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

FORM 10-K/A

(Mark One)

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

For the fiscal year ended December 31, 2025

OR

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

For the transition period from ________ to ________

Commission File Number**: 001-40691**

Robinhood Markets, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**46-4364776**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

85 Willow Rd
Menlo Park, CA 94025
(Address of principal executive offices, including zip code)
(844) 428-5411
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Stock - $0.0001 par value per share	HOOD	The Nasdaq Stock Market

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

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

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

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b).☐

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

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of June 30, 2025, the last business day of the registrant’s most recently completed second fiscal quarter, was approximately $71.3 billion (based on the closing price of the registrant’s Class A common stock on the Nasdaq Global Select Market on that date). Shares of common stock owned by executive officers and directors have been excluded in that such persons may be deemed to be affiliates. This calculation does not reflect a determination that certain persons are affiliates of the registrant for any other purpose.

As of February 11, 2026, the numbers of shares of the issuer’s Class A and Class B common stock outstanding were 790,054,654 and 110,253,736.

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III of this Report, to the extent not set forth herein, is incorporated herein by reference from the registrant’s definitive proxy statement relating to the Annual Meeting of Stockholders to be held in 2026, which definitive proxy statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates.

Explanatory Note

This Amendment No. 1 on Form 10-K/A (the “Form 10-K/A”) amends the Annual Report on Form 10-K for the year ended December 31, 2025, of Robinhood Markets, Inc. filed with the Securities and Exchange Commission on February 18, 2026 (the “Original Form 10-K”). This Form 10-K/A is being filed solely to address technical issues with formatting portions of the Original Form 10-K that occurred during the electronic transmission of the EDGAR-formatted file. These issues were limited to (i) the formatting of certain tables on page 3 of the Original Form 10-K; and (ii) the placement of headings on pages 127 through 137 of the Original Form 10-K that caused such headings to be misaligned by two pages. In accordance with Rule 12b-15 of the Securities Exchange Act of 1934, as amended, this Form 10-K/A includes new certifications required by Section 302 and 906 of the Sarbanes-Oxley Act of 2002, as amended, dated as of the filing date of this Form 10-K/A. Except as described above, this Form 10-K/A does not modify or update disclosure in, or exhibits to, the Original Form 10-K. Furthermore, this Form 10-K/A does not change any previously reported financial results, nor does it reflect events occurring after the date of the Original Form 10-K. Information not affected by this Form 10-K/A remains unchanged and reflects the disclosures made at the time the Original Form 10-K was filed. For ease of reference, this Form 10-K/A includes the Original Form 10-K in its entirety, revised to address the technical issues with formatting described in this explanatory note, including all other exhibits filed therewith.

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Glossary of Terms

The following terms, abbreviations and acronyms are used to identify frequently used terms in this report:

Abbreviation and Meaning			
1940 Act	Investment Company Act of 1940, as amended	**Coinbase**	Coinbase Global, Inc., and Coinbase, Inc.
2013 Plan	Amended and Restated 2013 Stock Plan, as amended	**Corp Fin**	SEC Division of Corporation Finance
2020 Plan	2020 Equity Incentive Plan, as amended	**Crypto Listing Frameworks**	Our internal policies and procedures with respect to the listing of cryptocurrencies on our platforms
2021 Plan	2021 Omnibus Incentive Plan	**Crypto Transfers**	Cryptocurrency transfers
Adjusted EBITDA	Adjusted earnings before interest, taxes, depreciation, and amortization	**DFAL**	Digital Financial Assets Law
ADRs	American Depository Receipts	**DOJ**	U.S. Department of Justice
Advisers Act	Investment Advisers Act of 1940	**EBS**	Electronic Blue Sheets
AI	Artificial Intelligence	**ECOA**	Equal Credit Opportunity Act
AML	Anti-money Laundering	**EEA**	European Economic Area
APAC	Asia-Pacific	**EFTA**	Electronic Funds Transfer Act
ASC	Accounting Standards Codification	**EPS**	Earnings (loss) per share
BaaS	Banking as a service	**Equity Exchange Rights**	A right (but not an obligation) each of our founders has to require us to exchange, for shares of Class B common stock, any shares of Class A common stock received by them upon the vesting and settlement of pre-IPO RSUs, pursuant to the equity exchange right agreements entered into between us and each of our founders in connection with our IPO
Barclays	Barclays Bank	**ERGs**	Employee Resource Groups
Binance	Binance Holdings Ltd., and its affiliated U.S. entity, among others	**ERM**	Enterprise Risk Management
Bitstamp	Bitstamp Ltd.	**ESPP**	Employee Share Purchase Plan
BOATS	Blue Oceans ATS, LLC	**ETFs**	Exchange Traded Funds
Bribery Act	U.K. Bribery Act 2010	**ETPs**	Exchange Traded Products
BSV	Bitcoin SV	**EU**	The European Union
Bylaws	Amended and Restated Bylaws	**Exchange Act**	Securities Exchange Act of 1934, as amended
C$	Canadian dollars	**FASB**	Financial Accounting Standards Board
CAGO	California Attorney General's Office	**FCA**	Financial Conduct Authority
CASP	Crypto asset service providers	**FCM**	Futures Commission Merchant
CAT	Consolidated Audit Trail	**FCPA**	Foreign Corrupt Practices Act
CEA	U.S. Commodity Exchange Act	**FDCPA**	Fair Debt Collections Practices Act
Celsius	Celsius Network LLC	**FDIC**	Federal Deposit Insurance Corporation
CEO	Chief Executive Officer	**Final Rules**	Final rules under SEC Release No. 34-99678 and No. 33-11275, "The Enhancement and Standardization of Climate-Related Disclosures for Investors
CFPB	Consumer Financial Protection Bureau	**FinCEN**	Financial Crimes Enforcement Network
CFT	Countering the Financing of Terrorism	**FINRA**	Financial Industry Regulatory Authority
CFTC	Commodity Futures Trading Commission	**Fixed-Term Securities Lending Agreements**	Fixed-term securities lending agreements with two financial institution counterparties, as described below
Charter	Amended and Restated Certificate of Incorporation	**Founder Affiliates**	Founders related entities
CIP	Customer identification program	**Founders' Voting Agreement**	Voting Agreement, dated July 26, 2021, among RHM, Baiju Bhatt, Vladimir Tenev, and certain related entities
Circle	Circle Internet Financial, LLC	**Fourth parties**	Third parties' common suppliers or vendors
CISO	Chief Information Security Officer	**FTX**	FTX Trading Ltd.
CLARITY Act	Digital Asset Market Clarity Act of 2025	**Futures**	Futures contracts, which includes options on futures and swaps, including event contracts
Coastal Bank	Coastal Community Bank	**GAAP**	Generally accepted accounting principles in the United States
Code	Internal Revenue Code of 1986, as amended	**GBP**	British pounds sterling
CODM	Chief Operating Decision Maker	**GENIUS Act**	Guiding and Establishing National Innovation for U.S. Stablecoins Act

GHG	Greenhouse gas	**RHS March 2025 Credit Agreement**	Fourth Amended and Restated Credit Agreement, dated as of March 21, 2025, among RHS, as borrower, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent
GM	General manager	**RHUK**	Robinhood U.K. Ltd
IPO	Initial public offering	**RHV**	Robinhood Ventures DE, LLC
IRA	Individual Retirement Account	**RHY**	Robinhood Money, LLC
ISA	Individual Saving Account	**RIAs**	Registered Investment Advisors
ISOs	Incentive stock options	**RITA**	Residual Interest Targeted Amount
Kraken	Payward, Inc. and Payward Ventures Inc.	**Robinhood Credit**	Robinhood Credit, Inc.
MAC	Materiality Assessment Committee	**ROC**	Risk Operating Committee
Marex	Marex North America LLC	**Rothera**	Rothera LLC
Market-Based RSUs	RSUs that vest upon the satisfaction of all the following conditions: time-based service conditions, performance-based conditions, and market-based conditions	**Rothera E&C**	Rothera Exchange and Clearing LLC (formerly LedgerX LLC, doing business as MIAXdx)
Market Makers	Non-exchange liquidity providers	**RSAs**	Restricted stock awards
MAS	Monetary Authority of Singapore	**RSUs**	Restricted stock units
MENA	Middle-East and North Africa	**RVI**	Robinhood Ventures Fund I
MIAXdx	MIAX Derivatives Exchange	**Safety Committee**	Safety, Risk and Regulatory Committee of the board of directors
MiCA	Markets in Crypto-Assets Regulation	**SAR**	Suspicious activity reporting
MiFID	Markets in Financial Instruments Directive II	**SARs**	Stock appreciation rights
MSD	Massachusetts Securities Division	**SBC**	Share-based compensation
MSLA	Master securities loan agreement	**SEC**	U.S. Securities and Exchange Commission
NASAA	North American Securities Association	**SEC Staff**	The Staff of the SEC
Net Capital Rule	Rule 15c3-1 under the Securities Exchange Act of 1934, as amended	**Securities Act**	Securities Act of 1933, as amended
NFA	National Futures Association	**Sherwood Media**	Sherwood Media, LLC
NJDGE	The New Jersey Division of Gaming Enforcement	**SIG**	Susquehanna International Group
NMS	National market system	**SIPC**	Securities Investor Protection Corporation
NOLs	Net operating loss carryforwards	**SOFR**	Secured Overnight Financing Rate
NSCC	National Securities Clearing Corporation	**SPV**	Special purpose vehicle
NSOs	Non-statutory stock options	**SROs**	Self-Regulatory Organizations
NYDFS	New York State Department of Financial Services	**Sutton**	Sutton Bank
OECD	Organization for Economic Cooperation and Development	**SVB**	Silicon Valley Bank
OFAC	U.S. Department of the Treasury's Office of Foreign Assets Controls	**The Bribery Act**	U.K. Bribery Act 2010
Partner Exchanges	Exchange liquidity providers	**Tick Size and Access Fee Cap Rules**	Rules related to order tick size and access fee caps adopted by the SEC in September 2024
PFOF	Payment for order flow	**TILA**	Truth in Lending Act
Product-market fit	The need to adapt, localize, and position our products for specific countries	**Time-Based RSUs**	Time-based RSUs that vest upon the satisfaction of a time-based service condition
RAM	Robinhood Asset Management, LLC	**TradePMR**	Trade-PMR, Inc.
Repurchase Program	Share repurchase program	**TRF**	Trade Reporting Facilities
RFIA	Responsible Financial Innovation Act of 2025	**Trust**	Credit Card Funding Trust
RHC	Robinhood Crypto, LLC	**U.K.**	United Kingdom
RHD	Robinhood Derivatives, LLC	**USAO**	The United States Attorney's Office for the Northern District of California
RHEU	Robinhood Europe, UAB	**USA Patriot Act**	Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001
RHF	Robinhood Financial LLC	**USDC**	US Dollar Coin, issued by Circle Internet Group, Inc
RHM March 2025 Credit Agreement	Third Amended and Restated Credit Agreement, dated as of March 21, 2025, among RHM, as borrower, and a syndicate of banks, as amended by the First Amendment, dated as of October 15, 2025	**USDG**	US Global Dollar, issued by Paxos Digital Singapore Pte. Ltd
RH MENA	Robinhood Management MENA Limited	**VIE**	Variable interest entity
RHS	Robinhood Securities, LLC	**Virtu**	Virtu Financial, Inc.
RHSG	Robinhood Singapore Pte. Ltd.	**WF**	Wells Fargo Bank

Key Performance Metrics Terms	
We use the following key performance metrics to help us evaluate our business, identify trends affecting our business, formulate business plans, and make strategic decisions.	
ARPU	Average Revenue Per User We define ARPU as total revenue for a given period divided by the average number of Funded Customers on the last day of that period and the last day of the immediately preceding period.
Funded Customers	We define a Funded Customer as a unique person who has at least one account with a Robinhood entity and, within the past 45 calendar days (a) had an account balance that was greater than zero (excluding amounts that are deposited into a Funded Customer account by the Company with no action taken by the unique person) or (b) completed a transaction using any such account. Individuals who share a funded joint investing account (which launched in July 2024) are each considered to be a Funded Customer. Starting in Q1 2025, individuals who are customers of RIAs that use the TradePMR platform, and, starting in June 2025, customers of Bitstamp, are also considered Funded Customers.
Net Deposits	We define Net Deposits as all cash deposits and asset transfers from customers, as well as dividends, interest, staking rewards, and cash or assets earned in connection with Company promotions (such as account transfer and retirement match incentives, free stock bonuses) received by customers, net of reversals, customer cash withdrawals, margin and lending interest, Robinhood Gold subscription fees, and assets transferred off of our platforms for a stated period. Starting in June 2025, Net Deposits include results from Bitstamp. Due to data limitations, we have not included TradePMR client figures in our Net Deposits key performance metric.
Total Platform Assets	We define Total Platform Assets as the sum of the fair value of all equities, options, cryptocurrency, futures (including options on futures and swaps, including event contracts), cash held by users in their accounts, net of receivables from users (previously reported as Assets Under Custody), and any such assets managed by RIAs using TradePMR's platform that are not custodied by Robinhood, as of a stated date or period end on a trade date basis. Net Deposits and net market gains (losses) drive the change in Total Platform Assets in any given period. Starting in June 2025, the fair value of all cryptocurrency includes cryptocurrency on Bitstamp. Total Platform Assets also include cryptocurrency lent through platform-enabled lending programs, where customers may recall such assets at any time through the platform.
Robinhood Gold Subscribers	We define a Robinhood Gold Subscriber as a unique person who has at least one account with a Robinhood entity and who, as of the end of the relevant period (a) is subscribed to Robinhood Gold and (b) has made at least one Robinhood Gold subscription fee payment.

Other Glossary Terms	
ACATS	Automated Customer Account Transfer Service A system that automates and standardizes procedures for the transfer of assets in a customer account from one brokerage firm and/or bank to another.
Cash Sweep	We define Cash Sweep as the period-end total amount of participating users' uninvested brokerage and banking cash that has been automatically "swept" or moved from their accounts into deposits for their benefit at a network of program banks. This is an off-balance-sheet amount. Robinhood earns a net interest spread on Cash Sweep balances based on the interest rate offered by the banks less the interest rate given to users as stated in our program terms. This includes balances from customers of RIAs using TradePMR's platform.
Churned Customers	A Funded Customer is considered "Churned" if it was ever a New Funded Customer whose account balance (measured as the fair value of assets in the account less any amount due from the user and excluding amounts that are deposited into a Funded Customer account by the Company with no action taken by the unique person) drops to or below zero and has not completed a transaction using any account with a Robinhood entity for at least 45 consecutive calendar days. Negative balances typically result from Fraudulent Deposit Transactions (which occur when users initiate deposits into their accounts, make trades on our platforms using a short-term extension of credit from us, and then repatriate or reverse the deposits, resulting in a loss to us of the credited amount) and unauthorized debit card use, and less often, from margin loans.
Growth Rate with respect to Net Deposits	Growth rate is calculated as aggregate Net Deposits over a specified 12 month period, divided by Total Platform Assets for the fiscal quarter that immediately precedes such 12 month period.
Investment Accounts	We define an Investment Account as a funded individual brokerage account, a funded joint investing account, a funded IRA, or an account with an RIA using TradePMR's platform. Starting in September 2025, a Funded Customer can have multiple Investment Accounts - one or more individual brokerage accounts, a joint investing account, a traditional IRA, a Roth IRA, and/or an RIA custody account using TradePMR's platform. Investment Accounts do not include Bitstamp as such accounts are not brokerage or other Investment Accounts.
Margin Book	We define Margin Book as our period-end aggregate outstanding margin loan balances receivable (i.e., the period-end total amount we are owed by customers on loans made for the purchase of securities, supported by a pledge of assets in their margin-enabled brokerage accounts). This includes margin loan balances from customers of RIAs using TradePMR's platform.
New Funded Customers	We define a New Funded Customer as a unique person who became a Funded Customer for the first time during the relevant period.
Notional Trading Volume	We define Notional Trading Volume, or Notional Volume, for any specified asset class as the aggregate dollar value (purchase price or sale price as applicable) of trades executed in that asset class on our platforms over a specified period of time. Crypto Notional Volume includes both Robinhood App Notional Volume and, starting in June 2025, Bitstamp Notional Volume. Robinhood App Notional Volume represents the dollar value of executed crypto trades on the Robinhood platform over a specified period of time. Bitstamp Notional Volume represents the dollar value of executed crypto trades on the Bitstamp platform over a specified period of time. For example, each $1 of transaction value executed between a buyer and seller is counted as $1 of transaction value in the relevant period, rather than $2 if counted for each of the buyer and seller.
Options Contracts Traded	We define Options Contracts Traded as the total number of options contracts bought or sold over a specified period of time. Each contract generally entitles the holder to trade 100 shares of the underlying stock.
Resurrected Customers	A Funded Customer is considered "Resurrected" in a stated period if it was a Churned Customer as of the end of the immediately preceding period and its balance (excluding amounts that are deposited into a Funded Customer account by the Company with no action taken by the unique person) rises above zero or it completes a transaction using its account.

