UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 21, 2026

National CineMedia, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-33296**	**20-5665602**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

6300 S. Syracuse Way, Suite 200 **Centennial, Colorado** **(Address of Principal Executive Offices)**	**80111** **(Zip Code)**

Registrant's Telephone Number, Including Area Code: (303) 792-3600

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, par value $0.01 per share	NCMI	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

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

Explanatory Note

This Form 8-K/A amends the Current Report on Form 8-K filed on September 21, 2026, as amended by Form 8-K/A filed on November 18, 2026 ("Amendment No. 1"), of National CineMedia, Inc. This Form 8-K/A is being filed solely for the purpose of inserting a conformed signature on the Report of Independent Registered Public Accounting Firm that was filed as part of Exhibit 99.1 to Amendment No. 1. The report had been physically signed prior to the filing of Amendment No. 1 but the conformed signature was inadvertently omitted from the electronic version that was filed. Except for this correction, there are no changes in any of the financial or other information contained in the report.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

Attached as Exhibit 99.1 and incorporated into this Item 9.01 by reference are audited financial statements of Captivate Holdings, LLC as of and for the years ended December 31, 2025 and December 31, 2024 as required by Item 9.01(a) of Form 8-K.

Attached as Exhibit 99.2 and incorporated into this Item 9.01 by reference are unaudited financial statements of Captivate Holdings, LLC as of and for the six months ended June 30, 2026 and June 30, 2025 as required by Item 9.01(a) of Form 8-K.

(b) Pro Forma Financial Information.

Attached as Exhibit 99.3 and incorporated into this Item 9.01 by reference are unaudited condensed combined pro forma financial information of the Company, giving effect to the Acquisition of Captivate Holdings, LLC as of and for the six months ended July 2, 2026 and for the year ended January 1, 2026 as required by Item 9.01(b) of Form 8-K.

(c) Exhibits.

Exhibit No.	Description
23.1	Consent of BDO USA, P.C.
99.1	Audited annual financial statements of Captivate Holdings, LLC as of and for the years ended December 31, 2025 and December 31, 2024
99.2	Unaudited interim financial statements of Captivate Holdings, LLC as of and for the six months ended June 30, 2026 and June 30, 2025
99.3	Unaudited condensed combined proforma financial statements and related notes as of and for the six months ended July 2, 2026 and for the year ended January 1, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

NATIONAL CINEMEDIA, INC.

Dated: November 20, 2026 By: /s/ Ronnie Y. Ng

Ronnie Y. Ng
Chief Financial Officer

Exhibit 23.1

Consent of Independent Auditor

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (File No. 333-289259) and Form S-8 (File Nos. 333-238733, 333-266717 and 333-278043) of National CineMedia, Inc. of our report dated November 18, 2026, relating to the consolidated financial statements of Captivate Holdings, LLC, which appears in this Form 8K/A.

/s/BDO USA, P.C.
New York, NY

November 20, 2026

Captivate Holdings, LLC

Consolidated Financial Statements
Years Ended December 31, 2025 and 2024

Captivate Holdings, LLC

Consolidated Financial Statements
Years Ended December 31, 2025 and 2024

Captivate Holdings, LLC

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Independent Auditor's Report

Board of Directors
Captivate Holdings, LLC
New York, New York

Opinion

We have audited the consolidated financial statements of Captivate Holdings, LLC and its subsidiaries (the Company), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, changes in members' deficit, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

/s/BDO USA, P.C.
New York, NY

November 18, 2026

Consolidated Financial Statements

Captivate Holdings, LLC

Consolidated Balance Sheets

December 31,	**2025**	2024
Assets		
Current Assets		
Cash and cash equivalents	**$ 17,083,795**	$ 12,877,181
Accounts receivable, net of allowance for credit losses of $4,214,966 and $4,130,370 as of December 31, 2025 and 2024, respectively	**22,410,366**	17,365,156
Unbilled receivables	**90**	1,522,278
Prepaid expenses and other current assets	**1,518,325**	1,053,331
Total Current Assets	**41,012,576**	32,817,946
Property and Equipment, Net	**12,295,864**	13,962,289
Operating Lease Right-of-Use Asset, Net	**497,793**	953,051
Goodwill	**1,261,339**	1,261,339
Other Assets	**545,268**	585,504
Total Assets	**$ 55,612,840**	$ 49,580,129
Liabilities and Members' Deficit		
Current Liabilities		
Current portion of long-term debt	**$ 722,023**	$ 722,023
Convertible Note, net of deferred financing costs	**23,885,467**	-
Accounts payable	**1,672,045**	1,933,876
Accrued expenses and other liabilities	**9,116,011**	9,823,353
Current portion of operating lease obligations	**438,422**	822,120
Deferred revenue	**659,871**	-
Total Current Liabilities	**36,493,839**	13,301,372
Long-Term Debt, net of deferred financing costs	**26,926,463**	27,612,907
Convertible Note, net of deferred financing costs	**-**	20,567,770
Deferred Tax Liability	**99,838**	-
Operating Lease Obligations, net of current portion	**53,899**	123,913
Total Liabilities	**63,574,039**	61,605,962
Members' Deficit		
Series A Preferred units. 30,327,613 shares authorized, issued and outstanding at December 31, 2025 and 2024	**5,525,020**	5,525,020
Class A Common units. 8,441,853 shares authorized, issued and outstanding at December 31, 2025 and 2024	**301,849**	301,849
Additional paid-in-capital	**1,189,421**	1,008,084
Partner distributions	**(12,462,559)**	(9,003,994)
Accumulated deficits	**(1,022,493)**	(8,389,191)
Accumulated other comprehensive loss	**(1,492,437)**	(1,467,601)
Total Members' Deficit	**(7,961,199)**	(12,025,833)
Total Liabilities and Members' Deficit	**$ 55,612,840**	$ 49,580,129

See accompanying notes to consolidated financial statements.

Captivate Holdings, LLC

Consolidated Statements of Comprehensive Income

Year ended December 31,	**2025**	2024
Net Revenues	**$ 63,916,853**	$ 51,574,672
Operating Expenses		
General and administrative	**12,774,755**	12,600,468
Selling and marketing	**21,690,983**	15,180,924
Technical operations	**12,715,676**	13,097,626
Depreciation and amortization	**3,851,138**	3,919,884
Total Operating Expenses	**51,032,552**	44,798,902
Income from Operations	**12,884,301**	6,775,770
Other Income (Loss)		
Other income (expense), net	**231,544**	(145,338)
Interest income	**479,513**	414,350
Interest expense	**(5,938,533)**	(5,722,545)
Total Other Loss, Net	**(5,227,476)**	(5,453,533)
Income, before income taxes	**7,656,825**	1,322,237
(Provision for) Benefit from Income Taxes	**(290,127)**	26,776
Net Income	**7,366,698**	1,349,013
Other Comprehensive Loss		
Foreign currency translation adjustment	**(24,836)**	(14,885)
Total Comprehensive Income	**$ 7,341,862**	$ 1,334,128

See accompanying notes to consolidated financial statements.

Captivate Holdings, LLC

Consolidated Statements of Changes in Members' Deficit

	Series A Preferred Units		Class A Common Units		Additional Paid-in Capital	Partner Distributions	Accumulated Deficits	Accumulated Other Comprehensive Loss	Total Members' Deficit
	Units	Carrying Value	Units	Carrying Value					
Balance, January 1, 2024	30,327,613	5,525,020	8,441,853	301,849	891,336	(7,439,513)	(9,738,204)	(1,452,716)	(11,912,228)
Share-based compensation	-	-	-	-	116,748	-	-	-	116,748
Net income	-	-	-	-	-	-	1,349,013	-	1,349,013
Partner distributions	-	-	-	-	-	(1,564,481)	-	-	(1,564,481)
Foreign currency translation adjustment	-	-	-	-	-	-	-	(14,885)	(14,885)
Balance, December 31, 2024	30,327,613	5,525,020	8,441,853	301,849	1,008,084	(9,003,994)	(8,389,191)	(1,467,601)	(12,025,833)
Share-based compensation	-	-	-	-	181,337	-	-	-	181,337
Net income	-	-	-	-	-	-	7,366,698	-	7,366,698
Partner distributions	-	-	-	-	-	(3,458,565)	-	-	(3,458,565)
Foreign currency translation adjustment	-	-	-	-	-	-	-	(24,836)	(24,836)
Balance, December 31, 2025	30,327,613	$ 5,525,020	8,441,853	$ 301,849	$ 1,189,421	$ (12,462,559)	$ (1,022,493)	$ (1,492,437)	$ (7,961,199)

See accompanying notes to consolidated financial statements

Captivate Holdings, LLC

Consolidated Statements of Cash Flows

Year ended December 31,	**2025**	2024
Cash Flows from Operating Activities		
Net income	**$ 7,366,698**	$ 1,349,013
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	**3,851,138**	3,919,884
Amortization of loan origination costs	**439,345**	404,091
Bad debt expense	**120,000**	1,879,922
Amortization of commission costs	**178,870**	179,296
Deferred income taxes	**99,838**	-
Non-cash interest expense	**2,913,932**	2,737,861
Amortization of ROU assets	**1,071,776**	1,063,649
Non-cash lease expense – operating leases	**20,123**	(89,426)
Share-based compensation	**181,337**	116,748
Changes in assets and liabilities:		
Accounts receivable	**(5,165,210)**	368,573
Unbilled receivables	**1,522,188**	(1,522,278)
Prepaid expenses and other current assets	**(464,994)**	(116,126)
Other assets	**(138,634)**	33,454
Accounts payable	**(261,831)**	(839,631)
Accrued expenses and other liabilities	**(707,341)**	298,431
Deferred revenue	**659,871**	(26,243)
Operating lease obligation	**(1,090,353)**	(1,063,652)
Net Cash Provided by Operating Activities	**10,596,753**	8,693,566
Cash Flows from Investing Activities		
Purchase of equipment	**(2,188,988)**	(2,093,629)
Net Cash Used in Investing Activities	**(2,188,988)**	(2,093,629)
Cash Flows from Financing Activities		
Partner distributions	**(3,458,565)**	(1,564,481)
Proceeds from borrowings on long-term debt	**-**	13,151,276
Payment of loan origination costs	**-**	(380,316)
Repayment of long-term-debt	**(722,023)**	(14,481,781)
Net Cash Used in Financing Activities	**(4,180,588)**	(3,275,302)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	**(20,563)**	(179,926)
Net Increase in Cash and Cash Equivalents	**4,206,614**	3,144,709
Cash and Cash Equivalents, beginning of year	**12,877,181**	9,732,472
Cash and Cash Equivalents, end of year	**$ 17,083,795**	$ 12,877,181
Supplemental Disclosure of Cash Flow Information		
Cash paid during the year for interest	**$ 2,664,423**	$ 1,754,736
Cash paid during the year for income taxes	**-**	-

See accompanying notes to consolidated financial statements.

1. Description of the Business and Organization

Captivate Holdings, LLC (Company) is the holding company of Captivate, LLC (Captivate), which is a digital media limited liability company that was organized in Delaware in 2013. The Company's operations primarily consist of delivering content and advertising through its digital place-based network, installed in elevator cabs and lobbies of office buildings, hotels and residential buildings. The business is operated in the United States, Canada and France.

2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP). The consolidated financial statements include the accounts of Captivate and its wholly owned foreign subsidiaries, Verticore Communications Ltd. and Blue Fox S.A. (Blue Fox). All significant intercompany transactions and balances have been eliminated.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Management believes the most significant items subject to such estimates and assumptions include the useful lives of long-lived assets and their potential impairment, provision for credit losses, deferred cost recoverability, accruals, carrying value of goodwill, stock-based compensation and the fair value of the Company's stock.

Cash and Cash Equivalents

Cash and cash equivalents include cash held on deposit and highly liquid investments with original maturities of less than three months. The Company maintains its cash and cash equivalents with various financial institutions having high credit quality that, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts or instruments. The Company believes it is not exposed to any significant credit risk on cash.

Accounts Receivable and Allowance for Credit Losses

Accounts receivable are recorded at invoiced amounts to clients that have yet to be collected, and do not bear interest. The Company evaluates the collectability of its accounts receivable using the Current Expected Credit Loss (CECL) model in accordance with Accounting Standards Codification ("ASC") 326, *Financial Instruments - Credit Losses*. Under this model, the Company estimates expected credit losses over the contractual life of receivables at the time of initial recognition and in subsequent periods. The estimate of expected credit losses is based on a combination of historical loss experience and reasonable and supportable forecasts of future conditions.

The Company applies a pooled approach to accounts receivable with similar risk characteristics, such as customer type, and aging category. The allowance for credit losses is presented as a contra- asset to accounts receivable on the Consolidated Balance Sheet. Account balances are written off against the allowance when deemed uncollectible. The allowance for credit losses at December 31,

2025 and 2024 was approximately $4.2 million and $4.1 million, respectively, and charges against the allowance are included in general and administrative expense on the Consolidated Statements of Comprehensive Income.

The allowance for credit losses activity was as follows:

Year ended December 31,	**2025**	2024
Beginning balance	**$ 4,130,370**	$ 2,497,437
Charged to expenses	**120,000**	1,879,922
Write-offs	**(35,404)**	(246,989)
Ending Balance	**$ 4,214,966**	$ 4,130,370

December 31,

	2025			2024		
	Accounts Receivable	**Provision for Credit Losses**	**Net Amount**	Accounts Receivable	Provision for Credit Losses	Net Amount
Balance	**$ 26,625,332**	**$ (4,214,966)**	**$ 22,410,366**	$ 21,495,526	$ (4,130,370)	$ 17,365,156

Property and Equipment, Net

Property and equipment are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets (range from 5 - 10 years).

Expenditures for maintenance and minor repairs are expensed as incurred; expenditures for betterments and major renewals, which substantially increase the useful life of the asset, are capitalized. When assets are retired or otherwise disposed of, their cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is included in operating results.

Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I) and the lowest priority to unobservable inputs (Level III). The three levels of the fair value hierarchy are described below:

Level 1 - Pricing inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.

Level 2 – Pricing inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in inactive markets; inputs other than quoted market prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level II input must be observable for substantially the full term of the asset or liability.

