in affected areas, both regionally and worldwide. These measures initially positively impacted Pinner engagement and user growth in both the U.S. and international geographies as people spent more time at home and sought online inspiration for some of our core use cases during the COVID-19 pandemic. Starting in mid-March 2021, the easing of the restrictions related to the COVID-19 pandemic began to slow our global MAU growth and lowered Pinner engagement as compared to the same period in 2020 as Pinner began spending less time at home. As a result of this trend, we saw slower global MAU growth and a decline in U.S. MAUs in the third quarter as compared to the same period in 2020.

Since the impact of the COVID-19 pandemic on our results of operations and overall financial performance remains unprecedented and highly unpredictable, our past results may not be indicative of our future performance. Given the uncertainty, we are unable to predict the extent and duration of the impact of the COVID-19 pandemic on advertiser demand, Pinner engagement, and our business, operations and financial results. See "Risk Factors" and "Note About Forward-Looking Statements" for additional details.

**Trends in User Metrics**

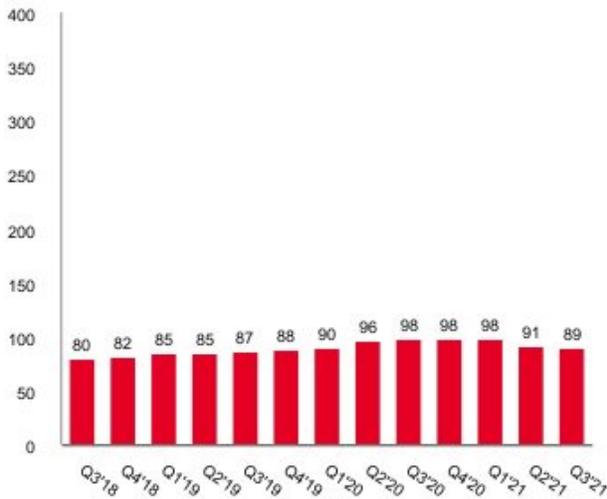
**Monthly Active Users.** We define a monthly active user as an authenticated Pinterest user who visits our website, opens our mobile application or interacts with Pinterest through one of our browser or site extensions, such as the Save button, at least once during the 30-day period ending on the date of measurement. We present MAUs based on the number of MAUs measured on the last day of the current period. We calculate average MAUs based on the average of the number of MAUs measured on the last day of the current period and the last day prior to the beginning of the current period. MAUs are the primary metric by which we measure the scale of our active user base.

**Quarterly Monthly Active Users  
(in millions)**

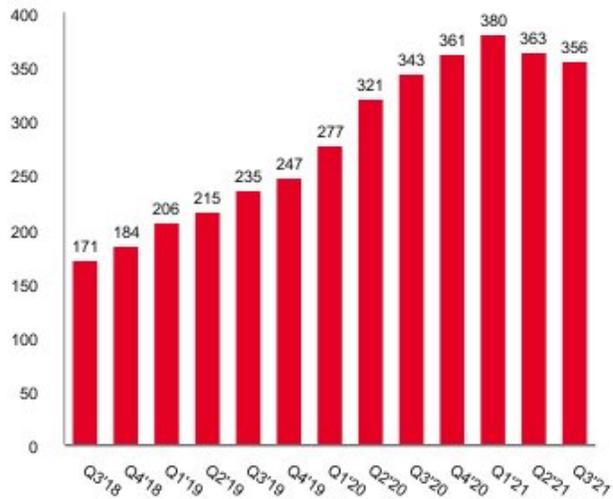
**Global**



**United States**



**International**



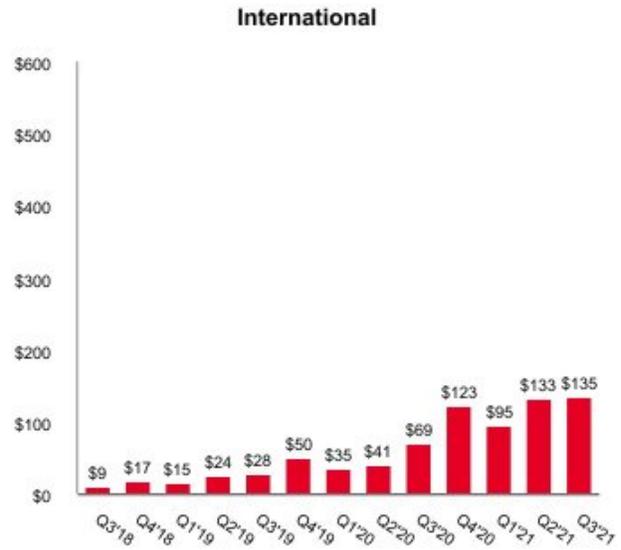
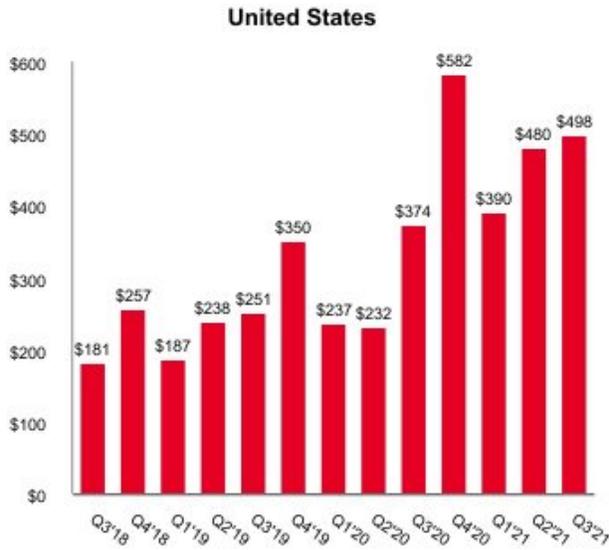
Note: United States and International may not sum to Global due to rounding.

We have experienced a decline in our U.S MAUs and a slowdown in our international user growth. Further, we are unable to predict the extent to which new or existing users will maintain their engagement as restrictions resulting from the COVID-19 pandemic continue to ease.

**Trends in Monetization Metrics**

**Revenue.** We calculate revenue by user geography based on our estimate of the geographic location of our users when they perform a revenue-generating activity. The geography of our users affects our revenue and financial results because we currently only monetize certain countries and currencies and because we monetize different geographies at different average rates. Our revenue in the United States is higher primarily due to our decision to focus our earliest monetization efforts there and also due to the relative size and maturity of the U.S. digital advertising market.

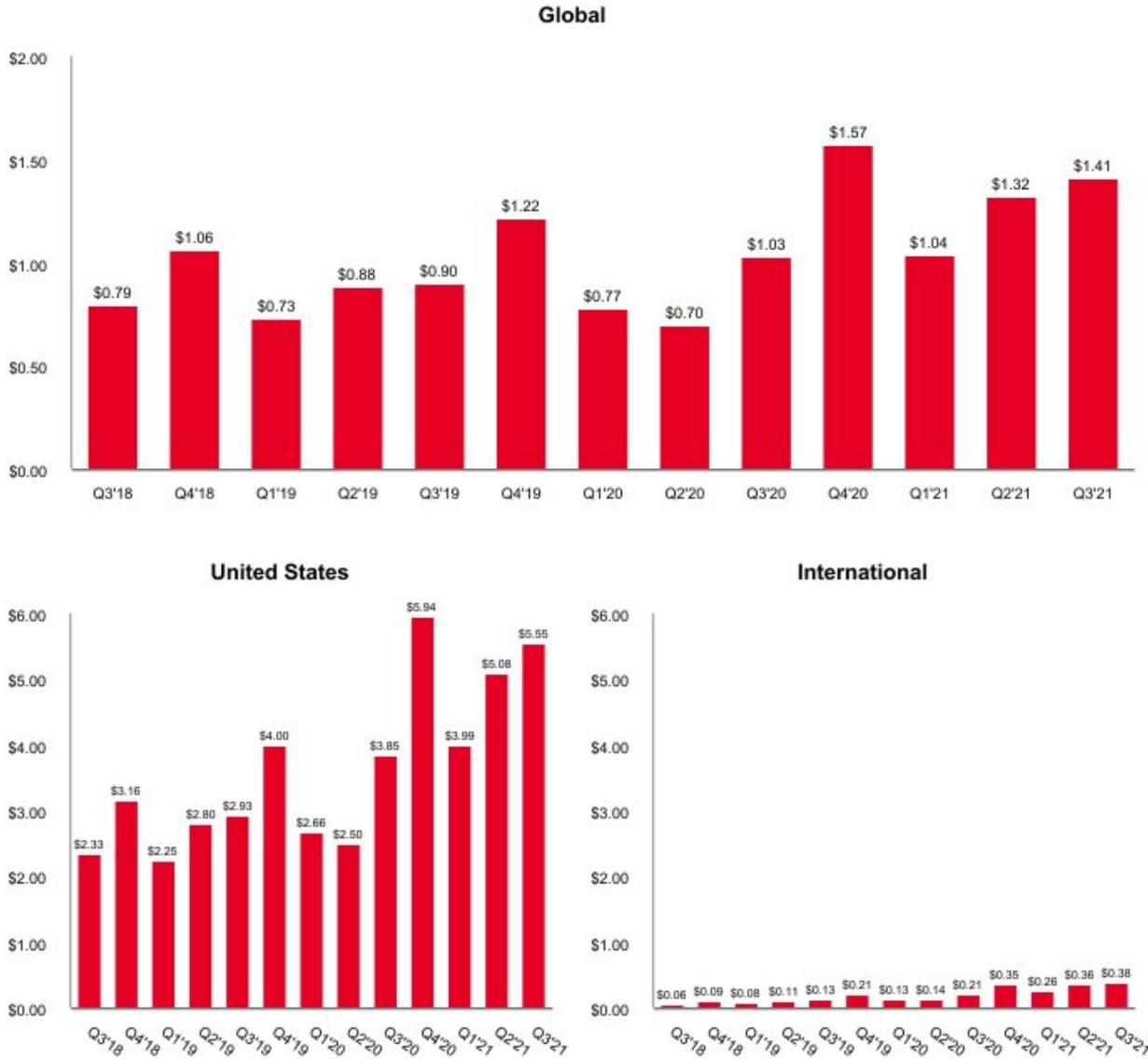
**Quarterly Revenue  
(in millions)**



*Note: Revenue by geography in the charts above is geographically apportioned based on our estimate of the geographic location of our users when they perform a revenue-generating activity. This allocation differs from our disclosure of revenue disaggregated by geography in the notes to our condensed consolidated financial statements where revenue is geographically apportioned based on our customers' billing addresses. United States and International may not sum to Global and quarterly amounts may not sum to annual due to rounding.*

**Average Revenue per User (“ARPU”).** We measure monetization of our platform through our average revenue per user metric. We define ARPU as our total revenue in a given geography during a period divided by average MAUs in that geography during the period. We calculate ARPU by geography based on our estimate of the geography in which revenue-generating activities occur. We present ARPU on a U.S. and international basis because we currently monetize users in different geographies at different average rates. U.S. ARPU is higher primarily due to our decision to focus our earliest monetization efforts there and also due to the relative size and maturity of the U.S. digital advertising market.

**Quarterly Average Revenue per User**



For the three months ended September 30, 2021, global ARPU was \$1.41, which represents an increase of 37% compared to the three months ended September 30, 2020. For the three months ended September 30, 2021, U.S. ARPU was \$5.55, an increase of 44%, and international ARPU was \$0.38, an increase of 81% compared to the three months ended September 30, 2020.

We use MAUs and ARPU to assess the growth and health of the overall business and believe that these metrics best reflect our ability to attract, retain, engage and monetize our users, and thereby drive revenue.

## Non-GAAP Financial Measure

To supplement our condensed consolidated financial statements presented in accordance with GAAP, we consider Adjusted EBITDA, a financial measure which is not based on any standardized methodology prescribed by GAAP.

We define Adjusted EBITDA as net income (loss) adjusted to exclude depreciation and amortization expense, share-based compensation expense, interest income, interest expense and other income (expense), net, provision for income taxes, non-cash charitable contributions and, for the third quarter of 2020, a one-time payment for the termination of a future lease contract.

We use Adjusted EBITDA to evaluate our operating results and for financial and operational decision-making purposes. We believe Adjusted EBITDA helps identify underlying trends in our business that could otherwise be masked by the effect of the income and expenses that it excludes. We also believe Adjusted EBITDA provides useful information about our operating results, enhances the overall understanding of our past performance and future prospects, and allows for greater transparency with respect to key metrics we use for financial and operational decision-making. We are presenting Adjusted EBITDA to assist investors in seeing our operating results through the eyes of management and because we believe that this measure provides an additional tool for investors to use in comparing our core business operating results over multiple periods with other companies in our industry. However, our definition of Adjusted EBITDA may not be the same as similarly titled measures used by other companies.

Adjusted EBITDA should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. There are a number of limitations related to the use of Adjusted EBITDA rather than net income (loss), the nearest GAAP equivalent. For example, Adjusted EBITDA excludes:

- certain recurring, non-cash charges such as depreciation of fixed assets and amortization of acquired intangible assets, although these assets may have to be replaced in the future; and
- share-based compensation expense, which has been, and will continue to be for the foreseeable future, a significant recurring expense and an important part of our compensation strategy.

Because of these limitations, you should consider Adjusted EBITDA alongside other financial performance measures, including net income (loss) and our other financial results presented in accordance with GAAP. The following table presents a reconciliation of net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP, to Adjusted EBITDA (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net income (loss)	\$ 93,996	\$ (94,220)	\$ 141,739	\$ (336,164)
Depreciation and amortization	6,762	8,943	20,299	29,174
Share-based compensation	96,262	91,632	275,982	234,801
Interest income	(765)	(2,896)	(3,382)	(14,265)
Interest expense and other (income) expense, net	4,765	51	5,991	2,144
Provision for income taxes	453	32	2,391	632
Non-cash charitable contributions	—	—	20,490	—
Termination of future lease contract	—	89,500	—	89,500
Adjusted EBITDA <sup>(1)</sup>	\$ 201,473	\$ 93,042	\$ 463,510	\$ 5,822

<sup>(1)</sup> Non-cash charitable contributions of \$2.7 million were not excluded from Adjusted EBITDA for the nine months ended September 30, 2020 as these were not material.

## Components of Results of Operations

**Revenue.** We generate revenue by delivering ads on our website and mobile application. Advertisers purchase ads directly with us or through their relationships with advertising agencies. We recognize revenue only after transferring control of promised goods or services to customers, which occurs when a user clicks on an ad contracted on a cost per click ("CPC") basis, views an ad contracted on a cost per thousand impressions ("CPM") basis or views a video ad contracted on a cost per view ("CPV") basis.

**Cost of Revenue.** Cost of revenue consists primarily of expenses associated with the delivery of our service, including the cost of hosting our website and mobile application. Cost of revenue also includes personnel-related expense, including salaries, benefits and share-based compensation for employees on our operations teams, payments associated with partner arrangements, credit card and other transaction processing fees, and allocated facilities and other supporting overhead costs.

**Research and Development.** Research and development consists primarily of personnel-related expense, including salaries, benefits and share-based compensation for our engineers and other employees engaged in the research and development of our products, and allocated facilities and other supporting overhead costs.

**Sales and Marketing.** Sales and marketing consists primarily of personnel-related expense, including salaries, commissions, benefits and share-based compensation for our employees engaged in sales, sales support, marketing and customer service functions, advertising and promotional expenditures, professional services and allocated facilities and other supporting overhead costs. Our marketing efforts also include user- and advertiser-focused marketing expenditures.

**General and Administrative.** General and administrative consists primarily of personnel-related expense, including salaries, benefits and share-based compensation for our employees engaged in finance, legal, human resources and other administrative functions, professional services, including outside legal and accounting services, charitable contributions and allocated facilities and other supporting overhead costs.

**Other Income (Expense), Net.** Other income (expense), net consists primarily of interest earned on our cash equivalents and marketable securities and foreign currency exchange gains and losses.

**Provision for Income Taxes.** Provision for income taxes consists primarily of income taxes in foreign jurisdictions and U.S. federal and state income taxes adjusted for discrete items.

**Adjusted EBITDA.** We define Adjusted EBITDA as net income (loss) adjusted to exclude depreciation and amortization expense, share-based compensation expense, interest income, interest expense and other income (expense), net, provision for income taxes, non-cash charitable contributions and, for the third quarter of 2020, a one-time payment for the termination of a future lease contract. See "Non-GAAP Financial Measure" for more information and for a reconciliation of net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP, to Adjusted EBITDA.

## Results of Operations

The following tables set forth our condensed consolidated statements of operations data (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenue	\$ 632,932	\$ 442,616	\$ 1,731,372	\$ 987,041
Costs and expenses <sup>(1)</sup> :				
Cost of revenue	126,783	112,844	388,072	320,335
Research and development	185,949	160,187	539,408	442,484
Sales and marketing	156,092	118,531	450,754	322,041
General and administrative	65,659	148,087	206,399	249,834
Total costs and expenses	534,483	539,649	1,584,633	1,334,694
Income (loss) from operations	98,449	(97,033)	146,739	(347,653)
Interest income	765	2,896	3,382	14,265
Interest expense and other income (expense), net	(4,765)	(51)	(5,991)	(2,144)
Income (loss) before provision for income taxes	94,449	(94,188)	144,130	(335,532)
Provision for income taxes	453	32	2,391	632
Net income (loss)	\$ 93,996	\$ (94,220)	\$ 141,739	\$ (336,164)
Adjusted EBITDA <sup>(2)</sup>	\$ 201,473	\$ 93,042	\$ 463,510	\$ 5,822

<sup>(1)</sup> Includes share-based compensation expense as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Cost of revenue	\$ 2,015	\$ 2,298	\$ 5,507	\$ 6,049
Research and development	67,463	61,357	194,667	156,621
Sales and marketing	13,404	11,958	39,291	23,803
General and administrative	13,380	16,019	36,517	48,328
Total share-based compensation	\$ 96,262	\$ 91,632	\$ 275,982	\$ 234,801

<sup>(2)</sup> See "Non-GAAP Financial Measure" for more information and for a reconciliation of net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP, to Adjusted EBITDA.

The following table sets forth our condensed consolidated statements of operations data (as a percentage of revenue):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenue	100 %	100 %	100 %	100 %
Costs and expenses:				
Cost of revenue	20	25	22	32
Research and development	29	36	31	45
Sales and marketing	25	27	26	33
General and administrative	10	33	12	25
Total costs and expenses	84	122	92	135
Income (loss) from operations	16	(22)	8	(35)
Interest income	—	1	—	1
Interest expense and other income (expense), net	(1)	—	—	—
Income (loss) before provision for income taxes	15	(21)	8	(34)
Provision for income taxes	—	—	—	—
Net income (loss)	15 %	(21)%	8 %	(34)%

### Three and Nine Months Ended September 30, 2021 and 2020

#### Revenue

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% change	2021	2020	% change
	<i>(in thousands, except percentages)</i>					
Revenue	\$ 632,932	\$ 442,616	43 %	\$ 1,731,372	\$ 987,041	75 %

Revenue for the three and nine months ended September 30, 2021 increased by \$190.3 million and \$744.3 million, respectively, compared to the three and nine months ended September 30, 2020. Revenue growth was driven by 37% and 51% respective increases in ARPU supported by a 1% increase in MAUs. These resulted in 36% and 51% respective increases in the price of advertisements for the three and nine months ended September 30, 2021 compared to the three and nine months ended September 30, 2020. The impact in the number of advertisements served was not significant for both periods.

Revenue based on our estimate of the geographic location of our users increased by 33% and 62% in the United States to \$497.7 million and \$1,368.0 million for the three and nine months ended September 30, 2021, respectively, driven by 44% and 63% respective increases in U.S ARPU offset by a 10% decrease in U.S MAUs. For the three and nine months ended September 30, 2021, international revenue increased by 96% and 151% to \$135.2 million and \$363.4 million, respectively, driven by 81% and 106% respective increases in international ARPU supported by a 4% increase in international MAUs.

#### Cost of Revenue

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% change	2021	2020	% change
	<i>(in thousands, except percentages)</i>					
Cost of revenue	\$ 126,783	\$ 112,844	12 %	\$ 388,072	\$ 320,335	21 %
Percentage of revenue	20 %	25 %		22 %	32 %	

Cost of revenue for the three and nine months ended September 30, 2021 increased by \$13.9 million and \$67.7 million, respectively, compared to the three and nine months ended September 30, 2020. These increases were primarily due to higher absolute hosting costs due to user growth.