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Supported Cryptocurrencies

We currently support trading in the following cryptocurrencies, where available[(1)]:

Aave (AAVE)	Aerodrome Finance (AERO)	Arbitrum (ARB)	Aster (ASTER)*	Avalanche (AVAX)	Avantis (AVNT)*	Bitcoin (BTC)	Bitcoin Cash (BCH)
BNB (BNB)*	BONK (BONK)	Cardano (ADA)	cat in a dogs world (MEW)*	Chainlink (LINK)	Compound (COMP)	Curve DAO (CRV)	Dogecoin (DOGE)
Dogwifhat (WIF)	Ethena (ENA)	Ethereum (ETH)	Ethereum Classic (ETC)	Floki (FLOKI)	Hedera (HBAR)	Hyperliquid (HYPE)*	LayerZero (ZRO)*
Lido DAO (LDO)	Lighter (LIT)*	Litecoin (LTC)	Mantle (MNT)	Maple Finance (SYRUP)	Moo Deng (MOODENG)*	OFFICIAL TRUMP (TRUMP)*	Ondo (ONDO)*
Onyxcoin (XCN)	Optimism (OP)	Pax Gold (PAXG)	Peanut the Squirrel (PNUT)*	Pepecoin (PEPE)	Plasma (XPL)*	Polkadot (DOT)	Popcat (POPCAT)*
Pudgy Penguins (PENGU)*	Pyth Network (PYTH)	Render (RENDER)	Seeker (SKR)	SEI (SEI)	Shiba Inu (SHIB)	Sky (SKY)*	Solana (SOL)
Stellar Lumens (XLM)	SUI (SUI)	Tezos (XTZ)	Toncoin (TON)*	Uniswap (UNI)	USD Stablecoin (USDC)**	Virtuals Protocol (VIRTUAL)	World Liberty Financial (WLFI)*
XRP (XRP)	Zora (ZORA)*						

[(1)] Not all cryptocurrencies are available in every state. An asterisk indicates a cryptocurrency is not currently available for trading in New York; a double asterisk indicates a cryptocurrency is not currently available for trading in New York or Texas.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this “Annual Report”) of Robinhood Markets, Inc. (“RHM” and, together with its subsidiaries, “we,” “us,” “Robinhood,” or the “Company”) contains forward-looking statements (as such phrase is used in the federal securities laws), which involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “believe,” “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “estimate,” “predict,” “potential,” or “continue,” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. This Annual Report includes, among others, forward-looking statements regarding:

- that we continue to create an ecosystem of financial products and services that will enable people across the world to become investors;
- our belief that our products can transform the relationship people have with the financial system and that the products on our roadmap will go a long way toward making that a reality;
- our commitment to continue expanding Robinhood Legend’s capabilities;
- that we remain focused on building the best products and ultimately aim to serve all of our customers’ financial needs;
- our expectations regarding our prediction markets investments, including our plans to introduce and advance the build out of an independent, CFTC-licensed exchange and clearinghouse, Rothera E&C;
- our plans to continue expanding our U.K. brokerage offering with the introduction of tax-advantaged investment accounts;
- that we are continuing to roll out Robinhood Banking to Gold Subscribers;
- our expectations regarding RVI, including that RVI’s investment program will focus on a concentrated portfolio of private companies at the frontiers of their respective industries and that RVI plans to hold investments for the long term through IPO and beyond, and will seek to invest across a number of sectors;
- our expectations regarding legal and regulatory proceedings and investigations;
- our intent to continue to invest in technology;
- that we are continuously introducing new products and diversifying our services that further expand access to the financial system;
- our expectations regarding legislative developments and their impact on us, including with respect to the CLARITY Act and the GENIUS Act;
- our expectations about our ability to rapidly adopt and introduce new tools relating to AI, including building complex AI agents and AI-native advisory products;
- our expectations about our ability to lead in cryptocurrency and blockchain technology;
- our plans to launch new products and features that drive tokenization in the future;

- our plans to keep investing in our existing products and features while also launching new products and services like Robinhood Legend, index options, futures, and event contracts;

- our expectations regarding products related to wealth management and advisory, including our plan to focus on multigenerational advisory in our future product roadmap and our expectation that multigenerational advisory will be strengthened by the expanded investment advisory and custodial capabilities gained through our acquisition of TradePMR;

- our plan to continue expanding the coverage of Robinhood Gold;

- our belief that there is a significant opportunity for Robinhood to grow internationally and our intent to continue expanding our operations outside of the United States, including our plan to continue the expansion of our U.K. brokerage product offering and our plan to open an office in Singapore as our APAC headquarters;

- our plan to consider factors such as population size and demographics, legal and regulatory environments, and general investing attitudes and the competitive landscape in potential new markets prior to pursuing such expansion;

- our expectations about adapting our product and service offerings to reflect local regulatory requirements, customer preferences, and other location-specific factors when pursuing such expansion;

- our expectations with respect to our pending acquisitions of WonderFi, PT Buana Capital Sekuritas, and PT Pedagang Aset Kripto;

- the Repurchase Program and our current expectations with respect to timing;

- our belief that, based on our current level of operations, our primary sources of liquidity will be adequate to meet our current liquidity needs for the next 12 months; and

- our expectations regarding applying for a license under the DFAL in connection with our cryptocurrency trading operations in California.

Our forward-looking statements are subject to a number of known and unknown risks, uncertainties, assumptions, and other factors that may cause our actual future results, performance, or achievements to differ materially from any future results expressed or implied in this Annual Report. Reported results should not be considered an indication of future performance. Factors that contribute to the uncertain nature of our forward-looking statements include, among others:

- our rapid and continuing expansion, including continuing to introduce new products and services on our platforms as well as geographic expansion;

- the difficulty of managing our business effectively, including the size of our workforce, and the risk of declining or negative growth;

- the fluctuations in our financial results and key metrics from quarter to quarter;

- our reliance on transaction-based revenue, including PFOF, the risk of new regulation or bans on PFOF and similar practices, and the addition of our new fee-based model for cryptocurrency;

- our exposure to fluctuations in interest rates and rapidly changing interest rate environments;

- the difficulty of raising additional capital (to provide liquidity needs and support business growth and objectives) on reasonable terms, if at all;
- the need to maintain capital levels required by regulators and SROs;
- the risk that we might mishandle the cash, securities, and cryptocurrencies we hold on behalf of customers, and our exposure to liability for processing, operational, or technical errors in clearing functions;
- the impact of negative publicity on our brand and reputation;
- the risk that changes in business, economic, or political conditions that impact the global financial markets, or a systemic market event, might harm our business;
- our dependence on key employees and a skilled workforce;
- the fact that we do not wholly own or operationally control Rothera, our joint venture with SIG, and its subsidiaries;
- operational and regulatory risks and expenditures prior to and following closing of our acquisitions and investments;
- the difficulty of complying with an extensive, complex, and changing regulatory environment, the risk of monetary and other penalties for noncompliance and the need to adjust our business model in response to new or modified laws and regulations;
- the possibility of adverse developments in pending litigation and regulatory investigations;
- the risk that the outcome of currently ongoing and potential future regulatory enforcement actions and litigation, as well as potential changes in federal or state law, could immediately or subsequently prevent us from offering, or continuing to offer, event contracts;
- the effects of competition;
- our need to innovate and acquire or invest in new products, services, technologies and geographies in order to attract and retain customers and deepen their engagement with us in order to maintain growth;
- our reliance on third parties to perform some key functions and the risk that processing, operational or technological failures could impair the availability or stability of our platforms;
- the risk of cybersecurity incidents, theft, data breaches, and other online attacks;
- the difficulty of processing customer data in compliance with privacy laws;
- our need as a regulated financial services company to develop and maintain effective compliance and risk management infrastructures;
- the risks associated with incorporating AI technologies into some of our products and processes;
- the regulation, litigation, contractual, operational, and reputational risks associated with our introduction of products such as Robinhood Stock Tokens in the EEA and our staking services offered in the U.S.; and
- the risk that substantial future sales of Class A common stock in the public market, or the perception that they may occur, could cause the price of our stock to fall.

Because some of these risks and uncertainties cannot be predicted or quantified and some are beyond our control, you should not rely on our forward-looking statements as predictions of future events. More information about potential risks and uncertainties that could affect our business and financial results is included in the section of this Annual Report titled “Risk Factors” and our other filings with the SEC, all of which are available on the SEC’s web site at www.sec.gov. Moreover, we operate in a very competitive and rapidly changing environment; new risks and uncertainties may emerge from time to time and it is not possible for us to predict all risks nor identify all uncertainties. The events and circumstances reflected in our forward-looking statements might not be achieved and actual results could differ materially from those projected in the forward-looking statements. Except as otherwise noted, all forward-looking statements are made as of the date we file this Annual Report, and are based on information and estimates available to us at this time. Although we believe that the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee future results, performance, or achievements. Except as required by law, Robinhood assumes no obligation to update any of the statements in this Annual Report whether as a result of any new information, future events, changed circumstances, or otherwise. You should read this Annual Report with the understanding that our actual future results, performance, events, and circumstances might be materially different from what we expect.

PART I

ITEM 1. BUSINESS

Company Overview

Robinhood was founded in 2013 on the belief that everyone should be welcome to participate in our financial system. We are creating modern financial services platforms for everyone, regardless of their wealth, income, or background.

Our mission is to democratize finance for all. We use technology to provide access to the financial system in a way that is simple and convenient for our customers. We believe the financial system should be built to work for everyone. That's why we create products that let our customers start investing at their own pace, on their own terms. We believe investing should be familiar and welcoming, with a simple design and an intuitive interface, so that customers are empowered to achieve their goals. We started with a revolutionary, bold brand and design in the Robinhood app which makes investing approachable for millions. Over the last decade, we have disrupted and changed the industry, becoming the first U.S. retail broker to offer commission-free stock trading with no account minimums, which was subsequently adopted by the rest of the industry. In recent years, we have continued to build relationships with our customers by introducing new products and diversifying our services that further expand access to the financial system, including focusing on products and tools for more seasoned investors. Through these efforts, we believe we have made investing culturally relevant and understandable, and that our platforms enable our customers to become long-term investors and take greater control of their finances.

At Robinhood, our values are in service of our customers. Our customers are why we exist. That is why we put what's best for our customers at the center of our decision-making in order to bring them the best technology coupled with real value. That is why at Robinhood, we push for progress without compromising quality. We also take our responsibility for our customers' finances seriously. We know that trust is hard earned and easily lost and that is why we prioritize compliance, approach risk thoughtfully, and never compromise trust for speed.

Additionally, we consider ourselves to be One Robinhood where we are all invested in the same mission. We invite contrary perspectives, support each other, and debate with energy and kindness. Once decisions are made, we move in unison with ownership and accountability, powered by the thrill of building something great together. We are also innovators and problem solvers. Our bold bets often make us a first mover, and we do what's right for customers - even if it hasn't been done before. We also strive to do more with less. To that end, constraint drives us to innovate through scalable technology - not excess resources.

Finally, we started a movement, breaking barriers so everyone - not just the wealthy - can access the financial system. Our job to "democratize finance for all" may never be complete as we seek to level the playing field - which is what makes what Robinhood does so fun.

Our Products And Features

We understand that millions of our customers have used Robinhood to enter the financial markets for the first time, and we take our responsibility to them seriously. We are passionate about operating Robinhood in a way that aligns with customer interests, applicable regulations, and with our own mission to democratize finance for all. We continue to create an ecosystem of financial products and services that will enable people across the world to become investors. We believe our products can transform the relationship people have with the financial system and that the products on our roadmap will go a long way toward making that a reality.

We began by offering our customers the ability to buy and sell equities on a mobile-first platform and have since continued to expand our offerings to add new asset classes, products and features, while also growing internationally to better serve our customers. We designed our mobile platform to be an elegant, intuitive investing interface that provides our customers with trading functionality and market information such as historical prices, valuation multiples, recent news, analyst ratings, advanced charts, and more, at no additional cost. Robinhood Legend, built specifically for active traders, is a powerful, sleek browser-based desktop trading platform that is fully customizable and available at no additional cost to all U.S. and U.K. customers with a Robinhood account. Robinhood Legend now supports all major asset classes and we have committed to continue expanding its capabilities.

The core tenet of the Robinhood offering—expanding access to our financial system through products that empower people to learn, participate, and grow—underpins each of our offerings. We remain focused on building the best products and ultimately aim to serve all of our customers' financial needs.

Brokerage

United States

Investing. Our platforms allow our customers to invest commission-free in U.S.-listed stocks and ETFs, as well as related options and ADRs.

Options Trading. We review eligibility for our customers who wish to trade options, including disclosure of investment experience and knowledge, investment objectives and financial information. Subject to approval from Robinhood, customers can access basic options strategies (Level 2), which permits buying calls and puts and selling covered calls and puts, or more advanced options strategies (Level 3), which permits fixed-risk spreads (such as credit spreads and iron condors) and other advanced trading strategies, depending on their individually disclosed preparedness. We conduct regular reviews of our customers' eligibility and take action to revoke access to trading options as appropriate, to ensure our customers are accessing the level of options strategies that are appropriate for them based on information such as their trading experience, investment objectives and financial situation.

In 2025, index option trading became available to all customers, allowing them to trade options on diversified indices like the S&P 500 and VIX, while gaining access to potential tax benefits and one of the lowest contract fees among leading brokerages.

Fractional Trading. Fractional trading allows customers to invest in fractions of a share of stock, rather than requiring them to buy and sell whole shares. This service enables customers to build a diversified portfolio regardless of their budget and removes a barrier to investing in higher-priced stocks, thereby providing access to a much greater selection of equities with as little as $1.

Recurring Investments. Our recurring investment feature enables our customers to automatically buy shares of equities and certain ETFs on a set schedule, allowing them to build positions over time and establish regular investing habits, even with small contributions. Our customers can also elect to automatically reinvest dividend income back into the underlying respective shares.

Access to Investing on Margin. Subject to approval upon meeting eligibility criteria set by Robinhood, customers can invest on margin. This allows eligible customers to borrow a limited amount of funds from Robinhood to use as additional investing capital. Robinhood decides whether to extend margin to each customer who applies for access based on information regarding customer activity, portfolio equity or net worth criteria, investment objectives, and investing experience reported by the customer. We offer an industry-leading tiered margin structure where customers receive a single low interest rate based on their total margin balance.

Fully-Paid Securities Lending. Under our Fully-Paid Securities Lending program ("Fully-Paid Securities Lending"), a customer can earn passive income on their stock portfolio once they give Robinhood permission to lend out any fully paid stocks in their portfolio. Robinhood does the work of finding interested borrowers and customers get paid a share of the interest revenue earned when their shares have been loaned to borrowers.

Brokerage (continued)

Cash Sweep. Our cash sweep program allows brokerage customers to earn interest on uninvested brokerage cash swept to our partner banks. The interest compounds daily and is then paid out by the partner banks monthly. Cash deposited at these banks is eligible for FDIC insurance.

Instant Withdrawals. Our instant withdrawals feature enables eligible customers to withdraw money from their Robinhood accounts and instantly deposit it to their bank accounts or debit cards with a fee.

Robinhood Retirement. We are making it easy and accessible to start saving for retirement through a traditional IRA or Roth IRA and are expanding options for the growing population of freelance and gig workers without access to employer-based matching programs. Customers' eligible contributions to their retirement account can earn a percentage match by Robinhood, subject to a five-year holding period. We offer customer IRA instant deposits up to $1,000, which allows customers to immediately start investing. Customers can also get a custom recommended portfolio, build their own, or do both, all commission-free.

24 Hour Market. We were the first U.S. broker to offer around-the-clock trading of individual stocks, 24 hours a day, 5 days a week. We also offer around-the-clock trading of ETFs. It allows our customers to better manage their risk and take advantage of opportunities, no matter what time of day they arise.

Joint Investing Accounts. Our joint investing accounts allow customers to seamlessly manage investments with their partner while keeping their shared assets in one place. The joint account provides shared access for account holders that allows them to combine funds and increase their investment power as they work towards their financial goals. Gold Subscribers can also extend certain Robinhood Gold benefits to a joint account at no additional cost.

Prediction Markets. Our customers can trade event contracts on a regulated exchange using our Prediction Markets Hub, for which we charge a commission for each contract traded. An event contract is a type of financial derivative that allows traders to speculate on a specific event. These contracts are generally structured around "Yes" or "No" positions, and fluctuate in price based on the projected occurrence of the event. Event contracts then pay out if the position held matches the correct occurrence of the event; otherwise, they expire with no value. Event contracts are offered through our FCM license regulated by the CFTC. We believe event contracts give people a tool to engage in real-time decision-making, unlocking a new asset class. Our Prediction Markets Hub features sports, politics, economics, culture and more, giving customers the opportunity to react to the event as it happens. Deepening its investment in Prediction Markets, Robinhood established a joint venture, Rothera, in partnership with SIG, that acquired 90% of the issued and outstanding equity of MIAXdx in January 2026 to advance the build out of an independent, CFTC-licensed exchange and clearinghouse. Following closing, Rothera renamed MIAXdx to Rothera E&C.

Futures. A futures contract is a legal agreement between two parties to buy or sell a set amount of an asset at an agreed-upon future date with the price set today. Our futures trading allows customers to trade a variety of different asset classes, such as equity indices, energy, currencies, cryptocurrencies, metals, and other commodities at the speed of a tap with our sleek new trading ladder. In addition, our futures trading has no pattern day trading rules and provides access to potential tax benefits. Commissions and other fees apply for each futures contract traded.

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Short Selling. Short selling is an advanced trading strategy where customers borrow shares of stock, sell them at the current price in anticipation of a decline in the price of those shares, then repurchase and return the borrowed shares at the lower price. Short selling involves potentially unlimited risk. During the fourth quarter of 2025, we launched short selling on our mobile, web, and Robinhood Legend platforms.

Brokerage (continued)

United Kingdom

Since 2024, we have offered most of our brokerage services to customers in the U.K. through RHUK via a dedicated mobile application available to eligible U.K. users. Brokerage services available to our U.K. customers include commission-free trading on U.S.-listed stocks and ADRs, option trading, futures trading, fractional share trading, recurring investments, investing on margin, Fully-Paid Securities Lending, Cash Sweep, and 24 Hour Market. Further, we have introduced market-specific functionality, including multi-currency wallets that allow customers to hold and manage GBP in their brokerage account, improving the funding and trading experience for U.K. customers.

We expect to continue expanding our U.K brokerage offering with the introduction of tax-advantaged investment accounts, such as recently launched stocks and shares ISAs. A stocks and shares ISA is a U.K. specific, tax-efficient investment account that allows customers, within annual contribution limits, to invest without incurring tax on capital gains or investment income. The performance of a stocks and shares ISAs is driven by the returns of its underlying investments and is subject to the inherent risks and volatility of the equity markets.

European Union

Stock Tokens. A stock token is a derivative contract that tracks the price of a U.S. stock or ETP, giving eligible EU customers exposure to U.S. equities without owning the underlying shares. Customers can access U.S. stock and ETP tokens 24/5, with zero commissions or added spreads (other fees may apply), and receive dividend payouts that mirror the underlying stock or ETP.

Robinhood Crypto	United States **Cryptocurrency Trading.** We offer cryptocurrency trading in the United States through RHC. We offer cryptocurrencies in every U.S. state, the U.S. Virgin Islands, Puerto Rico, and the District of Columbia. Customers trading in the Robinhood app can choose to have orders routed to market makers commission-free or through partner exchanges via smart exchange routing for a fee. Orders placed on Robinhood Legend are all routed to the partner exchanges via smart exchange routing. We currently support trading for 58 cryptocurrencies, where available. (see "Supported Cryptocurrencies") **Recurring Crypto Investments.** We offer the ability for customers to automatically buy cryptocurrency on a schedule of their choice. As an agent, we route all cryptocurrency transactions initiated by customers to third-party market makers or exchange liquidity providers. We never act as a counterparty to our users' buy or sell transactions. We offer Crypto Transfers, allowing customers to transfer cryptocurrency into and out of their RHC accounts without commission, where eligible. **Robinhood Connect.** Developers can embed this fiat-to-crypto on-ramp tool directly into their decentralized applications, and customers can fund Web3 wallets without the need to leave decentralized applications, or dApps, for a fee. **Robinhood Crypto Trading API.** Our most seasoned crypto traders can use this API to set up advanced and automated trading strategies that allow them to stay ahead of market trends, react to significant market movements, or simply trade crypto, all without needing to open the Robinhood app. **Staking.** We offer staking on selected cryptocurrencies. Staking allows customers to earn rewards by locking up cryptocurrencies, subject to the network and cryptocurrency's requirements and bonding periods.
Robinhood Crypto **(Continued)**	European Union **Cryptocurrency Trading.** We offer cryptocurrency trading in select jurisdictions within the EU through RHEU via a dedicated mobile application available to eligible EU users. We charge users a commission each time a user decides to buy or sell certain cryptocurrencies in the EU. RHEU currently supports trading for 74 cryptocurrencies, where available. See the list on our website at https://robinhood.com/eu/en/support/articles/about-robinhood-crypto/. Crypto Transfers is also available in the EU, giving EU customers greater flexibility and control over their digital assets. During 2025, we acquired Bitstamp, a globally-scaled cryptocurrency exchange with retail and institutional customers. This acquisition accelerates our expansion across Europe. **Staking.** We offer staking for EU customers on selected cryptocurrencies. **Perpetual Futures.** Perpetual futures are futures contracts without a fixed expiry and can be held indefinitely as long as margin requirements are met. Perpetual futures traders trade contracts that track crypto prices. This new asset class gives advanced traders more ways to trade, allowing them to capitalize on a variety of market conditions by reacting quickly when prices move, with leverage available.