Level 3 – Pricing inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The Company's financial instruments consist of cash equivalents, accounts receivable, accounts payable, accrued expenses, and debt. Cash equivalents are stated at amortized cost, which approximates fair value due to their short period of time to maturity. Accounts receivable, accounts payable, accrued expenses are stated at their carrying value, which approximates fair value due to their short-term nature. The fair value of the Company's debt obligations approximates their carrying value, as the stated interest rates of these instruments are variable and reflect market-based rates.

Goodwill

The Goodwill of $1.2 million relates to the excess of the amount paid to acquire Blue Fox in France over the fair value of identifiable net assets at date of acquisition. Goodwill is allocated to the reporting unit in which the business that created the goodwill resides. A reporting unit can be an operating segment, or a business unit one level below that operating segment, for which discrete financial information is prepared and regularly reviewed by segment management. The Company evaluates the carrying value of goodwill at the aggregated reporting unit level for impairment at least annually or when an interim triggering event occurs that may indicate potential impairment. The Company's annual test is performed as of the end of the fiscal year. The testing of goodwill uses estimates and assumptions affected by factors such as economic and industry conditions along with changes in forecasted operating performance. The evaluation involves comparing the reporting unit's fair value to its carrying value. If the fair value exceeds its respective carrying value, then the Company concludes that no impairment has occurred. If the carrying value exceeds its fair value, the Company would recognize an impairment loss in an amount equal to the excess up to the total amount of goodwill allocated to that reporting unit.

The Company performed a qualitative assessment for the years ended December 31, 2025 and 2024 (Step 0). Based on the assessment performed, management concluded that it is not more likely than not that the fair value of the aggregated reporting units is less than their carrying value, and therefore no goodwill impairment charges were recognized.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets, such as property and equipment, and operating lease right-of-use assets subject to amortization for possible impairment whenever events or changes in circumstances indicate that the carrying value of an asset group may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset group to the estimated undiscounted net cash flows expected to be generated by the assets. If the carrying value of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying value of the asset group exceeds the fair value of the asset group. The Company believes all long-lived assets are fully recoverable as of December 31, 2025 and 2024.

Income Taxes

The Company was formed as a limited liability company in Delaware and is treated as a partnership for U.S. federal income tax purposes. For U.S. federal income tax purposes, a partnership is generally not subject to tax. Instead, the partners of the partnership are responsible for reporting their share of the partnership's income on their tax returns and paying any associated U.S. federal income tax.

Most states apply the same flow-through tax treatment that the U.S. federal government applies and tax the partners on their share of the partnership's income. Some state and local jurisdictions impose a partnership level tax. For those states that impose a partnership level tax, the Company has accrued a state income tax payable.

The Company's foreign subsidiaries were formed as corporations and are subject to income taxes in Canada and France. Therefore, the Company has accrued foreign taxes payable and recognized income tax expense and deferred tax assets and liabilities resulting from temporary differences.

The tax years subject to examination by the taxing authorities are years ended December 31, 2022 and forward.

Uncertain Tax Positions

The Company accounts for the effect of any uncertain tax positions based on a "more likely than not" threshold to the recognition of the tax positions being sustained based on the technical merits of the position under scrutiny by the applicable taxing authority. If a tax position or positions are deemed to result in uncertainties of those positions, the unrecognized tax benefit is estimated based on a "cumulative probability assessment" that aggregates the estimated tax liability for all uncertain tax positions. Interest and penalties assessed, if any, are accrued as income tax expense. In management's opinion, the Company has no uncertain tax positions as of December 31, 2025 and 2024.

Revenue Recognition

The Company earns revenue primarily from (i) selling digital advertising directly to advertisers and agencies, (ii) selling advertising via programmatic channels, (iii) partner-fee advertising arrangements, (iv) monthly subscription arrangements with building partners, and (v) content-as-a- service arrangements. Across these streams, the core promised service is delivery of digital advertising impressions on the Company's network of displays; certain ancillary activities are fulfillment activities or administrative in nature. Where contracted and priced separately, certain optional services (e.g., creative production, analytics, or platform access) may be separate performance obligations as described below. The Company accounts for revenue in accordance with ASC 606, Revenue from Contracts with Customers.

Performance Obligations Overview

(1) *Advertising services (Direct, Programmatic, Partner Fee)* - The primary promised service is the delivery of digital advertising impressions on the Company's network. This is a series of services satisfied over time, typically measured using an output method (impressions delivered).

(2) *Building Fee (Subscriptions)* - Time-based access to operate/monetize in-building display networks is satisfied over time over the service period.

(3) *Content-as-a-Service (CaaS)* - Curation/scheduling and delivery of content (and related ads) across partner networks is a series of services satisfied over time.

Consideration is typically based on contracted Cost Per Mille (CPMs) or fixed fees. Variable consideration arises from impression delivery variability, make-goods, bonuses and targeting/measurement options.

Payment terms are customary for the industry, with billings generally monthly in arrears. The Company does not adjust consideration for a significant financing component when the period between transfer of services and payment is one year or less.

The determination of whether revenue should be reported on a gross or net basis is based on an assessment of whether the Company is acting as the principal or an agent in accordance with the guidance under ASC 606. Making such determination involves judgement and an evaluation of the terms of each arrangement, none of which are considered presumptive or determinative. The Company evaluates whether it controls the specified service before transfer to the customer. In buy-side procurement or certain programmatic arrangements, the Company may act as agent and recognize revenue net of pass-through costs. When the Company controls the impression inventory, revenue is recognized gross.

Disaggregation of Revenue

The Company disaggregates revenue into the categories of office and residential advertising and other. This method of disaggregation is in alignment with how revenue is reviewed by management. Revenues during the years ended December 31, 2025 and December 31, 2024 were as follows:

December 31,	**2025**	2024
Office advertising revenue	**$ 46,343,271**	$ 36,476,847
Residential advertising revenue	**5,308,731**	3,541,299
Other revenue	**12,264,851**	11,556,526
Total	**$ 63,916,853**	$ 51,574,672

Contract liabilities (deferred revenue) arise when consideration is billed or received before impressions or other contracted services are delivered. Changes in asset and liability balances are driven by the timing of billings versus delivery of impressions or other services. Balances at December 31, 2025 and December 31, 2024 were as follows:

December 31,	**2025**	2024
Accounts receivable, gross	**$ 26,625,332**	$ 21,495,526
Contract liabilities	**659,871**	-

The revenue recognized that was included in the corresponding contract liabilities balance at the beginning of the year for the years ended December 31, 2025 and 2024 was $- 0 - and $26,243, respectively.

The Company applies the practical expedient in ASC 606-10-50-14 and does not disclose the value of remaining performance obligations for contracts with an expected duration of one year or less.

Trade Transactions

Trade transactions represent simultaneous agreements to exchange advertising time for merchandise or services. Trade transactions are generally recorded at the fair market value of the merchandise or services received. Trade transactions in which advertising time is exchanged for other advertising time is valued based on similar cash transactions occurring within the six-month period prior to the trade transaction. Revenue is recognized on trade transactions when the advertising is run; expenses are recorded when the merchandise or service received is utilized.

Revenue from trade transactions for the years ended December 31, 2025 and 2024 was approximately $1,823,000 and $1,736,000, respectively, and is included in net revenues. Trade expenses for the years ended December 31, 2025 and 2024 were approximately $1,775,000 and $1,736,000, respectively, and are included in operating expenses, specifically determined by the identity and use of the merchandise or service.

Research and Development Costs

Research and development costs, other than certain software development costs, are expensed as incurred. Research and development costs for the years ended December 31, 2025 and 2024 were approximately $138,000 and $125,000, respectively, and are included in selling and marketing expense on the Consolidated Statements of Comprehensive Income.

Stock-Based Compensation

The Company reports stock-based compensation in accordance with ASC 718 - Stock Compensation for all stock awards granted to employees including stock options and restricted stock units (RSUs).

The fair value of stock options is estimated using the Black-Scholes option pricing model. The model requires management to make several assumptions, including the fair value and expected volatility using peer company volatility, expected life of the option, risk-free interest rate, and expected dividend yield. The fair value of the underlying stock is the fair value of the Company's common stock on the date of grant. The expected stock price volatility assumption for the Company's stock is determined using a weighted average of the historical stock price volatility of comparable companies from a representative peer group, as sufficient trading history for the Company's stock is not available. The Company uses the simplified method to estimate the expected term. The risk- free interest rate for the periods within the expected life of the option is based on the U.S. Treasury zero coupon bonds with terms consistent with the expected term of the award at the time of grant. The expected dividend yield assumption is based on the Company's history and expectation of no dividend payouts.

The fair value of the RSUs is estimated based on the fair value of the Company's common shares on the grant date. The shares' fair value is recognized as compensation expense over the vesting period. The Company estimates forfeitures of unvested restricted share awards at the time of grant and revises those estimates, if necessary, in subsequent periods based on actual experience and expected future trends.

Advertising Expense

Advertising costs, which are included in selling and marketing expense, are expensed as incurred. Advertising costs for the years ended December 31, 2025 and 2024 were $146,741 and $75,045, respectively.

Concentrations of Credit Risk and Significant Customers

Financial instruments that potentially subject Captivate to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. At December 31, 2025 and 2024, Captivate had cash and cash equivalent balances at certain financial institutions in excess of federally insured limits and in a Canadian bank. However, Captivate does not believe that it is subject to credit risk beyond the normal credit risk associated with commercial banking relationships as management believes the institutions that hold the Company's cash are financially sound. Accounts receivable are customer obligations due under normal trade terms. Management believes

its credit policies are prudent and reflect normal industry terms and business risk. Captivate does not anticipate nonperformance by its customers and, accordingly, does not require collateral for accounts receivable.

At December 31, 2025, one customer accounted for approximately 25% of accounts receivable, and at December 31, 2024, two customers accounted for approximately 15% and 10% of accounts receivable.

For the year ended December 31, 2025, one customer represented 18% of revenues, and for the year ended December 31, 2024, one customer represented 11% of revenues.

Net revenues from foreign operations were $4,324,212 for 2025 and $3,110,494 for 2024.

Leases

The Company accounts for leases in accordance with ASC 842, *Leases*. Right of use (ROU) assets represent the Company's right to use an underlying asset for the lease term while lease liabilities represent the Company's obligation to make lease payments arising from the leases. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Company uses the rate implicit in the lease when that rate is readily determinable. When the rate implicit in the lease is not readily determinable, the Company uses its incremental borrowing rate based on information available at the lease commencement date in determining the present value of lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company has elected practical expedients; not to separate lease components from non-lease components for all existing classes of assets, and to apply the short-term lease exception, which does not require capitalization of leases with terms of 12 months or less.

Foreign Currency Translation

Results of operations for Captivate's Canadian subsidiary where the Canadian dollar is the functional currency and Captivate's French subsidiary where the Euro is the functional currency, are translated into U.S. dollars using the average monthly exchange rates during the year. Assets and liabilities from each subsidiary are translated into U.S. dollars using the exchange rate in effect as of the balance sheet date. The related translation adjustments are recorded in other comprehensive income.

Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred. Foreign currency transaction losses of $229,556 and $167,699 for the years ended 2025 and 2024, respectively, are included in other income (expense), net.

Comprehensive Income

Components of comprehensive income are reported directly in the consolidated statements of comprehensive income and relate to foreign currency translation adjustments.

Deferred Financing Costs

The Company records certain expenses incurred in connection with its long-term debt and convertible note payable as debt discounts and amortizes them over the term of the respective debt agreement. Amortization of these costs is determined using the straight-line method, which approximates the effective interest method, and is included in interest expense on the consolidated statements of comprehensive income.

Recently Adopted Accounting Pronouncements

The Company did not adopt any accounting pronouncements during the years ended December 31, 2025 and 2024.

Recently Issued Accounting Pronouncements

In November 2024, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2024-03, Expense Disaggregation Disclosures ("ASU 2024-03"), which expands the disclosures about a public business entity's expenses and addresses requests from investors for more detailed information about the types of expenses in commonly presented expense captions. Under the new guidance, entities must disclose additional information about certain costs and expenses on an annual and interim basis to enable investors to develop more decision-useful financial analyses. This guidance is effective for issuances relating to periods beginning on and after December 15, 2026. The Company is still evaluating the expected impact this will have on the Company's Consolidated Financial Statements.

In September 2025, the FASB issued Accounting Standards Update No. 2025-06, Targeted Improvements to the Accounting for Internal-Use Software ("ASU 2025-06"), which modernizes the accounting for internally developed software costs. Under the new guidance, the accounting will better align with how software is developed and eliminates the stage-based rules by establishing a principles-based framework consistent with modern software development practices. This guidance is effective for issuances on and after December 15, 2027. The Company is still evaluating the expected impact this will have on the Company's Consolidated Financial Statements.

3. Property and Equipment, Net

Property and equipment consist of the following:

December 31,	Useful Life (Years)	**2025**	2024
Network equipment in buildings	5–10	**$ 44,503,577**	$ 43,365,560
Computer equipment and software	5	**4,581,903**	4,429,398
Furniture and fixtures	5	**614,720**	614,586
Leasehold improvements	5	**451,521**	451,206
Construction in progress	N/A	**3,362,168**	2,464,151
		53,513,889	51,324,901
Less: accumulated depreciation		**(41,218,025)**	(37,362,612)
Property and Equipment, Net		**$ 12,295,864**	$ 13,962,289

Depreciation expense for the years ended December 31, 2025 and 2024 was $3,851,138 and $3,919,884, respectively.

4. Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consist of the following:

December 31,	**2025**	2024
Accrued payroll amounts	**$ 4,191,428**	$ 2,081,666
Accrued revenue share (Note 10)	**3,734,008**	3,043,290
Accrued management fees	**-**	2,237,500
Other	**1,190,575**	2,460,897
Total	**$ 9,116,011**	$ 9,823,353

5. Debt

Credit Agreements

Original

The Company entered into a term loan agreement (the Credit Agreement) on June 4, 2018 for $23,000,000 with an additional $5,000,000 revolver, and borrowed $16,000,000 as part of the first installment of the loan, proceeds of which were used to refinance the outstanding Credit Agreement loan balance and issue a distribution to Members holding the Company's Series A Preferred Units and the Company's Class A Common Units. On October 10, 2018, the Company borrowed $2,500,000 as part of the second installment of the Credit Agreement loan, proceeds of which were also used to issue a distribution to Members holding the Company's Series A Preferred Units and the Company's Class A Common Units. On December 5, 2019, the Company further amended the Credit Agreement (the Amended and Restated Credit Agreement) and borrowed an additional $6,209,375. Those proceeds were also used to issue a distribution to Members holding the Company's Series A Preferred Units and the Company's Class A Common Units. On April 3, 2020, the agreement was amended and restated, so that the quarterly principal payments due in March and June 2020 totaling $862,500 were deferred and added to the remaining principal balance due at the end of the term.

The combined loan origination costs of approximately $580,000 for all the installments and amendments of the loan were recorded as deferred costs and are being amortized to expense on a straight-line over the term of the loan. Under the Amended and Restated Credit Agreement, the loan bore interest at a rate per annum equal to the SOFR rate plus 3.50%- 4.0% based on the Company's Total Leverage Ratio. The SOFR and incremental rate are defined in a manner customary for credit facilities of this type. The loan was repayable quarterly and was due on December 5, 2024.

The Amended and Restated Credit Agreement included customary representation and warranties, restrictive covenants, including covenants limiting the ability of the Company to incur indebtedness and liens, other guarantees, merge with, sell, transfer or dispose of substantially all of the assets or capital stock of a subsidiary, enter into certain transactions with affiliates, sell and leaseback any assets, make loans or investments, and amend organization documents. The Amended and Restated Credit Agreement also required the borrower to meet or exceed covenants or receive a waiver. Captivate has the right to prepay all or a portion of the loan without premium or penalty.

On November 20, 2020, the Company borrowed $15,000,000 under the Main Street Lending Program (the "MSLP Loan") run by the Federal Reserve as a result of the CARES Act established to support eligible businesses impacted by the COVID-19 pandemic. The loan has a five-year maturity with principal payments deferred for two years and interest payments deferred for one year. Under the program, 15% of the principal will be due at the end of years three and four, and a balloon payment of 70% of principal will be due at the end of year five. The loan bears interest at an adjustable rate of SOFR plus 3.26161%. Captivate has the right to prepay all or a portion of the loan without premium or penalty. The origination costs of approximately $535,000 are recorded as deferred costs and are being amortized to expense over the term of the loan. As part of this agreement, Captivate was required to maintain a reserve account of $4,500,000 which was restricted through September 30, 2024.

The effective interest rate of the Term loan (including Revolver) and MSLP loan for the years ended December 31, 2025 and 2024 was 10.88% and 9.52%, respectively.

Refinancing

On October 4, 2024, the Company refinanced its Amended and Restated Credit Agreement with Webster Bank (the Senior Credit Facility). The key terms include a maturity date of January 1, 2027, with a $5,000,000 revolver and a term loan of $28,880,390 which was used to pay off the MSLP Loan. The new interest rate is SOFR + CSA (credit spread adjustment) of 3.5% - 4.5%. The Senior Credit Facility is currently subject to covenants requiring the company to maintain a total leverage ratio of 3.25x through September 30, 2025 with a step down to 3.00x thereafter and a fixed charge coverage ratio of 1.10x. The Company is in compliance with all covenants. The refinancing was accounted for as a modification. Origination costs of approximately $302,000 are recorded as deferred financing costs and are being amortized to expense over the term of the loan.

Interest expense related to the refinanced term loan were $2,474,541 and $499,090 for the years ended December 31, 2025 and 2024, respectively. Amortization expense for deferred financing costs were $439,345 and $34,875 for the years ended December 31, 2025 and 2024, respectively.

Interest expense was as follows:

Year ended December 31,	**2025**	2024
Credit Agreement	**$ -**	$ 1,184,040
Senior Credit Facility	**2,474,541**	499,090
MSLP Loan	**-**	845,189
Debt financing costs amortization	**439,345**	236,713
Other	**110,715**	52,274
Total	**$ 3,024,601**	$ 2,817,306

Principal payments due on long-term debt for each of the next two fiscal years are as follows:

Year ending December 31,	
2026	$ 722,023
2027	27,256,377
Total Payments	$ 27,978,400

Long-term debt consists of the following:

December 31,	**2025**	2024
Total term loan borrowings	**$ 27,978,400**	$ 28,700,424
Less: current portion of long-term debt	**(722,023)**	(722,023)
	27,256,377	27,978,401
Less: deferred financing costs	**(329,914)**	(365,494)
Long-Term Debt, net of loan origination costs	**$ 26,926,463**	$ 27,612,907

Convertible Notes

On July 8, 2022, July 15, 2022, October 21, 2022, and December 30, 2022, the Company issued convertible promissory notes with principal amounts of $10,942,776, $250,000, $100,000, and $4,000,000, respectively. The company did not recognize a discount or premium, or any material issuance costs related to the notes. The notes bear interest at a rate equal to Term SOFR plus 900 basis points per annum with a SOFR floor of 1.00%, compounded quarterly. Interest is payable in kind ("PIK") and is capitalized to principal unless the Company elects to pay interest in cash with five business days' prior notice. Origination costs of approximately $744,000 are recorded as deferred financing costs and are being amortized to expense over the term of the loan.

The notes mature on December 31, 2026, are classified as a current liability, and are convertible into Series B Preferred Units and Class C Common Units under certain conditions, as described below. No interest has been paid in cash to date.

The notes include the following conversion provisions:

Maturity Conversion - On the maturity date, the full outstanding amount (including principal and accrued PIK interest) will automatically convert into Series B Preferred Units at the then-effective conversion price.

Change of Control Conversion - If a Change of Control occurs prior to maturity, holders may elect to convert the outstanding amount into Class C Common Units or otherwise receive a cash repayment including a prepayment premium.

Conversion Price - The conversion price is initially fixed at $2.41 per share, but is subject to adjustment in the event of certain dilutive issuances, including securities issued at prices below the conversion price, or for non-cash consideration. These provisions result in a variable number of units issuable upon conversion.

The convertible notes include a prepayment premium of 3% of principal if repaid within one year of issuance, 1% if repaid between one and two years, thereafter, there are no prepayment premiums. As of December 31, 2025 and December 31, 2024, no prepayments occurred, and no premium has been accrued.

The effective interest rate for the years ended December 31, 2025 and 2024 was 12.99% and 15.17%, respectively.

For the year ended December 31, 2025 and December 31, 2024, the Company recognized interest expense of $2.9 million and $2.7 million, respectively.

For the year ended December 31, 2025 and December 31, 2024, the Company recognized deferred financing cost amortization expense of $167,378 and $122,151, respectively.

6. Capital Units

The authorized equity of the Company consists of (i) 30,327,613 Series A Preferred Units (Preferred), and (ii) 8,441,853 Class A Common Units. All such units are outstanding.

During 2025 and 2024, the Company did not make any return of capital distributions to the Preferred and Common unit holders.

After taking into effect the return of capital to the Preferred and Common unit holders, the unreturned capital investment attributable to the Preferred units was $5,525,020 at both December 31, 2025 and 2024.

The Company's Series A Preferred Units have the following characteristics:

Conversion Rights

Holders of the Series A Preferred Units may convert their units into Class C Common Units at any time based on a defined conversion rate, initially set at 1:1, subject to anti-dilution adjustments.

A mandatory conversion into Class C Common Units occurs upon a Qualified IPO or with majority consent of relevant unit holders, at which point all rights tied to the original units terminate, except for the right to receive Class C Common Units and accrued obligations.

Distribution Rights

Holders of the Series A Preferred Units are entitled to receive cumulative distributions, out of distributable funds, equal to 6% per annum in respect to unreturned capital, compounded annually, which may be declared at the discretion of the Preferred unit holder.

During 2025 and 2024, the Company did not make any distributions to the Preferred unit holders. As of December 31, 2025 and 2024, the cumulative earned distribution balance was $7,840,201 and $7,396,416, respectively.

Additionally, during 2025 and 2024, the Company made various distributions totaling $3,458,565 and $1,564,481, respectively, to or on behalf of its partners to cover their income tax liability in accordance with the operating agreement.

Liquidation Preferences

In the event of any liquidation, dissolution or winding-up of the affairs of Captivate, distributions are made:

1) First to Series B Preferred Unit holders
2) Second to Series A Preferred Unit holders
3) Third to Class A common unit holders.
4) Thereafter, the remaining proceeds are distributed to members in proportion to their respective participating percentage interests

The holders of the Series B and A Preferred Units are entitled to receive (i) any past due distributions, and thereafter, and (ii) unreturned capital investment until such amount has been reduced to zero. Then, the holders of the Class A Common Units are entitled to receive distributions until their unreturned capital investment has been reduced to zero.

Voting Rights

The Preferred and Common unit holders are entitled to one vote per unit.

7. 2013 Stock Plan

In 2013, Captivate Network Holdings, Inc. (Captivate Network), the majority holder of the Series A Preferred stock, created a stock plan for the benefit of current and former employees as well as consultants of the Company. A total of 5,720,345 shares of the Series A Preferred stock are held by Captivate Network in a pool of shares and options available for grant or sale to key employees or consultants of the Company. These shares and options are exercisable in Common A Units of Captivate Network and therefore do not impact the outstanding shares of the Company. However, since the awards are for the benefit of the Company's employees, the Company records the compensation expense for the fair value of the shares awarded.

The equity interests of this pool correlate to tracking equity interests that have no liquidation preference but are available, upon final sale or dissolution of the Company, for distribution, in proportion to the number of shares held, after all other liquidation preferences have been satisfied (for the Series A Preferred Unit holders and the Class A Common Unit holders).

Restricted share award activities during the year ended December 31, 2025 is as follows:

	Number of RSUs	Weighted- Average Remaining Contractual Term (Years)	Weighted-Average Grant-Date Fair Value
Nonvested, December 31, 2024	728,229	8.0	$ 0.02
Granted	- 0 -	-	-
Vested	(443,529)	6.9	0.02
Forfeited	(46,249)	-	-
Nonvested, December 31, 2025	238,451	7.4	$ 1.14

During 2025 and 2024, - 0 - and 207,469 shares were granted, respectively. The shares are restricted and generally vest over 4 or 5 years.

Share-based compensation for 2025 and 2024 related to restricted shares was $129,679 and $92,180, respectively, and included in General and Administrative expenses. As of December 31, 2025, the total unrecognized compensation cost of $420,271 related to nonvested awards reflects the estimated impact of future forfeitures and is expected to be recognized over a weighted-average period of 2.2 years.

Stock option activities during the year ended December 31, 2025 is as follows:

	Number of Options	Weighted-Average Exercise Price per Share	Weighted- Average Remaining Contractual Term (Years)	Weighted-Average Grant-Date Fair Value
Outstanding, December 31, 2024	414,530	$ 2.38	8.0	$ 1.22
Granted	496,482	2.53	-	1.25
Forfeited	(250,000)	2.41	-	1.22
Outstanding, December 31, 2025	661,012	$ 2.48	6.4	$ 1.25
Vested and Exercisable, December 31, 2025	136,030	$ 2.32	4.4	$ 1.11

During 2025 and 2024, there were 496,482 and 122,175 options granted, respectively. These options generally vest on a 3 to 5-year time basis. The total fair value of shares vested under the Stock Option plan during 2025 was $38,247.

The company valued awards using the following inputs:

Year ended December 31,	**2025**	2024
Weighted average term	**7 years**	7 years
Volatility	**40.1%**	40.1%
Risk-free rate	**3.95% - 4.65%**	3.95% -4.65%
Expected dividend yield	**-**	-

Share-based compensation expense for 2025 and 2024 related to stock options was $51,658 and $24,568, respectively, and is included in General and Administrative expenses. As of December 31, 2025, the total unrecognized compensation cost of $131,717 related to nonvested awards reflects the estimated impact of future forfeitures and is expected to be recognized over a weighted-average period of 2.2 years.

8. Retirement Plan

Captivate has a 401(k) Plan (the "Plan"), which qualifies under Section 401(k) of the Internal Revenue Code of 1986. All U.S. full-time employees are eligible to participate in the Plan. The Plan allows participants to defer a portion of their compensation on a pre-tax basis. At Captivate's election, it can make a matching contribution to the Plan. Captivate's matching contribution for the years ended December 31, 2025 and 2024 was approximately $594,000 and $583,000, respectively.

9. Income Taxes

The components of the benefit from (provision for) income taxes are as follows:

December 31,	**2025**	2024
Deferred:		
Foreign	**$ (290,127)**	$ 26,776
Total Income Tax (Expense) Benefit	**$ (290,127)**	$ 26,776

Deferred tax assets relate to Captivate's Canadian subsidiary and consisted primarily of Net Operating Losses of $3,628,741 and differences between the financial statements and tax basis of property and equipment. Captivate established a full valuation allowance against deferred tax assets at December 31, 2024 of $758,839. There was no movement on the valuation allowance as of December 31, 2025.

The Company follows the provision of ASC Topic 740, *Income Taxes*, in calculating its uncertain tax benefits. As of December 31, 2025 and 2024, the Company had no uncertain tax benefits.

10. Commitments and Contingencies

Leases

The Company leases office facilities under non-cancellable lease agreements. The leases provide for additional rent based upon operating costs and real estate tax escalations. The Company's leases have remaining lease terms of one to two years, some of which may include options to extend the leases.

The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Operating lease costs under these leases totaled approximately $971,000 and $959,000 in 2025 and 2024, respectively, and are included in general and administrative expenses.

The following is a schedule of approximate future minimum annual payments due under all non-cancelable operating leases as of December 31, 2025:

Year ending December 31,	
2026	$ 444,795
2027	54,167
Total Minimum Lease Payments	498,962
Less: imputed interest	(6,641)
Total	$ 492,321

December 31, 2025	
Current portion of operating lease obligations	$ 438,422
Operating lease obligations, net of current portion	53,899
Total	$ 492,321

Other information related to operating leases was as follows:

Year ended December 31,	**2025**	2024
Cash paid for amounts included in the measurement of lease liabilities	**$ 1,090,333**	$ 1,169,444
Weighted average remaining lease term	**0.91 years**	1.3 years
Weighted average discount rate	**3.23%**	1.04%

Letters of Credit

The Company maintains a letter of credit sub-facility under its credit agreement to support obligations related to office space leases. As of December 31, 2025 and 2024, the Company had an aggregate letter of credit commitment of $290,571.