### Research and Development

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% change	2021	2020	% change
	<i>(in thousands, except percentages)</i>					
Research and development	\$ 185,949	\$ 160,187	16 %	\$ 539,408	\$ 442,484	22 %
Percentage of revenue	29 %	36 %		31 %	45 %	

Research and development for the three and nine months ended September 30, 2021 increased by \$25.8 million and \$96.9 million respectively, compared to the three and nine months ended September 30, 2020. These increases were primarily due to \$6.1 million and \$38.0 million respective increases in share-based compensation expense, 14% and 14% respective increases in average headcount, which drove higher personnel expenses, as well as higher consulting expenses.

### Sales and Marketing

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% change	2021	2020	% change
	<i>(in thousands, except percentages)</i>					
Sales and marketing	\$ 156,092	\$ 118,531	32 %	\$ 450,754	\$ 322,041	40 %
Percentage of revenue	25 %	27 %		26 %	33 %	

Sales and marketing for the three and nine months ended September 30, 2021 increased by \$37.6 million and \$128.7 million, respectively, compared to the three and nine months ended September 30, 2020. These increases were primarily due to \$15.2 million and \$48.8 million respective increases in marketing expenses, 32% and 26% respective increases in average headcount, which drove higher personnel expenses, as well as higher consulting expenses and, for the nine months ended September 30, 2021, a \$15.5 million increase in share-based compensation expense.

### General and Administrative

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% change	2021	2020	% change
	<i>(in thousands, except percentages)</i>					
General and administrative	\$ 65,659	\$ 148,087	(56) %	\$ 206,399	\$ 249,834	(17) %
Percentage of revenue	10 %	33 %		12 %	25 %	

General and administrative for the three and nine months ended September 30, 2021 decreased by \$82.4 million and \$43.4 million, respectively, compared to the three and nine months ended September 30, 2020. These decreases were primarily due to a one-time payment of \$89.5 million for the termination of a future lease contract in August 2020 and \$2.6 million and \$11.8 million respective decreases in share-based compensation expense, offset by 31% and 26% respective increases in average headcount, which drove higher personnel expenses. For the nine months ended September 30, 2021, the decrease in general and administrative was also offset by a \$17.7 million increase in non-cash charitable contributions and an increase in outside advisor and legal-related expenses.

**Other Income (Expense), Net**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% change	2021	2020	% change
	<i>(in thousands, except percentages)</i>					
Interest income	\$ 765	\$ 2,896	(74) %	\$ 3,382	\$ 14,265	(76) %
Interest expense and other income (expense)	(4,765)	(51)	9,243 %	(5,991)	(2,144)	179 %
Other income (expense), net	\$ (4,000)	\$ 2,845	(241) %	\$ (2,609)	\$ 12,121	(122) %

Other income (expense), net for the three and nine months ended September 30, 2021 decreased by \$6.8 million and \$14.7 million, respectively, compared to the three and nine months ended September 30, 2020. These decreases were primarily due to lower returns on our marketable securities as a result of lower interest rates and impact of foreign currency exchange losses.

**Provision for Income Taxes**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% change	2021	2020	% change
	<i>(in thousands, except percentages)</i>					
Provision for income taxes	\$ 453	\$ 32	1,316 %	\$ 2,391	\$ 632	278 %

Provision for income taxes was primarily due to income (losses) generated in our foreign jurisdictions and US states for each of the periods presented.

**Net Income (Loss) and Adjusted EBITDA**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% change	2021	2020	% change
	<i>(in thousands, except percentages)</i>					
Net income (loss)	\$ 93,996	\$ (94,220)	200 %	\$ 141,739	\$ (336,164)	142 %
Adjusted EBITDA	\$ 201,473	\$ 93,042	117 %	\$ 463,510	\$ 5,822	7,861 %

Net income (loss) for the three and nine months ended September 30, 2021 was \$94.0 million and \$141.7 million, as compared to \$(94.2) million and \$(336.2) million for the three and nine months ended September 30, 2020, respectively. Adjusted EBITDA was \$201.5 million and \$463.5 million for the three and nine months ended September 30, 2021, as compared to \$93.0 million and \$5.8 million for the three and nine months ended September 30, 2020, respectively, due to the factors described above. See "Non-GAAP Financial Measure" for more information and for a reconciliation of net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP, to Adjusted EBITDA.

## Liquidity and Capital Resources

We have historically financed our operations primarily through sales of our stock and cash generated from our operations. Our primary uses of cash are personnel-related costs and the cost of hosting our website and mobile application. As of September 30, 2021, we had \$2,307.4 million in cash, cash equivalents and marketable securities. Our cash equivalents and marketable securities are primarily invested in short-duration fixed income securities, including government and investment-grade corporate debt securities and money market funds. As of September 30, 2021, \$79.0 million of our cash and cash equivalents was held by our foreign subsidiaries.

In November 2018, we entered into a five-year \$500.0 million revolving credit facility with an accordion option which, if exercised, would allow us to increase the aggregate commitments by the greater of \$100.0 million and 10% of our consolidated total assets, provided we are able to secure additional lender commitments and satisfy certain other conditions. Interest on any borrowings under the revolving credit facility accrues at either LIBOR plus 1.50% or at an alternative base rate plus 0.50%, at our election, and we are required to pay an annual commitment fee that accrues at 0.15% per annum on the unused portion of the aggregate commitments under the revolving credit facility.

The revolving credit facility also allows us to issue letters of credit, which reduce the amount we can borrow. We are required to pay a fee that accrues at 1.50% per annum on the average aggregate daily maximum amount available to be drawn under any outstanding letters of credit.

The revolving credit facility contains customary conditions to borrowing, events of default and covenants, including covenants that restrict our ability to incur indebtedness, grant liens, make distributions to holders of our stock or the stock of our subsidiaries, make investments or engage in transactions with our affiliates. The revolving credit facility also contains two financial maintenance covenants: a consolidated total assets covenant and a minimum liquidity balance of \$350.0 million, which includes any available borrowing capacity. The obligations under the revolving credit facility are secured by liens on substantially all of our domestic assets, including certain domestic intellectual property assets. We are in compliance with all covenants, and there were no amounts outstanding under this facility as of September 30, 2021.

We believe our existing cash, cash equivalents and marketable securities and amounts available under our revolving credit facility will be sufficient to meet our working capital and capital expenditure needs over at least the next 12 months, though we may require additional capital resources in the future.

For the nine months ended September 30, 2021 and 2020, our net cash flows were as follows (in thousands):

	Nine Months Ended September 30,	
	2021	2020
<b>Net cash provided by (used in):</b>		
Operating activities	\$ 541,135	\$ (71,870)
Investing activities	\$ 3,801	\$ 51,279
Financing activities	\$ 17,887	\$ 6,348

## **Operating Activities**

Cash flows from operating activities consist of our net income (loss) adjusted for certain non-cash reconciling items, such as share-based compensation expense, depreciation and amortization, non-cash charitable contributions and changes in our operating assets and liabilities. Net cash provided by (used in) operating activities increased by \$613.0 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020, primarily due to an increase in our net income (loss) after adjusting for non-cash reconciling items and an increase in collections of accounts receivable.

## **Investing Activities**

Cash flows from investing activities consist of capital expenditures for improvements to new and existing office spaces. We also actively manage our operating cash and cash equivalent balances and invest excess cash in short-duration marketable securities, the sales and maturities of which we use to fund our ongoing working capital requirements. Net cash provided by investing activities decreased by \$47.5 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020, primarily due to increased purchases of marketable securities offset by increased sales of marketable securities.

## **Financing Activities**

Cash flows from financing activities consist of proceeds from the exercise of stock options and tax remittances on release of RSUs. Net cash provided by financing activities increased by \$11.5 million for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to the absence of tax remittances on release of RSUs offset by a decrease in proceeds from the exercise of stock options.

## **Off-Balance Sheet Arrangements**

We did not have any off-balance sheet arrangements as of September 30, 2021.

## **Contractual Obligations**

In April 2021, we entered into a new private pricing addendum with Amazon Web Services (“AWS”), which governs our use of cloud computing infrastructure provided by AWS. Under the new pricing addendum, we are required to purchase at least \$3,250.0 million of cloud services from AWS through April 2029. If we fail to do so, we are required to pay the difference between the amount we spend and the required commitment amount. As of September 30, 2021, our remaining contractual commitment is \$3,071.2 million. We expect to meet our remaining commitment.

There have been no other material changes to our non-cancelable contractual commitments since December 31, 2020.

## **Critical Accounting Policies and Estimates**

We prepare our condensed consolidated financial statements in accordance with GAAP. Preparing our condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses as well as related disclosures. Because these estimates and judgments may change from period to period, actual results could differ materially, which may negatively affect our financial condition or results of operations. We base our estimates and judgments on historical experience and various other assumptions that we consider reasonable, and we evaluate these estimates and judgments on an ongoing basis. We refer to such estimates and judgments, discussed further below, as critical accounting policies and estimates.

Refer to Note 1 to our condensed consolidated financial statements for further information on our other significant accounting policies.

## **Revenue Recognition**

We generate revenue by delivering ads on our website and mobile application. We recognize revenue only after transferring control of promised goods or services to customers, which occurs when a user clicks on an ad contracted on a CPC basis, views an ad contracted on a CPM basis or views a video ad contracted on a CPV basis. We typically bill customers on a CPC, CPM or CPV basis, and our payment terms vary by customer type and location. The term between billing and payment due dates is not significant.

We recognize revenue only after satisfying our contractual performance obligations. We occasionally offer customers free ad inventory. When contracts with our customers contain multiple performance obligations, we allocate the overall transaction price, which is the amount of consideration to which we expect to be entitled in exchange for promised goods or services, to each of the distinct performance obligations based on their relative standalone selling prices. We generally determine standalone selling prices based on the effective price charged per contracted click, impression or view, and we do not disclose the value of unsatisfied performance obligations because the original expected duration of our contracts is generally less than one year.

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

We are exposed to market risks, including changes in foreign currency exchange and interest rates, in the ordinary course of our business.

#### ***Foreign Currency Exchange Risk***

Our reporting currency is the U.S. dollar, and the functional currency of our subsidiaries is either their local currency or the U.S. dollar, depending on the circumstances. While the majority of our revenue and operating expenses are denominated in U.S. dollars, we have foreign currency risks related to our revenue and operating expenses denominated in currencies other than the U.S. dollar. We have experienced and will continue to experience fluctuations in our net income (loss) as a result of transaction gains or losses related to revaluing certain current asset and current liability balances denominated in currencies other than the functional currency of the subsidiaries in which they are recorded. To date, these fluctuations have not been material. We have not engaged in hedging activities relating to our foreign currency exchange risk, although we may do so in the future. We do not believe a 10% increase or decrease in the relative value of the U.S. dollar would have materially affected our condensed consolidated financial statements as of and for the three and nine months ended September 30, 2021.

#### ***Interest Rate Risk***

As of September 30, 2021, we held cash, cash equivalents and marketable securities of \$2,307.4 million. Our cash equivalents and marketable securities primarily consist of short-duration fixed income securities, including government and investment-grade corporate debt securities and money market funds, and our investment policy is meant to preserve capital and maintain liquidity. Changes in interest rates affect the interest income we earn on our cash, cash equivalents and marketable securities and the fair value of our cash equivalents and marketable securities. A hypothetical 100 basis point increase in interest rates would have decreased the market value of our cash equivalents and marketable securities by \$8.5 million and \$7.6 million as of September 30, 2021 and December 31, 2020, respectively.

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

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

Our management, with the participation of our chief executive officer ("CEO") and chief financial officer ("CFO"), has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our CEO and CFO have concluded that as of September 30, 2021, our disclosure controls and procedures are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission ("SEC"), and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

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

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(d) and 15d-15(d) under the Exchange Act) during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Further, while the majority of our employees are working remotely, we have not experienced any material impact in our internal control over financial reporting as a result of the COVID-19 pandemic. We continue to monitor for and assess any effects the COVID-19 pandemic may have on the design or operating effectiveness of our internal control over financial reporting.

### **Limitations on Effectiveness of Controls and Procedures**

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

## **PART II - OTHER INFORMATION**

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

We are currently involved in, and may in the future be involved in, actual and threatened legal proceedings, claims, investigations and government inquiries arising in the ordinary course of our business, including legal proceedings, claims, investigations and government inquiries involving intellectual property, data privacy and data protection, privacy and other torts, illegal or objectionable content, consumer protection, securities, corporate governance, employment, workplace culture, contractual rights, civil rights infringement, false or misleading advertising, or other legal claims relating to content or information that is provided to us or published or made available on our service. This risk is enhanced in certain jurisdictions outside of the United States where our protection from liability for content published on our platform by third parties may be unclear and where we may be less protected under local laws than we are in the United States.

For information on certain litigation we are involved in, see "Legal Matters" in Note 3 of the accompanying notes to our condensed consolidated financial statements, which is incorporated herein by reference.

Although the results of the actual and threatened legal proceedings, claims, investigations and government inquiries in which we currently are involved cannot be predicted with certainty, we do not believe that there is a reasonable possibility that the final outcome of these matters will have a material adverse effect on our business or financial results. Regardless of the final outcome, however, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, harm to our reputation and brand, and other factors.

## Item 1A. Risk Factors

*Investing in our Class A common stock involves a high degree of risk. In addition to the other information set forth in this Quarterly Report, you should carefully consider the risks and uncertainties described below, together with all of the other information in this Quarterly Report on Form 10-Q, including the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our condensed consolidated financial statements and related notes, before deciding to invest in our Class A common stock. The occurrence of any of the following risks could harm our business, reputation, revenue, financial results and prospects. In addition, risks and uncertainties that are not presently known to us or that we currently believe are immaterial could also harm our business, revenue, financial results and prospects. If any of these risks occur, the value of our Class A common stock could decline and you may lose all or part of your investment.*

### **Risks Related to our Business Strategy and Growth**

***We are in the early stages of our monetization efforts and there is no assurance we will be able to scale our business for future growth.***

We are in the early stages of our monetization efforts and are still growing and scaling our revenue model. Our growth strategy depends on, among other things, attracting more advertisers (including expanding our sales efforts to reach advertisers in additional international markets), scaling our business with existing advertisers and expanding our advertising product offerings. There is no assurance that this revenue model will continue to be successful or that we will generate increasing revenue. We do not know if we can sustain the current growth rate of our revenue. To sustain or increase our revenue, we must obtain new advertisers, encourage existing advertisers to maintain or increase their advertising spend on our platform, expand the number of markets where we offer advertising and increase the breadth and functionality of our advertising offerings, including new advertising formats and measurement tools.

In order to obtain new advertisers and further our relationship with current advertisers, we must increase the size of our user base or the engagement of our users. There is no assurance that our user growth or engagement strategy will continue to be successful or that we will maintain or increase the number of users on our service. Further, our inability to scale or maintain our relationships with our large advertisers can harm our business, revenue and financial results.

As we continue to grow our advertiser base, our revenue depends on our ability to effectively serve enough advertisements that meet the objectives of our advertisers while maintaining a high quality user experience. If we are unable to do this on our platform due to either a decline in user growth or user engagement, or changes in product features or user behavior where users engage increasingly with product features where we may not be able to display as many advertisements, our business, revenue and financial results could be harmed.

In addition, to scale the growth of our ad platform, we will have to successfully develop and target ad products based on Pinners' personal taste and interests, which will require broad and diverse Pinner data. If we are unable to do this with the data, technology and resources available to us, we may need to consider alternatives, such as partnerships, to grow our business. If we choose not to pursue these partnerships, or if these partnerships are unsuccessful, our business may prove less scalable, and our business, revenue and financial results could be harmed.

***Our ecosystem of Pinners and advertisers depends on our ability to attract, retain and engage our user base. If we fail to add new Pinners or retain current Pinners, or if Pinners engage less with us, our business, revenue and financial results could be harmed.***

We must continue to attract, grow, retain and engage our users on our platform, who we call Pinners. Our active Pinners may not continue to grow, and may decline.

If current and potential Pinners do not perceive their experience with our service to be useful, or the content that we serve to them to be relevant to their personal taste and interests, we may not be able to attract new Pinners, retain existing Pinners or maintain or increase the frequency and duration of their engagement. In addition, if our existing Pinners do not continue to utilize our service or our user base does not continue to grow, we may be required to incur significantly higher marketing expenses than we currently anticipate to add new Pinners or retain current Pinners. Pinner engagement may also fluctuate depending on factors beyond our control, such as changes to daily life resulting from the COVID-19 pandemic. Although we saw higher engagement from Pinners during the peak of the COVID-19 pandemic, we have experienced and may continue to experience lower levels of Pinner engagement as the effects of the COVID-19 pandemic subside.

We anticipate that our active user growth rate will decline over time if the size of our active user base increases or we achieve higher market penetration rates. As a result, our financial performance will increasingly depend on our ability to increase Pinner engagement and our monetization efforts. We also may not be able to penetrate certain demographics in a meaningful manner to grow the number of Pinner. For example, in the United States, historically a substantial majority of our Pinner have been women of ages 18-64. We may not be able to further increase the number of Pinner in this demographic and would need to increase the number of Pinner in other demographics, such as men and international users, in order to maintain our user growth rate.

In addition, our products typically require high bandwidth data capabilities, and many Pinner live in countries with high-end mobile device penetration and high bandwidth capacity cellular networks with large coverage areas. Therefore, we do not expect to experience rapid user growth or engagement in countries with low smartphone penetration even if such countries have well-established and high bandwidth capacity cellular networks. We may also not experience rapid user growth or engagement in countries where, even though smartphone penetration is high, consumers rely heavily on Wi-Fi due to the lack of sufficient cellular based data network. We have entered into, and plan to continue to enter into, contracts with internet service providers that allow Pinner to access our mobile application without it counting toward their monthly data allowance, a practice known as "zero rating." Such contracts may not be effective in increasing penetration or leading to user growth or revenue growth. Further, changes in regulations could adversely impact our existing and future contracts regarding our access to, and use of, zero-rating offers or other discounts or data usage for our service.

Our ability to serve advertisements on our platform, and therefore the value proposition for our advertisers, depends on the size and engagement of our user base. Our growth efforts are not currently focused on increasing the number of daily active users, and we do not anticipate that most of our users will become daily active users. Therefore, even if we are able to increase demand for our advertising products, we may not be able to deliver those advertisements if we cannot also increase the size and engagement of our user base, which could harm our business, revenue and financial results.

There are many other factors that could negatively affect user growth, retention and engagement, including if:

- our competitors mimic our products or product features, causing Pinner to utilize their products instead of, or more frequently than, our products;
- we do not provide a compelling Pinner experience because of the decisions we make regarding our products or the type and frequency of advertisements that we display;
- our content is not relevant to Pinner's personal taste and interests;
- search queries by Pinner do not yield relevant results;
- third parties do not permit or continue to permit their content to be displayed on our platform;
- Pinner have difficulty installing, updating or otherwise accessing our service on mobile devices or web browsers;
- there are changes in the amount of time Pinner spend across all applications and platforms, including ours;
- technical or other problems frustrate the Pinner experience, particularly if those problems prevent us from delivering our service in a fast and reliable manner;
- we are unable to address Pinner and advertiser concerns regarding the content, privacy and security of our service;
- we are unable to combat spam, harassment, cyberbullying, discriminatory, political or other hostile, inappropriate, misleading, abusive or offensive content or usage on our products or services;
- Pinner adopt new technologies where our products or services may be displaced in favor of other products or services, or may not be featured or otherwise available;
- third-party initiatives that may enable greater use of our service, including low-cost or discounted data plans, are discontinued;
- merchants on Pinterest do not provide Pinner with positive shopping experiences, for example, if products are not of the quality depicted on the platform or not readily available for purchase; or
- the other risks and uncertainties described in this Quarterly Report on Form 10-Q.

Any decrease in user growth, retention or engagement could render our service less attractive to Pinners or advertisers, and could harm our business, revenue and financial results.