Robinhood Crypto **(Continued)**	**Custody** We hold all settled cryptocurrencies in custody on behalf of customers in two types of wallets: (i) hot wallets, which are managed online, and (ii) offline cold wallets, which require physical access controls. Our wallets store and transfer all the settled digital assets listed in the Glossary of Terms above using an architecture combining multi-party computation and hardware security to eliminate a single point of failure. With the exception of Bitstamp (discussed below), we do not utilize third-party custodians for settled cryptocurrencies, but we do integrate proprietary technology from a third-party industry-standard vendor into the systems we use to support the custody, transfer and settlement operations to our wallets. As noted, Bitstamp does use third party custodians. In general, the overwhelming majority of cryptocurrency coins on our platforms are held in cold storage, in facilities located in the United States and in the EU with physical security systems that we believe are state-of-the-art, though some coins are held in hot wallets to support day-to-day operations. We maintain custody of our customers' cryptocurrencies in omnibus wallets on behalf and for the benefit of our customers. Following the purchase of cryptocurrencies from liquidity providers, cryptocurrencies are delivered to the secure omnibus wallet, or in the case of a net sell, cryptocurrencies are moved from such wallet to the liquidity provider's account. We have implemented strict operational protocols and permissions for cryptocurrency movement with our internal operational team to restrict access to customer wallets, and tightly control the movement of cryptocurrencies. More than one person is required to initiate and approve each large transfer, and only a small group of higher-level employees have the necessary privileges to add and authorize new addresses or to release proceeds from wallets. Access to cryptocurrency transfer interfaces is strictly controlled and requires hardware two-factor authentication to log in. To help ensure our security system functions as designed, our systems undergo security audits and are regularly subject to penetration testing. We maintain a ledger of customers' ownership and account balances of cryptocurrencies. Additionally, the Company's accounting and crypto operations team has established internal control procedures and maintains records to verify the total quantity of each cryptocurrency we custody for our customers that are held in the omnibus wallets. Such controls are periodically tested by the Company's internal financial compliance team. We currently do not hold significant amounts of cryptocurrency for our own account. We hold small amounts of cryptocurrency assets to solely support our business operations, and we do not commingle cryptocurrencies with those of our users. We do not engage in lending transactions with cryptocurrencies held on behalf of customers. We do not seek to profit from proprietary trading and only facilitate customer transactions. In addition, we have anti-money laundering and insider trading programs intended in part to prevent self-dealing and other potential conflicts of interest, including with respect to our cryptocurrency services.
Robinhood Wallet	**Robinhood Wallet.** Separately from RHC and RHEU, we offer a self-custody, web3 wallet in over 150 countries through our Cayman Islands subsidiary, Robinhood Non-Custodial Ltd., that allows customers to deposit and withdraw cryptocurrencies to and from their wallets. Customers can store and manage cryptocurrencies on the Ethereum, Bitcoin, Solana, Dogecoin, Arbitrum, Polygon, Optimism and Base networks. Certain network fees or other third-party service fees for certain transactions may apply. The Robinhood Wallet gives customers full control over their cryptocurrencies, which means they hold and maintain the private key to their assets, and does not collect any portion of network or "gas" fees imposed by the applicable network. The Robinhood Wallet is a software application that users must access via a separate application. Neither RHC nor RHEU custody any Robinhood Wallet assets.

Robinhood Gold

Robinhood Gold. Our subscription service grants subscribers access to a number of premium features. After an initial 30-day free trial, subscribers pay a flat recurring rate. Our premium features offered to Gold subscribers include:

- Higher Interest on Cash Sweep. Subscribers can earn a higher interest rate on the cash swept to participating banks compared to users who do not subscribe to Gold.
- Higher Match on IRA Contributions. Subscribers can earn a higher percentage match of 3% on eligible contributions compared to users who do not subscribe to Gold.
- Bigger Instant Deposits. Subscribers can immediately access instant deposit of $5,000 up to three times subscriber's portfolio value, depending on their brokerage account balance and status.
- Access to Investing on Margin. No interest is charged on the first $1,000 in margin borrowed by each Robinhood Gold subscriber.
- Lower Fees. Subscribers can trade index options at a lower contract fee, futures with lower commissions charged, as well as have a cap on annual management fees for Robinhood Strategies accounts, compared to customers who do not subscribe to Gold.
- Exclusive Mortgage Rates. Exclusive mortgage loan offer and credit towards closing costs with Sage Home Loans Corporation.
- Professional Research. Subscribers have unlimited access to in-depth stock research reports provided by Morningstar.
- Advanced Market Data. Subscribers have the ability to see greater depth of orders for any given stock or option with Level II Market Data from Nasdaq. The ability to see multiple buy and sell requests helps subscribers understand the availability or desire for a stock at a certain price.

Robinhood Gold Card

Robinhood Gold Card. Robinhood Gold Card is offered under a program agreement ("Program Agreement") between Robinhood Credit and Coastal Bank, a member of the FDIC. There are no annual fees and no foreign transaction fees. Robinhood Gold Card is exclusively for qualified Gold Subscribers and offers rewards on each eligible purchase, which are redeemable for travel, gift cards, and shopping, or can be instantly transferred to a Robinhood Gold Card user's brokerage account to invest, earn interest, or withdraw. Robinhood Gold Card users can manage their card activities via a separate mobile application, the Robinhood Credit Card app. We are continuing to roll out Robinhood Gold Card, now in the hands of over 600 thousand customers.

Robinhood Banking

Robinhood Banking. Robinhood Banking is a financial services platform offered by RHY that brings a private banking experience exclusively to Gold Subscribers. Banking services are provided by Coastal Bank. Funds held in Robinhood Banking accounts are eligible for FDIC insurance. We are continuing to roll out Robinhood Banking to Gold Subscribers.

Our premium features offered to Robinhood Banking customers include:

- High-yield checking and savings.
- On-demand cash delivery.
- 24/7 support.

Wealth Management

Robinhood Strategies. We offer a tailored, expert-managed wealth management service that gives our customers expert financial advice and the knowledge to effectively plan for their future.

Our premium features offered to Robinhood Strategies customers include:

- Low management fee: 0.25% annual management fee, capped at $250 per year for Gold Subscribers.
- Diversified and interactive portfolio: Portfolios are actively managed based on customers' risk tolerance, goals, and time horizon and adjusted to reflect market conditions.
- Integrated tools: In-app performance tracking, future return simulations, and tax management features such as tax loss harvesting.

Our acquisition of TradePMR, a custodial and portfolio management platform for RIAs, expands our wealth management footprint, and allows us to deliver investment advisory capabilities to customers by bringing in a scaled RIA custodial and portfolio management platform that connects financial advisors to a new generation of investors.

Robinhood Cortex

Robinhood Cortex. We offer an AI investment tool designed to provide real-time analysis and insights that help our customers better navigate the markets, identify opportunities, and stay up to date on the latest market moving news.

Our key features offered to customers include:

- Stock and Portfolio Digests: Provides concise summaries explaining market movements for individual securities and complete portfolios by analyzing relevant news and events impacting each ticker.

Robinhood Ventures Fund I

In September 2025, we filed our initial prospectus to launch RVI, a listed closed-end fund that aims to offer retail investors exposure to private companies at the frontiers of their respective industries. A listed closed-end fund is an investment company that is registered under the 1940 Act. RVI's investment program will focus on a concentrated portfolio of private companies at the frontiers of their respective industries. RVI plans to hold investments for the long term through IPO and beyond, and will seek to invest across a number of sectors.

Education

We believe that offering educational resources is critical to advancing our mission. The more financial education people receive, the better equipped, and thus more empowered they will be to make personal investment decisions that meet their long-term goals. We've been expanding financial educational resources on the Robinhood Learn website for anyone to access as well as in-app education for our customers.

We offer a variety of ways for our customers to grow their financial knowledge:

- *Robinhood Learn*. Robinhood Learn is an online collection of guides, feature tutorials, and an extensive financial dictionary available to anyone. It is designed to provide people with a breadth of financial education and is regularly updated to ensure we provide timely and relevant information for anyone to learn and grow.

- *In-App Education*. Our in-app education resources cover investing fundamentals including why people invest, a stock market overview, and tips on how to define investing goals. This allows customers to understand the basics of investing before their first trade. We plan to continue to release additional Learn modules to provide customers access to information that can help build financial confidence.

- *Newsfeeds*. Our newsfeeds give customers access to free, premium news from sites such as Barron's, Reuters and Dow Jones.

- *Sherwood Media and Robinhood Snacks*. Robinhood Snacks is an accessible digest of business news stories written for a new generation of investors. Its bite-sized news stories bring new investors the latest market-moving news without all of the complicated financial jargon. Sherwood Media is a subsidiary that is the home for news and information about the markets, economics, business, technology, and the culture of money. We offer a suite of new editorial offerings, complementing Robinhood Snacks with more always-on news updates and analysis, original reporting and new newsletter offerings.

- *Crypto Learn and Earn*. Our exclusive in-app educational module available to all eligible RHEU and Robinhood Wallet customers via Robinhood Learn that educates customers on the basics about cryptocurrency. Customers who complete these courses will be eligible to receive rewards, which will be paid out in cryptocurrency.

Our Technology

The Robinhood apps and Robinhood Legend are the core front-end pathways through which our customers engage with us. Our self-clearing system, order routing system, data platform, and other back-end infrastructure deliver the capabilities that allow our customers to focus on investing, saving, and spending, while also enabling us to rapidly develop products that our customers love to use.

Some of our most critical technologies include:

- *Core Infrastructure and Data Platform.* Our core infrastructure and data platform are built on Amazon Web Services, and our platform enables application developers to define their microservices in a simple, standardized manner while also providing built-in scalability and resiliency.

- *Self-Clearing System.* Our self-clearing services allow us to clear and settle trades across stocks, ETFs, and options without relying on a third-party clearing firm, an approach that provides increased internal visibility and stronger oversight and control over clearing and settlement functions.

- *Order Routing System.* We built a proprietary order routing system that uses statistical models to evaluate past orders and execution quality data, and automatically routes customer orders to the market makers that have historically given customers the best prices. This competition-based system creates an incentive for market makers to provide better prices for our customers, in order to receive more orders in the future. We are committed to seeking a quality execution on every order, and our routing protocols are designed with this in mind.

- *Machine Learning.* We currently use machine learning and AI to improve our products and processes in certain circumstances. Our machine learning models and AI contribute to multiple capabilities across our business. For example, we use machine learning and AI to increase the efficiency of our in-app chat support, customer support workflows, fraud detection systems, and even to improve the customer experience in our newsfeed by expanding the number of sources we can pull from, parsing and categorizing these articles, and delivering highly relevant and varied news to our customers for companies, stocks, or cryptocurrencies.

- *Experiments Infrastructure.* To enable our rapid product development cycle, we've built a proprietary experimentation infrastructure that enables us to test product changes through the build process and validate research hypotheses. The iterative, customer-centric product development approach that is so core to our success is enabled by this robust internal technology.

Looking ahead, we believe we are strategically positioned at the center of two major platform shifts—AI and cryptocurrency and blockchain technology—which have the potential to transform the industry.

- *Artificial Intelligence*. We currently expect our adoption of AI to occur in three phases: by augmenting internal operations, by enhancing customer-facing products, and by developing sophisticated autonomous financial agents. We have successfully created operational efficiencies and brought in top-tier AI talent, including experts from leading frontier AI labs, to accelerate our advancements in AI. Additionally, we have begun to incorporate applications of generative AI into our product offerings, such as Robinhood Cortex. As a technology company, we believe we are able to rapidly adopt new tools on the way to building complex AI agents and expect to introduce significantly more in the coming year, including our first AI-native advisory products.

- *Cryptocurrency and Blockchain Technology*. We believe cryptocurrency and blockchain technology will fundamentally transform financial infrastructure by offering significant efficiencies as the blockchain reduces the need for traditional financial intermediaries, such as clearing houses, transfer agents, and payment processors, leading to lower operational costs. We anticipate that blockchain technology will increasingly integrate with the traditional financial system, ultimately serving as the new infrastructure for financial services. We expect that this will be driven by tokenization, which enables efficiency gains by moving traditional financial assets onto blockchain. We believe our leadership in cryptocurrency trading will position us to lead in this space and expect to continue launching new products and features that drive tokenization in the future.

Our Customers

We are empowering a new generation of financial consumers. Robinhood was built to make the financial system more accessible and transparent for everyone. We have reached customers from a wide variety of social and economic backgrounds and many of our customers have told us that Robinhood was their first brokerage account. We take pride in the fact that we are expanding the market by welcoming new investors into the financial system and helping the next generation of investors build sound long-term investing, saving, and spending habits in their prime wealth building years. We are also laser focused on being the top platform for active traders who trade more actively and use more sophisticated products.

Customer feedback is at the heart of product development at Robinhood. We regularly communicate with our customers—not just to provide support, but also to learn more about their experiences and insights, and to respond to their feedback about our products. This keeps us connected with customers and enables us to understand their expectations, problems and opportunities they face financially. For example, in response to customer feedback, we introduced multiple accounts, allowing customers to open multiple investing accounts to organize their portfolio by asset class, time horizon, investing themes, or personal goals, all in one place. Further, in response to feedback from our active traders for advanced equity offering, we launched short selling, an important feature designed to give active traders a way to profit in down or volatile markets, and to smooth out equity trading volumes across different market conditions. These launches reflect our ongoing commitment to providing our customers with the insights and resources they need to make informed decisions and plan for the future.

Our Growth Strategies

Our growth strategies are built around three key focus areas designed to meet increasing demand from our customers and further our mission of democratizing finance for all. We believe we are still in the early stages of this journey and remain committed to expanding access to financial services through innovative products.

Establishing Ourselves as the Number One Platform for Active Traders

Our focus has been on systematically resolving issues that would lead an active trader to consider using another platform, with a particular emphasis on innovation and speed. Our strategy for being number one in active traders is centered on three main priorities:

- new product innovations such as Robinhood Cortex;
- expansion of asset classes and capabilities such as event contracts and short selling; and
- improving our tools, latency, and charting to be best-in-class, particularly on Robinhood Legend.

Becoming the Number One in Wallet Share for the Next Generation

Many of our customers are just beginning their financial journeys. As our next generation customers grow their wealth, we aim to grow with them, meeting their evolving financial needs from saving, spending, or facilitating payments. Our strategy for being number one in wallet share for the next generation is centered on three main priorities:

- build new products that cover the next generation's remaining core financial needs, such as Robinhood Banking and advisory. Multigenerational advisory is a key pillar of our future product roadmap and will be strengthened by the expanded investment advisory and custodial capabilities gained through our acquisition of TradePMR;
- innovate on incentives, particularly through Robinhood Gold, to provide our customers with greater value as their assets grow with us; and
- reduce withdrawals and increase deposits by further streamlining the process for customers to onboard, deposit funds, and transfer assets into Robinhood.

Building the Number One Global Financial Ecosystem

As we continue expanding internationally, we see substantial opportunity ahead to deepen our global presence. We have leveraged our strengths as a technology and innovation leader in the U.S. and expanded our reach globally in the U.K. with brokerage services and in the EU with cryptocurrency trading. We are continuing our expansion internationally with our pending acquisitions of WonderFi in Canada, and PT Buana Capital Sekuritas and PT Pedagang Aset Kripto in Indonesia. We have also taken our first steps in the business-to-business and institutional markets through our acquisitions of Bitstamp and TradePMR (Refer to Note 3 - Business Combinations to our consolidated financial statements in this Annual Report for more information). Our strategy for building a global financial ecosystem is centered on three main priorities:

- launch new products and features that further our tokenization efforts, such as Robinhood Chain, a permissionless Layer 2 blockchain optimized for real-world assets, from public to private to global;
- prioritize functionality that creates value for our customers across our platforms globally, and not just focusing on one individual market, such as multi-currency accounts, staking and stock tokens trading in the EU; and
- introduce and expand market-specific functionality, such as recently launched stocks and shares ISAs in the U.K.

We consider factors such as population size and demographics, legal and regulatory environments, general investing attitudes and the competitive landscape in potential new markets prior to pursuing such expansion. This drove our decision to open an office in Singapore as our APAC headquarters. Our plans to pursue international expansion are dependent on a variety of external factors, including, among other things, our obtaining required regulatory approvals, authorizations, licenses and consents, our obtaining and protecting intellectual property rights abroad, and the identification of, and successful entry into new business partnerships with third-party service providers that would be necessary to provide our products and services in the relevant local market.

Competition

We believe that we are changing the consumption patterns for financial products and services and growing the market, but will continue to face competition from other firms including large legacy financial institutions, large technology companies, and smaller, new financial technology entrants.

We believe that the key competitive factors in our market include:

- product innovation, including features, quality, and functionality;
- operating efficiency;
- engineering talent;
- brand recognition;
- security and trust;
- cloud-based architecture;
- regulatory licenses; and
- vertical integration.

We seek to differentiate ourselves from competitors primarily through our vertically integrated mobile and desktop platforms, and focus on accessibility, customer experience, and trust. We believe that our ability to innovate quickly further differentiates our platforms from our competition. We believe we compete favorably across all key competitive factors and that we have developed a business model that is difficult to replicate.

Our Competitive Advantages

We believe we have a number of competitive advantages that position us well to serve an increasing portion of the population and the broader global financial ecosystem.

Creative Product Design

We believe archaic, cumbersome digital platforms reinforce legacy barriers to participation in the financial system. We put design at the center of our product with the goal of building long-term relationships with customers. We involve our talented product designers early and often throughout our product development process to create intuitive and elegant experiences that efficiently address our customers' needs. Our customer-centric approach has made our platform easy to use, informative, and familiar in look and feel for a generation of mobile-first customers. For example, we seamlessly integrate information into our platform through Robinhood Learn and our newsfeed, which offers free news from trusted sources including Barron's, Reuters, and Dow Jones. In addition, we continue to work to deliver an intuitive product experience including developing and implementing designs to celebrate investing milestones of our customers in a responsible way. While many of our products are designed mobile-first, allowing us to offer attractive investing, spending, and saving experiences as more people shift their daily financial services activities to the palm of their hands, we have also introduced Robinhood Legend, which we are in the process of scaling to all supported asset classes and capabilities.