No amounts were drawn under any letters of credit during the years ended December 31, 2025 and 2024.

Revenue Share

Captivate has entered into revenue share agreements with owners of the buildings where Captivate's screens are installed. Payments under these agreements are contingent on the amount of advertising that is displayed in such buildings. These costs are categorized as a contra revenue within net revenues on the Consolidated Statements of Comprehensive Income. Total revenue share for the years ended December 31, 2025 and 2024 was approximately $2,130,000 and $1,605,000, respectively.

As of December 31, 2025 and 2024, the accrued revenue share liability of $3,734,008 and $3,043,290, respectively, were included in accrued expenses and other liabilities on the Consolidated Balance Sheets.

Other

From time to time, Captivate is subject to various claims that arise in the ordinary course of business. Management believes that any liability of Captivate that may arise out of or with respect to these matters will not materially adversely affect the financial position, results of operations or cash flows of Captivate.

11. Related Party Agreements

Captivate has a professional services agreement with Generation Partners, a holder of the Series A Preferred Units for rendering management, consulting and financial services to the Company. Captivate's expense for the years ended December 31, 2025 and 2024 was $1,000,000 and is included in general and administrative expense on the Consolidated Statements of Comprehensive Income.

As of December 31, 2025 and 2024, amounts due to Generation Partners of $- 0 – and $2,237,500, respectively, were included in accrued expenses and other liabilities on the Consolidated Balance Sheets.

Captivate has an arrangement with Greenlight Media for consulting services. Greenlight Media is controlled by a board member of the Company. Captivate's expense for the years ended December 31, 2025 and 2024 was $158,539 and $249,366, respectively, and is included in technical operations expense on the Consolidated Statements of Comprehensive Income.

As of December 31, 2025 and 2024, amounts due to Greenlight Media of $- 0 - and $302,000, respectively, were included in accrued expenses and other liabilities on the Consolidated Balance Sheets.

12. Subsequent Events

The Company has evaluated subsequent events through November 18, 2026, the date that the consolidated financial statements were available to be issued and determined that there have been no events that occurred that would require the adjustments to the disclosures and consolidated financial statements with the exception of the following:

On March 1, 2026 the Company signed a new lease office space in New York, NY and runs through February 28, 2028. The Company recorded a ROU asset and corresponding ROU liability of $1,021,841 in March 2026 and will incur total expense of $1,021,841 over the term.

On September 18, 2026, NCM Holdings, LLC, a wholly-owned subsidiary of National CineMedia, Inc. ("NCM") entered into the Securities Purchase Agreement and Plan of Merger with the Company pursuant to which NCM acquired the Company (the "Captivate Purchase Agreement"). The purchase price of the acquisition is $275.0 million in exchange for 100.0% of the ownership of the Company.

Captivate Holdings, LLC

Unaudited Consolidated Financial Statements
Six Months Ended June 30, 2026 and 2025

Captivate Holdings, LLC

Unaudited Consolidated Financial Statements
Six Months Ended June 30, 2026 and 2025

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Unaudited Consolidated Financial Statements

Captivate Holdings, LLC

Consolidated Balance Sheets (Unaudited)

As of	**June 30, 2026**	December 31, 2025
Assets		
Current Assets		
Cash and cash equivalents	**$ 20,725,794**	$ 17,083,795
Accounts receivable, net of allowance for credit losses of $2,646,758 and $4,214,966 as of June 30, 2026 and December 31, 2025, respectively	**17,747,241**	22,410,366
Unbilled receivables	**141,511**	90
Prepaid expenses and other current assets	**1,541,247**	1,518,325
Total Current Assets	**40,155,793**	41,012,576
Property and Equipment, Net	**11,906,881**	12,295,864
Operating Lease Right-of-Use Asset, Net	**1,064,146**	497,793
Goodwill	**1,261,339**	1,261,339
Other Assets	**513,640**	545,268
Total Assets	**$ 54,901,799**	$ 55,612,840
Liabilities and Members' Deficit		
Current Liabilities		
Current portion of long-term debt	**$ 27,458,087**	$ 722,023
Convertible Note, net of deferred financing costs	**25,421,814**	23,885,467
Accounts payable	**2,576,908**	1,672,045
Accrued expenses and other liabilities	**7,112,201**	9,116,011
Current portion of operating lease obligations	**794,939**	438,422
Deferred revenue	**195,720**	659,871
Total Current Liabilities	**63,559,669**	36,493,839
Long-Term Debt, net of deferred financing costs	**-**	26,926,463
Deferred Tax Liability	**-**	99,838
Operating Lease Obligations, net of current portion	**398,763**	53,899
Total Liabilities	**63,958,432**	63,574,039
Members' Deficit		
Series A Preferred units. 30,327,613 shares authorized, issued and outstanding at June 30, 2026 and December 31,2025	**5,525,020**	5,525,020
Class A Common units. 8,441,853 shares authorized, issued and outstanding at June 30, 2026 and December 31,2025	**301,849**	301,849
Additional paid-in-capital	**1,278,217**	1,189,421
Partner distributions	**(14,414,505)**	(12,462,559)
Accumulated deficits	**(255,374)**	(1,022,495)
Accumulated other comprehensive loss	**(1,491,840)**	(1,492,435)
Total Members' Deficit	**(9,056,633)**	(7,961,199)
Total Liabilities and Members' Deficit	**$ 54,901,799**	$ 55,612,840

See accompanying notes to consolidated financial statements.

Captivate Holdings, LLC

Consolidated Statements of Comprehensive Income (Unaudited)

Six months ended June 30,	**2026**	2025
Net Revenues	**$ 29,127,401**	$ 28,525,146
Operating Expenses		
General and administrative	**6,715,730**	5,777,351
Selling and marketing	**10,753,708**	9,700,221
Technical operations	**6,782,870**	6,084,737
Depreciation and amortization	**1,714,266**	1,971,598
Total Operating Expenses	**25,966,574**	23,533,907
Income from Operations	**3,160,827**	4,991,239
Other Income (Loss)		
Other income, net	**20,590**	236,254
Interest income	**252,964**	231,093
Interest expense	**(2,753,660)**	(2,668,927)
Total Other Loss, Net	**(2,480,106)**	(2,201,580)
Income, before income taxes	**680,721**	2,789,659
(Provision) Benefit for Income Taxes	**86,400**	(4,278)
Net Income	**767,121**	2,785,381
Other Comprehensive Loss		
Foreign currency translation adjustment	**595**	(23,579)
Total Comprehensive Income	**$ 767,716**	$ 2,761,802

See accompanying notes to consolidated financial statements.

Captivate Holdings, LLC

Consolidated Statements of Changes in Members' Deficit (Unaudited)

	Series A Preferred Units		Class A Common Units		Additional Paid-in Capital	Partner Distributions	Accumulated Deficits	Accumulated Other Comprehensive Loss	Total Members' Deficit
	Units	Carrying Value	Units	Carrying Value					
Balance, January 1, 2025	30,327,613	$ 5,525,020	8,441,853	$ 301,849	$ 1,008,084	$ (9,003,994)	$ (8,389,191)	$ (1,467,601)	$ (12,025,833)
Share-based compensation	-	-	-	-	95,002	-	-	-	95,002
Net income	-	-	-	-	-	-	2,785,381	-	2,785,381
Partner distributions	-	-	-	-	-	(1,019,930)	-	-	(1,019,930)
Foreign currency translation adjustment	-	-	-	-	-	-	-	(23,579)	(23,579)
Balance, June 30, 2025	30,327,613	$ 5,525,020	8,441,853	$ 301,849	$ 1,103,086	$ (10,023,924)	$ (5,603,810)	$ (1,491,180)	$ (10,188,959)
Balance, January 1, 2026	30,327,613	5,525,020	8,441,853	301,849	1,189,421	(12,462,559)	(1,022,495)	(1,492,435)	(7,961,199)
Share-based compensation	-	-	-	-	88,796	-	-	-	88,796
Net income	-	-	-	-	-	-	767,121	-	767,121
Partner distributions	-	-	-	-	-	(1,951,946)	-	-	(1,951,946)
Foreign currency translation adjustment	-	-	-	-	-	-	-	595	595
Balance, June 30, 2026	30,327,613	$ 5,525,020	8,441,853	$ 301,849	$ 1,278,217	$ (14,414,505)	$ (255,374)	$ (1,491,840)	$ (9,056,633)

See accompanying notes to consolidated financial statements

Captivate Holdings, LLC

Consolidated Statements of Cash Flows (Unaudited)

Six months ended June 30,	**2026**	2025
Cash Flows from Operating Activities		
Net income	**$ 767,121**	$ 2,785,381
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	**1,714,266**	1,971,598
Amortization of deferred financing costs	**170,613**	177,830
Bad debt expense	**50,719**	60,000
Amortization of commission costs	**89,436**	89,436
Non-cash interest expense	**1,536,347**	1,384,368
Amortization of ROU assets	**455,488**	521,439
Non-cash lease expense – operating leases	**14,896**	(13,403)
Share-based compensation	**88,796**	95,002
Changes in assets and liabilities:		
Accounts receivable	**4,612,406**	(5,723,449)
Unbilled receivables	**90**	1,522,278
Prepaid expenses and other current assets	**(22,922)**	(197,977)
Other assets	**(57,808)**	11,985
Accounts payable	**904,863**	206,355
Accrued expenses and other liabilities	**(2,003,810)**	(3,590,546)
Income taxes payable	**(99,838)**	(355)
Deferred revenue	**(605,662)**	5,213,614
Operating lease obligation	**(335,357)**	(535,229)
Net Cash Provided by Operating Activities	**7,279,644**	3,978,327
Cash Flows from Investing Activities		
Purchase of equipment	**(1,106,791)**	(772,671)
Net Cash Used in Investing Activities	**(1,106,791)**	(772,671)
Cash Flows from Financing Activities		
Partner distributions	**(1,951,946)**	(1,019,930)
Repayment of long-term-debt	**(361,012)**	(361,012)
Net Cash Used in Financing Activities	**(2,312,958)**	(1,380,942)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	**(217,896)**	(40,007)
Net Increase in Cash and Cash Equivalents	**3,641,999**	1,784,707
Cash and Cash Equivalents, beginning of year	**17,083,795**	12,877,181
Cash and Cash Equivalents, end of period	**$ 20,725,794**	$ 14,661,888
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for interest	**$ 1,071,752**	$ 6,018
Cash paid during the period for income taxes	**-**	-

See accompanying notes to consolidated financial statements.

1. Description of the Business and Organization

Captivate Holdings, LLC (Company) is the holding company of Captivate, LLC (Captivate), which is a digital media limited liability company that was organized in Delaware in 2013. The Company's operations primarily consist of delivering content and advertising through its digital place-based network, installed in elevator cabs and lobbies of office buildings, hotels and residential buildings. The business is operated in the United States, Canada and France.

2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP). The consolidated financial statements include the accounts of Captivate and its wholly owned foreign subsidiaries, Verticore Communications Ltd. and Blue Fox S.A. (Blue Fox). All significant intercompany transactions and balances have been eliminated.

Because the unaudited interim consolidated financial statements do not include all of the information and notes required by U.S. GAAP for a complete set of consolidated financial statements, they should be read in conjunction with the audited consolidated financial statements and notes included in the Company's financial statements for the year ended December 31, 2025.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Management believes the most significant items subject to such estimates and assumptions include the useful lives of long-lived assets and their potential impairment, provision for credit losses, deferred cost recoverability, accruals, carrying value of goodwill and potential impairment, stock-based compensation and the fair value of the Company's stock.

Accounts Receivable and Allowance for Credit Losses

Accounts receivable are recorded at invoiced amounts to clients that have yet to be collected, and do not bear interest. The Company evaluates the collectability of its accounts receivable using the Current Expected Credit Loss (CECL) model in accordance with Accounting Standards Codification ("ASC") 326, *Financial Instruments - Credit Losses*. Under this model, the Company estimates expected credit losses over the contractual life of receivables at the time of initial recognition and in subsequent periods. The estimate of expected credit losses is based on a combination of historical loss experience and reasonable and supportable forecasts of future conditions.

The Company applies a pooled approach to accounts receivable with similar risk characteristics, such as customer type, and aging category. The allowance for credit losses is presented as a contra- asset to accounts receivable on the Consolidated Balance Sheet. Account balances are written off against the allowance when deemed uncollectible. The allowance for credit losses at June 30, 2026 and December 31, 2025 was approximately $2.7 million and $4.2 million, respectively, and charges against the allowance are included in general and administrative expense on the Consolidated Statements of Comprehensive Income.

The allowance for credit losses activity was as follows:

Six months ended June 30,	**2026**	2025
Beginning, balance of year	**$ 4,214,966**	$ 4,130,370
Charged to expenses	**50,719**	60,000
Write-offs	**(1,618,927)**	(25,652)
Balance, end of period	**$ 2,646,758**	$ 4,164,718

As of	**June 30, 2026**	December 31, 2025
Accounts Receivables, gross	**$ 20,393,999**	$ 26,625,332
Provision for Credit Losses	**(2,646,758)**	(4,214,966)
Accounts Receivables, net	**$ 17,747,241**	$ 22,410,366

Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I) and the lowest priority to unobservable inputs (Level III). The three levels of the fair value hierarchy are described below:

Level 1 - Pricing inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.

Level 2 – Pricing inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in inactive markets; inputs other than quoted market prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level II input must be observable for substantially the full term of the asset or liability.

Level 3 – Pricing inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The Company's financial instruments consist of cash equivalents, accounts receivable, accounts payable, accrued expenses, and debt. Cash equivalents are stated at amortized cost, which approximates fair value due to their short period of time to maturity. Accounts receivable, accounts payable, accrued expenses are stated at their carrying value, which approximates fair value due to their short-term nature. The fair value of the Company's debt obligations approximates their carrying value, as the stated interest rates of these instruments are variable and reflect market-based rates.