***If we are not able to continue to provide content that is useful and relevant to Pinners' personal taste and interests or fail to remove objectionable content or block objectionable practices by advertisers or third parties, user growth, retention or engagement could decline, which could result in the loss of advertisers and revenue.***

Our success depends on our ability to provide Pinners with content, including advertisements, that is useful and relevant to their personal taste and interests. This depends on the content contributed by our users, creators and advertisers and the manner in which we present that content to Pinners. Pinners engage with content that is relevant to their country, language and gender preferences as well as their personal intent. We may not correctly or timely identify and serve content that is useful and relevant to Pinners. In addition, new content and new forms of content we distribute may not have as much relevancy signal for optimal distribution of the pins as prior content and forms of content that have been saved repeatedly on our platform which may result in lower Pinner engagement of such content. For example, we are investing in publishing more native content and short form video content on our platform, including the introduction of Idea Pins. Pinner engagement may decline as we learn to distribute this native and short form video content efficiently and as Pinners learn new ways to use and navigate our platform. In addition, we may not be able to effectively compete for creators who create content on our platform and on social media or may get creators that create content that is not relevant or useful to our users. As a result, we may not be able to provide adequate or relevant content to our users. Content that is not visually pleasing, is not intuitive or easy to use or is not in the desired language may not be engaging for Pinners, especially in non-U.S. markets. If Pinners do not believe that we offer content that is useful and relevant to their personal taste and interests, user growth, retention or engagement may decline, which could result in the loss of advertisers and revenue.

Some of the actions that we may take to make our content more useful and relevant may reduce traffic that we drive from our platform to the websites of third parties, which may reduce their willingness to contribute or continue availability of their content on our service. We endeavor to keep divisive, disturbing or unsafe content off our service. We do this by deleting or hiding certain types of content, even if this content would be permitted on other platforms, which could result in decrease in user growth, retention or engagement. We apply significant judgment in making these determinations and may be unsuccessful in our efforts to remove this content in a manner that is (or perceived to be) consistently applied and on a timely basis or at all, which could also result in a decrease in user growth, retention or engagement. Further, if we fail to identify and keep off our service advertisers and merchants who offer poor quality goods or fail to deliver goods to their customers, we may lose Pinner confidence. Controversies regarding content on other social media platforms, such as the boycott of Facebook and Twitter by some advertisers and the recent allegations of the impact of social media on the mental health of users, may impact user engagement and advertising spending on our platform, which could adversely affect our business and revenue.

We regularly monitor how our advertising affects Pinners' experiences in order to avoid delivering too many advertisements or irrelevant advertisements to Pinners. Therefore, we may decide to change the number of advertisements or eliminate certain types of advertisements to maintain Pinners' satisfaction in the service. We may make changes to our platform based on feedback provided by Pinners or advertisers. These decisions may not produce the long-term benefits that we expect, in which case user growth, retention and engagement, our relationships with advertisers, and our business, revenue and financial results could be harmed.

Current and future data privacy laws and regulations, including the General Data Protection Regulation ("GDPR") and California Consumer Privacy Act of 2018 (the "CCPA"), the California Privacy Rights Act (the "CPRA"), or new interpretations of existing laws and regulations, may limit our ability to collect and use data, which may impact our ability to effectively deliver relevant content. These laws and regulations may also impact our ability to expand advertising on our platform, as they may impede our ability to deliver targeted advertising and accurately measure our ad performance. Additionally, even if not prohibited by data privacy laws and regulations, we may elect not to collect certain types of data if we believe doing so would be inconsistent with our Pinners' expectations, if the source is unreliable or for any other reason. Similarly, the increase in media attention about online privacy and data protection may motivate Pinners to take certain actions to protect their privacy. Pinners may elect not to allow data sharing for a number of reasons, such as data privacy concerns. This could impact our ability to deliver relevant content aligned with Pinners' personal taste and interests. Additionally, the impact of these developments may disproportionately affect our business in comparison to certain peers in the technology sector that, by virtue of the scope and breadth of their operations or user base, have greater access to user data.

Substantially all our revenue is generated from advertising, and a decline in user growth, retention or engagement as a result of our inability to provide relevant and useful content to Pinners, and therefore our inability to serve the volume of advertisements desired by our advertisers, may deter new advertisers from using our platform or cause current advertisers to reduce their spending with us or cease doing business with us altogether, which could harm our business, revenue and financial results.

***We may make decisions consistent with our mission and values that may reduce our short- or medium-term operating results.***

Our mission—to bring everyone the inspiration to create a life they love—and company values are integral to everything we do. We frequently make decisions regarding our business and service in accordance with our mission and values that may reduce our short- or medium-term operating results if we believe those decisions will improve the experiences of Pinners, advertisers, creators, employees or our community, and therefore benefit our business. For example, we may choose to remove content that we have determined does not create an inspiring experience for Pinners or revise our policies in ways that decrease Pinner engagement. These decisions may not be consistent with the expectations of investors and any longer-term benefits may not materialize within the time frame we expect or at all, any of which could harm our business, revenue and financial results.

***If we are unable to compete effectively for users, our business, revenue and financial results could be harmed.***

We face significant competition to attract, retain and engage users and for their time and attention. We primarily compete with consumer internet companies that are either tools (search, ecommerce, creator tools) or media (newsfeeds, video, social networks).

We compete with large, established companies and companies that offer widely used products, such as Amazon, Facebook (including Instagram), Google (including YouTube), Snap, TikTok and Twitter, which provide their users with a variety of online products, services, content (including video) and advertising offerings, including web search engines, social networks and other means of discovering, using or acquiring goods and services. We also compete with these companies for creators. If creators prefer to create content on competing platforms over ours, or prefer the incentives or financial rewards offered by competing platforms over ours, we may not develop or may lose potentially engaging and relevant content. Many of these competitors have longer operating histories, significantly greater financial, technical, research, marketing and other resources and larger user bases than we do. These competitors also have access to larger volumes of data and platforms that are used on a more frequent basis than ours, which may enable them to better understand their user base and develop and deliver more relevant content.

Our competitors have previously and may continue to develop technology, products, services or interfaces that are similar to our existing and future products quickly and at scale, or that achieve greater market acceptance than our products, including by Pinners, advertisers, creators and other third parties. Some of our competitors also operate existing products that have significant market power in certain market sectors and could use that market power to advance their own products or services that compete with ours. For example, Amazon, Google, Snap, Facebook and Instagram have introduced shopping platforms, including similar offerings such as camera search functionality. In the area of live events, Amazon, Instagram, Facebook, YouTube, TikTok, and Snap are all expanding their video-based and live shopping experiences. In the area of content, TikTok has launched a series of features and integrations that add, for example, recipes to cooking videos or step-by-step instructions for DIY or How To videos. These competitors may engage in more extensive research and development efforts and undertake more extensive marketing campaigns, which may allow them to build larger, more engaged user bases than we have. Also, some of our existing or potential competitors operate products or services from which we currently derive substantial value, such as search engines and email, and those competitors could reduce or eliminate the value and information we receive.

We also face competition from smaller companies in one or more high-value verticals, including Allrecipes, Houzz and Tastemade, that offer users engaging content and commerce opportunities through similar technology, products, features or services to ours. In addition, emerging startups may be able to innovate and provide technology, products, services or features similar to ours or before us.

Our competitors may be able to respond more quickly than we can to new or emerging technologies and changes in user preferences. Barriers to entry in our industry are low, and our intellectual property rights may not be sufficient to prevent competitors from launching comparable products or services.

In emerging international markets, where mobile devices often lack large storage capabilities, we may also compete with other applications for the limited space available on a user's mobile device.

We believe that our ability to compete for users depends upon many factors both within and beyond our control, including:

- the usefulness, novelty, performance and reliability of our service compared to those of our competitors;
- the timing and market acceptance of our products, including the developments and enhancements to those products, offered by us or our competitors;
- our brand strength relative to our competitors; and
- the other risks and uncertainties described in this Quarterly Report on Form 10-Q.

If we are unable to compete effectively for users, our business, revenue and financial results could be harmed.

***If we are unable to compete effectively for advertisers, our business, revenue and financial results could be harmed.***

We face significant competition for advertising revenue across a variety of formats. To compete effectively, we must enable our advertisers to easily create content and buy, forecast, optimize and measure the performance of advertising on our platform. In order to grow our revenue and improve our operating results, we must increase our share of advertising spend relative to our competitors, many of which are larger companies that offer more traditional and widely accepted advertising products, as well as more robust tools to measure the effectiveness of advertising campaigns.

Some of our larger competitors have substantially broader product or service offerings and leverage their relationships based on other products or services to gain additional share of advertising spend. They have large distributed sales forces and an increasing amount of control over mobile distribution channels. These competitors' economies of scale allow them to have access to larger volumes of data and platforms that are used on a more frequent basis than ours, which may enable them to better understand their user base and develop and deliver more targeted advertising. They may not need to rely on third-party data, including data provided by advertisers, in order to effectively target the campaigns of advertisers, which could make their advertising products more attractive to advertisers than ours if third-party data ceases to be available to us, whether because of regulatory changes, privacy concerns or other reasons. If we are unable to provide our advertisers with the ability to effectively target their advertising campaigns, or if our advertisers do not believe that our value proposition is as compelling as those of our competitors, we may not be able to attract new advertisers or retain existing ones, and our business, revenue and financial results could be harmed.

We believe that our ability to compete for advertisers, depends upon many factors both within and beyond our control, including:

- sales, marketing, customer service and support efforts;
- first- and third-party data available to us relative to our competitors;
- ease of use, performance, price and reliability of solutions developed either by us or our competitors;
- the attractiveness and volume of our product and service offerings (including pricing and measurement tools) compared to those of our competitors;
- the strength of our advertiser relationships and offerings compared to those of our competitors;
- the ease with which our advertising products fit into existing advertiser budgets compared to those of our competitors;
- positions or actions taken by us, Pinners, advertisers or other third parties that may impact our brand and reputation or the desirability of advertising on social media and other online platforms in general; and
- the other risks and uncertainties described in this Quarterly Report on Form 10-Q.

If we are unable to compete effectively for advertisers, our business, revenue and financial results could be harmed.

***We may not be able to develop effective products and tools for advertisers.***

Growth in our advertising revenue depends on our ability to continue to develop and offer effective products and tools for advertisers. New ad formats that take up more space on our platform may result in fewer impressions, which could adversely affect our revenue. Alternatively, new ad formats, such as video ads, may be more engaging and users may spend less time browsing or searching on our platform, which could adversely affect our revenue. As the advertising market generates and develops new concepts and technology, we may incur additional costs to implement more effective products and tools. We may introduce changes to our existing ad products or develop and introduce new and unproven ad products with which we have little or no prior experience. Each of these could result in unintended outcomes or results that are not well received by advertisers. In addition, if new or enhanced ad products fail to attract or retain advertisers, we may fail to generate sufficient revenue. Further, continuing to develop and improve these products and tools may require significant time and resources and additional investment. If we cannot continue to develop and improve our advertising products and tools in a timely fashion, or if our advertising products and tools are not well received by advertisers, our advertising revenue could be adversely affected.

***We may not succeed in further expanding and monetizing our platform internationally and may be subject to increased international business and economic risks.***

We plan to continue expanding our business operations outside the United States and offering content and advertising to Pinners and advertisers in other languages and countries. We plan to continue to enter new international markets where we have limited or no experience in deploying our service or selling advertisements. In order to expand successfully, we need to offer content and products that are customized and relevant to local Pinners and advertisers, which requires significant investment of time and resources. We may launch our advertising platform in countries where we do not have sales staffing in place, where market perception of our service and ad platform may be low or where our audience size in a given market may be low relative to advertiser expectations, all or any of which could limit our ability to monetize those countries. As we expand into new international markets, we may not yet understand the full scope of Pinners' personal taste and interests, demographics and culture in those markets, as well as advertiser expectations, target audiences and return on advertising spend. This may cause us to expand into markets before we are able to offer a service and advertising platform that has been sufficiently localized for those markets or where those markets lack the necessary demand and infrastructure for long-term adoption of our service. For example, we may experience challenges adapting our content and search tools to be localized for new markets, or establishing sufficient high quality advertising inventory to deliver relevant localized experiences in new markets. This may cause us to limit our expansion or decrease our operations in international markets, including discontinuing advertising in those markets or not monetizing those markets at all, which could harm our reputation and business, revenue and financial results. If the advertising market does not scale sufficiently or we are unsuccessful in deploying or managing our operations in these markets, our business, revenue and financial results could be harmed.

We are subject to a variety of risks inherent in doing business internationally, and our exposure to these risks will increase as we continue to expand our operations, user base and advertiser base globally. These risks include:

- political, social and economic instability;
- selective or inconsistent government regulatory action or enforcement;
- fluctuations in currency exchange rates and restrictions on currency conversions;
- higher levels of credit risk and payment fraud;
- enhanced difficulties of integrating any foreign acquisitions;
- reduced protection for intellectual property rights in some countries;
- difficulties in staffing and managing global operations and the increased travel, infrastructure and legal compliance costs associated with multiple international locations and subsidiaries;
- different regulations and practices with respect to employee/employer relationships, existence of workers' councils and labor unions, and other challenges caused by distance, language and cultural differences, making it harder to do business in certain international jurisdictions;
- increasing labor costs due to high wage inflation in certain international jurisdictions;
- compliance with statutory requirements relating to our equity;

- regulations that might add difficulties in repatriating cash earned outside the United States and otherwise prevent us from freely moving cash;
- import and export controls and restrictions and changes in trade regulations, including sanctions;
- compliance with the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and similar laws in other jurisdictions;
- compliance with laws governing supply chains and related business operations;
- compliance with GDPR and similar data privacy and data protection laws;
- compliance with laws that might restrict content or advertising, require us to provide user information, including confidential information, to local authorities or add significant requirements that make it difficult to operate in that jurisdiction;
- macroeconomic conditions, such as the COVID-19 pandemic which had an impact on the pace of our global expansion;
- compliance with multiple tax jurisdictions and management of tax impact of global operations; and
- the other risks and uncertainties described in this Quarterly Report on Form 10-Q.

If we are unable to expand internationally and manage the complexity of global operations successfully, our business, revenue and financial results could be harmed.

***If we do not develop successful new products or improve existing ones, our business may suffer. We may also invest in new products that fail to attract or retain Pinners or generate revenue.***

Our ability to grow, retain and engage our user base and therefore increase our revenue depends on our ability to successfully enhance our existing products and create new products, both independently and in conjunction with platform developers or other third parties, and to do so quickly. We may introduce significant changes to our existing products or develop and introduce new and unproven products with which we have little or no prior development or operating experience. Our focus on innovation and experimentation could result in unintended outcomes or decisions that are poorly received by Pinners. If new or enhanced products fail to engage our Pinners, we may fail to generate sufficient revenue, operating margin or other value to justify our investments, any of which could harm our business, revenue and financial results. We also may develop new products that increase Pinner engagement and costs that are not intended to increase revenue.

Further, our products often require Pinners to learn new behaviors that may not always be intuitive to them. To the extent that new Pinners are less willing to invest the time to learn to use our products, or if we are unable to make our products easier to learn to use, our user growth, retention or engagement could be affected, and our business, revenue and financial results could be harmed.

***We cannot assure you that we will effectively manage the growth of our business.***

Although we have experienced rapid growth and demand for our service in our initial years, we cannot assure you that our business will continue to grow at the same rate or at all. The growth and expansion of our business and product offerings and the increase in full-time employees place significant challenges on our management, operational and financial resources, including managing multiple relationships with Pinners, advertisers, technology licensors and other third parties. If we continue to grow our operations or the number of our third-party relationships, our technology systems, procedures or internal controls may not be adequate. Further, we may not be able to continue to develop or maintain a long term growth strategy or execute the strategy effectively, which may harm our business, revenue and financial results.

As our organization continues to grow in number of employees and offices and we are required to implement more complex organizational management structures, we also find it increasingly difficult to preserve our workplace culture, including our ability to quickly develop and launch new and innovative products and adequately oversee employees and business functions. This is particularly true in recent times where a majority of our employees have been working remotely due to the COVID-19 pandemic. Our inability to effectively manage growth of our organization may harm our business, revenue and financial results.

***We may acquire other businesses, talent or technology, which could require significant management attention, disrupt our business, dilute stockholder value and harm our business, revenue and financial results.***

As part of our business strategy, we have made and intend to make acquisitions to add specialized employees and complementary companies, products or technologies. Our previous and future acquisitions may not achieve our goals, and we may not realize benefits from acquisitions we make in the future. Any acquisitions, including the integration process will require significant time and resources, and we may not be able to manage the process successfully. If we fail to successfully integrate acquisitions, or the personnel or technologies associated with those acquisitions, the business, revenue and financial results of the combined company could be harmed. Our acquisition strategy may change over time and future acquisitions we complete could be viewed negatively by Pinners, advertisers, investors or other parties with whom we do business. We may not successfully evaluate or utilize the acquired technology and accurately forecast the financial impact of an acquisition, including accounting charges. We may also incur unanticipated liabilities that we assume as a result of acquiring companies. We may have to pay cash, incur debt or issue equity securities to pay for any such acquisition, each of which could affect our financial condition or the value of our securities. We would expect to finance any future acquisitions through a combination of additional issuances of equity, corporate indebtedness, asset-backed acquisition financing or cash from operations. The sale of equity to finance any such acquisitions could result in dilution to our stockholders. The incurrence of indebtedness would result in increased fixed obligations and could also include covenants or other restrictions that would impede our ability to manage our operations. In the future, we may not be able to find other suitable acquisition candidates, and we may not be able to complete acquisitions on favorable terms, if at all. Our acquisition strategy could require significant management attention, disrupt our business and harm our business, revenue and financial results.

#### ***Risks relating to our Business Operations***

***The global COVID-19 pandemic outbreak has impacted and is expected to continue to impact our business and results of operations.***

The global COVID-19 pandemic outbreak and the various attempts to contain it have created significant volatility, uncertainty and economic disruption. It has adversely affected the broader economies, financial markets and overall demand for advertising.

As a result of the COVID-19 pandemic, we temporarily closed all our offices (including our corporate headquarters) globally and implemented certain travel restrictions, both of which have disrupted and could continue to disrupt how we operate our business, including limiting certain of our sales and marketing plans and requiring us to manage a significant majority of our workforce remotely. We have begun the process of reopening certain of our offices in a phased manner. Our efforts to re-open our offices safely may not be successful, could expose our employees to health risks, and us to associated liability, and could involve additional financial burdens. We may also have to close our offices again if the COVID-19 pandemic worsens. Further, our management team has been focusing additional time on planning for and mitigating the risks of the COVID-19 pandemic, including plans to reopen our offices, which may reduce the amount of time available for other initiatives.

Moreover, as a result of the COVID-19 pandemic, the ability and willingness of advertisers to spend on our services has fluctuated. Certain advertisers are impacted by pandemic driven factors, such as supply chain issues, rising commodity prices and inventory and labor shortages. This affects the ability and willingness of such impacted advertisers to spend on our platform. We have experienced and may continue to experience lower levels of Pinner engagement and user growth and retention rates as the restrictions related to the COVID-19 pandemic begin to lessen and continue to evolve. We cannot predict how evolving events related to the COVID-19 pandemic will continue to affect Pinner and advertiser behavior in the future. The pandemic has, and could in the future, adversely affect our business, revenue growth and retention rates, financial performance and stock price. Although we are continuing to invest in our strategic priorities, we are actively monitoring and adjusting our spending in light of the evolving business environment resulting from the COVID-19 pandemic. If we are not able to successfully manage our

spending and investment it could have a material adverse effect on our balance sheet, business, results of operations and future growth.

Further, during the peak of the COVID-19 pandemic and the related shelter-in-place order in 2020, we saw an increase in user growth and Pinner engagement. As the pandemic subsides, we have experienced and may continue to experience challenges such as decline in MAUs, user engagement or change in user behavior and in ways that are difficult to anticipate, forecast or measure, resulting in reduced or different usage of our platform. Due to the uncertainties relating to the COVID-19 pandemic and its new variants, we may not be able to accurately measure and forecast our key metrics, including MAUs. As a result, engagement as well as metrics such as revenues, operating margins and other financial and operating data, may not be indicative of results for future periods.

We are currently unable to accurately predict the full impact that the COVID-19 pandemic will have on our financial results due to uncertainties regarding the duration and rate of the ongoing spread of the pandemic, including variants of the COVID-19 virus, including any resurgences, the extent and effectiveness of containment actions and other public health measures, the distribution and public acceptance of vaccines and treatments, and the impact of these and other factors on our employees, users, advertisers, partners and vendors. The pandemic as well as any subsequent recovery period, may also have the effect of heightening many of the other risks described in this “Risk Factor” section.