Category-Defining Brand

We believe Robinhood today is a symbol of retail investing and finance in America, and we are committed to expanding our reach globally. By taking a fresh, people-centric approach and creating a delightful, engaging customer experience, we believe we have built a trusted, category-defining brand that has made investing socially relevant for the next generation.

The relationship we have built with our customers has led many to want to talk about Robinhood and share their experience with their friends and family. We believe the excitement around Robinhood demonstrates how our innovative approach to financial products has built deep, loyal customer relationships and positioned us well to continue attracting new people to our platform, and sharing new product experiences with our customers.

Financial Services at Internet Scale

Our people-centric approach has driven customer enthusiasm and engagement, resulting in rapid adoption of our products. We designed our platform to provide our customers with relevant, accessible information when they need it most. Being an investor involves following a regular cycle of events—news releases, earnings announcements, transaction executions—that creates a regular cadence of content and information. We use our platform, from push notifications to widgets, to provide seamless customized updates to our customers. This engenders trust, creates enduring long-term relationships, and has resonated with our customers.

Vertically Integrated Platform

We design our own products and services and deliver them through app-based and desktop platforms supported by proprietary technology that has been cloud-based from the start. We are a licensed introducing broker-dealer, a licensed clearing broker-dealer, a licensed money-transmitter, and a registered futures commission merchant. Our digitally-native technology stack also gives us control over our product development from end-to-end, enabling faster development times, better customer experiences, stronger unit economics, greater flexibility, and a robust and dynamic risk management framework. Our vertically integrated platform has enabled us to rapidly introduce new products and services such as index options, futures, and event contracts, while also supporting our ability to scale.

Operating Efficiency

We believe our operating efficiency and disciplined approach to managing fixed costs, along with our technology-first approach to product development and customer service, creates a cost advantage that allows us to competitively price our offerings while profitably serving our customers.

Seasonality

Our business can be subject to seasonal fluctuations due to such factors as retail interest in investing and cryptocurrency trading, overall number of market participants and trading volumes, varying numbers of trading days from quarter-to-quarter, declines in trading activity around holidays, and proxy and investor communications activity during proxy season. Seasonal trends may be superseded by market or macroeconomic events, which can have a significant impact on equity and cryptocurrency valuations and trading activity.

Human Capital

To deliver on our ambitious product roadmap, we must foster a great culture, one centered on high performance, strong community, and investing in top talent.

High Performance Culture

We design our talent programs to motivate, recognize, and reward high performance. Our lean organizational structure creates more opportunities for impact, clarity, and growth. We support job-specific capabilities and training to help develop behavioral and leadership capabilities for all employees.

Top Talent

Our culture of innovation is central to how we attract and keep exceptional people. We're focused on bringing in the top talent in our industry and doing so from a range of backgrounds and experiences to meet the current and future demands of our business. As of December 31, 2025, we had approximately 2,900 full-time employees.

Community and Employee Engagement

Robinhood aims to build an inclusive workplace where everyone feels valued and empowered. We value the benefits of working in-person and create office environments that foster collaboration and connection. We also aim to support an inclusive community through nine ERGs: Asianhood, Black Excellence, Christianhood, Divergent, Latinhood, Parenthood, Rainbowhood, Veterans at Robinhood, and Women at Robinhood.

Employee Incentives and Benefits

We offer highly competitive compensation for employees and benefits for themselves and their families. All employees are eligible for variable incentive pay (bonus and/or equity) that is directly linked to individual and/or company performance. Our comprehensive benefits are designed to attract the best talent and to ensure Robinhood employees are supported. Some notable benefits that our employees value include employer-paid health benefits, fertility benefits, a flexible lifestyle wallet that can be used for wellness, education or other benefits, generous paid family leave, and retirement savings with employer match.

Intellectual Property

Our success and ability to compete are significantly dependent on our core technology and intellectual property. We rely on trademarks, patents, copyrights, trade secrets, know-how and expertise, registered domain names, intellectual property assignment agreements, confidentiality procedures, license agreements, and non-disclosure agreements to establish and protect our intellectual property and proprietary rights, although we do not consider any individual piece of our intellectual property to be material to our business, taken as a whole. We seek to protect our intellectual property and proprietary rights, including our proprietary technology, software, know-how and brand, by relying on a combination of federal, state, and common law rights in the United States and other countries, as well as on contractual measures. However, these laws, agreements, and procedures provide only limited protection. It is our practice to require employees, consultants, contractors and other third parties to enter into confidentiality, non-disclosure, and invention assignment agreements. We also enter into confidentiality and non-disclosure agreements with additional third parties as appropriate. These measures are designed to limit access to, and disclosure and use of, our confidential information, trade secrets, know-how, and proprietary technology. We do not believe that our proprietary technology is dependent on any single or group of patent(s), trademark(s), copyright(s), domain name(s), license(s), assignment agreement(s), or any other form of intellectual property.

Though we rely in part upon these legal and contractual protections, we believe that factors such as the skills and ingenuity of our employees and the functionality and frequent enhancements to our solutions are larger contributors to our success in the marketplace. Any of our intellectual property rights might be successfully challenged, opposed, diluted, misappropriated, or circumvented by others or invalidated, narrowed in scope or held unenforceable through administrative process or litigation in the U.S. or in non-U.S. jurisdictions. Furthermore, legal standards relating to the validity, enforceability, and scope of protection of intellectual property rights are evolving and uncertain and any changes in, or unexpected interpretations of, intellectual property laws may compromise our ability to enforce our trade secrets and intellectual property rights. Our efforts to enforce our intellectual property rights might also be met with defenses, counterclaims, and counter-suits attacking the validity and enforceability of our intellectual property rights.

We have an ongoing trademark, service mark, and copyright registration program pursuant to which we register our brand names and solution names, taglines, designs, and logos in the United States and certain other jurisdictions to the extent we determine appropriate and cost-effective. We are the registered owners of U.S. and international trademarks, trademark applications, and registrations and domain names in the U.S. and foreign countries that include the primary brand “Robinhood,” including variations thereof, as well as brands, tag lines, and other branding elements for other Robinhood products and services, such as our Robinhood Snacks newsletter and media content. We also have common law rights in certain unregistered trademarks and copyrights that were established over years of use. Additionally, we have an ongoing patent registration program pursuant to which we register and acquire certain design and utility patents in the United States and certain other jurisdictions to the extent we determine appropriate and cost-effective. We are the authorized user of a variety of social media handles, pages, and profiles that reflect our primary brand. In addition, we have a suite of defensively registered domain names. We believe that the protection of our trademark rights is an important factor in product recognition, protecting our brand, combating fraud, and maintaining goodwill. We believe the duration of our patents, trademarks, copyrights, and licenses is adequate relative to the expected lives of our products. Litigation or proceedings before the U.S. Patent and Trademark Office or other governmental authorities and administrative bodies in the United States and abroad may be necessary in the future to enforce our trademark rights and to determine the validity and scope of the trademark rights of others.

Despite our efforts to obtain, maintain, protect, defend, and enforce our intellectual property rights, we cannot be certain that the steps we have taken will be sufficient or effective to prevent the unauthorized access, use, copying, or the reverse engineering of our technology and other proprietary information, including by third parties who might use our technology or other proprietary information to develop services that compete with ours, and our intellectual property rights might not be respected in the future or might be invalidated, circumvented, or challenged. Although we do not consider any individual piece of our intellectual property to be material to our business, taken as a whole, see “Risk Factors —Risks

Related to Our Intellectual Property” for a more comprehensive description of risks related to our intellectual property and proprietary rights.

Regulation

U.S. and non-U.S. laws and regulations apply to many key aspects of our current business operations and future business plans. Failure to comply with these requirements may result in, among other things, revocation of required licenses or registrations, loss of approved status, private litigation, administrative enforcement actions, sanctions, civil and criminal liability, and constraints on our growth or ability to continue to operate. For additional information relating to regulation and regulatory actions, see “Risk Factors—Risks Related to Regulation and Litigation,” “Risk Factors—Risks Related to Cybersecurity and Data Privacy,” and “Risk Factors—Risks Related to Cryptocurrency Products and Services.”

Broker-Dealer Regulation

As broker-dealers, our subsidiaries RHS, RHF, and TradePMR are subject to extensive regulation by federal, state and SROs, and are subject to laws and regulations covering all aspects of the securities industry. Federal, state and SROs, including the SEC and FINRA, can, and in some cases have in the past, among other things, investigate, censure or fine us, issue cease-and-desist orders or otherwise restrict our operations, require changes to our business practices, products or services, limit our marketing or acquisition activities or suspend or expel a broker-dealer or any of its officers or employees. Similarly, state attorneys general and other state regulators, including state securities and financial services regulators, can bring and have in the past brought legal actions on behalf of the residents of their states to assure compliance with state laws. In addition, criminal authorities such as state attorneys general or the DOJ may institute civil or criminal proceedings against us for violating applicable laws, rules, or regulations.

The SEC and FINRA have stringent rules and regulations with respect to the maintenance of specific levels of net capital by regulated entities. Generally, a broker-dealer’s capital is its net worth plus qualified subordinated debt less deductions for certain types of asset. The Net Capital Rule under the Exchange Act specifies that at least a minimum part of a broker-dealer’s assets be maintained in a relatively liquid form. Changes to or expansion of the Net Capital Rule, or an unusually large charge against our broker-dealer’s net capital, could limit our operations. See “—Risks Related to Our Business—We might need additional capital to provide liquidity and support business growth and objectives, and this capital might not be available to us on reasonable terms, if at all, might result in stockholder dilution, or might be delayed or prohibited by applicable regulations.” A large charge or operating loss against our net capital could adversely impact our ability to maintain or expand current business, which could have a material adverse impact on our business and financial condition. If one of our regulated entities fails to maintain its required net capital, it may be subject to suspension or revocation of its registration by regulatory authorities and suspension or expulsion by these regulators could lead to the entity’s liquidation.

Money-Transmitter Regulation

As money transmitters, our subsidiaries RHC and RHY are subject to regulation, primarily at the state level. We are also subject to regulation by the CFPB. We have obtained or are in the process of obtaining licenses to operate as a money transmitter (or as another type of regulated financial services institution, as applicable) in the United States and in the states and territories where this is required. As a licensed money transmitter, we are subject to obligations and restrictions with respect to the investment of customer funds, reporting requirements, bonding requirements, and inspection by state regulatory agencies concerning those aspects of our business considered money transmission. Evaluation of our compliance efforts, as well as the questions of whether and to what extent our products and services are considered money transmission, are matters of regulatory interpretation and could change over time. There are substantial costs and potential product and operational changes involved in maintaining and renewing these licenses, certifications, and approvals, and we could be subject to fines, other enforcement actions, and litigation if we are found to violate any of these requirements. There can be no assurance that we will be able to (or decide to) continue to apply for or obtain any such licenses, renewals, certifications, and approvals in any jurisdictions. In certain markets, we might rely on local banks or other partners to process payments and conduct foreign currency exchange transactions in local currency, and local regulators might use their authority over such local partners to prohibit, restrict, or limit us from doing business. The need to obtain or maintain these licenses, certifications, or other regulatory approvals could impose substantial additional costs, delay or preclude planned transactions, product launches or improvements, require significant and costly operational changes, impose restrictions, limitations, or additional requirements on our business, products, and services, or prevent us from providing our products or services in a given market.

BaaS Regulation

With the invite-only launch of our Robinhood Banking program, which utilizes BaaS in partnership with Coastal Bank, our subsidiary, RHY, is primarily responsible for the program's risk management and compliance with applicable federal and state consumer banking laws and regulations. These include, among others, the Electronic Fund Transfer Act implemented by Regulation E, the Truth in Savings Act implemented by Regulation DD, the Expedited Funds Availability Act implemented by Regulation CC, the Bank Secrecy Act, and the USA PATRIOT Act. Federal bank regulators have increasingly focused on risks related to BaaS, including bank oversight, risk management, internal controls, information security, change management and information technology operational resilience. If RHY or Coastal Bank were to face regulatory actions that limit the growth of Robinhood Banking, or if we were forced to stop growing Robinhood Banking, or if Coastal Bank were to limit or cease their participation, this could negatively impact the operation of Robinhood Banking and our revenue. With respect to this portion of our business, we also could be subject to regulatory scrutiny, fines or other penalties, and business or reputational harm that could adversely affect our financial condition.

Anti-Money Laundering and Counter-Terrorist Financing

We are subject to AML laws and counter-terrorist financing laws and regulations in the United States, the U.K., the EU and Singapore. Under the USA Patriot Act, broker-dealers and money transmitters are required to "know your customer" and to monitor their customers' transactions for suspicious transactions. In the U.K., the Financial Services and Markets Act 2000 is the primary regulation for all financial services in the U.K. This law designates the Financial Conduct Authority as the main AML regulator and provides guidelines for its duties. In Singapore, the Securities and Futures Act 2001 regulates all financial institutions involved in the securities and derivatives industry, capital markets services, and related activities. The Financial Services and Markets Act 2022 is the omnibus Act for sector-wide regulation that centralizes provisions for AML/CFT, technology risk management, and the MAS's harmonized enforcement powers across all financial institutions.

As required by the USA Patriot Act and other rules, we have established comprehensive AML, customer identification and transaction surveillance designed to prevent our financial services from being used to facilitate money laundering, terrorist financing, and other illicit activity. Our program is also designed to prevent our products and services from being used to facilitate business in countries, or with persons or entities, included on designated government sanctions lists, including lists promulgated by OFAC, Specially Designated Nationals and Blocked Persons lists, and equivalent foreign lists. Additionally, we have designed and implemented restrictions to prevent certain types of high-risk activity, including account opening fraud, and systems to identify potentially manipulative patterns of trading or higher risk patterns of money movements, and report such activities and transactions, where appropriate. Our AML compliance program includes policies, procedures, reporting protocols, and internal controls, including the designation of AML compliance officers. This program is designed to address these legal and regulatory requirements, while managing risk associated with money laundering and terrorist financing. Anti-money laundering regulations are constantly evolving, thus we actively monitor our compliance with AML rules and regulations and industry standards, and continuously implement policies, procedures, and internal controls in light of current legal requirements.

Cryptocurrency Regulation

As noted above, in the U.S., states primarily regulate RHC as a money transmitter. RHC also is registered with the Financial Crimes Enforcement Network. The laws and regulations applicable to cryptocurrency are evolving and subject to interpretation and change. Therefore, our current and future cryptocurrency services may be or become subject to additional licensing and regulatory requirements by other state and federal authorities. Failure to comply with these requirements may result in, among other things, revocation of required licenses or registrations, loss of approved status, private litigation, administrative enforcement actions, sanctions, civil and criminal liability, and constraints on our ability to grow or to continue to operate.

Data Privacy and Security

We are also subject to a variety of federal, state, local, and non-U.S. laws and regulations regarding data privacy and security. In the U.S., federal law, such as the Gramm-Leach-Bliley Act of 1999 and its implementing regulations, restricts certain collection, processing, storage, use and disclosure of personal data, requires notice to individuals of privacy practices and provides individuals with some rights to prevent the use and disclosure of nonpublic or otherwise legally protected information. These rules also impose requirements for the safeguarding and proper destruction of personal data through the issuance of data security standards or guidelines. The U.S. government, including Congress, the Federal Trade Commission and the Department of Commerce, has also announced that it is reviewing the need for greater regulation for the collection, use, and other processing of information concerning consumer behavior on the internet, including regulation aimed at restricting some targeted advertising practices, and numerous states, including but not limited to California through the California Consumer Privacy Act, as modified by the California Privacy Rights Act, have enacted or are in the process of enacting state-level data privacy laws and regulations governing the collection, use, and other processing of state residents' personal data. The NYDFS also issued Cybersecurity Requirements for Financial Services Companies, which took effect in 2017, and which require banks, insurance companies, and other financial services institutions regulated by the NYDFS including RHC, to establish and maintain a cybersecurity program designed to protect consumers and ensure the safety and soundness of New York State's financial services industry. We are also subject to, or expect to be subject to, the General Data Protection Regulation, the Digital Operational Resilience Act, the ePrivacy Directive (including its national implementations), the Singapore Personal Data Protection Act, and other privacy, data security, and data protection laws and regulations in connection with our expansion into the U.K., the EU, Singapore, and other jurisdictions. Failure to comply with these requirements may result in, among other things, revocation of required licenses or registrations, loss of approved status, private litigation, administrative enforcement actions, sanctions, civil and criminal liability, and constraints on our ability to continue to operate.

Communications Regulation

We send texts, emails, and other communications in a variety of contexts, such as when providing digital transaction confirmations and marketing. Communications laws and regulations, including those promulgated by the Federal Communications Commission, apply to certain aspects of this activity in the United States and elsewhere.

Credit Card Regulation

Robinhood Credit is a financial technology company that offers customers access to credit cards and rewards program. Robinhood Credit is not a bank, and its credit card is issued by Coastal Bank, member FDIC, pursuant to a license from Visa U.S.A. Inc. Because of its role in offering customers access to a credit card, Robinhood Credit is subject to the jurisdiction of the CFPB. The CFPB has broad authority over Robinhood Credit's business, including authority to write regulations under federal consumer financial protection laws such as the TILA and the ECOA, and to enforce those laws against and examine large financial institutions, such as Coastal Bank, for compliance. The CFPB is authorized to prevent “unfair, deceptive or abusive acts or practices” through its regulatory, supervisory and enforcement authority. Robinhood Credit is subject to the regulatory and enforcement authority of the CFPB, as a facilitator, servicer or acquirer of consumer credit. As a vendor to Coastal Bank, Robinhood Credit is also subject to examination by federal banking regulators, such as the Federal Reserve Board, with respect to the marketing, customer screening and servicing activities undertaken by Robinhood Credit on Coastal Bank’s behalf. In addition, Robinhood Credit may be considered to qualify as a “debt collector” and federal, state and local statutes establish specific guidelines and procedures which debt collectors must follow when collecting consumer receivables. The FDCPA and comparable state and local laws establish specific guidelines and procedures which debt collectors must follow when communicating with consumers, including the time, place and manner of the communications. Robinhood Credit has policies and procedures in place to comply with the applicable provisions of the TILA, ECOA, FDCPA and other applicable federal law and comparable regulations in all of its activities. Failure to comply with these laws and regulatory requirements applicable to Robinhood Credit’s business may, among other things, subject Robinhood Credit to damages, revocation of required licenses, class action lawsuits, administrative enforcement actions, and civil and criminal liability, which may harm Robinhood Credit’s business and its ability to maintain its partnerships and product offerings.