Goodwill

The Goodwill relates to the excess of the amount paid to acquire Blue Fox in France over the fair value of identifiable net assets at date of acquisition with a balance of $1,261,339 as of June 30, 2026 and December 31, 2025.

The Company evaluates the carrying value of goodwill at the aggregated reporting unit level for impairment at least annually or when an interim triggering event occurs that may indicate potential impairment. The Company's annual test is performed as of the end of the fiscal year. The testing of goodwill uses estimates and assumptions affected by factors such as economic and industry conditions along with changes in forecasted operating performance. The evaluation involves comparing the reporting unit's fair value to its carrying value. If the fair value exceeds its respective carrying value, then the Company concludes that no impairment has occurred. If the carrying value exceeds its fair value, the Company would recognize an impairment loss in an amount equal to the excess up to the total amount of goodwill allocated to that reporting unit.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets, such as property and equipment and operating lease right-of-use assets subject to amortization for possible impairment whenever events or changes in circumstances indicate that the carrying value of an asset group may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset group to the estimated undiscounted net cash flows expected to be generated by the assets. If the carrying value of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying value of the asset group exceeds the fair value of the asset group. The Company believes all long-lived assets are fully recoverable as of June 30, 2026 and December 31, 2025.

Revenue Recognition

The Company earns revenue primarily from (i) selling digital advertising directly to advertisers and agencies, (ii) selling advertising via programmatic channels, (iii) partner-fee advertising arrangements, (iv) monthly subscription arrangements with building partners, and (v) content-as-a- service arrangements. Across these streams, the core promised service is delivery of digital advertising impressions on the Company’s network of displays; certain ancillary activities are fulfillment activities or administrative in nature. Where contracted and priced separately, certain optional services (e.g., creative production, analytics, or platform access) may be separate performance obligations as described below. The Company accounts for revenue in accordance with ASC 606, Revenue from Contracts with Customers.

Performance Obligations Overview

(1) *Advertising services (Direct, Programmatic, Partner Fee)* - The primary promised service is the delivery of digital advertising impressions on the Company’s network. This is a series of services satisfied over time, typically measured using an output method (impressions delivered).

(2) *Building Fee (Subscriptions)* - Time-based access to operate/monetize in-building display networks is satisfied over time over the service period.

(3) *Content-as-a-Service (CaaS)* - Curation/scheduling and delivery of content (and related ads) across partner networks is a series of services satisfied over time.

Consideration is typically based on contracted Cost Per Mille (CPMs) or fixed fees. Variable consideration arises from impression delivery variability, make-goods, bonuses and targeting/measurement options.

Payment terms are customary for the industry, with billings generally monthly in arrears. The Company does not adjust consideration for a significant financing component when the period between transfer of services and payment is one year or less.

The determination of whether revenue should be reported on a gross or net basis is based on an assessment of whether the Company is acting as the principal or an agent in accordance with the guidance under ASC 606. Making such determination involves judgement and an evaluation of the terms of each arrangement, none of which are considered presumptive or determinative. The Company evaluates whether it controls the specified service before transfer to the customer. In buy-side procurement or certain programmatic arrangements, the Company may act as agent and recognize revenue net of pass-through costs. When the Company controls the impression inventory, revenue is recognized gross.

Disaggregation of Revenue

The Company disaggregates revenue into the categories of office and residential advertising and other. This method of disaggregation is in alignment with how revenue is reviewed by management. Revenues during the six months ended June 30, 2026 and June 30, 2025 were as follows:

	June 30, 2026	June 30, 2025
Office advertising revenue	**$ 21,912,443**	$ 21,109,036
Residential advertising revenue	**2,095,551**	1,583,126
Other revenue	**5,119,407**	5,832,984
Total	**$ 29,127,401**	$ 28,525,146

Contract liabilities (deferred revenue) arise when consideration is billed or received before impressions or other contracted services are delivered. Changes in asset and liability balances are driven by the timing of billings versus delivery of impressions or other services. Balances at June 30, 2026 and December 31, 2025 were as follows:

	June 30, 2026	December 31, 2025
Accounts receivable, gross	**$ 20,393,399**	$ 26,625,332
Contract liabilities	**195,720**	659,871

The revenue recognized that was included in the corresponding contract liabilities balance at the beginning of the year for the periods ended June 30, 2026 and 2025 was $64,990 and $- 0 -, respectively.

The Company applies the practical expedient in ASC 606-10-50-14 and does not disclose the value of remaining performance obligations for contracts with an expected duration of one year or less.

Stock-Based Compensation

The Company reports stock-based compensation in accordance with ASC 718 - Stock Compensation for all stock awards granted to employees including stock options and restricted stock units (RSUs).

The fair value of stock options is estimated using the Black-Scholes option pricing model. The model requires management to make several assumptions, including the fair value and expected volatility using peer company volatility, expected life of the option, risk-free interest rate, and expected dividend yield. The fair value of the underlying stock is the fair value of the Company's common stock on the date of grant. The expected stock price volatility assumption for the Company's stock is determined using a weighted average of the historical stock price volatility of comparable companies from a representative peer group, as sufficient trading history for the Company's stock is not available. The Company uses the simplified method to estimate the expected term. The risk- free interest rate for the periods within the expected life of the option is based on the U.S. Treasury zero coupon bonds with terms consistent with the expected term of the award at the time of grant. The expected dividend yield assumption is based on the Company's history and expectation of no
dividend payouts. The Company estimates forfeitures of unvested stock-based awards at the time of grant and revises those estimates, if necessary, in subsequent periods based on actual experience and expected future trends.

The fair value of the RSUs is estimated based on the fair value of the Company's common shares on the grant date. The shares' fair value is recognized as compensation expense over the vesting period. The Company estimates forfeitures of unvested restricted share awards at the time of grant and revises those estimates, if necessary, in subsequent periods based on actual experience and expected future trends.

During the six months ended June 30, 2026 and 2025, there were no restricted shares granted. During the six months ended June 30, 2026 and 2025, 196,988 and 151,766 restricted shares vested, respectively. Additionally, the Company recorded $88,796 and $95,002 in share-based compensation expense during the six months ended June 30, 2026 and 2025, respectively, within General and Administrative expenses.

Concentrations of Credit Risk and Significant Customers

Financial instruments that potentially subject Captivate to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. At June 30, 2026 and December 31, 2025, Captivate had cash and cash equivalent balances at certain financial institutions in excess of federally insured limits and in a Canadian bank. However, Captivate does not believe that it is subject to credit risk beyond the normal credit risk associated with commercial banking relationships as management believes the institutions that hold the Company's cash are financially sound. Accounts receivable are customer obligations due under normal trade terms. Management believes its credit policies are prudent and reflect normal industry terms and business risk. Captivate does not anticipate nonperformance by its customers and, accordingly, does not require collateral for accounts receivable.

At June 30, 2026, one customer accounted for approximately 12% of accounts receivable, and at December 31, 2025, one customer accounted for approximately 25% of accounts receivable.

For the six months ended June 30, 2026, one customer represented 13% of revenues, and for the six months ended June 30, 2025, two customers represented 11%, respectively, of revenues.

Net revenues from foreign operations were $2,687,034 and $1,935,874 for the six months ended June 30, 2026 and 2025, respectively.

Leases

The Company accounts for leases in accordance with ASC 842, *Leases*. Right of use (ROU) assets represent the Company's right to use an underlying asset for the lease term while lease liabilities represent the Company's obligation to make lease payments arising from the leases. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The company uses the implicit rate in the lease when that rate is readily determinable. When the rate implicit in the lease is not readily determinable, the Company uses its incremental borrowing rate based on the information available at the lease commencement date in determining the present value of the lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company has elected practical expedients; not to separate lease components from non-lease components for all existing classes of assets, and to apply the short-term lease exception, which does not require capitalization of leases with terms of 12 months or less.

Foreign Currency Translation

Results of operations for Captivate's Canadian subsidiary where the Canadian dollar is the functional currency and Captivate's French subsidiary where the Euro is the functional currency, are translated into U.S. dollars using the average monthly exchange rates every reporting period. Assets and liabilities from each subsidiary are translated into U.S. dollars using the exchange rate in effect as of the balance sheet date. The related translation adjustments are recorded in other comprehensive income.

Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred. Foreign currency transaction losses of $- 0 - and $237,196 for the six months ended June 30, 2026 and 2025, respectively, are included in other income, net.

Comprehensive Income

Components of comprehensive income are reported directly in the consolidated statements of comprehensive income and relate to foreign currency translation adjustments.

Deferred Financing Costs

The Company records certain expenses incurred in connection with its long-term debt and convertible note payable as debt discounts and amortizes them over the term of the respective debt agreement. Amortization of these costs is determined using the straight-line method, which approximates the effective interest method, and is included in interest expense on the consolidated statements of comprehensive income.

Recently Adopted Accounting Pronouncements

The Company did not adopt any accounting pronouncements during the six months ended June 30, 2026 and 2025.

Recently Issued Accounting Pronouncements

In November 2024, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2024-03, Expense Disaggregation Disclosures ("ASU 2024-03"), which expands the disclosures about a public business entity's expenses and addresses requests from investors for more detailed information about the types of expenses in commonly presented expense captions. Under the new guidance, entities must disclose additional information about certain costs and expenses on an annual and interim basis to enable investors to develop more decision-useful financial analyses. This guidance is effective for issuances relating to periods beginning on and after December 15, 2026. The Company is still evaluating the expected impact this will have on the Company's Consolidated Financial Statements.

In September 2025, the FASB issued Accounting Standards Update No. 2025-06, Targeted Improvements to the Accounting for Internal-Use Software ("ASU 2025-06"), which modernizes the accounting for internally developed software costs. Under the new guidance, the accounting will better align with how software is developed and eliminates the stage-based rules by establishing a principles-based framework consistent with modern software development practices. This guidance is effective for issuances on and after December 15, 2027. The Company is still evaluating the expected impact this will have on the Company's Consolidated Financial Statements.

3. Property and Equipment, Net

Property and equipment consist of the following:

June 30, 2026 and December 31, 2025

	Useful Life (Years)	**2026**	2025
Network equipment in buildings	5-10	**$ 44,801,449**	$ 44,503,577
Computer equipment and software	5	**4,608,882**	4,581,903
Furniture and fixtures	5	**676,760**	614,720
Leasehold improvements	5	**444,059**	451,521
Construction in progress	N/A	**4,089,531**	3,362,168
		54,620,681	51,513,889
Less: accumulated depreciation		**(42,713,800)**	(41,218,025)
Property and Equipment, Net		**$ 11,906,881**	$ 12,295,864

Depreciation expense for the period and year ended June 30, 2026 and 2025 was $1,714,266 and $1,971,598, respectively.

4. Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consist of the following:

June 30, 2026 and December 31, 2025,	**2026**	2025
Accrued payroll amounts	**$ 2,920,379**	$ 4,191,428
Accrued revenue share (Note 10)	**3,422,374**	3,734,008
Other	**769,448**	1,190,575
Total	**$7,112,201**	$ 9,116,011

5. Debt

Credit Agreements

Original

The Company entered into a term loan agreement (the Credit Agreement) on June 4, 2018 for $23,000,000 with an additional $5,000,000 revolver, and borrowed $16,000,000 as part of the first installment of the loan, proceeds of which were used to refinance the outstanding Credit Agreement loan balance and issue a distribution to Members holding the Company's Series A Preferred Units and the Company's Class A Common Units. On October 10, 2018, the Company borrowed $2,500,000 as part of the second installment of the Credit Agreement loan, proceeds of which were also used to issue a distribution to Members holding the Company's Series A Preferred Units and the Company's Class A Common Units. On December 5, 2019, the Company further amended the Credit Agreement (the Amended and Restated Credit Agreement) and borrowed an additional $6,209,375. Those proceeds were also used to issue a distribution to Members holding the Company's Series A Preferred Units and the Company's Class A Common Units. On April 3, 2020, the agreement was amended and restated, so that the quarterly principal payments due in March and June 2020 totaling $862,500 were deferred and added to the remaining principal balance due at the end of the term.

The combined loan origination costs of approximately $580,000 for all the installments and amendments of the loan were recorded as deferred costs and are being amortized to expense on a straight-line over the term of the loan. Under the Amended and Restated Credit Agreement, the loan bore interest at a rate per annum equal to the SOFR rate plus 3.50%- 4.0% based on the Company's Total Leverage Ratio. The SOFR and incremental rate are defined in a manner customary for credit facilities of this type. The loan was repayable quarterly and was due on December 5, 2024.

The Amended and Restated Credit Agreement included customary representation and warranties, restrictive covenants, including covenants limiting the ability of the Company to incur indebtedness and liens, other guarantees, merge with, sell, transfer or dispose of substantially all of the assets or capital stock of a subsidiary, enter into certain transactions with affiliates, sell and leaseback any assets, make loans or investments, and amend organization documents. The Amended and Restated Credit Agreement also required the borrower to meet or exceed covenants or receive a waiver. Captivate has the right to prepay all or a portion of the loan without premium or penalty.

On November 20, 2020, the Company borrowed $15,000,000 under the Main Street Lending Program (the "MSLP Loan") run by the Federal Reserve as a result of the CARES Act established to support eligible businesses impacted by the COVID-19 pandemic. The loan has a five-year maturity with principal payments deferred for two years and interest payments deferred for one year. Under the program, 15% of the principal will be due at the end of years three and four, and a balloon payment

of 70% of principal will be due at the end of year five. The loan bears interest at an adjustable rate of SOFR plus 3.26161%. Captivate has the right to prepay all or a portion of the loan without premium or penalty. The origination costs of approximately $535,000 are recorded as deferred financing costs and are being amortized to expense over the term of the loan. As part of this agreement, Captivate was required to maintain a reserve account of $4,500,000 which was restricted through September 30, 2024.

The effective interest rate of the Term Loan (including Revolver) for the six months ended June 30, 2026 and 2025 was 3.96% and 4.16%, respectively. This loan was paid off subsequent to the balance sheet date.