***Our business depends on a strong brand and reputation, and if we are unable to maintain and enhance our brand and reputation, our ability to expand our user and advertiser base will be impaired and our business, revenue and financial results could be harmed.***

We believe that our brand, identity and reputation has significantly contributed to the success of our business. We also believe that maintaining and enhancing the “Pinterest” brand and reputation is critical to retaining and growing our user, creator and advertiser base. Maintaining and enhancing our brand and reputation depends largely on our continued ability to provide high-quality, relevant, reliable, trustworthy and innovative products, which may require substantial investment and may not be successful. We may need to introduce new products or updates to existing products that require Pinners to agree to new terms of service that Pinners do not like, which may negatively affect our brand and reputation. Additionally, advertisements or actions of our advertisers may affect our brand and reputation if Pinners do not think the advertisements help them accomplish their objectives, view the advertisements as intrusive, annoying or misleading or have poor experiences with our advertisers. In addition, our brand, identity and reputation may be adversely affected by perceptions of social media platforms in general, including perceptions resulting from factors unrelated to the company’s actions or the content or actions of Pinners, such as the boycott of Facebook and Twitter by some advertisers or recent allegations of the impact of social media on the mental health of users.

Our brand and reputation may also be negatively affected by the content or actions of Pinners that are deemed to be hostile or inappropriate to other Pinners, by the actions of Pinners acting under false or inauthentic identities, by the use of our products or services to disseminate information that is deemed to be misleading, or by the use of our service for illicit, illegal or objectionable ends. We also may fail to respond expeditiously to the sharing of illegal, illicit or objectionable content on our service or objectionable practices by advertisers, or to otherwise address Pinner or advertiser concerns, which could erode confidence in our brand and damage our reputation. We expect that our ability to identify and respond to this content in a consistently applied manner and on a timely basis or at all may decrease as the number of Pinners grows, as the amount of content on the platform increases or as we expand our product and service offerings, such as video and live streaming content. Any governmental or regulatory inquiry, investigation or action, including based on the appearance of illegal, illicit or objectionable content on our platform, our business practices, or failure to comply with laws and regulations, could damage our brand and reputation, regardless of the outcome.

We have experienced, and expect to continue to experience, media, legislative, governmental, regulatory, investor and other third-party scrutiny of our decisions. Any scrutiny, inquiry, investigation or action, including regarding our data privacy, copyright, content, employment or other practices, workplace culture, charitable giving, product changes, product quality, litigation or regulatory action or regarding the actions of our employees, Pinners or advertisers or other issues, may harm our brand and reputation. In addition, scrutiny of other companies in our industry, including their impact on user “screen time” or their content policies or data privacy practices, could also have a negative impact on our brand and reputation. These concerns, whether actual or unfounded, may also deter Pinners or advertisers from using our service.

Adverse publicity, whether or not accurate, relating to events or activities attributed to us, our employees, third-party vendors, or our advertisers, or to social media platforms in general, may tarnish our reputation and reduce the value of our brand. If we fail to promote and maintain the “Pinterest” brand or preserve our reputation, or if we incur excessive expenses in this effort, our business, revenue and financial results could be harmed.

***If our security is compromised, or Pinners or advertisers believe our security has been compromised, we could lose the trust of Pinners and advertisers who may use our service less or may stop using our service altogether, which could harm our business, revenue and financial results.***

Our efforts to protect the information that Pinners and advertisers have shared with us may be unsuccessful due to the actions of third parties, software bugs or other technical malfunctions, cyberattacks, employee error or malfeasance, hacking, viruses or other factors. In addition, third parties may attempt to induce our employees, Pinners, advertisers or vendors to disclose information to gain access to our data, advertisers' data or Pinners' data. Further, because the login credentials or passwords employed by Pinners to access our service may be similar to or the same as the ones that they use in connection with other platforms or websites, a breach in the security of those platforms or websites can allow third parties to gain unauthorized access to Pinners' accounts on our service. If any of the events described above occur, our information or Pinners' or advertisers' information could be accessed or disclosed improperly. If a third-party gains unauthorized access to our service, they may, among other things, post malicious spam and other content on our platform using a Pinner's or advertiser's account, that could negatively affect our products and our business.

Some third parties, including advertisers and vendors, may store information that we share with them on their networks. If these third parties fail to implement adequate data-security practices or fail to comply with our terms and policies, Pinners' data may be improperly accessed, used or disclosed. Even if these third parties take all the necessary precautions, their networks may still suffer a breach, which could compromise Pinners' data.

Any incidents where Pinners', advertisers or our information is accessed without authorization or is improperly used, or incidents that violate our privacy policy, terms of service or other policies, or the perception that an incident has occurred, could damage our brand and reputation, adversely impact our competitive position and result in significant costs. We may need to notify government authorities or affected Pinners regarding security incidents, and government authorities or affected Pinners or advertisers could initiate legal or regulatory action against us over those incidents, which could cause us to incur significant expense and liability or result in orders or consent decrees forcing us to modify our business practices. Maintaining the trust of Pinners and advertisers is important to sustain user growth, retention and engagement, and we may incur significant costs in an effort to detect and prevent any security incidents. Concerns over our information security or data privacy practices, whether actual or unfounded, could subject us to negative publicity and damage our brand and reputation and deter Pinners and advertisers from using our service. Any of these occurrences could harm our business, revenue and financial results.

***We generate substantially all of our revenue from advertising. The failure to attract new advertisers, the loss of advertisers or a reduction in how much they spend could harm our business, revenue and financial results.***

Substantially all of our revenue is generated from third-party advertising, a trend that we expect to continue. Most advertisers do not have long-term advertising commitments with us. Many of our advertisers only recently started working with us and spend a relatively small portion of their overall advertising budget with us. In order to increase the number of advertisers and increase the portion of the advertising budget that our existing advertisers spend with us, we must invest in new tools and expand our sales force, and there can be no assurance that those efforts will be successful. The insights on user behavior we provide to advertisers may not yield effective results for the advertisers and may reduce or stop their spend on our platform. In addition, advertisers may view some of our products or our platform as experimental and may devote only a small portion of their advertising spend to our platform unless we improve existing and develop new measurement tools that better demonstrate the effectiveness of our platform. In addition, many advertisers do not have advertising creative content in a format that would be successful on our platform and may be unable or unwilling to devote the technical or financial resources required to develop content for our platform. While we continue to develop and deploy tools to allow advertisers to create content for our platform, we may be unable to develop tools that effectively and efficiently meet the needs of advertisers. Advertisers will not do, or continue to do, business with us if they do not believe that our advertisements are effective in meeting their campaign goals, if we cannot measure the effectiveness of our advertising products or if they do not believe that their investment in advertising with us will generate a competitive return relative to other alternatives.

A substantial portion of our revenue is derived from a small number of advertisers, and is currently concentrated in certain verticals, particularly CPG and retail. We either contract directly with advertisers or with advertising agencies on behalf of advertisers. Many of these advertising agencies are owned by large media corporations that exercise varying degrees of control over the agencies. Our business, revenue and financial results could be harmed by the loss of, or a deterioration in our relationship with, any of our largest advertisers or with any advertising agencies or the large media corporations that control them.

Our advertising revenue could be harmed by many other factors, including:

- changes in the price of advertisements;
- our inability to create new products that sustain or increase the value of our advertisements;
- our inability to meet advertiser demand on our platform if we cannot increase the size and engagement of our user base;
- our inability to find the right balance between brand and performance advertising and provide the right products and platform to support the pricing and demand needed for each of the advertisers;
- changes in Pinner demographics that make us less attractive to advertisers;
- our inability to make our ads more relevant and effective;
- any decision to serve contextually relevant advertisements when the price of relevant advertisements may be lower than other advertisements that we could show Pinner that are less relevant;
- the availability, accuracy and utility of our analytics and measurement solutions that demonstrate the value of our advertisements, or our ability to further improve such tools;
- changes to our data privacy practices (including as a result of changes to laws or regulations or third-party policies) that affect the type or manner of advertising that we are able to provide;
- our inability to collect and share data which new or existing advertisers find useful;
- competitive developments or advertiser perception of the value of our products;
- product changes or advertising inventory management decisions we make that change the type, size or frequency of advertisements on our platform;
- Pinner that upload content or take other actions that are deemed to be hostile, inappropriate, illicit, objectionable, illegal or otherwise not consistent with our advertisers' brand;
- the impact of invalid clicks or click fraud on our advertisements;
- the failure of our advertising auction mechanism to target and price ads effectively;
- difficulty and frustration from advertisers who may need to reformat or change their advertisements to comply with our guidelines or experience challenges uploading and conforming their advertisements with our system requirements;
- the macroeconomic conditions and the status of the advertising industry, such as the global outbreak of the COVID-19 pandemic, its uncertain duration and recovery, which could cause businesses to spend less on advertising and/or direct their advertising spend to larger companies that offer more traditional and widely accepted advertising products; and
- the other risks and uncertainties described in this Quarterly Report on Form 10-Q.

These and other factors could reduce the amount that advertisers spend on our platform, or cause advertisers to stop advertising with us altogether. Any of these events could harm our business, revenue and financial results.

***Our ability to attract and retain advertisers depends on our ability to collect and use data and develop tools to enable us to effectively deliver and accurately measure advertisements on our platform.***

Most advertisers rely on tools that measure the effectiveness of their ad campaigns in order to allocate their advertising spend among various formats and platforms. If we are unable to measure the effectiveness of advertising on our platform or we are unable to convince advertisers that our platform should be part of a larger advertising budget, our ability to increase the demand and pricing of our advertising products and maintain or scale our revenue may be limited. Our tools may be less developed than those of other platforms with which we compete for advertising spend. Therefore, our ability to develop and offer tools that accurately measure the effectiveness of a campaign on our platform is critical to our ability to attract new advertisers and retain, and increase spend from, our existing advertisers.

We are continually developing and improving these tools and such efforts have and are likely to continue to require significant time and resources and additional investment, and in some cases we have relied on and may in the future rely on third parties to provide data and technology needed to provide certain measurement data to our advertisers. If we cannot continue to develop and improve our advertising tools in a timely fashion, those tools are not reliable, or the measurement results are inconsistent with advertiser goals, our advertising revenue could be adversely affected.

Many existing advertiser tools that measure the effectiveness of advertising do not account for the role of advertising early in a Pinner's decision-making process, which is when many Pinner's come to our service. Instead, these tools measure the last ad or content that was exposed to the Pinner that gets credit for influencing any Pinner's purchase or action. As a result, we may not be able to demonstrate and measure for our advertisers the value of engaging with a Pinner during the early intent phase.

In addition, web and mobile browser developers, such as Apple, Microsoft or Google, have implemented and may continue to implement changes, including requiring additional user permissions, in their browser or device operating system that impair our ability to measure and improve the effectiveness of advertising on our platform. Such changes include, limiting the use of first-party and third-party cookies and related tracking technologies, such as mobile advertising identifiers, and other changes that limit our ability to collect information that allows us to attribute user actions on advertisers' websites to the effectiveness of advertising campaigns run on our platform. For example, Apple launched its Intelligent Tracking Prevention ("ITP") feature in its Safari browser. ITP blocks some or all third-party cookies by default on mobile and desktop and ITP has become increasingly restrictive over time. Apple's related Privacy-Preserving Ad Click attribution (PPAC), intended to preserve some of the functionality lost with ITP, would limit cross-site and cross-device attribution, prevent measurement outside a narrowly-defined attribution window, and prevent ad re-targeting and optimization. Similarly, Google announced that it plans to stop supporting third-party cookies in its Google Chrome browser. Further, Apple implemented certain changes, including introducing an AppTrackingTransparency framework that limits the ability of mobile applications to request an iOS device's advertising identifier and affects our ability to track user actions off our platform and connect their interactions with on-platform advertising.

In addition, third-parties, such as Apple, Microsoft or Google, have implemented and may continue to implement changes and restrictions in browser or device functionality including by limiting the use of cookies, or that limit our ability to communicate with or understand the identity of our Pinner's.

All these restrictions described above make it more difficult for us to provide the most relevant ads to our Pinner's, measure the effectiveness of, and to re-target and optimize, advertising on our platform. This may result in advertisers spending less or not at all, on our platform and prefer larger platforms like Facebook and Google that have more capabilities to help advertisers measure their conversions.

Developers may release additional technology that further inhibits our ability to collect data that allows us to measure the effectiveness of advertising on our platform. Any other restriction, whether by law, regulation, policy (including third-party policies) or otherwise, on our ability to collect and share data which our advertisers find useful, our ability to use or benefit from tracking and measurement technologies, including cookies, or that further reduce our ability to measure the effectiveness of advertising on our platform would impede our ability to attract, grow and retain advertisers. Advertisers and other third parties who provide data that helps us deliver personalized, relevant advertising may restrict or stop sharing this data. If they stop sharing this data with us, it may not be possible for us to collect this data within the product or from another source.

We rely heavily on our ability to collect and share data and metrics for our advertisers to help new and existing advertisers understand the performance of advertising campaigns. If advertisers do not perceive our metrics to be accurate representations of our user base and user engagement, or if we discover inaccuracies in our metrics, they

may be less willing to allocate their budgets or resources to our platform, which could harm our business, revenue and financial results.

***Pinner metrics and other estimates are subject to inherent challenges in measurement, and real or perceived inaccuracies in those metrics could harm our business, revenue and financial results.***

We regularly review metrics, including the number of our active users and other measures to evaluate growth trends, measure our performance and make strategic decisions. These metrics are calculated using internal company data and have not been validated by an independent third-party. While these numbers are based on what we currently believe to be reasonable estimates for the applicable period of measurement, there are inherent challenges in measuring how our products are used across large populations globally. Our metrics calculations may be inaccurate, and we may not be able to identify those inaccuracies. In the past, we have relied on other metrics that measure different activities, such as saving a Pin, clicking, searching and other activities, as indicators of user growth and engagement. We have in the past implemented, and may from time to time in the future implement, new methodologies for calculating these metrics which may result in the metrics from prior periods changing, decreasing or not being comparable to prior periods. For example, in the second quarter of 2018, we implemented our current methodology for tracking active users. We have restated our active user data for periods from the fourth quarter of 2016 to the first quarter of 2018 based on the information that was available to us under the prior methodology in a way that we believe is comparable to the current methodology. However, we were not able to restate active users for periods prior to the fourth quarter of 2016 based on the data available to us from those periods. As a result, active user information for the first, second and third quarters of 2016 are based on the prior methodology, although we believe the differences are not material. Our prior methodology for measuring active users relied on different signals depending on the platform where the user activity was measured—iOS, Android, web and mobile web—and inferred user activity in a way that required removal of certain data that would not indicate active use, such as background system requests. Our metrics may also differ from estimates published by third parties or from similarly titled metrics of our competitors due to differences in methodology or data used.

Our MAU metrics may also be impacted by our information quality efforts, which are our overall efforts to reduce malicious activity on our platform, including of false, spam and malicious automation accounts in existence on our service. We regularly deactivate false, spam and malicious automation accounts that violate our terms of service, and exclude these users from the calculation of our MAU metrics; however, we will not succeed in identifying and removing all false, spam and malicious accounts from our service. We are continually seeking to improve our ability to estimate the total number of false, spam or malicious accounts and we intend to continue to make such improvements. In addition, users are not prohibited from having more than one account on our service, and we treat multiple accounts held by a single person as multiple users for purposes of calculating our active users.

In addition, some of our Pinner demographic data may be incomplete or inaccurate. For example, because Pinner self-report their date of birth, our age-demographic data may differ from Pinner's actual ages, or be unavailable. We receive age-demographic data for a portion of those Pinner from other third-party accounts that Pinner chose to authenticate with on our service, such as Facebook and Google, but there can be no assurance that those platforms will continue to give us permission to access that data or that the data we receive from those third parties is accurate. In addition, our data regarding the geographic location of Pinner and revenue by user geography is estimated based on a number of factors, which may not always accurately reflect the actual location and may be different depending on the metric we are calculating. If our metrics provide us with incorrect or incomplete information about Pinner and their behavior, we may make inaccurate conclusions about our business.

***Our business depends on our ability to maintain and scale our technology infrastructure, including speed and availability of our service.***

Our reputation and ability to attract, retain and serve Pinner and advertisers is dependent upon the reliable performance of our service and our underlying technology infrastructure and content delivery processes. From time to time, we are subject to interruptions in or disruptions of our systems. If our platform is unavailable when Pinner or advertisers attempt to access it, if it does not load as quickly as they expect or if their content is not saved, Pinner may not return to our platform as often in the future, or at all.

Our advertisers must be able to easily buy, forecast, optimize and measure the performance of ads on a responsive and stable platform. Advertisers will not continue to do business with us if our technology infrastructure is not reliable. Our systems may not be adequately designed with the necessary reliability and redundancy to avoid performance delays or outages that could harm our business. Our systems may not be adequately designed to avoid performance

delays or outages. For example, our engineering teams' broad access to our systems is designed for speed and release velocity, which increases the risk of disruptive intentional and unintentional (and potentially premature) updates and changes being made directly to our live platforms and services. As our user and advertiser base and the volume and types of information shared on our service continue to grow, we will need an increasing amount of technology infrastructure, including network capacity and computing power, to continue to satisfy the needs of Pinners and advertisers, which could increase our costs. It is possible that we may fail to effectively scale and grow our technology infrastructure to accommodate these increased demands, which could harm our business, revenue and financial results. Further, in the event of a systems failure, employee error, failure or interruption of services by AWS, malicious intent by employees or third parties, we may lose all or substantial amounts of data and we may not be able to recover such data quickly or at all. Such loss of data could adversely affect our business and financial results.

In addition, our systems and operations are vulnerable to damage, delays or interruptions from fire, flood, power loss, telecommunications failure, spikes in usage volume, terrorist attacks, acts of war, earthquakes and similar events. We are particularly vulnerable to these types of events because our cloud computing infrastructure is currently located in one geographic region. In addition, the substantial majority of our employees are based in our headquarters located in San Francisco, California. If there is a catastrophic failure involving our systems or major disruptive event affecting our headquarters or the San Francisco area in general, we may be unable to operate our service.

A substantial portion of our technology infrastructure is provided by third parties. Any disruption or failure in the services we receive from these providers could harm our ability to handle existing or increased traffic or cause our platform to become unavailable, which could harm our business. We exercise little control over these providers and have limited line of sight into their governance, and any financial or other difficulties these providers face may harm our business.

The occurrence of any of the foregoing risks could result in damage to our systems and hardware or could cause them to fail completely, and our insurance may not cover such risks or may be insufficient to compensate us for losses that may occur. These events may result in distraction of management, loss of revenue and costs from litigation and enforcement. In addition, they could also result in significant expense to repair or replace damaged facilities and remedy resultant data loss or corruption. A prolonged interruption in the availability or reduction in the speed or other functionality of our products could materially harm our reputation and business.

***The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business, revenue and financial results.***

We currently depend on the continued services and performance of our key personnel, including Benjamin Silbermann and others. Mr. Silbermann's employment, and the employment of our other key personnel, is at will, which means they may resign or be terminated for any reason at any time. In addition, much of our key technology and systems are custom-made for our business by our personnel. The loss of key personnel, including key members of management as well as our key engineering, design, marketing, sales and product development personnel, could disrupt our operations and harm our business.

In addition, it is important to our business to attract and retain highly talented personnel, particularly engineers with expertise in computer vision, artificial intelligence and machine learning. As we grow our business, we may find our recruiting and retention efforts more challenging because the marketplace for talent is highly competitive. The incentives provided by our stock option grants, restricted stock grants and restricted stock unit grants, or by other compensation and benefits arrangements, may not be effective to attract and retain employees. We may also be required to enhance wages, benefits and non-equity incentives. If we are unable to meet employees and potential employees' expectations, we may experience difficulties attracting and retaining personnel. Following an independent review of our workplace culture, a Special Committee of our Board has made a number of recommendations, which we are working to implement. Our ongoing efforts to address workplace culture, implement our Special Committee's recommendations and resolve certain related allegations or claims have resulted in, and will continue to result in, increased costs, as well as consuming management's time and attention. Further, if our efforts are unsuccessful, we may not be able to attract and retain talent and we may be subject to investigations, litigation and other proceedings. Additionally, although we have begun re-opening some of our offices, there is still uncertainty related to the timing and manner of our workforce returning to the office, particularly in light of the new COVID-19 variants. Our future work strategy and our continued efforts related to employee onboarding, training and development and retention may not be successful. Further, our future work strategy is continuing to evolve and may not meet the needs of our existing and potential future employees and they may prefer work models offered by other companies. If we do not succeed in

attracting and retaining highly qualified personnel or the financial resources required to do so increase, we may not be able to meet our business objectives, and our business, revenue and financial results could be harmed.