Finally, Robinhood Credit’s activities are subject to certain state licensing requirements. Because of its partnership with Coastal Bank for the issuance of credit card accounts, Robinhood Credit believes in most states it operates it is exempt from or satisfies relevant licensing requirements with respect to the origination of credit card accounts that Robinhood Credit facilitates. However, Robinhood Credit may need one or more state licenses to broker, acquire, service and/or enforce loans. As needed, Robinhood Credit has and will continue to endeavor to apply and obtain the appropriate licenses. Although Robinhood Credit will periodically evaluate the need for licensing in various jurisdictions, there is a risk that, at any given time, Robinhood Credit will not have the necessary licenses to operate in all relevant jurisdictions or that Robinhood Credit will not be in full compliance with all applicable requirements. If Robinhood Credit is found to not have complied with applicable laws, regulations or requirements in any jurisdiction, Robinhood Credit could lose one or more of its licenses, become subject to a consent order or administrative enforcement action, need to modify or suspend certain of its business practices (including limiting the maximum Annual Percentage Rates offered to credit card applicants), or be required to obtain a license in such jurisdiction, any of which may harm Robinhood Credit’s business.

Authorized Activities in the U.K.

RHUK is authorized and regulated by the FCA in the U.K. to carry on certain regulated activities related to the provision of investment services. The FCA regulates the financial services industry in the U.K. Its role is to ensure the financial markets work for individuals, businesses, and the overall economy by protecting consumers, maintaining market integrity and promoting effective competition. If RHUK and/or its personnel fail to meet FCA standards, including, but not limited to, RHUK’s compliance with its obligations under Consumer Duty rules and guidelines, the FCA can deploy a wide range of measures to enforce compliance, including among other things, withdrawing a firm’s authorization, prohibiting and suspending firms and individuals from undertaking regulated activities, issuing fines, and bringing criminal prosecutions.

Regulation in Singapore

RHSG is currently applying for its Capital Markets Services license with the MAS, to conduct certain regulated activities such as dealing in capital markets products, product financing and the provision of custodial services for securities.

Cryptocurrency Regulation in the European Union

RHEU offers cryptocurrency services to eligible customers in select jurisdictions in the EU and is regulated by the Bank of Lithuania as a financial brokerage firm and a crypto-asset service provider. RHEU is supervised by the Lithuanian Financial Crime Investigation Service under the Ministry of the

Interior of the Republic of Lithuania. RHEU holds a MiCA license issued by the Bank of Lithuania. MiCA introduces a comprehensive authorization and compliance regime for crypto asset service providers and a disclosure regime for the issuers of certain crypto assets, which is expected to impact our operations in the EU. RHEU also intends to expand its offerings. Failure to comply with applicable Lithuanian rules and regulations, and similar laws, rules and regulations in other EU countries could result in fines or other legal consequences for RHEU. RHEU also provides investment and ancillary services pursuant to the Republic of Lithuania's law on Markets in Financial Instruments.

In addition, RHEU and Bitstamp Financial Services Ltd. are licensed under MiFID to provide brokerage, multilateral trading facilities and/or investment advisory services. Compliance with MiFID imposes extensive regulatory requirements on our operations in the EU, including obligations related to client classification, product governance, transaction reporting, and best execution standards. As a result of holding both MiCA and MiFID licenses, we are subject to comprehensive regulation covering virtually all financial and crypto activities within the EU. This dual licensing framework subjects us to broad and evolving supervisory regimes governing traditional financial instruments, crypto-assets, client protections, disclosure obligations, and operational standards.

Futures and Commodity Industry Regulations

The principal operations of our subsidiary RHD are to facilitate trading of futures contracts, event contracts, and options on futures contracts for our customers. RHD is registered with the CFTC as an FCM and is a member of the NFA. RHD is also a registered swap firm with the CFTC for trading cleared swaps. RHD is required to comply with a wide range of requirements imposed by the CFTC and the NFA. The commodity futures, commodity options, and cleared swaps industries in the U.S. are subject to regulation under the CEA. The CFTC is the U.S. federal agency charged with the administration of the CEA. RHD is subject to the margin rules issued by the CFTC. RHD is also subject to NFA regulation, including requirements pertaining to cybersecurity and supervision.

The CFTC has stringent rules and regulations with respect to the maintenance of specific levels of net capital required by regulated entities. RHD is subject to the CFTC's minimum financial requirements under the CEA. Generally, an FCM's capital is its net worth plus qualified subordinated debt less deductions for certain types of assets. See "—Risks Related to Our Brokerage Products and Services— Our exposure to credit risk with customers, Liquidity Providers, and other counterparties could result in losses." A large charge or operating loss against RHD's net capital could adversely impact its ability to maintain or expand current business, which could have a material adverse impact on its business and financial condition. If RHD fails to maintain its required net capital, it may be subject to suspension or revocation of its registration by regulatory authorities and suspension or expulsion by these regulators could lead to the entity's liquidation.

Anti-Bribery and Anti-Corruption Regulations

We are subject to anti-bribery and anti-corruption regulations imposed by the FCPA in the U.S. and the Bribery Act in the U.K., which generally prohibit companies and those acting on their behalf from making improper payments to foreign government officials for the purpose of obtaining or retaining business. The Bribery Act also prohibits improper payments between private entities and persons. Additionally, the FCPA requires issuers to maintain accurate books and records and have a system of internal controls sufficient to, among other things, provide reasonable assurances that transactions are executed and assets are accessed and accounted for in accordance with management's authorization.

The sanctions for FCPA and Bribery Act violations can be significant. The SEC may bring civil enforcement actions against issuers and their officers, directors, employees, stockholders, and agents for violations of the anti-bribery or accounting provisions of the FCPA. Companies and individuals that have committed violations of the FCPA may have to disgorge their ill-gotten gains plus pay prejudgment interest and substantial civil penalties. Companies may also be subject to oversight by an independent consultant. In the U.K., the Serious Fraud Office has also published various policies and internal guidance documents for investigators and prosecutors considering bribery offenses. The consequences for individuals and organizations found guilty of an offense under the Bribery Act can be serious. The maximum sentence is 10 years for individuals who commit such offenses. Organizations are liable for an unlimited fine; removal of tainted proceeds; debarment from public sector contracts/tenders, as well as the disruption and cost of a law enforcement investigation; and directors may be disqualified from acting as a director for up to fifteen years.

Investment Advisory Regulations

Our investment advisory subsidiaries RAM and RHV are SEC-registered investment advisers, and accordingly subject to regulation by the SEC. Among other things, registered investment advisers must comply with certain disclosure obligations, advertising and fee restrictions and requirements relating to client suitability, conflicts, recordkeeping, fiduciary obligations, and custody of funds and securities. Registered investment advisers are also subject to anti-fraud provisions under both federal and state law.

Environmental Regulation

We are subject to applicable federal, state, local and foreign laws and regulations relating to climate risk and environmental impact, including those required by the U.S. Environmental Protection Agency. In addition, we are, or may become, subject to various climate disclosure regimes regulating the disclosure of GHG emissions and related information, such as the EU's Corporate Sustainability Reporting Directive, California's Climate Corporate Data Accountability Act and Climate Related Financial Risk Act, and the SEC's final rules under SEC Release No. 34-99678 and No. 33-11275 entitled "The Enhancement and Standardization of Climate-Related Disclosures for Investors." The interpretation and enforcement of such climate disclosure regimes remains uncertain, and compliance may require the investment of significant resources, increase our costs, disrupt our business operations and pose reputational and other risks.

AI Regulation

As we continue to expand into a global financial ecosystem, we are subject to laws, regulations, and industry standards that develop in response to the use of AI. The EU's AI Act governs the development, marketing, and use of AI in the EU and could impose significant additional costs on us to comply or we may face significant fines for failing to comply. On a state level, California and Colorado enacted a range of laws regulating the use and development of AI, which generally relate to transparency, privacy and fairness, among other concerns, which may impact our development and/or deployment of AI and machine learning. The legal and regulatory landscape surrounding AI technologies is rapidly evolving and uncertain, including with respect to intellectual property ownership and licensing rights, cybersecurity, and data protection laws.

Available Information

On our investor relations website, investors.robinhood.com, we post the following filings after they are electronically filed with or furnished to the SEC: Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Beneficial Ownership Reports on Forms 3, 4, and 5, and amendments to those reports filed or furnished pursuant to Sections 13(a), 15(d), or 16 of the Exchange Act. All such filings are available, free of charge, on our website as soon as reasonably practicable after we file such material electronically with, or furnish it to, the SEC. The SEC also maintains a website that contains our SEC filings. The address of the site is www.sec.gov.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases, and blogs as part of our investor relations website. We use the "Overview" tab of our Investor Relations website (accessible at investors.robinhood.com/overview) and its Newsroom (accessible at newsroom.aboutrobinhood.com), as means of disclosing information to the public in a broad, non-exclusionary manner for purposes of the SEC's Regulation Fair Disclosure. Investors should routinely monitor those web pages, in addition to our press releases, SEC filings, and public conference calls and webcasts, as information posted on them could be deemed to be material information. The contents of our websites are not intended to be incorporated by reference into this Annual Report or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

ITEM 1A. RISK FACTORS

A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider the risks and uncertainties described below, as well as the other information included in this Annual Report, including our consolidated financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Our business, financial condition, results of operations, and prospects could be materially and adversely affected by any of these risks or uncertainties. In that case, the trading price of our Class A common stock could decline, and you could lose all or part of your investment. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of or that we currently see as immaterial might also adversely affect our business. Some statements in this Annual Report, including statements in the following risk factors, constitute forward-looking statements. Please refer to "Cautionary Note Regarding Forward-Looking Statements."

Summary of Risk Factors

Our business is subject to a number of risks and uncertainties including those described at length in the Risk Factors section below. We consider the following to be our most material risks:

- *We might not grow in line with historical rates.*
- *We have expanded and continue to expand our operations rapidly, including continuing to introduce new products and services on our platforms as well as geographic expansion, which subjects us to a number of uncertainties, risks, and difficulties that could adversely affect our business.*
- *Our results of operations and other operating metrics fluctuate from quarter to quarter, which makes these metrics difficult to predict.*
- *Factors that affect transaction-based revenue - such as reduced spreads in securities pricing, reduced levels of trading activity generally, changes in our business relationships with or disruption in the services provided by Liquidity Providers (as defined below), and any new regulation of, or any bans on, PFOF and similar practices - might result in reduced profitability, increased compliance costs, and negative publicity.*
- *We are directly and indirectly exposed to fluctuations in interest rates, and rapidly changing interest rate environments have in the past and could in the future reduce our net interest revenues and otherwise result in reduced profitability.*
- *As registered broker-dealers, we are subject to "best execution" requirements under SEC guidelines and FINRA rules. We could be penalized if we fail to comply with these requirements and these requirements might be modified in the future in a way that could harm our business.*
- *Unfavorable media coverage and other events that harm our brand and reputation have in the past, and may in the future, adversely affect our revenue and the size, engagement, and loyalty of our customer base.*
- *Our business has been and might continue to be harmed by changes in business, economic, or political conditions that impact global financial markets, or by a systemic market event.*

- *Our future success depends on the continuing efforts of our key employees and our ability to attract and retain senior management and other highly skilled personnel.*

- *Rothera, owned and operated as a joint venture with SIG, operates a futures and derivatives exchange and clearinghouse through its subsidiary, Rothera E&C. We do not wholly own or operationally control Rothera and its subsidiaries, and actions taken by Rothera and its subsidiaries could adversely affect our business, financial condition, results of operations, and reputation.*

- *We currently operate in certain international markets and plan to further expand our international operations, which exposes us to significant new risks, and our international expansion efforts might not succeed.*

- *Our business is subject to extensive, complex and changing laws and regulations, and related regulatory proceedings and investigations. Changes in these laws and regulations, or our failure to comply with these laws and regulations, could harm our business.*

- *We have been subject to regulatory investigations, actions, and settlements and we expect to continue to be subject to such proceedings in the future, which could cause us to incur substantial costs or require us to change our business practices in a materially adverse manner.*

- *We are involved in numerous litigation matters that are expensive and time consuming, and, if resolved adversely, could expose us to significant liability and reputational harm.*

- *Our ability to offer event contracts is subject to the outcome of currently ongoing and potential future regulatory enforcement actions and litigation, as well as potential changes in federal or state law, that could immediately or subsequently prevent us from offering, or continuing to offer, event contracts.*

- *We operate in highly competitive markets, and many of our competitors have greater resources than we do and may have products and services that are more appealing than ours to our current or potential customers.*

- *If we fail to retain existing customers or attract new customers, or if our customers decrease their use of our products and services, our revenue will decline.*

- *If we fail to provide and monetize new and innovative products and services that are adopted by customers, our business may become less competitive and our revenue might decline.*

- *We rely on third parties to perform some key functions, and their failure to perform those functions could adversely affect our business, financial condition and results of operations.*

- *We continue to incorporate AI technologies into some of our products and processes. These technologies may present business, compliance, and reputational risks.*

- *Our business could be materially and adversely affected by a cybersecurity breach or other attack involving our computer systems or data or those of our customers or third-party or fourth-party service providers.*

- *If we do not maintain the net capital levels required by regulators, our broker-dealer business may be restricted, and we may be fined or subject to other disciplinary or corrective actions.*

- *Our compliance and risk management policies and procedures as a regulated financial services company might not be fully effective in identifying or mitigating compliance and risk exposure in all market environments or against all types of risk.*

- *In the U.S., any particular cryptocurrency's status as a "security" is subject to a high degree of uncertainty and if we have not properly characterized one or more cryptocurrencies, we might be subject to regulatory scrutiny, investigations, fines, and other penalties.*

- *If the SEC, a state regulator or a private litigant alleges that staking services we offer in the U.S. involve unregistered offers and sales of securities or unregistered securities broker-dealer activity in violation of the Securities Act, the Exchange Act or applicable state laws or regulations, and the courts agree with such plaintiff, we may be required to cease our staking activities and may be subject to monetary and other penalties.*

- *Cryptocurrency laws, regulations, and accounting standards are often difficult to interpret and are rapidly evolving in ways that are difficult to predict. Changes in these laws and regulations, or our failure to comply with them, could negatively impact cryptocurrency trading on our platforms.*

- *Our introduction of Robinhood Stock Tokens in the EEA may expose us to significant regulatory, litigation, contractual, operational, and reputational risks.*

- *The multi-class structure of our common stock has the effect of concentrating voting power with our founders, which limits your ability to influence the outcome of matters submitted to our stockholders for approval. In addition, the Founders' Voting Agreement (as defined below) and any future issuances of our Class C common stock could prolong the duration of our founders' voting control.*

Risks Related to Our Business

We might not grow in line with historical rates.

We have grown rapidly since our founding. However, the circumstances that accelerated the growth of our business in the past, including an extended period of general macroeconomic growth in the U.S., as well as growth in the financial services and technology industries, may not exist in the future. You should not rely on our revenue or key business metrics for any previous quarterly or annual period as any indication of our revenue, revenue growth, key business metrics or key business metrics growth in future periods.

We might experience declines in the growth of our business (or negative growth) as a result of a number of factors, including slowing demand for our platforms, insufficient growth in the number of customers that utilize our platforms, declines in the level of usage of our platforms by existing customers, macroeconomic factors, increasing competition, a decrease in the growth of our overall market, or our failure to continue to capitalize on growth opportunities, including as a result of our inability to scale to meet such growth and economic conditions that have, in some instances, and could continue to reduce financial activity and the maturation of our business, among others. We also may not realize the intended benefits of acquisitions of, or investments in, other companies, products or technologies intended to grow our business. Any failure to successfully address these risks and challenges as we encounter them, will negatively affect our growth. Our revenue growth rate has declined in the past and if our revenue growth rate were to decline in the future, investors' perceptions of our business and the trading price of our Class A common stock could be adversely affected.

We have expanded and continue to expand our operations rapidly, including continuing to introduce new products and services on our platforms as well as geographic expansion, which subjects us to a number of uncertainties, risks, and difficulties that could adversely affect our business.

We have expanded and continue to expand our operations rapidly, including continuing to introduce new products and services on our platforms as well as geographic expansion, which makes it difficult to evaluate our current business and future prospects, and subjects us to a number of uncertainties, including our ability to plan for, model, and manage potential future growth and risks. For example, we have undertaken multiple restructurings, and in the past, have implemented significant workforce reductions and have scaled back hiring plans. These actions were driven by a general downturn in economic and market conditions. While these steps were taken to improve operational efficiency, there can be no assurance that further restructuring or workforce reductions will not be necessary in the future. As part of our ongoing efforts in the normal course of business, we also continuously evaluate whether we are appropriately staffed to be cost efficient. From time to time, we have reduced our staff in certain departments as we saw increased productivity and opportunities for greater efficiency under a leaner operating model while continuing to deliver great service and innovation for our customers.

Such efforts to control costs have in the past resulted, and might in the future result in reduced productivity and deteriorating workforce morale, which can cause our business initiatives to suffer. However, as market conditions improve, we also face a risk that renewed business growth could strain our existing resources, or that we are not able to effectively scale up in response, and we could experience ongoing operating difficulties in managing our business across numerous jurisdictions, including difficulties in hiring, training, and managing a dispersed employee base.

We have also encountered, and will continue to encounter, risks and difficulties frequently experienced by companies in rapidly changing and heavily regulated industries, including challenges associated with achieving market acceptance of our products and services, attracting and retaining customers, and complying with laws and regulations (particularly those that are subject to evolving interpretations and application), as well as increased competition and the complexities of managing expenses as we expand our business. Additionally, as our business operations continue to expand, we have had and may continue to have difficulties meeting customer demand and expectations or face challenges with respect to new offerings or services we have not previously provided or have previously provided in a different capacity or smaller scale. For instance, as a result of our acquisition of Bitstamp in June 2025, we now provide additional cryptocurrency products and services to institutional customers both in parts of the U.S. and internationally, including products and services such as on-exchange lending, off-exchange settlement, post-trade settlement, and perpetual futures. These offerings to certain institutional clients expose us to risks we have not historically faced at scale, including credit risk, regulations and laws. We might fail to adequately address these and other challenges we may face, and our business might be adversely affected if we do not manage these risks successfully.

Our results of operations and other operating metrics fluctuate from quarter to quarter, which makes these metrics difficult to predict.