Refinancing

On October 4, 2024, the Company refinanced its Amended and Restated Credit Agreement with Webster Bank (the Senior Credit Facility). The key terms include a maturity date of January 1, 2027, with a $5,000,000 revolver and a term loan of $28,880,390 which was used to pay off the MSLP Loan. The new interest rate is SOFR + CSA (credit spread adjustment) of 3.5% - 4.5%. The Senior Credit Facility is currently subject to covenants requiring the company to maintain a total leverage ratio of 3.00x and a fixed charge coverage ratio of 1.10x. The Company is in compliance with all covenants as of June 30, 2026. The refinancing was accounted for as a modification. Origination costs of approximately $302,000 are recorded as deferred financing costs and are being amortized to expense over the term of the loan.

Interest expense related to the refinanced term loan were $1,013,053 and $1,009,920 for the six months ended June 30, 2026 and 2025, respectively. Amortization expense for deferred financing costs were $170,613 and $178,621 for the six months ended June 30, 2026 and 2025, respectively.

Interest expense was as follows:

Six months ended June 30,	**2026**	2025
Senior Credit Facility	**$ 1,013,053**	$ 1,009,920
Debt financing costs amortization	**170,613**	178,621
Other	**33,647**	96,018
Total	**$ 1,217,313**	$ 1,284,559

Long-term debt consists of the following:

As of	**June 30, 2026**	December 31, 2025
Total term loan borrowings	**$ 27,617,388**	$ 27,978,400
Less: current portion of long-term debt	**(27,458,087)**	(722,023)
	159,301	27,256,377
Less: deferred financing costs	**(159,301)**	(329,914)
Long-Term Debt, net of deferred financing costs	**$ - 0 -**	$ 26,926,463

Convertible Notes

On July 8, 2022, July 15, 2022, October 21, 2022, and December 30, 2022, the Company issued convertible promissory notes with principal amounts of $10,942,776, $250,000, $100,000, and $4,000,000, respectively. The company did not recognize a discount or premium, or any material issuance costs related to the notes. The notes bear interest at a rate equal to Term SOFR plus 900 basis points per annum with a SOFR floor of 1.00%, compounded quarterly. Interest is payable in kind ("PIK") and is capitalized to principal unless the Company elects to pay interest in cash with five business days' prior notice. Origination costs of approximately $744,000 are recorded as deferred financing costs and are being amortized to expense over the term of the loan.

The notes mature on December 31, 2026, classified as a current liability, and are convertible into Series B Preferred Units and Class C Common Units under certain conditions, as described below. No interest has been paid in cash to date.

The notes include the following conversion provisions:

Maturity Conversion - On the maturity date, the full outstanding amount (including principal and accrued PIK interest) will automatically convert into Series B Preferred Units at the then-effective conversion price.

Change of Control Conversion - If a Change of Control occurs prior to maturity, holders may elect to convert the outstanding amount into Class C Common Units or otherwise receive a cash repayment including a prepayment premium.

Conversion Price - The conversion price is initially fixed at $2.41 per share, but is subject to adjustment in the event of certain dilutive issuances, including securities issued at prices below the conversion price, or for non-cash consideration. These provisions result in a variable number of units issuable upon conversion.

The convertible notes include a prepayment premium of 3% of principal if repaid within one year of issuance, 1% if repaid between one and two years, thereafter, there are no prepayment premiums. As of June 30, 2026 and December 31, 2025, no prepayments occurred, and no premium has been accrued.

The effective interest rate for the six months ended June 30, 2026 and 2025 was 6.96% and 7.33%, respectively.

For the six months ended June 30, 2026 and 2025, the Company recognized interest expense of $1.5 million and $1.4 million, respectively.

For the six months ended June 30, 2026 and 2025, the Company recognized deferred financing cost amortization expense of $100,863 and $100,863, respectively.

6. Capital Units

The authorized equity of the Company consists of (i) 30,327,613 Series A Preferred Units (Preferred), and (ii) 8,441,853 Class A Common Units. All such units are outstanding.

During the period and year ended June 30, 2026 and December 31, 2025, the Company did not make any return of capital distributions to the Preferred and Common unit holders.

After taking into effect the return of capital to the Preferred and Common unit holders, the unreturned capital investment attributable to the Preferred units was $5,525,020 at both June 30, 2026 and December 31, 2025.

The Company's Series A Preferred Units have the following characteristics:

Conversion Rights

Holders of the Series A Preferred Units may convert their units into Class C Common Units at any time based on a defined conversion rate, initially set at 1:1, subject to anti-dilution adjustments.

A mandatory conversion into Class C Common Units occurs upon a Qualified IPO or with majority consent of relevant unit holders, at which point all rights tied to the original units terminate, except for the right to receive Class C Common Units and accrued obligations.

Distribution Rights

Holders of the Series A Preferred Units are entitled to receive cumulative distributions, out of distributable funds, equal to 6% per annum in respect to unreturned capital, compounded annually, which may be declared at the discretion of the Preferred unit holder.

During the six months ended June 30, 2026 and June 30, 2025, the Company did not make any distributions to the Preferred unit holders. As of June 30, 2026 and June 30, 2025, the cumulative earned distribution balance was $8,070,048 and $7,613,253, respectively.

Additionally, during the six months ended June 30, 2026 and June 30, 2025, the Company made various distributions totaling $1,951,946 and $1,019,930, respectively, to or on behalf of its partners to cover their income tax liability in accordance with the operating agreement.

Liquidation Preferences

In the event of any liquidation, dissolution or winding-up of the affairs of Captivate, distributions are made:

a. First to Series B Preferred Unit holders
b. Second to Series A Preferred Unit holders
c. Third to Class A common unit holders.
d. Thereafter, the remaining proceeds are distributed to members in proportion to their respective participating percentage interests

The holders of the Series B and A Preferred Units are entitled to receive (i) any past due distributions, and thereafter, and (ii) unreturned capital investment until such amount has been reduced to zero. Then, the holders of the Class A Common Units are entitled to receive distributions until their unreturned capital investment has been reduced to zero.

Voting Rights

The Preferred and Common unit holders are entitled to one vote per unit.

7. 2013 Stock Plan

In 2013, Captivate Network Holdings, Inc. (Captivate Network), the majority holder of the Series A Preferred stock, created a stock plan for the benefit of current and former employees as well as consultants of the Company. A total of 5,720,345 shares of the Series A Preferred stock are held by Captivate Network in a pool of shares and options available for grant or sale to key employees or consultants of the Company. These shares and options are exercisable in Common A Units of Captivate Network and therefore do not impact the outstanding shares of the Company. However, since the awards are for the benefit of the Company's employees, the Company records the compensation expense for the fair value of the shares awarded.

The equity interests of this pool correlate to tracking equity interests that have no liquidation preference but are available, upon final sale or dissolution of the Company, for distribution, in proportion to the number of shares held, after all other liquidation preferences have been satisfied (for the Series A Preferred Unit holders and the Class A Common Unit holders).

Restricted share award activities during the period and year ended June 30, 2026 and 2025 is as follows:

	Number of RSUs	Weighted-Average Remaining Contractual Term (Years)	Weighted-Average Grant-Date Fair Value
Nonvested, December 31, 2024	728,229	7.8	$ 1.14
Granted	- 0 -	-	-
Vested	(347,597)	7.3	0.73
Forfeited	- 0 -	-	-
Nonvested, June 30, 2025	380,632	7.9	$ 1.06

	Number of RSUs	Weighted-Average Remaining Contractual Term (Years)	Weighted-Average Grant-Date Fair Value
Nonvested, December 31, 2025	391,662	6.9	$ 1.00
Granted	- 0 -	-	-
Vested	(75,695)	6.9	0.84
Forfeited	- 0 -	-	-
Nonvested, June 30, 2026	315,967	7.0	$ 1.00

During the six months ended June 30, 2026 and 2025, no shares were granted. The shares are restricted and generally vest over 4 or 5 years.

Share-based compensation for June 30, 2026 and June 30, 2025 related to restricted shares was $63,285 and $64,840, respectively, and included in General and Administrative expenses. As of June 30, 2025, the total unrecognized compensation cost of $227,306 related to nonvested awards reflects the estimated impact of future forfeitures and is expected to be recognized over a weighted-average period of 2.2 years.

Stock option activities during the six months and year ended June 30, 2026 and 2025 are as follows:

	Number of Options	Weighted-Average Exercise Price per Share	Weighted-Average Remaining Contractual Term (Years)	Weighted-Average Grant-Date Fair Value
Outstanding, December 31, 2024	414,530	$ 2.38	8.0	$ 1.22
Granted	- 0 -	-	-	-
Forfeited	(250,000)	2.41	-	1.22
Outstanding, June 30, 2025	164,530	$ 2.48	6.4	$ 1.25
Vested and Exercisable, June 30, 2025	136,030	$ 2.32	4.4	$ 1.11

	Number of Options	Weighted-Average Exercise Price per Share	Weighted-Average Remaining Contractual Term (Years)	Weighted-Average Grant-Date Fair Value
Outstanding, December 31, 2025	661,012	$ 2.48	6.4	$ 1.25
Granted	- 0 -	-	-	-
Forfeited	- 0 -	-	-	-
Outstanding, June 30, 2026	661,012	$ 2.48	3.8	$ 1.25
Vested and Exercisable, June 30, 2026	288,651	$ 2.42	7.7	$ 1.18

During the six months ended June 30, 2026 and 2025, there were no options granted. These options generally vest on a 3 to 5-year time basis.

The company valued awards using the following inputs:

Year ended December 31,	**2026**	2025
Weighted average term	**7 years**	7 years
Volatility	**40.1%**	40.1%
Risk-free rate	**3.95%-4.65%**	3.95%-4.65%
Expected dividend yield	**-**	-

Share-based compensation expense for the six months ended June 30, 2026 and 2025 was $88,796 and $95,002, respectively, and is included in General and Administrative expenses. As of June 30,2026, the total unrecognized compensation cost of $108,948 related to nonvested awards reflects the estimated impact of future forfeitures and is expected to be recognized over a weighted-average period of 2.2 years.

8. Retirement Plan

Captivate has a 401(k) Plan (the “Plan”), which qualifies under Section 401(k) of the Internal Revenue Code of 1986. All U.S. full-time employees are eligible to participate in the Plan. The Plan allows participants to defer a portion of their compensation on a pre-tax basis. At Captivate’s election, it can make a matching contribution to the Plan. Captivate’s matching contribution for the six months ended June 30, 2026 and 2025 was approximately $395,980 and $299,852, respectively.

9. Income Taxes

The components of the benefit from (provision for) income taxes are as follows:

As of	***June 30*, *2026***	June 30, 2025
Deferred:		
Foreign	**$ 86,400**	$ (4,278)
Total Income Tax (Expense) Benefit	**$ 86,400**	$ (4,278)

Deferred tax assets relate to Captivate's Canadian subsidiary and consisted primarily of Net Operating Losses of $2,693,155 and differences between the financial statements and tax basis of property and equipment. Captivate maintains a valuation allowance against deferred tax assets at June 30, 2026 and 2025 of $488,202 and $659,752, respectively.

The Company follows the provision of ASC Topic 740, *Income Taxes*, in calculating its uncertain tax benefits. As of June 30, 2026 and June 30, 2025, the Company had no uncertain tax benefits.

10. Commitments and Contingencies

Leases

The Company leases office facilities under non-cancellable lease agreements. The leases provide for additional rent based upon operating costs and real estate tax escalations. The Company's leases have remaining lease terms of one to two years, some of which may include options to extend the leases. The Company entered into a new lease in March 2026 for office space. The lease has a term of two years.

The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Operating lease costs under these leases totaled approximately $450,281 and $479,694 in the six months ended June 30, 2026 and 2025, respectively, and are included in general and administrative expense.

The following is a schedule of approximate future minimum annual payments due under all noncancelable operating leases as of December 31, 2025:

As of June 30, 2026	
2026 (remaining)	**$ 465,433**
2027	**660,032**
2028	**100,978**
Total Minimum Lease Payments	**1,226,443**
Less: imputed interest	**(32,741)**
Total	**$ 1,193,702**

	June 30, 2026	December 31, 2025
Current portion of operating lease obligations	**$ 794,939**	$ 438,422
Operating lease obligations, net of current portion	**398,763**	53,899
Total	**$ 1,193,702**	$ 492,321

Other information related to operating leases was as follows:

Six months ended June 30,	**2026**	2025
Cash paid for amounts included in the measurement of lease liabilities	**$ 335,357**	$ 1,090,333
Weighted average remaining lease term	**1.49 years**	0.91 years
Weighted average discount rate	**3.87%**	3.23%

Letters of Credit

The Company maintains a letter of credit sub-facility under its credit agreement to support obligations related to office space leases. As of June 30, 2026 and December 31, 2025, the Company had an aggregate letter of credit commitment of $290,571 and $290,571, respectively.

No amounts were drawn under any letters of credit during the six months ended June 30, 2026 and 2025.

Revenue Share

Captivate has entered into revenue share agreements with owners of the buildings where Captivate's screens are installed. Payments under these agreements are contingent on the amount of advertising that is displayed in such buildings. These costs are categorized as a contra revenue within net revenues on the Consolidated Statements of Comprehensive Income. Total revenue share for the six months ended June 30, 2026 and 2025 was approximately $546,397 and $917,535, respectively.

As of June 30, 2026 and December 31, 2025, the accrued revenue share liability of $3,422,375 and $3,734,008, respectively, were included in accrued expenses and other liabilities on the Consolidated Balance Sheets.

Other

From time to time, Captivate is subject to various claims that arise in the ordinary course of business. Management believes that any liability of Captivate that may arise out of or with respect to these matters will not materially adversely affect the financial position, results of operations or cash flows of Captivate.

11. Related Party Agreements

Captivate has a professional services agreement with Generation Partners, a holder of the Series A Preferred Units for rendering management, consulting and financial services to the Company. Captivate's expense for the six months ended June 30, 2026 and 2025 was $500,000 and $500,000, respectively, and is included in general and administrative expense on the Consolidated Statements of Comprehensive Income.

Captivate has an arrangement with Greenlight Media for consulting services. Greenlight Media is controlled by a board member of the Company. Captivate's expense for the six months ended June 30, 2026 and 2025 was $64,169 and $62,502, respectively, and is included in technical operations expense on the Consolidated Statements of Comprehensive Income.