***Risks arising from our reliance on third parties***

***We depend in part on online application stores and internet search engines to direct traffic and refer new Pinners to our service. If these online application stores or search engines' methodologies and policies are modified or enforced in ways we do not anticipate, or if our search results page rankings decline for other reasons, traffic to our service or user growth, retention or engagement could decline, any of which could harm our business, revenue and financial results.***

We depend in part on internet search engines, such as Bing, Google, Yahoo! and Yandex, to direct a significant amount of traffic to our service. For example, when a Pinner types a query into a search engine, we may receive traffic and acquire new Pinners when those search results include Pins, boards, Pinners and other features of our service that cause the Pinner to click on the Pinterest result or create a Pinterest account. These actions increase user growth due to signups of new Pinners and increase retention and engagement of existing Pinners.

Our ability to maintain and increase the number of visitors directed to our service from search engines is not within our control. Search engines, such as Google, have and may continue to modify their search algorithms (including what content they index) and policies or enforce those policies in ways that are detrimental to us, that we are not able to predict or without prior notice. When that occurs, we have in the past and expect to experience in the future, declines or de-indexing in the organic search ranking of certain Pinterest search results, leading to a decrease in traffic to our service, new user signups and existing user retention and engagement. We have experienced declines in traffic and user growth as a result of these changes in the past, and anticipate fluctuations as a result of such actions in the future. For example, in the first quarter of 2018, Google de-indexed our keyword landing pages, which negatively impacted traffic and user growth in the quarters that followed and in December 2020, June 2021 and August 2021, Google made certain changes to their search algorithms which also negatively impacted traffic and user sign-ups. Our ability to appeal these actions is limited, and we may not be able to revise our search engine optimization ("SEO") strategies to recover the loss in traffic or user growth resulting from such actions. Changes in policies or their enforcement may not apply in the same manner to our competitors, or our competitors' SEO strategies may be more successful than ours. In addition, some of these search engines are owned by companies that compete with various aspects of our business. When email platforms, such as Google, change their policies related to the placement of our emails in Pinners' inboxes, it can affect the open and click rate of our emails. Such changes have led to and may lead to a decrease in traffic to our service, new user signups and existing user retention and engagement. To offset the impact on our user growth, we would need to increase our investment in other growth strategies, such as paid marketing or other initiatives that drive user acquisition, which may cost more and be less effective. Any significant reduction in the number of Pinners directed to our website or mobile application from search engines or email could harm our business, revenue and financial results.

In addition, we also rely on certain major online stores for distribution of our application. If either of these application store providers modify or implement new terms, we may be required to modify our product to maintain our ability to remain in that application store. Such requirements or our inability to meet such requirements could harm our business, revenue and financial results.

***We allow users to authenticate with our service through third-party login providers. If these third parties discontinue these tools or experience a breach or outage in their platform or web browser developers make changes that restrict the use of these tools, user growth or engagement could decline, and our business, revenue and financial results could be harmed.***

A significant number of Pinners access their accounts on our service using a third-party login provider such as Facebook, Apple or Google. If security on those platforms is compromised, if Pinners are locked out from their accounts on those platforms or if those platforms experience an outage or otherwise institute policies that prevent Pinners from accessing their accounts on our service through those logins, Pinners may be unable to access our service. In addition, third-party log-in providers may institute policies that restrict us from communicating with Pinners. As a result, user growth, retention and engagement on our service could be adversely affected, even if for a temporary period. For example, in the second quarter of 2018, Facebook changed its login authentication systems, which negatively impacted our user growth and engagement in that period. Additionally, if Facebook or Google discontinue their identity services or experience an outage, then we may lose and be unable to recover users

previously using this function, and our user growth or engagement could decline. Any of these events could harm our business, revenue and financial results.

***We depend on Amazon Web Services for the vast majority of our compute, storage, data transfer and other services. Any disruption of, degradation in or interference with our use of Amazon Web Services could negatively affect our operations and harm our business, revenue and financial results.***

Amazon Web Services (“AWS”) provides the cloud computing infrastructure we use to host our website, mobile application and many of the internal tools we use to operate our business. We have a long-term commitment with AWS. Under the agreement with AWS, in return for negotiated concessions, we currently are required to maintain a substantial majority of our monthly usage of certain compute, storage, data transfer and other services on AWS. This agreement is terminable only under certain conditions, including by either party following the other party’s material breach, which may be the result of circumstances that are beyond our control. A material breach of this agreement by us, or early termination of the agreement, could carry substantial penalties, including liquidated damages. If AWS increases pricing terms, terminates or seeks to terminate our contractual relationship, establishes more favorable relationships with our competitors, or changes or interprets its terms of service or policies in a manner that is unfavorable, those actions could harm our business, revenue and financial results.

Any significant disruption of, limitation of our access to or other interference with our use of AWS would negatively impact our operations and our business could be harmed. In addition, any transition of the cloud services currently provided by AWS to another cloud services provider would be difficult to implement and would cause us to incur significant time and expense and could disrupt or degrade our ability to deliver our products and services. The level of service provided by AWS could affect the availability or speed of our services. If Pinners or advertisers are not able to access our service or platform or encounter difficulties in doing so, we may lose Pinners or advertisers and could harm our business and reputation.

We utilize data center hosting facilities operated by AWS, located in various facilities. In addition, we have implemented a limited disaster recovery program which does not allow us to serve network traffic from back-up data center services. An unexpected disruption of services provided by these data centers could hamper our ability to handle existing or increased traffic, result in the loss of data or cause our platform to become unavailable, which may harm our reputation and business.

***We must effectively operate with mobile operating systems, web browsers, online application stores, networks, regulations and standards, which we do not control. Changes in our products or to those mobile operating systems, web browsers, networks, regulations or standards may harm Pinner retention, growth and engagement.***

Because our service is used on mobile devices and through web browsers, our application must remain interoperable with popular mobile operating systems and browsers, including Android, Chrome, iOS and Safari. We have no control over these operating systems and browsers. Any changes to these operating systems, browsers or the online stores distributing our application that impact the accessibility, speed or functionality of our service or give preferential treatment to competitive products, could harm usage of our service. Our competitors that control the operating systems, browsers and online stores that our application runs on, or is distributed through, could make interoperability of our service with those systems, browsers and stores more difficult. New products introduced by us may take longer to function with these systems and browsers.

If we are unable to deliver consistent, high-quality Pinner experiences across different devices with different operating systems, user growth, retention or engagement may decline, which could harm our business, revenue and financial results.

To deliver high-quality video and other content over mobile cellular networks, our products must work well with a range of mobile technologies, systems, networks, regulations and standards that we do not control. The adoption of any laws or regulations that adversely affect the growth, popularity or use of the internet, including laws governing internet neutrality, could decrease the demand for our products and services and increase our cost of doing business. For example, in June 2018, the Federal Communications Commission repealed the 2015 “open internet rules,” which had prohibited broadband internet access service providers in the United States from impeding access to most content, or otherwise unfairly discriminating against content providers. The impact of this repeal on the way Pinners access the internet and the way we interact with internet service providers remain uncertain. Other countries also have rules requiring equal access to internet content. Regulatory changes could limit Pinners’ ability to access our

service or make our service a less attractive alternative to our competitors' platforms and cause our user growth, retention or engagement to decline, which could harm our business, revenue and financial results.

If it becomes more difficult for Pinners to access and use our service on their browsers or mobile devices, if Pinners choose not to access or use our service on their mobile devices, or if Pinners choose to use mobile products that limit access to our service, user growth, retention and engagement may decline, which could harm our business, revenue and financial results.

***We rely on software, technologies and related services from other parties, and problems in their use, access or performance could increase our costs and harm our business, revenue and financial results.***

We rely on software, technologies and related services from third parties to operate critical functions of our business. Third-party technologies or services that we utilize may become unavailable due to a variety of reasons, including outages, interruptions or failure to perform under our agreement. Unexpected delays in their availability or function can, in turn, affect the use or availability of our service. Further, third-party software and service providers may no longer provide such software and services on commercially reasonable terms or may fail to properly maintain or update their software. In such instances, we may be required to seek licenses to software or services from other parties or to redesign our products to function with new software or services. This could result in delays in the release of new products until equivalent technology can be identified, licensed or developed, and integrated into our platform and services. Furthermore, we might be forced to limit the features available in our current or future products. These occurrences, delays and limitations, if they occur, could harm our business, revenue and financial results.

***Technologies have been developed that can block the display of our ads, which could harm our business, revenue and financial results.***

Technologies have been developed, and will likely continue to be developed, that can block the display of our ads. We generate substantially all of our revenue from advertising, and ad blocking technologies may prevent the display of certain of our ads, which could harm our business, revenue and financial results. Existing ad blocking technologies that have not been effective on our service may become effective as we make certain product changes, and new ad blocking technologies may be developed. More users may choose to use products that block or obscure the display of our ads if we are unable to successfully balance the amount of organic content and paid advertisements, or if users' attitudes toward advertisements become more negative. Further, regardless of their effectiveness, ad blockers may generate concern regarding the health of the digital advertising industry, which could reduce the value of digital advertising and harm our business, revenue and financial results.

#### ***Risks relating to Legal and Regulatory Matters***

***We may be liable as a result of content or information that is published or made available on our service.***

We are subject to many U.S. federal and state and foreign laws and regulations that involve matters central to our business, including laws and regulations that involve data privacy and protection, intellectual property (including copyright and patent laws), content regulation, rights of publicity, advertising, marketing, health and safety, competition, protection of minors, consumer protection, taxation, anti-bribery, anti-money laundering and corruption, economic or other trade prohibitions or sanctions or securities law compliance. We may be sued or face regulatory action for claims relating to content or information that is published or made available on our service. Our systems, tools and personnel that help us to proactively detect potentially policy-violating or otherwise inappropriate content cannot identify all such content on our service, and in many cases this content will appear on our service. This risk may increase as we develop and increase the use of certain products, such as video and live streaming content, for which identifying such content is challenging. Additionally, some controversial content may not be banned on our service and, even if it is not featured in advertisements or recommendations to Pinners, may still appear in search results or be saved on boards. This risk is enhanced in certain jurisdictions outside of the United States where our protection from liability for content published on our platform by third parties may be unclear and where we may be less protected under local laws than we are in the United States. Further, if policy-violating content is found on our service, we may be in violation of the terms of certain of our key agreements, which may result in termination of the agreement and, in some cases, payment of damages. We could incur significant costs in investigating and defending such claims and, if we are found liable, damages. If any of these events occur, our business, revenue and financial results could be harmed. We rely on a variety of statutory and common-law frameworks and defenses relevant to the content available on our service, including but not limited to, the Digital Millennium Copyright Act ("DMCA"), the Communications Decency Act ("CDA") and the fair-use doctrine in the United States, and the Electronic Commerce Directive in the European Union. The DMCA limits, but does not necessarily eliminate, our potential liability for

caching, hosting, listing or linking to third-party content that may include materials that infringe copyrights. The CDA further limits our potential liability for content uploaded onto our service by third parties. Defenses such as the fair-use doctrine (and related doctrines in other countries) may be available to limit our potential liability for featuring third-party intellectual property content for purposes such as reporting, commentary and parody. In the European Union, the Electronic Commerce Directive offers certain limitations on our potential liability for featuring third-party content. However, each of these statutes and doctrines is subject to uncertain or evolving judicial interpretation and regulatory and legislative amendments, and we cannot guarantee that such frameworks and defenses will be available for our protection. Regulators in the United States and in other countries may introduce new regulatory regimes that increase potential liability for content available on our service, including liability for misleading or manipulative information, hate speech, privacy, copyrighted content and other types of online harm and current protections from liability for third-party content in the United States could decrease or change. For example, there have been various Congressional and regulatory efforts to restrict the scope of the protections available to online platforms under Section 230 of the CDA. Similarly, the EU Directive on Copyright in the Digital Single Market (DSM) has recently been implemented by a few EU member states that alter the liability scheme for online sharing-content platforms and impose additional requirements for the content uploaded by their users to protect copyright owners against unlicensed use of their work. If amendments to Section 230 of the CDA or other statutory or regulatory changes reduce liability protections for content published on our service, we may be required to make significant changes to our business model, including increasing our content moderation operations and building in additional product features or tools that may not be favorable to our business, add payment obligations or compliance costs. There are also a number of legislative proposals in the United States, at both the federal and state level, and in the European Union and the U.K., that could impose new obligations in areas affecting our business, such as liability for copyright infringement, distributing certain advertisements to minors, and other online harm.

We could also face fines or orders restricting or blocking our service in particular countries as a result of content on our platform. For example, Germany, Austria and Turkey have implemented regulations that impose significant fines or provide for blocking services for failures to comply with certain content removal and disclosure obligations, and other countries may enact similar legislation, which would impose penalties for failure to remove certain content. Additionally, in April 2021, the European Union adopted new regulations that require certain online service providers to remove terrorist-related content within one hour of being flagged. These regulations will begin to apply in June 2022. There can be no assurance that the tools we use for certain removal obligations or any new custom tools we develop will be sufficient to maintain compliance with the new regulations.

Any new legislation may be difficult to comply with in a timely and comprehensive fashion and may expose our business, users, or employees to increased costs. These costs could be prohibitively expensive for a company of our size, which could prevent us from launching a product or require us to restrict access to a product in a particular market. This could disadvantage us relative to our competitors with more resources. If the rules, doctrines or currently available defenses change, if international jurisdictions refuse to apply similar protections that are currently available in the United States or the European Union or if a court were to disagree with our application of those rules to our service, we could be required to expend significant resources to try to comply with the new rules or incur liability and our business, revenue and financial results could be harmed.

***Action by governments to restrict access to our service or certain of our products in their countries could harm our business, revenue and financial results.***

Governmental authorities outside the United States have restricted, and may in the future seek to restrict access to our service if they consider us to be in violation of their laws or for other reasons. For example, access to our service has been or is currently restricted in whole or in part in China, India, Kazakhstan and Turkey. Other governments may seek to restrict access to or block our service, prohibit or block the hosting of certain content available through our service, or impose other restrictions that may affect the accessibility or usability of our service in that country for a period of time or even indefinitely. We may also decide to stop offering our service in a country as a result of these types of restrictions. For example, some countries have enacted laws that allow websites to be blocked for hosting certain types of content or may require websites to remove certain restricted content, to appoint local representatives in the country, or to store user data within that country. It can be challenging or impractical to manage the requirements of multiple jurisdictions governing the type and nature of the content available on our service. If prohibitions or restrictions are imposed on our service, or if our competitors are able to successfully penetrate new geographic markets or capture a greater share of existing geographic markets that we cannot access or where we face other restrictions, our user growth, retention and engagement may be adversely affected, and our business, revenue and financial results could be harmed.

***We receive, process, store, use and share data, some of which contains personal information, which subjects us to complex and evolving governmental regulation and other legal obligations related to data privacy, data protection and other matters, which are subject to change and uncertain interpretation.***

We receive, process, store, use and share data, some of which contains personal information. There are numerous federal, state, local and foreign laws and regulations regarding matters central to our business, data privacy and the collection, storing, sharing, use, processing, disclosure and protection of personal information and other data from Pinners, employees and business partners, the scope of which are regularly changing, subject to uncertain and differing interpretations and may be inconsistent among countries or conflict with other rules.

The application and interpretation of these laws and regulations are often uncertain, particularly in the new and rapidly evolving industry in which we operate, and as the focus on data privacy and data protection increases globally, we are, and will continue to be, subject to varied and evolving data privacy and data protection laws. We are subject to GDPR which expands the rights of individuals to control how their personal data is processed, includes restrictions on the use of personal data of children, creates new regulatory and operational requirements for processing personal data (in particular in case of a data breach), increases requirements for security and confidentiality, restricts transfers of data outside of the European Economic Area and provides for significant penalties for non-compliance, including fines of up to 4% of global annual turnover for the preceding financial year or €20 million (whichever is higher) for the most serious infringements. Additionally, we have historically relied upon multiple legally valid transfer mechanisms to transfer certain personal data outside of the European Economic Area, including the EU-U.S. Privacy Shield Framework and Standard Contractual Clauses (SCCs). The Court of Justice of the European Union ruled that the EU-U.S. Privacy Shield is an invalid transfer mechanism, but upheld the validity of the SCCs subject to future elaboration of additional safeguards by regulators such as specific “supplemental measures” that should be undertaken to protect EU data subjects. The validity of data transfer mechanisms and these additional safeguards remains subject to legal, regulatory, and political developments in both Europe and the U.S. The invalidation of the EU-U.S. Privacy Shield, the potential invalidation of other data transfer mechanisms, or the potential invalidation of additional safeguards could have a significant adverse impact on our ability to process and transfer the personal data of EEA users outside of the European Economic Area. The State of California enacted the CCPA, which came into effect on January 1, 2020. The CCPA requires companies that process information on California residents to make new disclosures to consumers about their data collection, use and sharing practices, allows consumers to opt out of certain data sharing with third parties and provides a new cause of action for data breaches. The CCPA is largely untested and it remains unclear how the CCPA will be interpreted. Additionally, a new privacy law, the CPRA, was approved by California voters in November 2020. The CPRA significantly modifies the CCPA, resulting in further uncertainty and requiring us to incur additional costs and expenses. Additionally, the Federal Trade Commission and many state attorneys general are interpreting federal and state consumer protection laws to impose standards for the online collection, use, dissemination and security of data. The burdens imposed by these and other laws and regulations that may be enacted, or new interpretations of existing laws and regulations, may require us to modify our data storage and data processing practices and policies and to incur substantial costs in order to comply and may disproportionately affect our business in comparison to our peers that have greater resources. These laws and regulations may also impact our ability to expand advertising on our platform internationally, as they may impede our ability to deliver targeted advertising and accurately measure our ad performance.

Any failure or perceived failure by us to comply with our privacy policies, data privacy-related obligations to Pinners or other third parties, or our data privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personally identifiable information or other user data, or other failure to comply with these laws and regulations, or regulatory scrutiny, may result in governmental enforcement actions or litigation that could expose our business to substantial financial penalties, or other monetary or non-monetary relief, negative publicity, loss of confidence in our products, decline in Pinner or advertiser growth or damage to our brand and reputation. Companies in the technology industry have recently experienced increased regulatory scrutiny relating to data privacy and data protection, and we may become subject to enhanced scrutiny and enforcement actions from regulators to ensure compliance with data privacy and data protection laws and regulations. The GDPR, CCPA and other such laws and regulations impose new and burdensome obligations, and include substantial uncertainty as to their interpretation, and we may face challenges in addressing their requirements, which could result in fines or penalties, lead us to change our data privacy policies and practices and limit our ability to deliver personalized advertising. Public statements against us by consumer advocacy groups or others could also cause Pinners to lose trust in us, which could result in declines in user growth, retention or engagement and have an adverse effect on our brand, reputation and business. Additionally, if third parties that we work with, such as advertisers, service providers or developers, violate applicable laws or our policies, these violations may also put Pinners’ information at risk and could in turn have an adverse effect on our business, revenue and financial results.

Any significant change to applicable laws, regulations or industry practices, or to interpretations of existing laws and regulations, regarding the use or disclosure of Pinners' data, or regarding the manner in which we obtain consent from Pinners for the use and disclosure of such data, could require us to modify our products to allow for limited data use, possibly in a material manner, and may limit our ability to develop new products that make use of the data that Pinners voluntarily share. There currently are a number of proposals pending before federal, state and foreign legislative and regulatory bodies. For example, Member States in the European Union are working to align on a draft of the "ePrivacy Regulation" that would govern data privacy and the protection of personal data in electronic communications, in particular for direct marketing purposes. In addition, some countries are considering or have passed legislation implementing data protection requirements or requiring local storage and processing of data or similar requirements that could increase the cost and complexity of delivering our service, particularly as we expand our operations internationally.