Our results of operations are heavily reliant on the level of trading activity on our platforms and Net Deposits. In the past, our results of operations and other operating metrics have fluctuated from quarter to quarter, including due to movements and trends in the underlying markets, changes in general economic conditions, interest in investing, and fluctuations in trading levels generally, each of which is outside our control and will continue to be outside of our control. As a result, period-to-period comparisons of our results of operations might not be meaningful, and our past results of operations should not be relied on as indicators of future performance. Further, we are subject to additional risks and uncertainties that are frequently encountered by companies in rapidly evolving markets. Our financial condition and results of operations in any given quarter can be influenced by numerous factors, including the occurrence of any of the risks described elsewhere in this Risk Factors section, many of which we are unable to predict or are outside of our control. Factors contributing to quarterly fluctuations have included and could in the future include, among others:

- *our ability to retain and engage existing customers and attract new customers;*
- *the timing and success of new product and service introductions by us or our competitors, or other changes in the competitive landscape of our market;*
- *volatility in the market, whether generally or as a result of certain or anticipated events (such as developments with respect to tariffs and trade policy shifts), or the occurrence of so-called “meme” trading in equities, options, cryptocurrencies, or futures (which includes options on*

futures and swaps, including cleared swaps and event contracts ("Futures")) which can cause our trading volumes to fluctuate;

- *fluctuations in interest rates;*
- *increases in marketing, sales, compensation (for example, due to increased hiring competition for highly skilled personnel), cloud infrastructure, and other operating expenses that we might incur to grow and expand our operations and to remain competitive;*
- *the timing and amount of non-cash expenses, such as SBC and asset impairments;*
- *the success of our expansion into new markets or acquisitions;*
- *trading volume and the prevailing trading prices for cryptocurrencies, which can be highly volatile;*
- *ceasing support for certain cryptocurrencies on our RHC platform that the SEC or a court has asserted or determined are securities or proactively removing certain cryptocurrencies because they share similarities with such cryptocurrencies;*
- *changes in the public's perception, adoption, and use of cryptocurrencies and other asset classes;*
- *any inability of customers to place trades, due to system disruptions, outages, or trading restrictions;*
- *any events that damage customer confidence in Robinhood, such as breaches of security or privacy;*
- *the impacts of public health threats (including pandemics such as COVID-19), unemployment, and inflation;*
- *changes in domestic or global business or macroeconomic conditions, including as a result of tariffs and trade policy shifts, geopolitical conflicts, banking instability, or responses to these events; and*
- *changes in tax laws or judicial or regulatory interpretations of tax laws, which are recorded in the period such laws are enacted or interpretations are issued, and might significantly affect the effective tax rate of that period.*

Any of the factors above or listed elsewhere in this Risk Factors section, or the cumulative effect of some of those factors, could result in significant fluctuations in our results of operations.

In most full year periods since our inception, we have incurred operating losses and might not be profitable in the future.

We generated positive full year GAAP net income for the first time in 2024. However, in most full year periods since our inception, we have incurred operating losses. We might not be able to maintain or increase our revenue and/or maintain or further reduce our operating expenses by sufficient amounts to continue to generate positive GAAP net income on a quarterly or yearly basis in the future.

Factors that affect transaction-based revenue - such as reduced spreads in securities pricing, reduced levels of trading activity generally, changes in our business relationships with or disruption in the services provided by Liquidity Providers, and any new regulation of, or any bans on, PFOF and similar practices - might result in reduced profitability, increased compliance costs, and negative publicity.

A large portion of our revenue is transaction-based, in that we receive consideration in exchange for routing our users' equity, option, and cryptocurrency trade orders to market makers, wholesalers and other liquidity providers (together, the "Liquidity Providers") for execution. With respect to equities and options trading, such fees are known as payment for order flow, or "PFOF." With respect to cryptocurrency trading, currently we receive "Transaction Rebates." Our transaction-based revenue is sensitive to and dependent on trading volumes and therefore tends to decline during periods in which we experience decreased levels of trading generally. Computer-generated buy/sell programs and other technological advances and regulatory changes in the marketplace might continue to tighten spreads on transactions, which could also lead to a decrease in our PFOF earned from Liquidity Providers. For example, the SEC adopted final rules in 2024 (the "September 2024 Final Rules") to, among other things, adopt an additional minimum pricing increment, or "tick size," for the quoting of certain NMS stocks under Rule 612 of Regulation NMS, reduce the access fee caps for protected quotations under Rule 610 of Regulation NMS and enhance the transparency of better priced orders. On September 30, 2025 and October 31, 2025, the SEC granted temporary exemptive relief from certain compliance dates adopted under the September 2024 Final Rules, including those relating to amended Rule 605 reporting, rules related to the requirement that exchange fees be determinable at the time of execution and the rules related to minimum pricing increments and access fee caps, which extended the effective dates to February, August, and November of 2026 respectively. The quote transparency rules will make the information about smaller-sized orders publicly available and result in the contraction of spreads across several securities, which we expect could lead to a decrease in the PFOF earned from such orders once the securities information processors ("SIPs") begin dissemination of information incorporating the new round lot and odd-lot definitions (starting on May 1, 2026), followed by an August 1, 2026 compliance date for the Rule 605 execution quality report amendments. In addition, the regulatory and legislative landscape involving cryptocurrencies is subject to change and is experiencing rapid evolution, and future regulatory actions or policies, including for instance, the assertion of jurisdiction by domestic and foreign regulators and governments over cryptocurrency and cryptocurrency markets, could reduce demand for cryptocurrency trading and might materially decrease our revenue derived from Transaction Rebates in absolute terms and as a proportion of our total revenues.

Risks Related to our Business Relationships with Liquidity Providers

Our PFOF and Transaction Rebate arrangements with Liquidity Providers are a matter of practice and business understanding and are often not documented under binding contracts (as is generally the case with Liquidity Providers in equities and options). If any Liquidity Providers were unwilling to continue to receive orders from us or to pay us for those orders (including, for example, as a result of unusually high volatility), we might have little to no recourse and, if there are no other Liquidity Providers that are willing to receive such orders from us or to pay us for such orders, or if we are unable to find replacement Liquidity Providers in a timely manner, our transaction-based revenue would be negatively impacted. With respect to cryptocurrencies, for instance, fewer Liquidity Providers are currently able to execute cryptocurrency trades. For instance, in May 2023, two prominent Liquidity Providers announced their respective decisions to limit their offerings in cryptocurrency trading within the U.S. Although we have established relationships with third-party cryptocurrency exchanges that may provide additional access to Liquidity Providers that are able to execute cryptocurrency trades, without additional Liquidity Providers supporting cryptocurrencies entering the industry in the U.S., there is a risk that we may be unable to find suitable Liquidity Providers to support cryptocurrencies. Additionally, this risk is heightened for brokerage orders executed outside of regular market hours through Robinhood 24 Hour Market, as currently brokerage trades executed overnight primarily are routed through one Liquidity Provider - Virtu. If Virtu becomes unwilling or unable to do business with us in the future, we may be unable to find additional Liquidity Providers to support Robinhood 24 Hour Market, which could negatively impact our transaction-based revenue. Furthermore, if any of our Liquidity Providers decide to alter our given fee arrangement, our transaction-based revenue could significantly decrease.

Additionally, disruptions in the services provided by Liquidity Providers, whether, for example, due to technical malfunctions, operational mishaps, financial instability of the Liquidity Providers, or external factors such as regulatory changes or market volatility, have in the past, and may in the future impair our ability to execute our client's orders. Should a Liquidity Provider experience downtime or diminished performance, particularly during peak trading hours, our ability to execute customer orders could be compromised and could have an adverse impact on our business, financial condition, and results of operations.

Risks Related to Regulation of PFOF

In recent years, PFOF practices have drawn heightened scrutiny from the U.S. Congress, the SEC, state regulators, and other regulatory and legislative authorities. For example, in December 2020, we settled an SEC investigation into our best execution and PFOF practices and are defending a consolidated putative class action in federal district court relating to the same factual allegations. Additionally, since July 2023, we have been cooperating with an investigation being conducted by the New York Attorney General concerning brokerage execution quality. We also face the risk that the SEC, other regulatory authorities, or legislative bodies might adopt additional regulation or legislation relating to, or which may otherwise impact, PFOF practices as a result of such heightened scrutiny or otherwise. For instance, in March 2024, the SEC adopted amendments to enhance order execution disclosures under Rule 605 of Regulation NMS (the “Order Execution Disclosure Rules”), which will apply for the first time to RHF and RHS beginning in August 2026.

Beginning in August 2026, the Order Execution Disclosure Rules will require brokers, including RHF and RHS, to make new, publicly available execution quality disclosures that will allow customers, regulators, academics, the press and others to compare execution quality between brokers. Execution quality of brokers may vary based on the trading characteristics of the broker’s customers, including, but not limited to, the average number of shares traded, the types of securities (e.g., large cap, small cap, more liquid or less liquid, average spread size, etc.), what types of orders customers submit (e.g., market or limit) and when customers place their trades (e.g., market open, during the regular session or market close). Depending on how our order execution quality compares to other brokers, we could be subject to negative press or critical academic studies that could result in regulatory scrutiny or civil actions which could harm our brand and reputation.

Beginning in May 2026, as a result of the amended round lot and odd-lot definitions, the SIPs will begin making information about smaller-sized orders publicly available, which will result in the contraction of spreads across many securities, and we expect may lead to a decrease in the PFOF earned from such orders. Any new or heightened PFOF regulation, including the September 2024 Final Rules will result in increased compliance costs and otherwise could materially decrease our transaction-based revenue, might make it more difficult for us to expand our platforms in certain jurisdictions, and could require us to make significant changes to our revenue model, which changes might not be successful. Because some of our competitors either do not engage in PFOF or derive a lower percentage of their revenues from PFOF than we do, any legal or regulatory change that impacts PFOF could have an outsized impact on our results of operations. Furthermore, depending on the nature of any new requirements, heightened regulation could also increase our risk of potential regulatory violations and civil litigation, which could result in fines or other penalties, as well as negative publicity.

Risks Related to Negative Publicity Associated with PFOF, Transaction Rebates or our Liquidity Providers

Additionally, any negative publicity surrounding PFOF or Transaction Rebate practices generally, or our implementation of these practices, could harm our brand and reputation. For example, as a result of the Early 2021 Trading Restrictions (as defined in Note 15 - Commitments & Contingencies to our consolidated financial statements in this Annual Report), we faced allegations that our decision to temporarily prevent our customers from purchasing specified securities was influenced by our relationship with certain market makers. Furthermore, as registered broker-dealers, market makers must comply with rules and regulations that are generally intended to prohibit them from taking advantage of information they obtain while executing orders (e.g., through the prohibition on “front running”). Market makers also have a duty to seek “best execution” of customers’ equity and option orders we send to them. If the market makers we use to execute our customers’ equity and option trades were to violate such rules and regulations and use this data for their own benefit in violation of applicable rules and regulations, it could result in negative publicity for us by association. Developments in any proposals related to the regulation of PFOF or market structure design have generated and might continue to generate negative publicity associated with PFOF.

Additionally, if our customers or potential customers believe that they might get better execution quality (including better price improvement) directly from our competitors that have different execution arrangements, or if our customers perceive our PFOF practices to create a conflict of interest between us and them, or if they begin to disfavor the specific market markers with which we do business due to any negative media attention, they might come to have an adverse view of our business model and might decide to limit or cease the use of our platforms. Some customers might prefer to invest through our competitors that do not engage in PFOF or Transaction Rebate practices or engage in them differently than do we. Any such loss of customer engagement as a result of any negative publicity associated with PFOF or Transaction Rebate practices could adversely affect our business, financial condition, and results of operations.

RHC has started to allow customers to choose a fee-based model in lieu of a liquidity provider rebate-based model (under which RHC receives Transaction Rebates from Liquidity Providers) for cryptocurrency orders routed to cryptocurrency exchanges for execution. This shift may lead to negative publicity due to potential differences in total costs for customers under the two models. Depending on the nature of these cost differences, concerns might arise about (i) the use of PFOF with respect to other asset classes like equities and options and/or (ii) the replacement of Transaction Rebates with customer fees for cryptocurrency orders routed to cryptocurrency exchanges for execution. Any negative publicity associated with adopting this model may have an adverse impact on our business, financial condition and results of operations.

We are directly and indirectly exposed to fluctuations in interest rates, and rapidly changing interest rate environments have in the past and could in the future reduce our net interest revenues and otherwise result in reduced profitability.

A portion of our revenue comes from interest income earned from our corporate cash and investment portfolio, our securities lending activities, cash sweep, and from interest-rate sensitive assets, including receivables from users' margin-borrowing and other assets underlying the customer balances we hold on our balance sheets as customer accounts. Interest rates are the key driver of our net interest income and are subject to many factors beyond our control. Reductions in interest rates have negatively impacted, and a return to a low interest rate environment would negatively impact our total net revenues, net income (loss), and cash flows, prior to any income tax effects, and adversely impact our customers' returns on their cash deposits. Changes to the level or mix of interest earning balances could also negatively impact our total net revenues, net income (loss), and cash flows, prior to any tax income effects, if customers react to the rising interest rate environment by moving cash that would have otherwise been spent on services or products with higher revenue potential for Robinhood into Robinhood accounts that offer customers high interest rates. For a more detailed discussion of interest rate risk and an estimate of how hypothetical 50, 100 or 150 basis point increases or decreases in interest rates to the period end balances of our interest-earning assets and liabilities could affect our total net revenues, net income (loss), and cash flows, prior to any income tax effects, see "Quantitative and Qualitative Disclosures about Market Risk-Interest Rate Risk" elsewhere in this report.

Higher interest rates also lead to higher payment obligations by our customers to us and to their creditors under mortgage, credit card, and other consumer and merchant loans, which might reduce our customers' ability to satisfy their obligations to us, including failing to pay for securities purchased, meet minimum credit card payments, deliver securities sold, or meet margin calls, and therefore lead to increased delinquencies, charge-offs, and allowances for loan and interest receivables, which could have an adverse effect on our net income. Fluctuations in interest rates could adversely impact our customers' general spending levels and ability and willingness to invest and spend through our platforms.

As registered broker-dealers, we are subject to "best execution" requirements under SEC guidelines and FINRA rules. We could be penalized if we fail to comply with these requirements and these requirements might be modified in the future in a way that could harm our business.

As registered broker-dealers, we are subject to “best execution” requirements under SEC guidelines and FINRA rules, which requires us to obtain the best reasonably available terms for customer orders. We have in the past and continue to be subject to investigations related to our best execution practices. We may face additional investigations and/or a risk of penalties in the future related to our best execution practices.

We also might be adversely affected in the future by regulatory changes related to our obligations with regard to best execution. In particular, receipt of PFOF and best execution requirements have drawn heightened scrutiny from the U.S. Congress, the SEC, and other regulatory and legislative authorities, who have at times alleged that PFOF arrangements, like those we have with our Liquidity Providers, can result in harm to customer execution quality. There is a risk that these bodies might adopt new laws or regulations relating to PFOF practices and best execution requirements as a result of such heightened scrutiny or otherwise. For instance, the SEC previously proposed rules relating to best execution requirements in December 2022 but formally withdrew them in June 2025. Any such new laws or regulations could have a material adverse impact on our business and one of our primary sources of revenue.

We might need additional capital to provide liquidity and support business growth and objectives, and this capital might not be available to us on reasonable terms, if at all, might result in stockholder dilution, or might be delayed or prohibited by applicable regulations.

Maintaining adequate liquidity is crucial to our securities brokerage, cryptocurrency and money services business operations, including key functions such as transaction settlement, custody requirements, and margin lending. The SEC and FINRA also have stringent rules with respect to the maintenance of specific levels of net capital by securities broker-dealers. We meet our liquidity needs primarily from working capital and cash generated by customer activity, as well as from external debt and equity financing. Despite these resources, increases in the number of customers, and fluctuations in customer cash or deposit balances, as well as market conditions or changes in regulatory treatment of customer deposits, could affect our ability to meet our liquidity needs. We might be adversely affected by regulatory changes related to our obligations with regard to capital maintenance requirements. For example, in December 2024, the SEC adopted amendments to the broker-dealer customer protection rule (SEC Rule 15c3-3) to require certain broker-dealers to compute their customer and broker-dealer reserve deposit requirements, and to make any required deposits, daily rather than weekly. These amendments, which require broker-dealer compliance by June 2026, will increase the operational complexity and burden related to such calculations and funding. Additionally, there is no definitive guidance on whether or how these rules may apply to most cryptocurrencies, and we might be adversely affected in the future if the SEC determines that they do.

In addition, our clearing and carrying broker-dealer is subject to cash deposit and collateral requirements under the rules of the clearinghouses in which it participates (including DTC, NSCC, and OCC), which requirements fluctuate significantly from time to time based upon the nature and volume of customers’ trading activity and volatility in the market or individual securities. If we fail to meet any such deposit requirements, our ability to settle trades through the clearinghouse may be suspended or we might be forced to restrict trading in certain stocks in order to limit clearinghouse deposit requirements. For example, from January 28 to February 5, 2021, due to increased deposit requirements imposed on our clearing and carrying broker-dealer by NSCC in response to unprecedented market volatility, particularly in certain securities, we implemented the Early 2021 Trading Restrictions. This resulted in negative media attention, customer dissatisfaction, reputational harm, litigation, and regulatory and U.S. Congressional inquiries and investigations, as well as capital raising by us in order to lift the trading restrictions while remaining in compliance with our net capital and deposit requirements. We face a risk that similar events could occur in the future and, if we are unable to satisfy our deposit requirements, the clearinghouse may cease to act for us and may liquidate our unsettled clearing portfolio. We also need to hold capital and make deposits with respect to certain event contracts in accordance with applicable CFTC regulations and ForecastEx, LLC, Kalshi Klear LLC, and KalshiEx LLC’s Rulebooks for RHD.

Further, RHEU and Bitstamp Europe S.A., are licensed crypto asset service providers under the EU’s MiCA, the provisions of which went into effect as of December 30, 2024. Among other requirements, RHEU and Bitstamp Europe S.A. are subject to mandatory capital requirements that vary based on the services we provide. Failure to meet these capital requirements or any future increases to these requirements could limit our ability to obtain or maintain authorization, constrain operational flexibility, or result in penalties or sanctions.

A reduction in our liquidity position could reduce our customers' confidence in us, which could result in the withdrawal of customer assets and loss of customers, or could cause us to fail to satisfy broker-dealer or other regulatory capital guidelines, which may result in immediate suspension of securities activities, regulatory prohibitions against certain business practices, increased regulatory inquiries and reporting requirements, increased costs, fines, penalties or other sanctions, including suspension or expulsion by the SEC, FINRA or other SROs or state regulators, and could ultimately lead to the liquidation of our broker-dealers or other regulated entities. Factors which might adversely affect our liquidity positions include temporary liquidity demands due to timing differences between brokerage transaction settlements and the availability of segregated cash balances, timing differences between cryptocurrency transaction settlements between us and our cryptocurrency Liquidity Providers and between us and our cryptocurrency customers, fluctuations in cash held in customer accounts, a significant increase in our margin lending activities, increased regulatory capital requirements, changes in regulatory guidance or interpretations, other regulatory changes, or a loss of market or customer confidence resulting in unanticipated and/or excessive withdrawals or redemptions, or a suspension of redemptions or withdrawals of customer assets. For example, in May 2025, the UK's FCA published three papers which announced new proposals for certain aspects of the prudential requirements for crypto firms. These proposals are largely modelled on the requirements for investment firms and, if adopted, would, among other requirements, require authorized crypto asset firms to hold a required minimum amount of regulatory capital. In particular, any increase in capital or liquidity requirements under the proposed FCA regime could reduce available liquidity and constrain flexibility in Bitstamp's operations. If adopted, these regulations could also limit our ability to obtain or maintain authorization, constrain operational flexibility, affect our ability to raise capital or result in penalties or sanctions.