12. Subsequent Events

The Company has evaluated subsequent events through November 18, 2026, the date that the consolidated financial statements were approved and authorized to be issued by management and determined that there have been no events that occurred that would require the adjustments to the disclosures and consolidated financial statements with the exception of the following:

On September 18, 2026, NCM Holdings, LLC, a wholly-owned subsidiary of National CineMedia, Inc. ("NCM") entered into the Securities Purchase Agreement and Plan of Merger with the Company pursuant to which NCM acquired the Company (the "Captivate Purchase Agreement"). The purchase price of the acquisition is $275.0 million in exchange for 100.0% of the ownership of the Company.

Exhibit 99.3

UNAUDITED CONDENSED COMBINED PRO FORMA FINANCIAL INFORMATION

On September 18, 2026, (the "Closing Date"), NCM Holdings, LLC (the "Buyer"), a wholly-owned subsidiary of National CineMedia, Inc. ("NCM" or the "Company"), completed the acquisition of Captivate Holdings, LLC and Captivate Network Holdings, Inc. (collectively, "Captivate") pursuant to the Securities Purchase Agreement and Plan of Merger, dated as of August 10, 2026, (the "Purchase Agreement"), whereby the Buyer acquired 100.0% of the issued and outstanding equity interests of Captivate for an enterprise value of $275.0 million, subject to customary net working capital and other purchase price adjustments (the "Acquisition").

The following unaudited condensed combined pro forma financial statements ("pro forma financial statements") of the Company have been prepared in accordance with Article 11 of Regulation S-X to give pro forma effect to the Acquisition, and include adjustments intended to illustrate the estimated pro forma effects of the Acquisition. The pro forma financial statements are based upon the historical consolidated financial statements of NCM, adjusted to reflect the estimated fair values of Captivate's assets and liabilities recorded upon the consolidation of Captivate as of the Closing Date in accordance with ASC 805-*Business Combinations* and other adjustments. Refer to "Notes to unaudited condensed combined Pro Forma Financial Statements" for explanations of each pro forma adjustment.

The unaudited condensed combined pro forma balance sheet as of July 2, 2026, gives effect to the Acquisition as if it had been completed on July 2, 2026, and combines the consolidated balance sheet of NCM as of July 2, 2026, with the consolidated balance sheet of Captivate as of June 30, 2026.

The unaudited condensed combined pro forma statements of operations for the six months ended July 2, 2026 and the year ended January 1, 2026 give effect to the Acquisition as if it were consummated on December 27, 2024. The unaudited condensed combined pro forma statement of operations for the six months ended July 2, 2026, combines the consolidated statement of operations of NCM for the six months ended July 2, 2026 and the consolidated statement of operations of Captivate for the six months ended June 30, 2026. The unaudited condensed combined pro forma statement of operations for the year ended January 1, 2026, combines the consolidated statement of operations of NCM for the year ended January 1, 2026 and the consolidated statement of operations of Captivate for the year ended December 31, 2025. Since the difference in fiscal year ends is less than one quarter, the annual statements of operations of NCM and Captivate were combined.

The pro forma financial statements contained herein do not give effect to any historical financial results of the Company following July 2, 2026, or Captivate following June 30, 2026.

The pro forma financial statements should be read in conjunction with the following:

- The accompanying notes to the unaudited condensed combined pro forma financial information;
- The unaudited condensed consolidated financial statements of the Company as of and for the six months ended July 2, 2026, and the related notes, as included in the Company's Quarterly Report on Form 10-Q as filed with the SEC on August 11, 2026;
- The audited consolidated financial statements of the Company as of and for the year ended January 1, 2026, and the related notes, as included in the Company's Annual Report on Form 10-K as filed with the SEC on February 26, 2026;
- The unaudited consolidated financial statements of Captivate as of and for the six months ended June 30, 2026, and the related notes, filed herewith; and
- The audited consolidated financial statements of Captivate as of and for the year ended December 31, 2025, and the related notes, filed herewith.

The pro forma financial statements are presented for informational purposes only and are not necessarily indicative of the operating results or financial position that would have been achieved had the Acquisition been consummated on the dates indicated or that the combined company may achieve in future periods. The adjustments applied to arrive at the pro forma financial statements represent management's best estimates and are based upon currently available information and certain assumptions that management believes are reasonable and supportable. As the pro forma financial statements have been prepared based on these assumptions, the final amounts recorded may differ materially from the information presented herein.

NATIONAL CINEMEDIA, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED COMBINED PRO FORMA BALANCE SHEET AS OF JULY 2, 2026
(In millions)

	NCM Consolidated	Captivate *Note 2*	Financing Adjustments	*Note 4*	Transaction Accounting Adjustments	*Note 4*	Pro Forma Combined
ASSETS							
CURRENT ASSETS:							
Cash and cash equivalents	$ 43.1	$ 20.7	$ 264.4	A, B,C	$ (295.7)	AA, CC	$ 32.5
Restricted cash	3.0	—	—		5.0	CC	8.0
Receivables, net	62.0	17.9	—		2.6	BB	82.5
Prepaid expenses and other current assets	3.5	1.5	—		—		5.0
Total current assets	111.6	40.1	264.4		(288.1)		128.0
NON-CURRENT ASSETS:							
Property and equipment, net	17.5	11.9	—		1.9	CC	31.3
Intangible assets, net	292.8	—	—		183.3	CC	476.1
Goodwill	0.6	1.3	—		111.7	BB, CC	113.6
Other investments	9.5	—	—		—		9.5
Debt issuance costs, net	0.5	—	0.1	C, D	—		0.6
Deferred tax asset	—	—	—		0.5	BB, DD	0.5
Other assets	13.8	1.6	—		—		15.4
Total non-current assets	334.7	14.8	0.1		297.4		647.0
TOTAL ASSETS	$ 446.3	$ 54.9	$ 264.5		$ 9.3		$ 775.0
LIABILITIES AND EQUITY							
CURRENT LIABILITIES:							
Amounts due to ESA Parties, net	$ 5.3	$ —	$ —		$ —		$ 5.3
Payable under the TRA	2.3	—	—		(0.7)	DD	1.6
Accrued expenses	2.0	0.8	—		—		2.8
Accrued payroll and related expenses	6.5	2.9	—		—		9.4
Accounts payable	25.8	6.5	—		13.9	CC, EE	46.2
Deferred revenue	17.3	0.5	—		—		17.8
Short term debt	—	52.9	—		(52.9)	AA	—
Other current liabilities	1.5	—	—		—		1.5
Total current liabilities	60.7	63.6	—		(39.7)		84.6
NON-CURRENT LIABILITIES:							
Long-term debt	12.0	—	265.0	A, B, C	—		277.0
Payable under the TRA	30.1	—	—		34.0	DD	64.1
Long-term lease liabilities	8.4	0.4	—		—		8.8
Deferred tax liability	—	—	—		5.9	BB, CC, DD	5.9
Other long-term liabilities	0.8	—	—		—		0.8
Total non-current liabilities	51.3	0.4	265.0		39.9		356.6
Total liabilities	112.0	64.0	265.0		0.2		441.2
COMMITMENTS AND CONTINGENCIES (NOTE 9)							
EQUITY:							
NCM, Inc. Stockholders' Equity:							
Preferred stock, $0.01 par value	—	5.5	—		(5.5)	CC	—
Common stock, $0.01 par value	2.5	0.3	—		(0.3)	CC	2.5
Additional paid in capital	140.5	1.3	—		(1.3)	CC	140.5
Retained earnings	191.3	(14.7)	(0.5)	D	14.7	AA, CC, DD, EE	190.8
Total NCM, Inc. stockholders' equity	334.3	(7.6)	(0.5)		7.6		333.8
Accumulated other comprehensive loss	—	(1.5)	—		1.5	CC	—
Noncontrolling interests	—	—	—		—		—
Total equity	334.3	(9.1)	(0.5)		9.1		333.8
TOTAL LIABILITIES AND EQUITY	$ 446.3	$ 54.9	$ 264.5		$ 9.3		$ 775.0

NATIONAL CINEMEDIA, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED COMBINED PRO FORMA STATEMENT OF OPERATIONS
Six months ended July 2, 2026
(In millions, except share and per share data)

	NCM Consolidated	Captivate	Financing Adjustments	*Note 5*	Transaction Accounting Adjustments	*Note 5*	Pro Forma Combined
REVENUE	$ 92.4	$ 29.1	$ —		$ —		$ 121.5
OPERATING EXPENSES:							
Network operating costs	7.7	6.8	—		—		14.5
Theater exhibition fees	62.1	—	—		—		62.1
Selling and marketing costs	19.2	10.8	—		—		30.0
Administrative and other costs	24.1	6.7	—		—		30.8
Depreciation expense	3.0	1.7	—		0.6	AA, BB	5.3
Amortization expense	16.0	—	—		12.7	CC	28.7
Total	132.1	26.0	—		13.3		171.4
OPERATING LOSS	(39.7)	3.1	—		(13.3)		(49.9)
NON-OPERATING EXPENSE (INCOME):							
Interest on borrowings	0.5	2.7	12.8	A,B,C,D	—		16.0
Interest income	(0.6)	(0.3)	—		—		(0.9)
(Gain) loss on re-measurement of the payable under the tax receivable agreement	(0.3)	—	—		—		(0.3)
Other non-operating income, net	(0.7)	—	—		—		(0.7)
Total	(1.1)	2.4	12.8		—		14.1
LOSS BEFORE INCOME TAXES	(38.6)	0.7	(12.8)		(13.3)		(64.0)
Income tax benefit	—	0.1	—		—		0.1
CONSOLIDATED NET LOSS	(38.6)	0.8	(12.8)		(13.3)		(63.9)
Less: Net loss attributable to noncontrolling interests	—	—	—		—		—
NET LOSS ATTRIBUTABLE TO NCM, INC.	(38.6)	0.8	(12.8)		(13.3)		(63.9)
Foreign currency translation adjustments	—	—	—		—		—
COMPREHENSIVE LOSS ATTRIBUTABLE TO NCM, INC.	$ (38.6)	$ 0.8	$ (12.8)		$ (13.3)		$ (63.9)
NET LOSS PER NCM, INC. COMMON SHARE:							
Basic	$ (0.41)						$ (0.68)
Diluted	$ (0.41)						$ (0.68)
WEIGHTED AVERAGE SHARES OUTSTANDING:							
Basic	93,452,698						93,452,698
Diluted	93,452,698						93,452,698

NATIONAL CINEMEDIA, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED COMBINED PRO FORMA STATEMENT OF OPERATIONS
Year ended January 1, 2026
(In millions, except share and per share data)

	NCM Consolidated	Captivate	Financing Adjustments	*Note 5*	Transaction Accounting Adjustments	*Note 5*	Pro Forma Combined
REVENUE	$ 243.2	$ 63.9	$ —		$ —		$ 307.1
OPERATING EXPENSES:							
Network operating costs	13.0	12.7	—		—		25.7
Theater exhibition fees	118.5	—	—		—		118.5
Selling and marketing costs	41.6	21.7	—		—		63.3
Administrative and other costs	46.1	12.8	—		8.9	AA	67.8
Depreciation expense	4.6	3.9	—		0.6	BB, CC	9.1
Amortization expense	33.3	—	—		25.3	BB, DD	58.6
Total	257.1	51.1	—		34.8		343.0
OPERATING (LOSS) INCOME	(13.9)	12.8	—		(34.8)		(35.9)
NON-OPERATING EXPENSE (INCOME):							
Interest on borrowings	0.6	5.9	27.4	A,B,C,D	—		33.9
Interest income	(1.4)	(0.5)	—		—		(1.9)
(Gain) loss on re-measurement of the payable under the tax receivable agreement	(3.7)	—	—		36.4	EE	32.7
Loss on debt extinguishment	1.8	—	0.1	E,F	—		1.9
Other non-operating income, net	(0.6)	(0.2)	—		—		(0.8)
Total	(3.3)	5.2	27.5		36.4		65.8
(LOSS) INCOME BEFORE INCOME TAXES	(10.6)	7.6	(27.5)		(71.2)		(101.7)
Income tax expense (benefit)	—	0.3	—		(42.3)	FF	(42.0)
CONSOLIDATED NET (LOSS) INCOME	(10.6)	7.3	(27.5)		(28.9)		(59.7)
Less: Net (loss) income attributable to noncontrolling interests	—	—	—		—		—
NET (LOSS) INCOME ATTRIBUTABLE TO NCM, INC.	(10.6)	7.3	(27.5)		(28.9)		(59.7)
Foreign currency translation adjustment	—	—	—		—		—
COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO NCM, INC.	$ (10.6)	$ 7.3	$ (27.5)		$ (28.9)		$ (59.7)
NET LOSS PER NCM, INC. COMMON SHARE:							
Basic	$ (0.11)						$ (0.63)
Diluted	$ (0.11)						$ (0.63)
WEIGHTED AVERAGE SHARES OUTSTANDING:							
Basic	94,182,400						94,182,400
Diluted	94,182,400						94,182,400

NATIONAL CINEMEDIA, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED COMBINED PRO FORMA FINANCIAL STATEMENTS

Note 1. Basis of Preparation

The accompanying unaudited condensed combined pro forma financial information has been prepared in accordance with Article 11 of Regulation S-X, using the assumptions set forth in these notes to the unaudited condensed combined pro forma financial information.

The Company and Captivate's historical financial statements were prepared in accordance with U.S. GAAP. The unaudited condensed combined pro forma financial information was prepared using the acquisition method of accounting in accordance with ASC 805, with NCM as the accounting acquirer. Under the acquisition method of accounting, the identifiable assets acquired and liabilities assumed are recognized and measured at their estimated acquisition-date fair values. The excess of the purchase consideration over the estimated fair value of identifiable assets acquired and liabilities assumed, if any, is allocated to goodwill. For purposes of the unaudited condensed combined pro forma balance sheet, the purchase consideration has been allocated to the assets acquired and liabilities assumed from Captivate based upon the Company's preliminary estimate of their fair values.