***We could become involved in legal disputes that are expensive to support, and if resolved adversely, could harm our business, revenue and financial results.***

We are currently involved in, and may in the future be involved in, actual and threatened legal proceedings, claims, investigations and government inquiries arising in the ordinary course of our business, including intellectual property, data privacy and data protection, privacy and other torts, illegal or objectionable content, consumer protection, securities, stockholder derivative claims, employment, governance, workplace culture, contractual rights, civil rights infringement, false or misleading advertising, or other legal claims relating to content or information that is provided to us or published or made available on our service. Any proceedings, claims or inquiries involving us, whether successful or not, may be time consuming, result in costly litigation, unfavorable outcomes, high indemnification expenses, increased costs of business, may require us to change our business practices or products, require significant amount of management's time, may harm our reputation or otherwise harm our business and future financial results.

We are currently involved in and have been subject to actual and threatened litigation with respect to third-party patents, trademarks, copyrights and other intellectual property, and may continue to be subject to intellectual property litigation and threats thereof. Companies in the internet, technology and media industries own large numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. As we face increasing competition, grow our business and products, and become increasingly high profile, the possibility of receiving a larger number of intellectual property claims against us grows. In addition, various "non-practicing entities" that own patents and other intellectual property rights have asserted, and may in the future attempt to assert, intellectual property claims against us to extract value through licensing or other settlements.

From time to time, we receive letters from patent holders alleging that some of our products infringe their patent rights and from trademark holders alleging infringement of their trademark rights. We also receive letters from holders of copyrighted content alleging infringement of their intellectual property rights, including DMCA take-down requests. Our technologies and content, including the content that Pinners pin to our service, may not be able to withstand such third-party claims.

With respect to any intellectual property claims, we may have to seek a license to continue using technologies or engaging in practices found to be in violation of a third-party's rights, which may not be available on reasonable terms and may significantly increase our operating expenses. A license to continue such technologies or practices may not be available to us at all and we may be required to discontinue use of such technologies or practices or to develop alternative non-infringing technologies or practices. The development of alternative non-infringing technologies or practices could require significant effort and expense or may not be achievable at all. Our business, revenue and financial results could be harmed as a result.

***If we are unable to protect our intellectual property, the value of our brand and other intangible assets may be diminished, and our business, revenue and financial results could be harmed.***

We rely, and expect to continue to rely, on a combination of confidentiality, invention assignment and license agreements with our employees, consultants and other third parties with whom we have relationships, as well as trademark, copyright, patent and trade secret protection laws, to protect our proprietary rights. We have filed various applications for certain aspects of our intellectual property in the United States and other countries, and we currently hold issued patents in multiple jurisdictions. Further, there can be no assurance that each of our patent applications will result in the issuance of a patent. In addition, any resulting issued patents may have claims narrower than those in

our patent applications. There can be no assurance that each of our trademark applications will result in the issuance of a trademark or that each resulting trademark registration will be able to be maintained. In the future we may acquire additional patents or patent portfolios, license patents from third parties or agree to license the use of our patents to third parties, which could require significant cash expenditures. Additionally, our current and future patents, trademarks and other intellectual property or other proprietary rights may be contested, circumvented or found unenforceable or invalid.

However, third parties may knowingly or unknowingly infringe or challenge our proprietary rights. Effective intellectual property protection may not be available in every country in which we operate or intend to operate our business. We may not be able to prevent infringement without incurring substantial time and expense, if at all. There can be no assurance that others will not offer technologies, products, services, features or concepts that are substantially similar to ours and compete with our business. Similarly, particularly as we expand the scope of our business and the countries in which we operate, we may not be able to prevent third parties from infringing, or challenging our use of, our intellectual property rights, including those used to build and distinguish the “Pinterest” brand. If the protection of our proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of our brand and other intangible assets may be diminished and competitors may be able to more effectively mimic our technologies, products, services or features or methods of operations. Any of these events could harm our business, revenue and financial results.

***Our use of “open source” software could subject us to possible litigation or could prevent us from offering products that include open source software or require us to obtain licenses on unfavorable terms.***

A portion of the technologies we use incorporates “open source” software, and we may incorporate open source software in the future. Open source licenses may subject us to certain unfavorable conditions, including requirements that we offer our products that incorporate the open source software for no cost, that we make publicly available the source code for any modifications or derivative works we create based upon, incorporating or using the open source software, or that we license such modifications or derivative works under the terms of the particular open source license.

We also license to others some of our software through open source projects which requires us to make the source code publicly available, and therefore can affect our ability to protect our intellectual property rights with respect to that software. If an author or other third-party that distributes open source software that we use or license were to allege that we had not complied with the conditions of the applicable license, we could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from offering our products that contained the open source software, required to release proprietary source code, required to obtain licenses from third parties or otherwise required to comply with the unfavorable conditions unless and until we can re-engineer the product so that it complies with the open source license or does not incorporate the open source software. Any of the foregoing could disrupt our ability to offer our products and harm our business, revenue and financial results.

***The interpretation and application of recent U.S. tax legislation or other changes in U.S. or non-U.S. taxation of our operations could harm our business, revenue and financial results.***

The 2017 Tax Cuts and Jobs Act (the “Tax Act”) changed how the United States imposes income tax on multinational corporations in a number of ways. The issuance of additional regulatory or accounting guidance may affect our analysis of the impact of the new law on us and may harm our operating results and financial condition. Accordingly, we are still analyzing the Tax Act with our professional advisers. Until that analysis is complete, the full impact of the new tax law on us during future periods is uncertain, and no assurances can be made on any potential impact. Further regulatory or legislative developments may also arise from the recent proposed U.S. tax reform under the Biden Administration (the “Build Back Better Plan”), which has proposed increases to the U.S. corporate income tax rate and increased taxation of international business operations.

Additionally, in March 2018, the European Commission released a proposal for a European Council directive on taxation of specified digital services. The proposal calls for an interim tax on certain revenues from digital activities, as well as a longer-term regime that creates a taxable presence for digital services and imposes a tax on digital profits. Some jurisdictions have enacted a tax on technology companies that generate revenues from the provision of digital services, including United Kingdom, France, Spain and Italy, and a number of other jurisdictions are considering enacting similar digital tax regimes. In October 2020, the Organisation for Economic Co-operation and Development Inclusive Framework, as part of its Base Erosion and Profit Shifting (BEPS) Action Plan, released proposals that

provides a long-term, multilateral framework on taxation of the digital economy. Recently, the Inclusive Framework jurisdictions announced they reached agreement on the proposals endorsed by the Group of Twenty inter-governmental political forum (G20), including a global minimum tax. Although we do not know the exact impact, this legislation has and may continue to result in additional tax exposure.

Further changes to the U.S. or non-U.S. taxation of our operations may increase our worldwide effective tax rate, result in additional taxes or other costs or have other material consequences, which could harm our business, revenue and financial results.

### ***Risks relating to our Financial Statements and Performance***

#### ***We have a limited operating history and, as a result, our past results may not be indicative of future operating performance.***

We have a limited operating history with the current scale of our business, which makes it difficult to forecast our future results. You should not rely on our past results of operations as indicators of future performance. You should consider and evaluate our prospects in light of the risks and uncertainties frequently encountered by companies like ours.

#### ***We have incurred operating losses in the past, anticipate increasing our costs and operating expenses, expect to incur operating losses in the future and may not maintain profitability.***

We have incurred significant net losses in the past and generated net income only recently. We generated net income (losses) of \$141.7 million and \$(336.2) million for the nine months ended September 30, 2021 and 2020, respectively. As of September 30, 2021, we had an accumulated deficit of \$(2,193.3) million. We have achieved profitability only recently, and may not realize sufficient revenue to maintain profitability in future periods.

We also anticipate that our operating expenses will increase substantially in the foreseeable future as we continue to expand our operations domestically and internationally, enhance our product offerings, broaden our Pinner and advertiser base, expand our marketing channels, hire additional employees and develop our technology. These efforts may prove more expensive than we currently anticipate, and we may not succeed in increasing our revenue sufficiently to offset these higher expenses. We may encounter unforeseen expenses, operating delays or other unknown factors that may result in losses in future periods. We have significant unrecognized share-based compensation expense, which we expect to recognize over the next several years. For more information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Notes to Financial Statements." In addition, we have entered into certain non-cancelable commitments that limit our ability to reduce our cost and expenses in the future. For more information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Notes to Financial Statements." Any failure to increase our revenue as we implement initiatives to grow our business could prevent us from achieving or maintaining profitability on either a quarterly or annual basis.

#### ***Our operating results are likely to fluctuate from quarter to quarter, which makes them difficult to predict.***

Our quarterly operating results are tied to certain key business metrics that have fluctuated in the past and are likely to fluctuate in the future, which makes them difficult to predict. Our operating results depend on numerous factors, many of which are outside of our control, including:

- our ability to generate revenue from our service;
- our ability to improve or maintain gross margins;
- the number and relevancy of advertisements shown to Pinners;
- the relevancy of content shown to Pinners;
- the manner in which Pinners engage with different products, where certain products may generate different amounts of revenue
- downward pressure on the pricing of our advertisements;
- the timing, cost of and mix of new and existing marketing and promotional efforts as we grow and expand our operations to remain competitive;

- seasonal fluctuations in spending by our advertisers, product usage by Pinners and growth rates for Pinners and engagement, each of which may change as our product offerings evolve or our business grows;
- fluctuations in spending by our advertisers and engagement and product usage by Pinners due to macroeconomic conditions, such as the COVID-19 pandemic;
- seasonal fluctuations in internet usage generally;
- the success of technologies designed to block the display of ads;
- development and introduction of new product offerings by us or our competitors;
- existing, new and evolving regulations, both in the U.S. and international;
- the ability of our third-party providers to scale effectively and provide the necessary technical infrastructure for our service on a timely basis;
- system failures, disruptions, breaches of security or data privacy or internet downtime, whether on our service or on those of third parties;
- the inaccessibility of our service due to third-party actions;
- changes in measurement of our metrics;
- costs associated with the technical infrastructure used to operate our business, including hosting services;
- fluctuations in the amount of share-based compensation expense;
- our ability to anticipate and adapt to the changing internet business or macroeconomic conditions; and the other risks and uncertainties described in this Quarterly Report on Form 10-Q.

***If we are unable to obtain additional financing, if needed, or if we default on our credit obligations, our operations may be interrupted and our business, revenue and financial results could be harmed.***

We may require additional financing to maintain and grow our business. Our ability to obtain financing will depend on, among other things, our development efforts, business plans, operating performance, investor demand and the condition of the capital markets at the time we seek financing. We cannot assure you that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of our common stock, and our existing stockholders may experience dilution. In addition, the COVID-19 pandemic has resulted in high levels of uncertainty with respect to access to additional financing and volatility in financial markets. If our access to capital is restricted or our borrowing costs increase as a result of developments in financial markets relating to the COVID-19 pandemic, our operations and financial condition could be adversely impacted.

Our revolving credit facility provides our lenders with a first-priority lien against substantially all of our domestic assets, as well as certain domestic intellectual property, and contains financial covenants and other restrictions on our actions that may limit our operational flexibility or otherwise adversely affect our results of operations. It contains a number of covenants that limit our ability and our subsidiaries' ability to, among other things, incur additional indebtedness, pay dividends, make redemptions and repurchases of stock, make investments, loans and acquisitions, incur liens, engage in transactions with affiliates, merge or consolidate with other companies, sell material businesses or assets, or license or transfer certain of our intellectual property. We are also required to maintain certain financial covenants, including a consolidated total assets covenant and a liquidity covenant. Complying with these covenants may make it more difficult for us to successfully execute our business strategy and compete against companies who are not subject to such restrictions.

If we fail to comply with the covenants under the revolving credit facility, lenders would have a right to, among other things, terminate the commitments to provide additional loans under the facility, enforce any liens on collateral securing the obligations under the facility, declare all outstanding loans and accrued interest and fees to be due and payable and require us to post cash collateral to be held as security for any reimbursement obligations in respect of any outstanding letters of credit issued under the facility. If any remedies under the facility were exercised, we may not have sufficient cash or be able to borrow sufficient funds to refinance the debt or sell sufficient assets to repay the debt, which could immediately materially and adversely affect our business, cash flows, operations and financial

condition. Even if we were able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to us.

Additionally, our revolving credit facility utilizes LIBOR or various alternative methods set forth in our revolving credit facility to calculate the amount of accrued interest on any borrowings. In March 2017, regulators in certain jurisdictions including the United Kingdom and the United States announced that they would phase out the use of LIBOR by the end of 2021. In March 2021, relevant regulators confirmed that the publication of the one-week and two-month U.S. dollar LIBOR would cease after December 31, 2021, and all remaining U.S. dollar LIBOR tenors would cease after June 30, 2023. If a published U.S. dollar LIBOR rate is unavailable, the interest rates on our debt indexed to LIBOR will be determined using one of the alternative methods, any of which could, if the revolver is drawn, result in interest obligations that are more than the current form, which could have a material adverse effect on our financing costs.

***We may have greater than anticipated tax liabilities, which could harm our business, revenue and financial results.***

We operate in a number of tax jurisdictions globally, including in the United States at the federal, state and local levels, and in many other countries, and plan to continue to expand the scale of our operations in the future. Thus, we are subject to review and potential audit by a number of U.S. federal, state, local and non-U.S. tax authorities. Significant judgment is required in determining our worldwide provision for income taxes and other tax liabilities. Further, tax authorities may disagree with tax positions we take and challenge our tax positions. Successful unilateral or multi-jurisdictional actions by various tax authorities, including in the context of our current or future corporate operating structure and third-party and intercompany arrangements (including transfer pricing and the manner in which we develop, value and use our intellectual property), may increase our worldwide effective tax rate, result in additional taxes or other costs or have other material consequences, which could harm our business and financial results. In December 2019, we completed an intra-entity asset transfer of certain of our intellectual property rights to our Irish subsidiary, which resulted in an increase in foreign deferred tax assets. We cannot be certain that this transfer will not lead to any unanticipated tax consequences which could harm our financial results.

Although we do not currently incur significant tax costs due to our history of operating losses, our tax liabilities may increase if our profitability increases in the future. In addition, our effective tax rate may change from year to year based on changes in the mix of activities and income allocated or earned among various jurisdictions, tax laws and the applicable tax rates in these jurisdictions (including future tax laws that may become material), tax treaties between countries, our eligibility for benefits under those tax treaties and the valuation of deferred tax assets and liabilities. Such changes could result in an increase in the effective tax rate applicable to all or a portion of our income, which would negatively affect our financial results.

***Our ability to use or benefit from our net operating loss carryforwards and certain other tax attributes may be limited.***

As of December 31, 2020, we had federal, California and other state net operating loss carryforwards of \$3,282.2 million, \$405.6 million and \$1,214.9 million, respectively. If not utilized, these will begin to expire in 2028, 2028 and 2026, respectively. Utilization of our net operating loss carryforwards and other tax attributes, such as research and development tax credits, may be subject to annual limitations, or could be subject to other limitations on utilization or benefit due to the ownership change limitations provided by Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the "Code"), and other similar provisions. Further, the Tax Act changed the federal rules governing net operating loss carryforwards. For net operating loss carryforwards arising in tax years beginning after December 31, 2017, the Tax Act limits a taxpayer's ability to utilize such carryforwards to 80% of taxable income. In addition, net operating loss carryforwards arising in tax years ending after December 31, 2017 can be carried forward indefinitely, but carryback is generally prohibited. Net operating loss carryforwards generated before January 1, 2018 will not be subject to the Tax Act's taxable income limitation and will continue to have a twenty-year carryforward period. Nevertheless, our net operating loss carryforwards and other tax assets could expire before utilization and could be subject to limitations, which could harm our business and financial results.

**Risks Related to Ownership of Our Class A Common Stock**

***The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the completion of our initial public offering ("IPO"), including our co-founders, executive officers, employees and directors, their affiliates, and all of our other pre-IPO***

***stockholders (including those unaffiliated with any of our co-founders, executive officers, employees or directors). This will limit or preclude your ability to influence corporate matters.***

Our Class B common stock has twenty votes per share, and our Class A common stock has one vote per share. Because of the 20-to-1 voting ratio between our Class B and Class A common stock, the holders of our outstanding Class B hold approximately 76.1% of the voting power of our outstanding capital stock as of September 30, 2021. Because the holders of our Class B common stock hold in the aggregate significantly more than a majority of the combined voting power of our capital stock, such holders (which include all of our pre-IPO stockholders, including those holders unaffiliated with any of our co-founders, executive officers, employees or directors) control all matters submitted to our stockholders for approval. The holders of Class B common stock will no longer hold in the aggregate over 50% of the voting power of our outstanding capital stock once the Class B common stock represents in the aggregate less than approximately 4.76% of our outstanding capital stock.

As a result, for the foreseeable future, holders of our Class B common stock could have significant influence over the management and affairs of our company and over the outcome of all matters submitted to our stockholders for approval, including the election of directors and significant corporate transactions, such as a merger, consolidation or sale of substantially all of our assets, even if their stock holdings were to represent in the aggregate less than 50% of the outstanding shares of our capital stock. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may feel are in your best interest as one of our stockholders. These holders of our Class B common stock may have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. This control may adversely affect the trading price of our Class A common stock. Despite no longer being employed by us, Paul Sciarra, one of our co-founders, remains able to exercise significant voting power. If we terminate our other co-founders' employment, they would also continue to have the ability to exercise significant voting power to the extent they were to retain their Class B common stock while our other existing holders disposed of their Class B common stock.

Transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, except certain transfers to entities, including certain charities and foundations, to the extent the transferor retains sole dispositive power and exclusive voting control with respect to the shares of Class B common stock, and certain other transfers described in our amended and restated certificate of incorporation. In addition, all shares of Class B common stock will automatically convert into shares of Class A common stock on (i) the seven-year anniversary of the closing date of our IPO, except with respect to shares of Class B common stock held by any holder that continues to beneficially own at least 50% of the number of shares of Class B common stock that such holder beneficially owned immediately prior to completion of our IPO, and (ii) a date that is between 90 to 540 days, as determined by the board of directors, after the death or permanent incapacity of Mr. Silbermann. Conversions of Class B common stock to Class A common stock have already had and will continue to have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. If, for example, one or more of our existing stockholders were to retain a significant portion of their holdings of Class B common stock for an extended period of time while all the other existing stockholders disposed of their Class B common stock, then those existing stockholders that retain significant holdings (while all the others dispose) could, in the future, control a majority of the combined voting power of our outstanding capital stock.

***Our dual class structure may depress the trading price of our Class A common stock.***

We cannot predict whether our dual class structure will result in a lower or more volatile market price of our Class A common stock or in adverse publicity or other adverse consequences. For example, certain index providers have announced restrictions on including companies with multiple-class share structures in certain of their indexes. S&P Dow Jones and FTSE Russell have changed their eligibility criteria for inclusion of shares of public companies on certain indices, including the S&P 500, pursuant to which, companies with multiple classes of shares of common stock are excluded. In addition, several stockholder advisory firms have announced their opposition to the use of multiple class structures. As a result, the dual class structure of our common stock may cause stockholder advisory firms to publish negative commentary about our corporate governance practices or otherwise seek to cause us to change our capital structure. Any such exclusion from indices or any actions or publications by stockholder advisory firms critical of our corporate governance practices or capital structure could adversely affect the value and trading market of our Class A common stock.

***An active trading market for our Class A common stock may not be sustained.***

Our Class A common is listed on the NYSE under the symbol "PINS." However, we cannot assure you that an active trading market for our Class A common stock will be sustained. Accordingly, we cannot assure you of the likelihood that an active trading market for our Class A common stock will be maintained, the liquidity of any trading market, your ability to sell your shares of our Class A common stock when desired or the prices that you may obtain for your shares.