We might also need additional capital to continue to support our business and any future growth and to respond to competitive challenges, including the need to promote our products and services, develop new products and services, enhance our existing products, services and operating infrastructure, acquire and invest in complementary businesses and technologies, and to fund payments on our obligations at the parent company level, such as the income tax withholding and remittance obligations that arise upon the vesting and/or settlement of our outstanding RSUs, and any debt obligations we might incur. To meet liquidity needs at the parent level, we might need to rely on dividends, distributions and other payments from our subsidiaries. Regulatory and other legal restrictions might limit our ability to transfer funds to or from some subsidiaries. For example, under FINRA rules applicable to RHS, a dividend of over 10% of a member firm's excess net capital must not be paid without FINRA's prior written approval.

When available cash is not sufficient, we might seek to engage in equity or debt financings to secure additional funds. However, such additional funding might not be available on terms attractive to us, or at all, and our inability to obtain additional funding when needed could have an adverse effect on our business, financial condition, and results of operations. If we issue equity or convertible debt securities, our stockholders could suffer significant dilution, and the new shares could have rights, preferences and privileges superior to those of our current stockholders. Any debt financing could involve restrictive covenants relating to our capital-raising activities and other financial and operational matters, which might make it more difficult for us to obtain additional capital and to pursue future business opportunities.

Unfavorable media coverage and other events that harm our brand and reputation have in the past, and may in the future, adversely affect our revenue and the size, engagement, and loyalty of our customer base.

Our brand and our reputation are two of our most important assets. Our ability to attract, build trust with, engage, and retain existing and new customers might be adversely affected by events that harm our brand and reputation, such as public complaints and unfavorable media coverage about us, our platforms, and our customers, even if factually incorrect or based on isolated incidents.

We receive a high volume of media coverage, which has included, and might continue to include, negative coverage regarding our products and services and the risk of our customers' misuse or misunderstanding of our products and services, inappropriate or otherwise unauthorized behavior by our customers and litigation or regulatory activity. In addition, given our public profile, any unanticipated system disruptions, outages, technical or security-related incidents, or other performance problems relating to our platforms have in the past and are likely in the future to receive extensive media attention. Furthermore, any negative experiences our customers have in connection with their use of our products and services, including as a result of any such performance problems, have in the past, and may in the future diminish customer confidence in us and our products and services, which have in the past, and may in the future result in unfavorable media coverage or publicity.

Damage to our brand and reputation could also be caused by:

- *cybersecurity attacks, privacy or data security breaches, or other security incidents, payment disruptions or other incidents that impact the reliability of our platforms;*
- *actual or alleged illegal, negligent, reckless, fraudulent or otherwise inappropriate behavior by our management team, our other employees or contractors, our customers or third-party service providers or partners as well as complaints or negative publicity about such individuals or companies;*
- *future restructurings or any similar such reductions or activities in the future;*
- *any repeat imposition of temporary trading restrictions (similar to our Early 2021 Trading Restrictions), or any outright failure to meet our deposit requirements;*
- *litigation, regulatory actions, settlements, or investigations involving our platforms or our business;*
- *regulators requesting or requiring us to cease offering specific products or services;*
- *any failures to comply with legal, tax and regulatory requirements;*
- *any perceived or actual weakness in our financial strength or liquidity;*
- *any regulatory action or settlement that results in changes to, or prohibits us from offering, certain features, products or services;*
- *any new policies, features, products, or services, or changes to our policies, features, products, or services, that customers or others perceive as overly restrictive, unclear, inconsistent with our values or mission, or not clearly articulated;*
- *a failure to operate our business in a way that is consistent with our values and mission;*
- *inadequate or unsatisfactory customer support experiences;*
- *negative responses by customers, regulators, or other third parties to our business model or to particular features, products or services;*
- *a failure to adapt to new or changing customer preferences;*
- *our decision to offer products viewed by some as controversial;*
- *our inability to successfully expand into new markets or make successful acquisitions of, or investments in, other companies, products or technologies;*

- *a prolonged weakness in popular equities or cryptocurrencies specifically or in U.S. or international equity and cryptocurrency markets generally, or a sustained downturn in the U.S. or international economies;*
- *negative claims or publicity involving our culture or businesses, regardless of whether such claims are accurate; and*
- *any of the foregoing with respect to our competitors, to the extent the resulting negative perception affects the public's perception of us or our industry as a whole.*

These and other events could negatively impact the willingness of our existing customers, and potential new customers, to do business with us, which could adversely affect our trading volumes and number of Funded Customers, as well as our ability to recruit and retain personnel, any of which could have an adverse effect on our business, financial condition, and results of operations, as well as the trading price of our Class A common stock.

We could incur substantial losses from our cash and investment accounts if one or more of the financial institutions that we use fails or is taken over by the FDIC.

We maintain cash and investment accounts, as well as restricted cash as certificates of deposits for facility leases and other contractual obligations, at multiple financial institutions in amounts that are significantly in excess of the limits insured by the FDIC. In spring 2023, certain U.S. banks failed and were taken over by the FDIC (the "2023 Banking Events"). If any of the financial institutions where we hold significant deposits were to fail or be taken over by the FDIC, our ability to access such accounts has in the past and could be in the future temporarily or permanently limited, which could adversely affect our business. In particular, while we have taken steps to help ensure that the loss of all or a significant portion of any uninsured amount would not have an adverse effect on our ability to pay our operational expenses or make other payments, the failure of a financial institution where we hold significant deposits has in the past and may in the future require us to move funds to another bank, which could cause a temporary delay in making payments to our vendors and employees, or under other contractual arrangements, and cause other operational inconveniences. Additionally, any losses or delay in access to funds as a result of such events could have a material adverse effect on our ability to meet contractual obligations, earnings, financial condition, cash flows, and stock price.

Our business has been and might continue to be harmed by changes in business, economic, or political conditions that impact global financial markets, or by a systemic market event.

As we are a financial services company, our business, results of operations, and reputation are directly and indirectly affected by elements beyond our control, such as financial market volatility (such as we previously experienced during the COVID-19 pandemic or have experienced and may experience in the future due to trade policy shifts and the imposition or escalation of tariffs implemented by the U.S. and other countries or blocs, including China, Canada, and the EU, and those countries' or blocs' responses to such shifts and tariffs), economic and political conditions including unemployment rates, inflation, tax and interest rates, geopolitical conflicts, such as the Russian invasion of Ukraine and ongoing events in the Middle East, significant increases in the volatility or trading volume of particular securities, cryptocurrencies, or Futures (such as we experienced during the meme stock events of early 2021 and the Dogecoin surge of mid-2021), broad trends in business and finance, actual events or concerns involving liquidity, defaults, or non-performance by third-party financial institutions or transactional counterparties (such as the 2023 Banking Events), changes in volume of securities, cryptocurrencies, or Futures trading generally and changes in the markets in which such transactions occur, and changes in how such transactions are processed. These elements can arise suddenly, and the full impact of such conditions could have an adverse effect on our business results or remain uncertain indefinitely. Because a large percentage of our customers are first time investors, we might be disproportionately affected by declines in investor confidence caused by adverse economic conditions. A prolonged market weakness, such as a slowdown causing reduced trading volume in securities, derivatives, or cryptocurrency markets, has resulted, and could result in the future in reduced revenues and adversely affect our business, financial condition, and results of operations. Conversely, significant upturns in such markets or conditions might cause individuals to be less proactive in seeking ways to improve the returns on their trading or investment decisions and, thus, decrease the demand for our products and services.

Additionally, concerns regarding the U.S. and/or international financial systems, such as in connection with the 2023 Banking Events, could result in less favorable commercial financing terms available to us, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on our access to credit and liquidity sources.

Any of these changes could cause our future performance to be uncertain or unpredictable, and could have an adverse effect on our business and results of operations.

Our future success depends on the continuing efforts of our key employees and our ability to attract and retain senior management and other highly skilled personnel.

Our future success depends, in part, on our ability to continue to identify, attract, develop, integrate and retain qualified and highly skilled personnel. In particular, our CEO, Vladimir Tenev, has been critical to the development and execution of our business, vision, and strategic direction. In addition, we have heavily relied, and expect we will continue to heavily rely, on the services and performance of our senior management team, which provides leadership, contributes to the core areas of our business and helps us to efficiently execute our business. Although we have entered into employment offer letters with some of our key personnel, most of these agreements have no specific duration and are terminable by either party at-will and our senior management team has experienced recent changes. We do not maintain key person life insurance policies on any of our employees.

We also might not be successful in attracting, integrating or retaining qualified personnel to fulfill our current or future needs. In particular, there continues to be particularly high competition in the San Francisco Bay Area for software engineers, computer scientists and other technical personnel. This competition is likely to increase further due to ongoing changes in U.S. immigration policies and enforcement practices, particularly given the foreign national employee population from which we and other companies hire for these positions, and is likely to present increased challenges to attracting, integrating or retaining qualified personnel. Given our heavy emphasis on SBC, the performance of our stock price has in the past had, and could continue to have, a significant impact on our ability to recruit, retain, and motivate highly skilled personnel. Additionally, our working model may negatively impact our ability to retain and recruit highly skilled personnel, especially to the extent other companies continue to allow more flexible remote working models. Attrition and workforce reorganizations and reductions have also and might continue to adversely affect our reputation among job seekers, demoralize our remaining employees, and result in a loss of institutional know-how, reduced productivity, slower customer service response, reduced effectiveness of internal compliance and risk-mitigation programs, and cancellations of or delays in completing new product developments and other strategic projects. For example, in the periods immediately following our past restructurings, we experienced higher rates of voluntary employee attrition and declines in reported employee job satisfaction. We might continue to experience difficulty in hiring and retaining highly skilled employees with appropriate qualifications.

We believe that a critical component of our efforts to attract and retain employees has been our corporate culture of innovation. We have invested substantial time and resources in building our team. As we continue to expand internationally, we will face new challenges to maintain our corporate culture of innovation among a larger number of geographically dispersed and remote employees, as well as other service providers. Failure to preserve our company culture could harm our ability to retain and recruit personnel.

If we are unable to attract, integrate, retain, or effectively replace our key employees and qualified and highly skilled personnel, our ability to effectively focus on and pursue our corporate objectives will decline, and our business and future growth prospects could be harmed.

Acquisitions of, or investments in, other companies, products or technologies have in the past and could in the future require significant management attention, disrupt our business, dilute stockholder value, and adversely affect our results of operations.

As part of our business strategy, we have made and might continue to make acquisitions of, or investments in, other compatible companies, products, technologies, or specialized employees. We also have entered into and might continue to enter into relationships with other businesses in order to expand our products and services. Negotiating these transactions can be time-consuming, difficult, and expensive. Our ability to close these transactions has been and might in the future be subject to third-party approvals and customary closing conditions, such as governmental and other regulatory approvals, some of which are beyond our control, and may take longer than expected to be obtained, if at all. If pending transactions are not completed, we have in the past and could in the future be subject to losses from legal fees and other expenses as well as impairment charges.

In general, our efforts to grow through acquisitions are subject to the risks that we might be unable to find suitable acquisition or investment candidates or to complete acquisitions on favorable terms or in a timely manner, if at all. Moreover, these kinds of acquisitions or investments can result in unforeseen risks, operating difficulties and expenditures prior to and following closing, including disrupting our ongoing operations, diverting management from their primary responsibilities, subjecting us to additional liabilities, compliance obligations and/or regulatory costs and penalties, exposing us to increased regulatory risk in connection with acquired companies, increasing our expenses, and adversely impacting our business, financial condition and results of operations. In connection with such acquisitions, we have encountered and may encounter in the future challenges in successfully integrating the acquired personnel, operations, products, and technologies, including in connection with our recent acquisitions of TradePMR and Bitstamp, and have and may have in the future difficulty effectively managing the combined business following such acquisitions. Moreover, the anticipated benefits of any acquisition or investment might not be realized, the acquisition or investment might not perform in accordance with expectations, and we might be exposed to unknown liabilities or risks.

In connection with these types of transactions, we might issue additional equity securities that would dilute our stockholders, use cash that we might need in the future to operate our business, incur debt on terms unfavorable to us or that we are unable to repay, incur large charges or substantial liabilities, encounter difficulties integrating diverse business cultures, and become subject to adverse tax consequences, substantial depreciation, or deferred compensation charges.

Rothera, owned and operated as a joint venture with SIG, operates a futures and derivatives exchange and clearinghouse through its subsidiary, Rothera E&C. We do not wholly own or operationally control Rothera and its subsidiaries, and actions taken by Rothera and its subsidiaries could adversely affect our business, financial condition, results of operations, and reputation.

On November 19, 2025, Robinhood invested in Rothera, a joint venture established to operate an independent and institutional-grade futures and derivatives exchange and clearinghouse. On January 20, 2026, Rothera acquired 90% of the issued and outstanding equity of Rothera E&C, a CFTC-licensed DCM, DCO, and SEF to accelerate delivery of futures and derivative product offerings, including prediction markets.

Rothera is an independent entity with its own management team and employees responsible for the day-to-day operations of the joint venture. While Robinhood is entitled to designate a majority of the members of the board of directors of Rothera and one representative to serve on the board of directors of Rothera E&C, and expects to exercise governance control at Rothera's board level and as otherwise set forth in Rothera's governance documents, we will not have decision-making authority over all operational, strategic, or commercial decisions made by Rothera or any of its subsidiaries, and certain decisions may be subject to applicable regulatory requirements or require the consent of SIG and other holders of the equity of Rothera and its subsidiaries, any of whom may have economic or other business interests that are inconsistent with ours.

Although we do not own a majority of Rothera's equity interests and Rothera's day-to-day operations are conducted by its management team, we designate the majority of the members of its board of directors which exercises governance control over Rothera, and thus consolidate the financial results of

Rothera and its subsidiaries into our consolidated financial statements. As a result, any failure by Rothera or its subsidiaries to operate effectively, comply with applicable laws or regulations, maintain adequate internal controls, manage liquidity or capital requirements, or successfully execute their business strategy, could adversely affect our business, financial condition, results of operations, and reputation.

We currently operate in certain international markets and plan to further expand our international operations, which exposes us to significant new risks, and our international expansion efforts might not succeed.

We currently only offer select services to the public outside the U.S. in certain jurisdictions, including brokerage and futures services in the U.K. through RHUK, crypto and brokerage services in the EU, through RHEU, and our Robinhood Wallet, which is available in over 150 countries and offered through our Cayman Islands subsidiary, Robinhood Non-Custodial Ltd. In addition, Bitstamp, which we acquired in June 2025 and expect to help accelerate our international growth, currently has entities operating internationally in the U.K., EU, Singapore, and the British Virgin Islands, and also offers services in other countries globally.

We intend to continue expanding our operations outside of the U.S. International expansion requires significant resources and management attention and subjects us to additional regulatory, economic, operational, and political risks on top of those we already face in the U.S. There are significant risks and costs inherent in establishing and doing business in international markets, including:

- difficulty establishing and managing international entities, offices, and/or operations and the increased operations, travel, infrastructure, and legal and compliance costs associated with operations, entities, and/or people in different countries or regions;
- the need to understand, interpret and comply with local laws, regulations and customs in multiple jurisdictions, including laws and regulations governing cryptocurrency-related, credit, payments services, derivatives, broker-dealer, money transmitter, or regulated entity practices, some of which do or might require permissions, registrations, authorizations, licenses or consents, or are or might be different from, or conflict with, those of other jurisdictions or foreign cybersecurity, data privacy or labor and employment laws;
- the additional complexities of any merger or acquisition activity internationally, which could subject us to additional regulatory scrutiny, approvals, obligations, costs and penalties or risk;
- the need to adapt, localize, and position our products for specific countries (also known as “product-market fit”);
- increased exposure to foreign fraud vectors;
- increased competition from local providers of similar products and services;
- challenges of obtaining, maintaining, protecting, defending and enforcing intellectual property rights abroad, including the challenge of extending or obtaining third-party intellectual property rights to use various technologies in new countries;
- the need to offer customer support and other aspects of our offering (including websites, articles, blog posts, and customer support documentation) in various languages or locations;
- compliance with anti-bribery and anti-corruption laws, such as the FCPA and equivalent AML and sanctions rules and requirements in local markets, by us, our employees, and our business partners;
- the need to recruit and manage staff in new countries and regions to support international operations, and comply with employment law, tax, payroll, and benefits requirements in multiple countries;

- the need to enter into new business partnerships with third-party service providers in order to provide products and services in the local market, or to meet regulatory obligations;

- varying levels of internet technology adoption and infrastructure, and increased or varying network and hosting service provider costs and differences in technology service delivery in different countries;

- fluctuations in currency exchange rates, inflation, and tariffs and trade policy shifts could limit our ability to operate efficiently across or within borders, and the requirements of currency control regulations, which might restrict or prohibit conversion of other currencies into U.S. dollars;

- double taxation of our international earnings and potentially adverse tax consequences due to requirements of or changes in the income and other tax laws of the U.S. or the international jurisdictions in which we operate; and

- political or social change or unrest or economic instability in a specific country or region in which we operate.

We have limited experience with international legal and regulatory environments and market practices, and we might not be able to enter, penetrate or successfully operate in the markets we choose. In addition, we might incur significant expenses as a result of our international expansion, and we might not be successful, which could lead to substantial losses.

We are exposed to funding transaction losses due to reversals or insufficient funds.

Some of our products and services are paid for by electronic transfer from customers' bank accounts which exposes us to risks associated with reversals and insufficient funds. Unwinding of funds transfers due to reversals, and insufficient funds could arise from fraud, misuse, unintentional use, settlement delay, or other activities. Also, criminals are using increasingly sophisticated methods to engage in illegal activities, such as counterfeiting and fraud. If we are unable to collect and retain such amounts from the customer, or if the customer refuses or is unable, due to bankruptcy or other reasons, to reimburse us, we bear the loss for the amount of the chargeback, refund, or return.

While we have policies and procedures designed to manage and mitigate these risks, we cannot be certain that such processes will be effective. Our failure to limit returns, including as a result of fraudulent transactions, could lead payment networks or our banking partners to require us to increase reserves, impose penalties on us, charge additional or higher fees, or terminate their relationships with us. These risks may be amplified as we continue to expand our operations internationally and increase our exposure to foreign fraud vectors.

Our working model, which allows a subset of our employees to work remotely, subjects us to heightened operational risks.