As the purchase price allocation is finalized, the Company will conduct a more detailed review of Captivate's accounting policies to determine if differences in accounting policies require further reclassification or adjustment of Captivate's results of operations, or reclassification or adjustment of assets or liabilities, to conform to the Company's accounting policies and presentation. As a result, the Company may identify additional differences between the accounting policies of NCM and Captivate that, when conformed, could have a material impact on the unaudited condensed combined pro forma financial information. There can be no assurance that the final valuation will not result in material changes to the estimated fair values of the assets acquired and liabilities assumed as presented in these unaudited condensed combined pro forma financial statements.

The pro forma adjustments represent the Company's best estimates and are based upon currently available information and certain assumptions and methodologies that the Company believes are reasonable under the circumstances. The Company is not aware of any material historical transactions between NCM and Captivate during the periods presented that require elimination in the unaudited condensed combined pro forma financial information and has not included any anticipated synergies.

Note 2. Significant Accounting Policies and Reclassification Adjustments

Significant Accounting Policies

During the preparation of the unaudited condensed combined pro forma financial information, certain reclassifications were made to align the financial statement presentation of NCM and Captivate. The Company has performed a preliminary review of Captivate's accounting policies to determine whether differences in accounting policies require adjustment to conform to NCM's accounting policies. Based on the review completed to date, the Company has not identified any material differences requiring adjustment. As the review is finalized, additional differences may be identified.

The following reclassification adjustments were made to conform the presentation of Captivate's historical consolidated balance sheet as of July 2, 2026 to NCM's presentation (in millions):

NCM Consolidated Financial Statement Line Item	Captivate Financial Statement Line Item	Captivate, as reported	Reclassifications	Notes	Captivate, as adjusted
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	Cash & Cash Equivalents	$ 20.7	$ —		$ 20.7
Receivables, net of allowance	Accounts Receivable, Net of Allowance	17.8	0.1	a	17.9
	Unbilled receivables	0.1	(0.1)	a	—
Prepaid expenses and other current assets	Prepaid Expenses and Other Current Assets	1.5	—		1.5
Total current assets	Total Current Assets	40.1	—		40.1
NON-CURRENT ASSETS:					
Property and equipment, net	Property & Equipment, Net	11.9	—		11.9
	Operating Lease Right-of-Use Asset, net	1.1	(1.1)	b	—
Goodwill	Goodwill	1.3	—		1.3
Other assets	Other Assets	0.5	1.1	b	1.6
Total non-current assets		14.8	—		14.8
TOTAL ASSETS	Total Assets	$ 54.9	$ —		$ 54.9
LIABILITIES AND EQUITY					
CURRENT LIABILITIES:					
Accrued expenses	Accrued Expenses and Other Liabilities	$ 7.1	$ (6.3)	c,d,e,f	$ 0.8
Accrued payroll and related expenses		—	2.9	c	2.9
Accounts payable	Accounts Payable	2.6	3.9	d	6.5
Deferred revenue	Deferred Revenue	0.2	0.3	e	0.5
Short term debt	Current Portion of Long-Term Debt	27.5	25.4	g	52.9
	Convertible Note, net of loan origination costs	25.4	(25.4)	g	—
	Current portion of operating lease liabilities	0.8	(0.8)	f	—

Total current liabilities	Total current liabilities	63.6	—		63.6
NON-CURRENT LIABILITIES:					
Long-term lease liabilities	Operating Lease Obligations, net of current portion	0.4	—		0.4
Deferred tax liabilities	Deferred Tax Liabilities	—	—		—
Total non-current liabilities		0.4	—		0.4
Total liabilities	Total Liabilities	64.0	—		64.0
EQUITY:					
Preferred stock, $0.01 par value	Preferred Units	5.5	—		5.5
Common stock, $0.01 par value	Common Stock	0.3	—		0.3
Additional paid in capital	Additional Paid-In-Capital	1.3	—		1.3
	Partner Distributions	(14.4)	14.4	h	—
Retained earnings	Accumulated deficits	(0.3)	(14.4)	h	(14.7)
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(1.5)	—		(1.5)
Total equity	Total Members' Deficit	(9.1)	—		(9.1)
TOTAL LIABILITIES AND EQUITY	Total Liabilities and Members' Deficit	$ 54.9	$ —		$ 54.9

a) Represents a reclassification of $0.1 million from ‘Unbilled receivables’ to ‘Receivables, net of allowance’.

b) Represents a reclassification of $1.1 million from ‘Operating Lease Right-Of-Use Asset, net’ to ‘Other assets’.

c) Represents a reclassification of $2.9 million from ‘Accrued Expenses and Other Liabilities’ to ‘Accrued payroll and related expenses’.

d) Represents a reclassification of $3.9 million from ‘Accrued Expenses and Other Liabilities’ to ‘Accounts payable’.

e) Represents a reclassification of $0.3 million from ‘Accrued Expenses and Other Liabilities’ to ‘Deferred revenue’.

f) Represents a reclassification of $0.8 million from ‘Current portion of operating lease liabilities’ to ‘Accrued expenses’.

g) Represents a reclassification of $25.4 million from ‘Convertible Note, net of loan origination costs’ to ‘Short term debt’.

h) Represents a reclassification of $14.4 million from ‘Partner distributions’ to ‘Retained earnings’.

There were no reclassification adjustments made to conform the presentation of Captivate’s historical consolidated income statement for the six months ended July 2, 2026 or for the year ended January 1, 2026.

Note 3. Preliminary Purchase Price Allocation

Purchase Consideration

The total consideration transferred is estimated as follows as of July 2, 2026:

Fair Value of consideration transferred:		
Cash	$	270.0
Escrow		5.0
Less: Expected working capital adjustments		—
Total	$	275.0

Preliminary Purchase Price Allocation

The consideration presented above has been allocated to the identifiable assets acquired and liabilities assumed based on their preliminary estimated fair values. The preliminary purchase price allocation has been prepared using the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. Under the acquisition method of accounting, the identifiable assets acquired and liabilities assumed are recognized and measured at their estimated acquisition-date fair values.

The preliminary purchase price allocation is based on information currently available and assumptions that the Company believes are reasonable. As mentioned above in Note 1, the Company has completed a preliminary valuation of the fair value of the net assets acquired; however, the valuation has not yet been finalized. The Company's estimates and assumptions are subject to change as valuations are finalized within the measurement period, which cannot extend beyond one year from the acquisition date. Accordingly, the allocation of consideration transferred and related adjustments reflected in this unaudited condensed combined pro forma financial information are preliminary and subject to revision based on a final determination of fair value as additional information becomes available during the measurement period.

The following table presents the preliminary allocation of the purchase price to the identifiable assets acquired and liabilities assumed of Captivate based on their preliminary estimated fair values as of July 2, 2026.

Fair value of assets acquired:		
Cash, cash equivalents and restricted cash	$	—
Receivables		20.6
Prepaid expenses and other current assets		1.5
Property and equipment		13.8
Fair value of intangible assets *(1)*		183.3
Goodwill		113.0
Other long-term assets		2.1
Total assets acquired		334.3
Fair value of liabilities assumed:		
Accrued expenses		3.7
Accounts payable		6.5
Deferred revenue		0.5
Long-term liabilities		0.4
Deferred tax liabilities		48.2
Total liabilities assumed		59.3
Purchase price	$	275.0

*(1)*The provisional identifiable intangible assets of $183.3 million are subject to amortization. The following table summarizes the major classes of intangible assets acquired and their respective weighted-average estimated useful lives.

	Useful Life (Years)	Fair Value (in millions)
Intangible assets subject to amortization		
Developed technology	3	$ 35.8
Customer relationships	6	40.9
Installed base	17	91.5
Trade name - Captivate	14	15.1
Total intangible assets		$ 183.3

Note 4. Adjustments to the Unaudited Condensed Combined Pro Forma Balance Sheet

The following adjustments have been reflected in the unaudited condensed combined pro forma balance sheet as if the acquisition of Captivate occurred on July 2, 2026.

Financing Adjustments

Concurrently with the closing of the Captivate Acquisition, the Buyer entered into a credit agreement (the "2026 Credit Agreement"), whereby the Buyer borrowed, in the form of a senior secured first lien term loan, an original aggregate principal amount of $275.0 million (the "2026 Term Loan Facility") and established a $25.0 million senior secured revolving credit facility (the "2026 Revolving Facility,").

The financing adjustments to the unaudited condensed combined pro forma balance sheet as of July 2, 2026 are primarily comprised of the impact of borrowings under the 2026 Credit Agreement, with $275.0 million under the 2026 Term Loan Facility, net of $8.0 million of debt issuance costs, and borrowings of $10.0 million under the 2026 Revolving Credit Facility, net of capitalized fees of $0.6 million. In addition, the Company repaid the full amount outstanding under its previous revolving credit facility (the "2025 Credit Facility") of $12.0 million at the time of entering into the 2026 Credit Agreement, resulting in a loss on extinguishment of debt of $0.5 million.

A) Reflects the repayment of the $12.0 million outstanding as of July 2, 2026 under the 2025 Credit Facility.

B) Reflects the drawdown of $275.0 million under the 2026 Term Loan Facility and $10.0 million under the 2026 Revolving Credit Facility.

C) Reflects the payment of $8.6 million in debt issuance costs under the 2026 Credit Agreement ($0.6 million related to the 2026 Revolving Credit Facility and $8.0 million related to the 2026 Term Loan Facility).

D) Reflects the estimated loss on debt extinguishment of $0.5 million as if the 2025 Credit Facility was terminated as of July 2, 2026.

Transaction Accounting Adjustments

AA) Reflects the estimated effects to the Captivate opening balance sheet of extinguishing the historical debt of $52.9 million, which

was paid in full and terminated as part of the close of the Captivate Acquisition, and the payment of certain personnel related costs of $11.1 million as part of the close of the Captivate Acquisition as if it closed on July 2, 2026.

BB) Reflects the elimination of certain historical balances of Captivate in accordance with ASC 805, including the allowance for credit loss of $2.6 million, historical goodwill of $1.3 million and the net deferred tax liability of $0.1 million, as if the Captivate Acquisition closed on July 2, 2026.

CC) Reflects the recognition of the Captivate Acquisition as if the acquisition occurred on July 2, 2026 including the payment of the estimated purchase consideration of $270.0 million, $5.0 million in escrow, the adjustments to the fair value of the assets acquired, including the $1.9 million increase in property and equipment, $183.3 million of intangible assets, $114.4 million of goodwill, offset by liabilities assumed, including deferred tax liabilities of $47.7 million, recognition of the consideration payable and elimination of the historical equity of Captivate.

DD) Reflects the release of the Company's valuation allowance on its deferred tax assets of $42.3 million following the recognition of deferred tax liabilities in conjunction with the Captivate Acquisition and the resulting deferred income tax benefit. This adjustment also includes the increase of $33.4 million in the payable under the tax receivable agreement following the inclusion of Captivate's forecasted pretax income.

EE) Reflects estimated transaction costs of $8.9 million incurred by NCM related to the Captivate Acquisition, as if the acquisition had occurred on July 2, 2026.

Note 5. Adjustments to the Unaudited Condensed Combined Pro Forma Statement of Operations

The following adjustments have been reflected in the unaudited condensed combined pro forma statement of operations for the six months ended July 2, 2026 and year ended January 1, 2026 as if the acquisition of Captivate occurred on December 27, 2024.

Financing Adjustments

A) Reflects the reversal of the debt issuance cost amortization of NCM LLC of $0.2 million and $0.4 million for the six months ended July 2, 2026 and the year ended January 1, 2026, respectively, to remove the effects of the 2025 Credit Facility, and instead reflect the 2026 Credit Agreement as if it was entered into on December 27, 2024.

B) Reversal of the interest expense of NCM LLC of $0.3 million and $0.2 million for the six months ended July 2, 2026 and the year ended January 1, 2026, respectively, to remove the effects of the 2025 Credit Facility, and instead reflect the 2026 Credit Agreement as if it was entered into on December 27, 2024. The historical interest expense of Captivate of $2.7 million and $5.9 million, respectively, was also reversed as all debt was extinguished upon the closing of the Captivate Acquisition.

C) Reflects estimated debt issuance costs totaling $8.6 million recognized upon entering into the 2026 Credit Agreement as if it was entered into on December 27, 2024. The addition also includes $0.9 million and $1.8 million of estimated debt issuance cost amortization for the six months ended July 2, 2026 and the year ended January 1, 2026, respectively.

D) Reflects estimated interest expense of $15.1 million and $32.1 million for the six months ended July 2, 2026 and the year ended January 1, 2026, respectively, under the 2026 Credit Agreement, as if it was entered into on December 27, 2024.

E) Reflects the reversal of the $1.8 million loss on debt extinguishment recorded on January 24, 2025.

F) Reflects the estimated loss on debt extinguishment of $1.9 million as if the credit agreement in effect as of December 27, 2024 was extinguished and the 2026 Credit Agreement was entered into on December 27, 2024.

Transaction Adjustments

AA) Reflects the reversal of historical depreciation expense of $1.7 million and $3.9 million for the six months ended July 2, 2026 and the year ended January 1, 2026, respectively, of Captivate's property and equipment.

BB) Reflects the estimated depreciation of $2.3 million and $4.6 million for the six months ended July 2, 2026 and the year ended January 1, 2026, respectively, on the acquired property and equipment of Captivate.

CC) Reflects the estimated amortization of $12.7 million and $25.3 million for the six months ended July 2, 2026 and the year ended January 1, 2026, respectively, on the acquired intangible assets of Captivate.

DD) Reflects $8.9 million of transaction costs incurred by NCM related to the acquisition of Captivate, as if the Captivate Acquisition was entered into on December 27, 2024.

EE) Reflects the $36.4 million loss on remeasurement of the payable under the tax receivable agreement following the inclusion of Captivate's forecasted pretax income within the calculation of the payable, as if the Captivate Acquisition was entered into on December 27, 2024.

FF) Reflects the $42.3 million of deferred income tax benefit due to the release of certain valuations allowances on the Company's deferred tax assets following the recognition of deferred tax liabilities in conjunction with the Captivate Acquisition, as if it was entered into on December 27, 2024.