***The trading price of our Class A common stock has been and may continue to be volatile, and you could lose all or part of your investment.***

The trading price of our Class A common stock has been, and is likely to continue to be volatile and could be subject to fluctuations in response to various factors, some of which are beyond our control. These fluctuations could cause you to lose all or part of your investment in our Class A common stock since you might be unable to sell your shares at or above the price you paid. Factors that could cause fluctuations in the trading price of our Class A common stock include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the trading prices and trading volumes of technology stocks;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- sales, or anticipated sales, of shares of our Class A common stock by us or our stockholders, including when stockholders sell shares of our Class A common stock into the market to cover taxes due upon the settlement of restricted stock units ("RSUs") or the exercise of stock options, or conversions, or anticipated conversions, of a substantial number of shares of our Class B common stock by our stockholders;
- actions by institutional stockholders;
- failure by industry or securities analysts to maintain coverage of us, downgrade of our Class A common stock by analysts or provision of a more favorable recommendation of our competitors;
- failure by analysts to regularly publish research reports or the publication of an unfavorable or inaccurate report about our business;
- changes by external analysts to their financial and operating estimates for our company or our performance relative to third parties' estimates or the expectations;
- forward-looking financial or operating information or financial projections we may provide to the public, any changes in that information or projections or our failure to meet projections;
- any indebtedness we may incur in the future;
- whether investors or securities analysts view our stock structure unfavorably, particularly our dual class structure and the significant voting control of holders of our Class B common stock;
- announcements by us or our competitors of new products, features, services, technical innovations, acquisitions, strategic partnerships, joint ventures or capital commitments;
- announcements by us or estimates by third parties of actual or anticipated changes in the size of our user base or level of engagement, or those of our competitors;
- the public's perception of the quality and accuracy of our key metrics on our user base and engagement;
- the public's reaction to our press releases, other public announcements and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;
- actual or anticipated fluctuations in our user growth, retention, engagement, revenue or other operating results;

- actual or anticipated developments in our business, our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry, or both, or investigations by regulators and other third parties into our operations or those of our competitors;
- developments or disputes concerning our intellectual property or other proprietary rights;
- developments or disputes concerning our culture or other diversity, equity and inclusion practices and initiatives;
- announced or completed acquisitions of businesses, products, services or technologies by us or our competitors;
- existing, new and evolving regulations, both in the U.S. and international;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- any significant change in our management;
- stakeholder dissatisfaction if we are unable to meet stakeholders expectations and requirements around environmentally friendly, ethical, socially conscious, and sustainable business practices or disclosures;
- macroeconomic events that are beyond our control, such as the global outbreak of the COVID-19 pandemic; and
- general economic conditions and slow or negative growth of our markets.

In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many technology companies. Stock prices of many technology companies, including ours, have fluctuated in a manner that may be unrelated or disproportionate to the financial performance of such companies. Following periods of volatility in the overall market and the market price of a particular company's securities, securities class action and derivative litigation has often been instituted against these companies, including against us. Such litigation could result in substantial costs and a diversion of our management's attention and resources. Further, if our revenue or operating results fall below the expectations of investors or securities analysts or below any guidance we may provide to the market, the price of our Class A common stock has declined and could likely decline in the future.

***Future offerings of debt or equity securities by us or existing stockholders may adversely affect the market price of our Class A common stock.***

In the future, we may attempt to obtain financing or to further increase our capital resources by issuing additional capital stock or offering debt or other securities, including commercial paper, medium-term notes, senior or subordinated notes, debt securities convertible into equity or shares of preferred stock. Future acquisitions could also require substantial additional capital in excess of cash from operations.

Issuing additional shares of capital stock or other securities, including securities convertible into equity, may dilute the economic and voting rights of our existing stockholders, reduce the market price of our Class A common stock or both. Upon liquidation, holders of debt securities and preferred shares, if issued, and lenders with respect to other borrowings would receive a distribution of our available assets prior to the holders of our common stock. Debt securities convertible into equity could be subject to adjustments in the conversion ratio pursuant to which certain events may increase the number of equity securities issuable upon conversion. Preferred shares, if issued, could have a preference with respect to liquidating distributions or a preference with respect to dividend payments that could limit our ability to pay dividends to the holders of our common stock. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, which may adversely affect the amount, timing or nature of our future offerings. In addition, the large number of shares of our common stock eligible for public sale or subject to rights requiring us to register them for public sale could depress the market price of our Class A common stock. The market price of our Class A common stock could decline as a result of sales of a large number of shares of our Class A common stock in the market, and the perception that these sales could occur may also depress the market price of our Class A common stock. As a result, holders of our Class A common stock bear the risk that our future offerings or future sales of shares may reduce the market price of our Class A common stock and dilute their stockholdings in our company.

***Additional stock issuances, including in connection with settlement of equity awards, could result in significant dilution to our stockholders.***

Future issuances of shares of our Class A common stock or the conversion of a substantial number of shares of our Class B common stock to Class A common stock, or the perception that these sales or conversions may occur, could depress the market price of our Class A common stock and result in significant dilution for holders of our Class A common stock. We currently have Class B common stock that may be issued upon exercise of outstanding stock options or upon settlement of outstanding restricted stock units ("RSUs") and shares of Class A common stock that may be issued upon settlement of outstanding RSUs. For more information, see "Notes to Financial Statements". We have 5,918,182,759 shares of authorized but unissued Class A common stock that are currently not reserved for issuance under our equity incentive plans or charitable giving program. We may issue all of these shares of Class A common stock without any action or approval by our stockholders, subject to certain exceptions. We also intend to continue to evaluate acquisition opportunities and may issue Class A common stock or other securities in connection with these acquisitions. Any common stock issued in connection with our equity incentive plans, acquisitions, the exercise of outstanding stock options, settlement of RSUs or otherwise would dilute the percentage ownership held by our Class A common stockholders.

***We have broad discretion over the use of the net proceeds from our IPO and we may not use them effectively.***

We cannot specify with any certainty the particular uses of the net proceeds that we received from our IPO. Our management will have broad discretion in the application of the net proceeds from our IPO, and you will not have the opportunity as part of your investment decision to assess whether the net proceeds are being used appropriately. The failure by our management to apply these proceeds effectively could harm our business, results of operations and financial condition. Pending their use, we may invest our proceeds in a manner that does not produce income or that loses value. Our investments may not yield a favorable return to our investors and may negatively impact the price of our Class A common stock.

***Delaware law and provisions in our amended and restated certificate of incorporation and amended and restated bylaws could make a merger, tender offer or proxy contest difficult, thereby depressing the market price of our Class A common stock.***

Our status as a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law (the "DGCL") may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may make the acquisition of our company more difficult, including the following:

- our dual class common stock structure, which provides our holders of Class B common stock with the ability to significantly influence the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the shares of our outstanding common stock;
- our board of directors is classified into three classes of directors with staggered three-year terms and directors are only able to be removed from office for cause;
- certain amendments to our amended and restated certificate of incorporation will require the approval of 66 $\frac{2}{3}$ % of the then-outstanding voting power of our capital stock;
- approval of 66 $\frac{2}{3}$ % of the then-outstanding voting power of our capital stock, voting as a single class, is required for stockholders to amend or adopt any provision of our bylaws;
- our stockholders can take action only at a meeting of stockholders and not by written consent;
- vacancies on our board of directors can be filled only by our board of directors and not by stockholders;
- no provision in our amended and restated certificate of incorporation or amended and restated bylaws provides for cumulative voting, which limits the ability of minority stockholders to elect director candidates;
- only our chairman of the board of directors, our chief executive officer, our president or another officer selected by a majority of the board of directors are authorized to call a special meeting of stockholders;
- certain litigation against us can only be brought in Delaware;

- nothing in our amended and restated certificate of incorporation precludes future issuances without stockholder approval of the authorized but unissued shares of our Class A common stock;
- our amended and restated certificate of incorporation authorizes undesignated preferred stock, the terms of which may be established and shares of which may be issued, without the approval of the holders of our capital stock; and
- advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing and to cause us to take other corporate actions they desire, any of which, under certain circumstances, could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our Class A common stock.

***Our amended and restated certificate of incorporation designates a state or federal court located within the State of Delaware as the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to choose the judicial forum for disputes with us or our directors, officers or employees.***

Our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our current or former directors, officers or other employees to us or our stockholders, (iii) any action arising pursuant to any provision of the DGCL, or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware or (iv) any other action asserting a claim that is governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, any state or federal district court in the state of Delaware), in all cases subject to the court's having jurisdiction over indispensable parties named as defendants. Nothing in our amended and restated certificate of incorporation precludes stockholders that assert claims under the Securities Act or Exchange Act from bringing such claims in federal court, subject to applicable law.

Any person or entity purchasing or otherwise acquiring any interest in our securities shall be deemed to have notice of and consented to this provision. This exclusive forum provision may limit a stockholder's ability to bring a claim in a judicial forum of its choosing. If a court were to find the exclusive forum provision in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could harm our results of operations.

***The requirements of being a public company have and may continue to strain our resources, divert management's attention and may result in more litigation.***

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of the NYSE and other applicable securities rules and regulations. Complying with these rules and regulations has increased and will continue to increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly, and increase demand on our systems and resources.

As a public company we are required to publicly disclose additional details about our business and financial condition information, which may result in threatened or actual litigation, including by competitors and other third parties. If those claims are successful, our business, revenue and financial results could be harmed. Even if the claims do not result in litigation or are resolved in our favor, the time and resources needed to resolve them could divert our management's resources and harm our business, revenue and financial results.

***We do not intend to pay dividends for the foreseeable future.***

We have never declared or paid dividends on our capital stock. We currently intend to retain any future earnings, and we do not expect to declare or pay any dividends in the foreseeable future. As a result, stockholders must rely on sales of their Class A common stock after price appreciation as the only way to realize any future gains on their investment. In addition, our revolving credit facility contains restrictions on our ability to pay dividends.

## **General Risks**

### ***Adverse global economic and financial conditions could harm our business and financial condition.***

Adverse macroeconomic developments could negatively impact our business and financial condition. Adverse global economic and financial events, such as inflation, the COVID-19 pandemic, have caused, and could, in the future continue to cause disruptions and volatility in global financial markets. Such conditions have resulted in or may result in, among other things, an adverse impact on the ability and willingness of companies to spend on advertising, volatility in our stock price and an adverse impact on the financial condition of the institutions with whom we hold deposits or the credit quality of the issuers of our cash equivalents and marketable securities. We cannot assure you that we will perform well in adverse macroeconomic conditions. Since the majority of our revenue is derived from advertisers within the U.S., economic conditions in the U.S. have a greater impact on us.

### ***Our financial results may be adversely affected by changes in accounting principles generally accepted in the United States.***

Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board, the American Institute of Certified Public Accountants, the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could harm our revenue and financial results, and could affect the reporting of transactions completed before the announcement of a change.

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

### **Unregistered Sales of Equity Securities**

None.

### **Use of Proceeds from Public Offering of Class A Common Stock**

On April 23, 2019, we closed our IPO, in which we sold 75,000,000 shares of our Class A common stock at a price to the public of \$19.00 per share. The offer and sale of the shares in our IPO were registered under the Securities Act pursuant to a registration statement on Form S-1 (File No. 333-230458), which was declared effective by the SEC on April 17, 2019. On April 29, 2019, we issued and sold an additional 11,250,000 shares of Class A common stock at \$19.00 per share pursuant to the underwriters' option to purchase additional shares. There has been no material change in the planned use of proceeds from our IPO as described in our final prospectus filed with the SEC on April 18, 2019 pursuant to Rule 424(b)(4).

**Item 6. Exhibits**

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
10.1+	<a href="#">Pinterest, Inc. 2009 Stock Plan, as amended.</a>					X
10.2+	<a href="#">Consulting Agreement dated October 13th, 2021 and effective October 15, 2021. Evan Sharp</a>					X
31.1	<a href="#">Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>					X
31.2	<a href="#">Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>					X
32.1*	<a href="#">Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>					X
	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)					X
101.INS	Inline XBRL Taxonomy Extension Schema Document					X
101.SCH	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X
101.CAL	Inline XBRL Taxonomy Extension Definition Linkbase Document					X
101.DEF	Inline XBRL Taxonomy Extension Label Linkbase Document					X
101.LAB	Inline XBRL Taxonomy Extension Presentation Linkbase Document					X
101.PRE	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					X

\*The certifications attached as Exhibit 32.1 that accompany this Quarterly Report on Form 10-Q, are deemed furnished and not filed with the Securities and Exchange Commission.

+ Indicates a management contract or compensatory plan

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

### PINTEREST, INC.

Date: November 4, 2021

By: /s/ Todd Morgenfeld

Todd Morgenfeld

Chief Financial Officer and Head of Business Operations

*(Principal Financial Officer)*

Offer to Extend

**PINTEREST, INC.**

Hello,

Pinterest, Inc. ("we", "us", the "Company" or "Pinterest") is offering to amend all outstanding stock options previously granted to you under the Company's 2009 Stock Plan (the "Plan") to extend the post-termination exercise period applicable to such stock options. This offer is subject to the terms and conditions set forth in this letter and the attached Summary Term Sheet.

Pursuant to this offer, you may elect to tender your outstanding stock options to be amended to provide that they will remain outstanding and exercisable until the earlier of (i) 7 years following your termination of Continuous Service Status (as defined in the Plan), (ii) the original maximum expiration date applicable to the stock options, and (iii) such earlier date as may be provided or permitted by the Plan, including, without limitation, in connection with a dissolution or liquidation of the Company or a Corporate Transaction (as defined in the Plan). Each amended stock option is referred to herein as an "Amended Option". All other terms and conditions of your Amended Options, including the number of shares, exercise price and vesting schedule will be identical to your pre-amended stock options. Please note that we are not required to accept any stock options and we reserve the right, at any time, to terminate or amend the offer., or postpone our acceptance of any stock options tendered for amendment.

To participate in this offer, you must sign and return the Election to Participate no later than 5 p.m. Pacific Time on the date that is the earlier of (A) 27 days after the date this offer was made available to you via email, and (B) the earliest date any of your outstanding stock options are scheduled to expire (the "Deadline"). You must return your signed Election to Participate to Mike Yang at [mike@pinterest.com](mailto:mike@pinterest.com) before that date. If your signed Election to Participate is not received by the Deadline, you will not be eligible to participate in the offer and the stock options that you currently hold will remain outstanding without any change to their original terms.

Neither we nor our Board of Directors are making any recommendation as to whether you should participate in this offer. We have attached a Summary Tenn Sheet which includes answers to some questions that you may have about this offer. Please note that the information in the Summary Tenn Sheet is not tailored for you and you should not consider it to be personal financial, legal or tax advice. In fact, no representative of the Company will be able to provide you with financial, legal or tax advice regarding the impact of your election to participate or not in this offer. If you have financial, legal or tax questions, please seek independent professional advice.

Please carefully read the documents attached to this letter before making any decision, and feel free to contact me with any questions.

Very truly yours,

Mike Yang  
General Counsel

## **SUMMARY TERM SHEET**

The following are answers to some of the questions that you may have about the offer that we are making to you. You should not consider this to be personal financial, legal or tax advice. If you have financial, legal or tax questions, please seek advice from an independent professional. In addition, we urge you to read the letter and the accompanying Election to Participate carefully because the information in this summary is not necessarily complete.

### **GENERAL QUESTIONS ABOUT THE OFFER**

#### **1. What securities are we offering to amend?**

We are offering to amend all of your outstanding stock options to purchase shares of our common stock which were granted to you under our 2009 Stock Plan (the "Plan").

If you elect to participate in the offer, you must tender all of your outstanding stock options that were granted to you under our Plan. You may not pick and choose which outstanding stock options you would like to tender. Please note that we are not required to accept any stock options and we reserve the right to terminate or amend the offer, or postpone our acceptance of any stock options tendered for amendment.

#### **2. What amendments will be made to my eligible stock options if I elect to participate in the offer?**

In the Election to Participate, you will have the choice to amend your outstanding stock options to provide that they will remain outstanding and exercisable until the earlier of (i) 7 years following your termination of Continuous Service Status (as defined in the Plan), (ii) the original maximum expiration date applicable to the stock options, and (iii) such earlier date as may be provided or permitted by the Plan, including, without limitation, in connection with a dissolution or liquidation of the Company or a Corporate Transaction (as defined in the Plan) (any such amended options are referred to herein as "extended options").

All other terms and conditions of the amended stock options, including the number of shares, exercise price and vesting schedule will be identical to your pre-amended stock options.

#### **3. When will the amendment of my stock options be effective?**

If we accept your Election to Participate, your stock options will be amended effective as of the date that we accept your Election to Participate.

#### **4. Is my participation in the offer voluntary?**

Yup! Entirely up to you.

#### **5. How does the offer work and what do I need to do to participate in the offer?**

If you decide that you would like to participate in the offer, you must make a voluntary, irrevocable election to amend your outstanding stock options identified in the Election to Participate (to the extent they are outstanding and unexercised) no later than 5 p.m. Pacific Time on the date that is the earlier of (A) 27 days after this offer was made available to you via email, and (B) the earliest date any of your outstanding stock options are scheduled to expire (the "Deadline").

You must return your signed Election to Participate to Mike Yang at [mike@pinterest.com](mailto:mike@pinterest.com) by the Deadline. If your signed Election to Participate is not returned to Mike Yang at [mike@pinterest.com](mailto:mike@pinterest.com) by the Deadline, you will not be eligible to participate in the offer and the stock options that you currently hold will remain outstanding without any change to their original terms. Tendered stock options that are accepted by us will be amended effective as of the date that we accept your Election to Participate.

#### **6. Will the company extend the deadline for me to submit my signed Election to Participate?**

We have no plans to extend the deadline for you to submit your signed Election to Participate.

## 7. Will the company accept my election to participate in the offer?

We reserve the right to reject any or all eligible stock options that are tendered for amendment, including those that we determine are unlawful to accept. That said, except as set forth below, we intend to accept all properly and timely submitted Elections to Participate.

## 8. What will happen if I do not turn in a signed Election to Participate by the Deadline?

Nothing. This means that all eligible stock options currently held by you will continue to be subject to their existing terms and conditions.

## 9. If I elect to participate and submit a signed Election to Participate, can I later withdraw that election to participate?

No. Once you submit your Election to Participate, you will not be able to withdraw it. Your Election to Participate will be effective as of the date that we accept your Election to Participate.

## 10. Are there any tax consequences to my participation in this offer?

The amendment of your options will change the Incentive Stock Option ("ISO") status of the options you amend. Set forth below is a brief summary of the tax treatment of ISOs and Nonstatutory Stock Options ("NSOs"). This summary does not discuss all of the tax consequences that may be relevant to you in light of your particular circumstances, nor is it intended to apply in all respects to all categories of option holders.

### *Incentive Stock Options*

**Exercise.** You will generally not recognize income as a result of the exercise or early exercise of an ISO, **except that it may subject you to the alternative minimum tax.**

When you exercise an ISO, you are required to calculate your tax liability under the alternative minimum tax. As a result, you may be required to pay alternative minimum tax for the year in which you exercise your ISO. If you early exercise your ISO and purchase unvested shares, you may file a Section 83(b) election with the IRS within 30 days of exercise to recognize income for alternative minimum tax purposes on the exercise date equal to the difference between the fair market value of the shares on the exercise date and the exercise price paid for the shares. If you do not file a Section 83(b) election with the IRS, you will instead recognize income for alternative minimum tax purposes on each vesting date equal to the difference between the fair market value of the shares on the vesting date and the exercise price paid for the shares. Because these rules are very complicated and the outcome will vary depending on individual circumstances, you should be sure to consult your tax adviser before exercising any ISOs.

**Sale of Shares - Qualifying Disposition.** Any gain that you realize upon the sale of shares purchased through the exercise of an ISO will be taxed at long term capital gain rates if you sell the shares:

- more than 2 years after the grant date of the ISO, and
- more than 1 year after the exercise date of the ISO.

**Sale of Shares - Disqualifying Disposition - Regular Exercise.** If you sell shares purchased pursuant to the regular exercise of an ISO (i.e., you purchased vested shares) and the sale occurs within either the 2-year or the 1-year holding period described above (a "disqualifying disposition"), any gain realized on the sale above the exercise price up to the excess of the fair market value of the shares on the date of exercise over the exercise price will be treated as ordinary income. Any further gain (or loss) will be taxed as short-term or long-term capital gain (or loss), depending on whether you held the shares for more than 1 year after the exercise date.

**Sale of Shares - Disqualifying Disposition - Early Exercise.** If you sell the shares purchased pursuant to the early exercise of an ISO (i.e., you purchased unvested shares) and the sale occurs within either the 2-year or the 1-year holding period described above, any gain realized on the sale up to the excess of the fair market value of the shares on the date of vesting over the exercise price will be treated as ordinary income. Any further gain (or loss) will be taxed as short-term or long-term capital gain (or loss), depending on whether you held the shares for more than 1 year after the vesting date.

### *Nonstatutory Stock Options*

*Regular Exercise.* Upon the regular exercise of an NSO, you will generally recognize ordinary income equal to the excess of the fair market value of the shares on the date of exercise over the exercise price. If you are an employee or former employee, this amount will be subject to withholding for all applicable income, employment and other truces upon exercise. Any gain or loss you recognize upon the sale or exchange of shares that you acquire generally will be treated as capital gain or loss and will be long-term or short-term depending on whether you held the shares for more than 1 year after the exercise date. The amount of such gain or loss will be the difference between the amount you realize upon the sale or exchange of the shares and the fair market value of the shares on the date of exercise.

*Early Exercise and Section 83(b) Election.* Upon the early exercise of an NSO, you have a choice concerning the timing and measurement of the tax (and the commencement of the capital gain holding period). You may choose to be taxed on the difference between the fair market value of the shares on the *vesting* dates and the exercise price. Alternatively, you may elect to be taxed *at the time of purchase* on the difference between the fair market value of the shares at the time of purchase and the exercise price. This election is made by filing a Section 83(b) election with the IRS within 30 days of exercise. If you are an employee or former employee, the Company must withhold all applicable income, employment and other taxes on the applicable tax date (i.e., the exercise date assuming a Section 83(b) election is filed). The major advantage of filing a Section 83(b) election with the IRS is that any increase in the value of the property after the election will not be taxed until the property is sold and will be taxed at that time as capital gains.

Again, because we cannot provide you with specific tax advice, if you have any tax questions, we recommend that you consult with your own tax advisor to determine the tax consequences of electing to amend stock options pursuant to the offer.

**EXHIBIT A**  
**ELECTION TO PARTICIPATE**

This Election to Participate (the "Election") by and between the undersigned optionee (the "Optionee") and Pinterest, Inc. (the "Company") is made effective as of the date the Company accepts the Election (the "Effective Date") and modifies the Notice of Stock Option Grant and Stock Option Agreement (the "Option Agreement") evidencing each stock option that was previously granted to Optionee under the Company's 2009 Stock Plan (the "Plan") that is outstanding as of the Effective Date (each, an "Option"). All capitalized terms used in this Election but not otherwise defined shall have the respective meanings set forth in the Summary Term Sheet of the offer.

In consideration of the mutual promises, covenants and conditions hereinafter set forth, the parties hereto mutually agree to amend each Option Agreement as follows:

1. Each Option is hereby amended to provide that the Option shall remain outstanding and exercisable until the earlier of (i) 7 years following Optionee's termination of Continuous Service Status (as defined in the Plan), (ii) the original maximum expiration date applicable to the Option, and (iii) such earlier date as may be provided or permitted by the Plan, including, without limitation, in connection with a dissolution or liquidation of the Company or a Corporate Transaction (as defined in the Plan), provided that any shares that are unvested as of Optionee's termination of Continuous Service Status shall expire and no longer remain outstanding as of the date that is 3 months following Optionee's termination of Continuous Service Status.
2. The Option Agreement for each Option will be deemed amended if and when Optionee signs this Election and submits it to the Company and the Company accepts this Election. To the extent not expressly amended by this Election, the Option Agreement for each Option will remain in full force and effect.
3. The Optionee acknowledges that accepting the offer and signing this Election may have certain negative effects, as described in the Summary Term Sheet of the offer.
4. The Optionee acknowledges and agrees that participation in the offer will not be construed as a right to continued employment with the Company for any period and that the Optionee's employment with the Company may be terminated at any time by the Optionee or the Company, with or without cause or notice, subject to the provisions of local law.
5. The Optionee understands that he or she may not withdraw this Election once it is submitted.

*[Signature Page Follows]*

By signing below, the Optionee acknowledges and agrees that the Company has not provided the Optionee with any financial, legal or tax advice related to the transactions effectuated by this Election that the Company has advised the Optionee to consult with his or her own professional advisor regarding the financial, legal and tax consequences of executing this Election and the transactions contemplated herein, and that the Company will not be held liable for any applicable costs, taxes, or penalties associated with such transactions.

This Election and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of California without giving effect to principles of conflicts of law.

IN WITNESS WHEREOF, this Election has been duly executed by the parties hereto as of the dates set forth below.

OPTIONEE

PINTEREST, INC.

Signature:

By:

Name:

Its

Dated

Accepted

By signing below, the spouse of Optionee acknowledges and agrees that they have read this Election and the materials provided herewith. and they hereby consent to, and agree to be irrevocably bound by. this Election with respect to any interest that they may have in the Options.

\_\_\_\_\_  
Spouse of Optionee (if applicable)

## PINTEREST, INC.

**CONSULTING AGREEMENT**

This Consulting Agreement (the "Agreement") is made as of the full execution of this Agreement and will be effective as of October 15, 2021 (the "Effective Date") by and between Pinterest, Inc., a Delaware corporation (the "Company"), and Evan Sharp ("Consultant").

1. **Consulting Relationship.** During the "Engagement Period" (as defined in Section 5 below), Consultant will provide consulting services to the Company described in Exhibit A (the "Services"), attached hereto and incorporated herein by this reference. Consultant will perform these services to the extent requested by the Company, and at a place of Consultant's choosing, during times of Consultant's choosing and, so long as the services are completed not later than the completion date shown on the Exhibit A (as applicable).

2. **Fees.** Consultant will not receive any additional compensation as consideration for the services rendered hereunder. However, it is agreed that Consultant shall continue to be entitled to vest in the restricted stock unit ("RSU") award granted to Consultant on March 21, 2019 pursuant to and in accordance with the terms of that certain Restricted Stock Unit Grant Notice and Agreement between the Company and Consultant, dated as of such date (the "RSU Agreement"). In addition, nothing in this Agreement shall impact Consultant's continuing right to exercise outstanding stock options ("Stock Options") granted to Consultant on June 20, 2012 and January 16, 2015, including the election to participate in an extension of the term to exercise the Stock Options dated October 4, 2015 ("Election to Participate"), pursuant to and in accordance with the terms of those certain Stock Option Grant Notices and Agreements between the Company and Consultant, dated as of such dates, respectively (the "Stock Option Agreements" and, together with the RSU Agreement, the "Award Agreements").

3. **Expenses.** Consultant shall not be authorized to incur any expenses on the Company's behalf and shall be responsible for all expenses incurred while performing the Services unless specifically authorized by the Company in advance in writing. Authorized expenses will only be reimbursed upon the submission of a receipt, invoice, or other documentation in accordance with the Company's generally applicable policies.

4. **Consultant Representations and Warranties.** Consultant represents and warrants that he is fully experienced and properly qualified to perform the Services under this Agreement; that he is properly licensed, as applicable, and equipped to perform such Services; that he will perform such Services with care, skill, and diligence in accordance with the applicable professional standards currently recognized in the industry; and that no consent of any other person or entity is required to grant the rights, interest, and/or licenses granted under this Agreement, other than consents that have been obtained and are and shall remain in effect. Consultant will be responsible for the professional quality, technical accuracy, completeness, and coordination of all reports, plans, information, and other items and services furnished under this Agreement. Consultant acknowledges that the Company will be relying on the accuracy, completeness, competence of Consultant's services under this Agreement in using the results of its services in fulfilling contractual commitments and other obligations under applicable laws, regulations, standards and codes.

5. **Term and Termination.**

(a) **Term.** This Agreement and Consultant's provision of the Services shall commence on the Effective Date and terminate on the date of Company's annual meeting of Stockholders in 2024 ("Engagement Period" or "Term"), unless earlier terminated in accordance with the provisions of this Agreement.

(b) **Termination.** Notwithstanding the above, either party may terminate this Agreement at any time upon thirty (30) days' written notice, provided, however, that in no event shall Consultant terminate this Agreement prior to the twelve (12) month anniversary of the Effective Date. Either party may terminate this Agreement upon written notice where the other party is in default or material breach of the terms of this Agreement and fails to cure such default or breach within ten (10) days of written notice. In the event of termination, the RSUs and Stock Options will be treated in accordance with the terms of the respective Award Agreement. The provisions of Sections 6(b)–(d), 9–14, and 16 shall survive the expiration or termination of this Agreement.

6. **Independent Contractor.** Consultant's relationship with the Company will be that of an independent contractor and not that of an employee.

(a) **Method of Provision of Services.** Consultant shall be solely responsible for determining the method, details and means of performing the Services.

(b) **No Authority to Bind the Company.** Consultant acknowledges and agrees that Consultant has no authority to enter into contracts that bind the Company or create obligations on the part of the Company without the prior written authorization of the Company.

(c) **No Benefits.** Consultant acknowledges and agrees that Consultant shall not be eligible for any Company employee benefits and, to the extent Consultant otherwise would be eligible for any Company employee benefits but for the express terms of this Agreement, Consultant (on behalf of himself and his employees) expressly declines to participate in such Company employee benefits. For purposes of this Agreement, "Company employee benefits" shall include, but not be limited to, any compensation or benefits Consultant may otherwise be entitled to receive pursuant to the Company's Non-Employee Director Compensation Policy, as may be amended from time to time, as well as that certain Employment Agreement between the Company (formerly known as Cold Brew Labs Inc.) and Consultant, dated May 13, 2011. Notwithstanding the foregoing, the provisions of the Executive Severance & Change in Control Agreement between the Company and Consultant dated April 8, 2019, only insofar as they relate to the RSUs or Stock Options, to the extent any remain outstanding, shall remain in full force and effect; otherwise, such agreement shall be terminated (including, for the avoidance of doubt, with respect to any cash or other severance benefits).

(d) **Withholding; Indemnification.** The Company shall continue to withhold applicable taxes for all compensation paid to Consultant under this Agreement. Consultant shall have full responsibility for compliance with all other applicable labor and employment requirements with respect to Consultant's self-employment, sole proprietorship or other form of business organization. Consultant agrees to indemnify, defend and hold the Company harmless from any liability for, or assessment of, any claims or penalties with respect to such withholding taxes, labor or employment requirements.

7. **Non-exclusive relationship.** Consultant is free to represent and perform services for, or enter into contracts with, and/or be employed by other clients, persons, or corporations at Consultant's sole discretion, so long as the performance of any such services or employment shall neither preclude, or in any way interfere or conflict with Consultant's obligations pursuant to this Agreement or the Company's Code of Business Conduct & Ethics Consultant's obligations as a member of the Company's Board of Directors.

8. **Reporting.** Consultant will be required to report to the Chief Executive Officer (the "Company Designee") concerning the Services performed under this Agreement. The nature and frequency of these reports will be left to the discretion of Company Designee.

9. **Confidential Information.** Any Confidential Information (as defined below) that Consultant learns, obtains, accesses or creates, shall be held in the strictest confidence unless that Confidential Information becomes either publicly and widely known or is made generally available through no wrongful act of Consultant. Consultant shall not use Confidential Information for any purpose other than performing the Consultant's obligations under this Agreement. Consultant shall not disclose Confidential Information to any person, firm, corporation or other entity, or make copies of Confidential Information, without written authorization from the Company. "Confidential Information" means information and physical material not generally known or available outside the Company and information and physical material entrusted to the Company in confidence by third parties. Confidential Information includes, without limitation: (i) Inventions (as defined below) and other Company inventions; and (ii) technical data, trade secrets, know-how, research, product or service ideas or plans, software codes and designs, developments, inventions, laboratory notebooks, processes, formulas, techniques, lists of, or information relating to, suppliers and customers, pricing methodologies, cost data, market share data, marketing plans, licenses, contract information, business plans, financial forecasts, historical financial data, budgets or other business information disclosed to Consultant by the Company either directly or indirectly, whether in writing, electronically, orally, or by observation. Consultant's obligations concerning the Company's Confidential Information shall survive the termination or expiration of this Agreement and the Engagement Period. Nothing contained herein is intended to limit the Consultant's obligation as a Board member of the Company.

10. **Assignment.** All works of authorship, designs, inventions, improvements, technology, developments, discoveries, ideas, concepts, know-how, and trade secrets conceived, authored, made, developed, discovered, or reduced to practice by Consultant during the Engagement Period, solely or jointly with others, in connection with, or as a result of, the Services performed for Company (collectively, "Inventions") will be the sole property of Company.

Consultant agrees that Consultant will promptly make full written disclosure to the Company, will hold in trust for the sole right and benefit of the Company, and hereby assigns to the Company, or its designee, all Consultant's right, title and interest throughout the world in and to any and all Inventions and all patent, copyright, trademark, trade secret and other intellectual property rights ("Intellectual Property Rights") associated with the Inventions. Consultant hereby waives and irrevocably quit claims to the Company or its designee any and all claims, of any nature whatsoever, that Consultant now has or may hereafter have for infringement of any and all Inventions.

11. **Further Assurances.** Consultant will assist Company and its designees in every proper way to secure the Company's rights, including without limitation any and all Intellectual Property Rights, in the Inventions throughout the world. Consultant will disclose to Company all pertinent information and data with respect to Inventions and related Intellectual Property Rights. Consultant will execute all applications, specifications, oaths, assignments, and other instruments that Company deems necessary in order to apply for and obtain these rights and in order to assign and convey to Company, its successors, assigns, and nominees the sole and exclusive right, title, and interest in and to these Inventions, and any related Intellectual Property Rights. Consultant's obligation to provide assistance will continue after the termination or expiration of this Agreement and the Engagement Period.

12. **Pre-Existing and Third Party Materials.** If in the course of performing the Services, Consultant incorporates into any Invention any other work of authorship, invention, improvement, or proprietary information, or other materials owned by Consultant or in which Consultant has an interest, Consultant will promptly inform Company. Whether or not Consultant gives such notice, Consultant hereby grants to Company a nonexclusive, royalty free, perpetual, irrevocable, worldwide license to reproduce, manufacture, modify, make derivative works of, distribute, sell, use, import, and otherwise exploit the material under all applicable intellectual property laws without restriction of any kind. If Consultant incorporates into any Invention any third party materials and/or intellectual property ("Third Party IP"): (a) Consultant will promptly so inform Company; (b) Consultant hereby grants to Company a royalty free, perpetual, irrevocable, worldwide sub-license to the Third Party IP; (c) Consultant hereby warrants and represents that (i) it has the requisite rights and authority to incorporate such Third Party IP into the Invention(s) and sublicense to Company the rights thereto and (ii) the exercise by Company of any rights granted to Company hereunder will not infringe the rights of any third party; and (d) Consultant shall defend, indemnify and hold harmless Company from all claims arising from Company's use of the Third Party IP.

13. **Attorney in Fact.** If Consultant's unavailability or any other factor prevents Company from pursuing or applying for any application for any United States or foreign registrations or applications covering the Inventions and related Intellectual Property Rights assigned to Company, then Consultant irrevocably designates and appoints Company as Consultant's agent and attorney in fact. Accordingly, Company may act for and in Consultant's behalf and stead to execute and file any applications and to do all other lawfully permitted acts to further the prosecution and issuance of the registrations and applications with the same legal force and effect as if executed by Consultant.

14. **Solicitation of Employees, Consultants and Other Parties.** Consultant agrees that during the term of this Agreement, and for a period of twelve months following the termination or expiration of the Engagement Period, Consultant shall not either directly or indirectly solicit, induce, recruit or encourage any of the Company's employees or consultants to terminate their relationship with the Company, or attempt to solicit, induce, recruit, encourage or take away employees or consultants of the Company, either for itself or for any other person or entity.

15. **Conflicts with this Agreement.** Consultant represents and warrants that Consultant is not under any pre-existing obligation in conflict or in any way inconsistent with the provisions of this Agreement. Consultant represents and warrants that Consultant's performance of all the terms of this Agreement will not breach any agreement to keep in confidence proprietary information acquired by Consultant in confidence or in trust prior to commencement of this Agreement. Consultant represents and warrants that Consultant has the right to disclose and/or use all ideas, processes, techniques and other information, if any, which Consultant has gained from third parties, and which Consultant discloses to the Company or uses in the course of performance of this Agreement, without liability to such third parties. Notwithstanding the foregoing, Consultant agrees that Consultant shall not bundle with or incorporate into any deliveries provided to the Company herewith any third party products, ideas, processes, or other techniques, without the express, written prior approval of the Company. Consultant represents and warrants that Consultant has not granted and will not grant any rights or licenses to any intellectual property or technology that would conflict with Consultant's obligations under this Agreement. Consultant shall not knowingly infringe upon any copyright, patent, trade secret or other property right of any former client, employer or third party in the performance of the Services.

16. **Miscellaneous.**

(a) **Assignment.** Neither party may assign this Agreement without the other party's prior written consent, provided, however, that Company may assign this Agreement without Consultant's prior written consent to any entity that acquires all or substantially all of the business or assets of Company, whether by merger, reorganization, acquisition, sale or otherwise. Any assignment made in conflict with this provision shall be void, and this Agreement shall benefit and bind the permitted successors and assigns of the parties.

(b) **Amendments and Waivers.** Any term of this Agreement may be amended only with the written consent of the Company. The Company shall not be deemed hereby to have waived any rights or remedies it may have in law or equity, nor to have given any authorizations or waived any of its rights under this Agreement, unless, and only to the extent, it does so by a specific writing signed by a duly authorized officer of the Company. Any subsequent change or changes in Consultant's duties, obligations, rights or compensation will not affect the validity or scope of this Agreement.

(c) **Entire Agreement.** This Agreement, including the Exhibits, constitutes the entire agreement of the parties and supersedes all oral negotiations and prior or contemporaneous writings with respect to the subject matter hereof, except that the Award Agreements shall continue in full force and effect.

(d) **Notices.** Any notice required or permitted by this Agreement shall be in writing and shall be deemed sufficient upon receipt, when delivered personally or by courier, overnight delivery service or confirmed facsimile, 48 hours after being deposited in the regular mail as certified or registered mail (airmail if sent internationally) with postage prepaid, if such notice is addressed to the party to be notified at such party's address or facsimile number as set forth below, or as subsequently modified by written notice.

(e) **Choice of Law.** The validity, interpretation, construction and performance of this Agreement shall be governed by the laws of the State of California, without giving effect to the principles of conflict of laws.

(f) **Severability.** If any provision, or any portion of any provision, of this Agreement is held to be unenforceable under applicable law, the parties agree to renegotiate that provision in good faith. In the event that the parties cannot reach a mutually agreeable and enforceable replacement for such provision, then (i) that provision shall be excluded from this Agreement, (ii) the balance of the Agreement shall be interpreted as if the provision were so excluded and (iii) the balance of the Agreement shall be enforceable in accordance with its terms.

(g) **Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together will constitute one and the same instrument.

(h) **Advice of Counsel.** EACH PARTY ACKNOWLEDGES THAT, IN EXECUTING THIS AGREEMENT, SUCH PARTY HAS HAD THE OPPORTUNITY TO SEEK THE ADVICE OF INDEPENDENT LEGAL COUNSEL, AND HAS READ AND UNDERSTOOD ALL OF THE TERMS AND PROVISIONS OF THIS AGREEMENT. THIS AGREEMENT SHALL NOT BE CONSTRUED AGAINST ANY PARTY BY REASON OF THE DRAFTING OR PREPARATION HEREOF.

The parties have executed this Agreement as of the date first written above.

**COMPANY:**

**PINTEREST, INC.**

By: /s/ Christine Deputy  
\_\_\_\_\_  
(signature)

Name: Christine Deputy  
Title: Chief People Officer  
Date: October 13, 2021

**CONSULTANT:**

**EVAN SHARP**, an Individual

By: /s/ Evan Sharp  
\_\_\_\_\_  
(signature)

Date: October 13, 2021

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Benjamin Silbermann, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pinterest, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

**PINTEREST, INC.**

Date: November 4, 2021

By: /s/ Benjamin Silbermann  
Benjamin Silbermann  
Co-Founder, President and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Todd Morgenfeld, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pinterest, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

**PINTEREST, INC.**

Date: November 4, 2021

By: /s/ Todd Morgenfeld  
Todd Morgenfeld  
Chief Financial Officer and Head of Business Operations  
(Principal Financial Officer)

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

I, Benjamin Silbermann, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Pinterest, Inc. for the fiscal quarter ended September 30, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Pinterest, Inc.

I, Todd Morgenfeld, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Pinterest, Inc. for the fiscal quarter ended September 30, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Pinterest, Inc.

**PINTEREST, INC.**

Date: November 4, 2021

By: /s/ Benjamin Silbermann  
Benjamin Silbermann  
Co-Founder, President and Chief Executive Officer  
(*Principal Executive Officer*)

Date: November 4, 2021

By: /s/ Todd Morgenfeld  
Todd Morgenfeld  
Chief Financial Officer and Head of Business Operations  
(*Principal Financial Officer*)

The foregoing certifications are furnished and are not deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), and are not deemed to be incorporated by reference into any filing of Pinterest, Inc. under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Pinterest, Inc. specifically incorporates them by reference.