We currently have a large segment of employees who work remotely and are not required to come into the office on a daily basis. Allowing employees to work remotely subjects us to heightened operational risks. For example, technologies in our employees' homes might not be as robust or effective as in our offices and could lead to lower productivity and/or increased vulnerability to cybersecurity attacks or other privacy or data security incidents. There is no guarantee that the data security and privacy safeguards we have put in place will be completely effective or that we will not encounter risks associated with employees accessing company data and systems remotely. Additionally, in June 2024 FINRA's new Residential Supervisory Location Designation Rule became effective, under which the homes of certain of our employees who work remotely could be treated as "residential supervisory locations" subject to inspections on a regular periodic schedule, which in turn has required certain operational changes and compliance adjustments. Non-compliance with the Residential Supervisory Location Designation Rule could subject us to fines, penalties or enforcement actions. We also face challenges due to the need to operate with a dispersed and remote workforce, as well as increased costs related to business continuity initiatives.

Allowing for remote work has in the past made and may continue to make it more difficult for us to preserve our corporate culture of innovation and our employees might have decreased opportunities to collaborate in meaningful ways. Further, we cannot guarantee that requiring a subset of employees to work in-office, or allowing certain employees to continue to work remotely, will not have a negative impact on employee morale or productivity. Any failure to overcome the challenges presented by our working model could harm our future success, including our ability to retain and recruit personnel, innovate and operate effectively, maintain product development velocity, and execute on our business strategy.

Risks Related to Regulation and Litigation

Our business is subject to extensive, complex and changing laws and regulations, and related regulatory proceedings and investigations. Changes in these laws and regulations, or our failure to comply with these laws and regulations, could harm our business.

We are subject to a wide variety of local, state, federal, and international laws, regulations, licensing schemes, and industry standards in the U.S., the U.K., the EU, the United Arab Emirates, Singapore, the British Virgin Islands, and in other countries and regions in which we operate. These laws, regulations, and standards govern numerous areas that are important to our business, and include, or might in the future include, those relating to all aspects of financial services, the securities and futures markets, investment advisory, investment companies, money transmission, the origination, marketing, servicing, and collection of consumer debt, foreign exchange, payments services and products (such as payment processing, settlement services, and credit cards), cryptocurrency (including crypto-asset perpetuals), derivatives, trading in shares and fractional shares, fraud detection, consumer protection, AML, escheatment, sanctions regimes and export controls, data privacy, data protection, data security, as well as climate risk and environmental impact, including with respect to disclosure of GHG emissions and other metrics related to climate change.

The substantial costs and uncertainties related to complying with these laws and regulations continue to increase, and our introduction of new products or services, expansion of our business into new jurisdictions or subindustries, acquisitions of other businesses that operate in similar regulated spaces, or other actions that we may take might subject us to additional laws, regulations, or other government or regulatory scrutiny. For example, after announcing in March 2024 the launch of the Robinhood Gold Card, which is offered through Robinhood Credit exclusively to Robinhood Gold Subscribers and provides rewards via the Robinhood Gold Credit Card Rewards Program, we received requests for information from the MSD related to the Robinhood Gold subscription service and the Robinhood Gold Card. Regulations are intended to ensure the integrity of financial markets, to maintain appropriate capitalization of broker-dealers and other financial services companies, and to protect customers and their assets. These regulations could limit our business activities through capital, customer protection, and market conduct requirements, as well as restrictions on the activities that we are authorized to conduct.

We operate in highly regulated industries and, despite our efforts to comply with applicable legal requirements, like all companies in our industries, we must adapt to frequent changes in laws and regulations, and face complexity in interpreting and applying evolving laws and regulations to our business, heightened scrutiny of the conduct of financial services firms and increasing penalties for violations of applicable laws and regulations. We might fail to establish and enforce procedures that comply with applicable legal requirements and regulations. We might be adversely affected by new laws or regulations, changes in the interpretation of existing laws or regulations, or more rigorous enforcement. Furthermore, the U.S. Congress continues to consider potential legislation relating to digital assets and cryptocurrencies. For example, on July 17, 2025, the House of Representatives passed the CLARITY Act, which seeks to provide for a system of regulation of the offer and sale of digital assets by the SEC and CFTC and establish a provisional registration regime. The CLARITY Act is currently under consideration by the U.S. Senate, where the Senate Committee on Banking, Housing, and Urban Affairs released preliminary discussion drafts on July 22, 2025, September 5, 2025, and January 12, 2026, of its proposed “Digital Asset Market Clarity Act” that builds upon the CLARITY Act. On January 29, 2026, the Senate

Committee on Agriculture, Nutrition, and Forestry voted in favor of advancing its proposed “Digital Commodity Intermediaries Act,” which likewise builds upon the CLARITY Act. Additionally, on July 18, 2025, the President signed into law the GENIUS Act, which establishes a federal regulatory framework for “payment stablecoins” and their issuers, as well as contemplates scope for state-only regulation. If the CLARITY Act or any of the related bills discussed above are enacted, or as the GENIUS Act is implemented, we could be required to make significant operational changes and incur increased compliance costs. Our ability to offer certain products may also be impacted by actions taken by government regulators. Regulators have requested and, in the future, could request or require us to cease offering specific products or services. Such regulatory actions have led, and in the future could lead, to the suspension or termination of product offerings, which have resulted, and may in the future result in increased compliance costs, financial losses and negative publicity. For example, after the U.S. District Court for the District of Nevada denied our motion for a preliminary injunction on November 25, 2025, we agreed to cease offering new sports-related event contracts in Nevada as of December 1, 2025, and to take action to explore unwinding longer-duration open sports-related event contracts in Nevada. For additional information, refer to Note 15 - Commitments & Contingencies to our consolidated financial statements in this Annual Report.

Broker-Dealer, FCM, Investment Adviser, and Insurance Regulations

As broker-dealers, our U.S. based subsidiaries RHF, RHS, and TradePMR are subject to extensive regulation by federal and state regulators and SROs and are subject to laws and regulations covering all aspects of the securities industry. Similarly, our broker-dealer subsidiary in the U.K., RHUK, is subject to comprehensive regulation by the FCA, including the Consumer Duty which establishes standards requiring regulated firms to, among other things, deliver good outcomes for retail customers. This includes outcomes relating to products and services, price and value, consumer understanding, and consumer support. Our TradePMR insurance agency subsidiary is subject to regulation by state insurance regulators. Federal and state regulators (and, in the case of RHUK, the FCA), and SROs, including the SEC and FINRA, can, among other things, investigate, censure or fine us, issue cease-and-desist orders or otherwise restrict our operations, require changes to our business practices, products or services, limit our acquisition activities or suspend or expel a broker-dealer or any of its officers or employees. We also might be adversely affected by other regulatory changes related to our obligations with regard to suitability of financial products, supervision, sales practices, application of fiduciary or best interest standards (including the interpretation of what constitutes an “investment recommendation” for the purposes of the SEC’s “Regulation Best Interest” and state securities laws) and best execution in the context of our business and market structure, any of which could limit our business, increase our costs and damage our reputation. Our subsidiary RHD, which is registered with the CFTC as a FCM, is also subject to extensive regulation by federal and state regulators and SROs related to offering our customers Futures products. Rothera E&C, a subsidiary of the Rothera joint venture, is also registered with the CFTC and operates as a regulated DCM, DCO and SEF and is similarly subject to extensive regulation. Similarly, state attorneys general and other state regulators, including state securities and financial services regulators, can bring legal actions on behalf of the citizens of their states to assure compliance with state laws. In addition, criminal authorities such as state attorneys general or the DOJ may institute civil or criminal proceedings against us for violating applicable laws, rules, or regulations. Our subsidiaries, RAM and RHV are registered as investment advisers with the SEC under the Advisers Act. The Advisers Act mandates a variety of requirements for RIAs, including fiduciary duties, record-keeping, operational protocols, and disclosure obligations. The Advisers Act grants regulatory bodies such as the SEC significant administrative authority to govern investment advisory firms. If the SEC or other government agencies determine that RAM or RHV have not complied with relevant laws or regulations, they can impose fines, suspend registrants and individual employees, or enact other sanctions, which may include revoking RAM’s and RHV’s registrations under the Advisers Act.

Money-Transmitter Regulation

As money transmitters, certain of our subsidiaries are subject to regulation, primarily at the state level. We are also subject to regulation by the Consumer Financial Protection Bureau (“CFPB”). We have obtained or are in the process of obtaining licenses to operate as a money transmitter (or as another type of regulated financial services institution, as applicable) at the federal level and in the states where this is required. As a licensed money transmitter, we are subject to obligations and restrictions with respect to the movement of customer funds, reporting requirements, bonding requirements, and inspection by state regulatory agencies concerning those aspects of our business considered money transmission. Evaluation of our compliance efforts, as well as the questions of whether and to what extent our products and services are considered money transmission, are matters of regulatory interpretation and could change over time. There are substantial costs and potential product and operational changes involved in maintaining and renewing these licenses, certifications, and approvals, and we could be subject to fines, other enforcement actions, and litigation if we are found to violate any of these requirements. There can be no assurance that we will be able to (or decide to) continue to apply for or obtain any such licenses, renewals, certifications, and approvals in any jurisdictions. In certain markets, we might rely on local banks or other partners to process payments and conduct foreign currency exchange transactions in local currency, and local regulators might use their authority over such local partners to prohibit, restrict, or limit us from doing business. The need to obtain or maintain these licenses, certifications, or other regulatory approvals could impose substantial additional costs, delay or preclude planned transactions, product launches or improvements, require significant and costly operational changes, impose restrictions, limitations, or additional requirements on our business, products, and services, or prevent us from providing our products or services in a given market.

Certain Non-U.S. Regulations

As investment firms and crypto-asset service providers, our subsidiaries RHEU, Bitstamp Europe S.A., Bitstamp Financial Services Ltd., Bitstamp Asia Pte. Ltd., and Bitstamp UK Limited are subject to extensive regulation by regulators in Lithuania, Luxembourg, Slovenia, Singapore, and the U.K., respectively. Specifically, our subsidiaries, RHEU and Bitstamp Europe S.A., are licensed crypto asset service providers under MiCA, the provisions of which went into effect as of December 30, 2024. Among other provisions, MiCA introduces a comprehensive authorization and compliance regime for crypto-asset service providers, including requirements related to governance, reserves, capital, asset safeguarding, segregation and security. In addition, our subsidiaries, RHEU and Bitstamp Financial Services Ltd., are licensed under MiFID to provide brokerage, multilateral trading facilities and/or investment advisory services. Compliance with MiFID imposes extensive regulatory requirements on our operations in the EU, including obligations related to client classification, product governance, transaction reporting, and best execution standards. As a result of holding both MiCA and MiFID licenses, we are subject to comprehensive regulation covering virtually all financial and crypto activities within the EU. This dual licensing framework subjects us to broad and evolving supervisory regimes governing traditional financial instruments, crypto-assets, client protections, disclosure obligations, and operational standards. As we continue to evaluate and align our licensing and supervisory frameworks in the EU, including assessing the optimal structure for our MiCA and MiFID entities, we will face periods of overlapping or evolving regulatory oversight, which could result in increased compliance costs, operational burdens, and extended approval timelines in connection with any changes.

Certain of our subsidiaries, including Bitstamp Asia Pte. Ltd. and Bitstamp UK Limited, are registered or regulated in a number of other foreign jurisdictions and subject to oversight by the applicable regulators, including the MAS and the FCA. These regulatory frameworks generally impose ongoing compliance requirements related to customer due diligence, AML, transaction monitoring, reporting and governance. Maintaining and renewing any of these licenses, qualifications and approvals could impose substantial costs, delay or preclude planned expansions of business activities, require significant and costly operational changes, impose restrictions, limitation or additional requirements on our business, products and services, or prevent us from providing our products or services in any given market. In addition, we could be subject to fines, enforcement actions and litigation if we are found to violate any of the requirements of such licenses, qualifications and approvals. There can be no assurance that we will be able to (or decide to) continue to apply for or obtain any such licenses, renewals, qualifications and approvals in any jurisdictions.

We have been subject to regulatory investigations, actions, and settlements and we expect to continue to be subject to such proceedings in the future, which could cause us to incur substantial costs or require us to change our business practices in a materially adverse manner.

From time to time, we have been and currently are subject, and, given the highly regulated nature of the industries in which we operate, we expect that we will be subject in the future, to a number of legal and regulatory examinations and investigations arising out of our business practices and operations, conducted by the DOJ, SEC, FINRA, the CFTC and the NFA or other SROs or federal agencies such as OFAC, FinCEN, the FDIC or CFPB, state regulatory agencies, such as the MSD, the CAGO, the NYDFS, and international regulatory agencies, such as the U.K.'s FCA, Luxembourg's Commission de Surveillance du Secteur Financier, Slovenia's Agencija za trg vrednostnih papirjev, the MAS, and the Bank of Lithuania, among other authorities. These examinations and investigations have in some instances in the past and might in the future lead to lawsuits, arbitration claims, and enforcement proceedings, as well as other actions and claims, that result in injunctions, fines, penalties, and monetary settlements. For example:

- In connection with the Early 2021 Trading Restrictions, we and our employees, including our CEO, Vladimir Tenev, have received requests for information, and in some cases, subpoenas and requests for testimony from the USAO, the DOJ, Antitrust Division, the SEC Staff, FINRA, the New York Attorney General's Office, other state attorneys general offices, and a number of state securities regulators. Also, a related search warrant was executed by the USAO to obtain Mr. Tenev's cell phone. We received inquiries from the SEC's Division of Examinations and Division of Enforcement and FINRA related to employee trading during the week of January 25, 2021 in some of the securities that were subject to the Early 2021 Trading Restrictions, including GameStop Corp. and AMC Entertainment Holdings, Inc., and specifically as to whether any employee trading in these securities may have occurred after the decision to impose the Early 2021 Trading Restrictions and before the public announcement of the Early 2021 Trading Restrictions on January 28, 2021. On January 10, 2025, SEC Enforcement advised us in writing that it had closed its investigation into the Early 2021 Trading Restrictions and any contemporaneous employee trading issues. On March 6, 2025, we resolved FINRA's investigations into the Early 2021 Trading Restrictions and employee trading issues.

- In January 2024, we settled a matter with the MSD related to supervision of certain product features and marketing strategies, the service outages on our U.S. stock trading platform on March 2-3, 2020 and March 9, 2020 (the "March 2020 Outages"), and our options trading approval process, as well as the November 2021 Data Security Incident, under which we paid a $7.5 million fine and engaged an independent consultant to review, among other things, implementation of the FINRA independent consultant's recommendations, policies and procedures regarding certain application features, and cybersecurity measures.

- In August 2024, we settled a matter with the CAGO related to, among other things, certain disclosures by RHC and delivery of customers' cryptocurrency assets under California Corporations Code Sections 29520 and 29505 during the period January 2018 through April 2022. We paid a monetary penalty of $3.9 million.

- In January 2025, we settled multiple matters with the SEC (including investigations into Regulation SHO, the timeliness of our broker-dealers' SAR filings, EBS submissions, various brokerage recordkeeping issues, the November 2021 Data Security Incident, and Regulation S-ID violations) in which RHF and RHS paid penalties totaling $45 million, and agreed to certain undertakings (together, the "January 2025 SEC Settlement").

- In March 2025, we settled multiple matters with FINRA (including investigations into RHF's historical practice of collaring market orders, CIP, use of certain social media influencers, delivery of certain regulatory required documents to customers, and origin code designations for professional customers; RHS's supervision of its clearing system technology, improper rejection of certain ACATS requests, improper effectuation of trades in securities during trading halts, execution of trades during extraordinary market volatility at prices that were above or below specified price bands, and the maintenance and reporting of inaccurate or incomplete trade, order, and position data to FINRA, FINRA TRF, CAT, Central Repository, and the OCC; and both broker-dealers' AML programs, registration of required personnel, and supervision of trading in associated persons' brokerage accounts) (together, the "March 2025 FINRA Settlement"). RHF and RHS paid a penalty totaling $26 million, and agreed to pay restitution of approximately $3.76 million to customers plus interest and certain undertakings.

These and other proceedings, some of which are described in Note 15 - Commitments & Contingencies to our consolidated financial statements in this Annual Report, have in the past and might in the future relate to broker-dealer, derivatives, investment adviser, credit card, cryptocurrency, and financial services rules and regulations, including our trading and supervisory policies and procedures, our clearing and routing practices, our trade reporting, our public communications, our compliance with FINRA registration requirements, AML and other financial crimes regulations, cybersecurity matters, a particular cryptocurrency's status as a "security," and our licensing status, among other topics. These sorts of proceedings, inquiries, examinations, investigations, and other regulatory matters have in the past and might in the future subject us to fines, penalties, and monetary settlements, harm our reputation and brand, require substantial management attention, result in additional compliance requirements, result in certain of our subsidiaries losing or being unable to obtain their regulatory licenses or losing their ability to conduct business in some jurisdictions (which could, among other things, result in statutory disqualification by FINRA and the SEC), increase regulatory scrutiny of our business, restrict our operations or require us to change our business practices, require changes to our products and services, require changes in personnel or management, delay planned product or service launches or development, limit our ability to acquire other complementary businesses and technologies, or lead to the suspension or expulsion of our other regulated subsidiaries or their officers or employees.

In connection with litigation settlements, we have in the past and might in the future be required to make expenditures to enhance our compliance activities. For example, in connection with the August 2022 NYDFS settlement, we engaged an independent consultant to perform a comprehensive evaluation of our compliance program and remediation efforts with respect to identified deficiencies and violations. The independent consultant completed its evaluation and made recommendations to implement enhancements in certain areas identified in the settlement, which required significant effort to implement.

Additionally, while we offer select services and products in certain countries outside the U.S., we are not currently licensed, authorized, or registered in every jurisdiction (and in some cases are not licensed in every state). Under the terms of our customer agreements, we currently offer services only to citizens and permanent residents with a legal address within those jurisdictions where we are authorized and registered, and our application includes features designed to block access to our services from unauthorized jurisdictions. However, to the extent a customer accesses our application or services outside of jurisdictions where we have obtained required governmental licenses and authorization, we face a risk of becoming subject to regulations in that local jurisdiction. A regulator's investigation as to whether, or conclusion that we are servicing customers in its jurisdiction without being appropriately licensed, registered, or authorized has in the past and could in the future result in fines or other enforcement actions or settlements. For example, in December 2024, we were required to pay fines and entered into consent orders with the Nebraska Department of Banking and Finance and the Massachusetts Division of Banks in connection with prior unlicensed activity.

Previous statements by lawmakers, regulators and other public officials have signaled an increased focus on new or additional regulations that could impact our business and require us to make significant changes to our business model and practices.

Various lawmakers, regulators and other public officials have previously made statements about our business and that of other broker-dealers signaling an increased focus on new or additional laws or regulations that, if acted upon, could impact our business. For instance, the former SEC Chair previously indicated that he had instructed the SEC Staff to study, and in some cases make rulemaking recommendations to the SEC, relating to, or had otherwise discussed the following, among other topics: PFOF, digital engagement practices, and whether broker-dealers are adequately disclosing their policies and procedures around potential trading restrictions; whether margin requirements and other payment requirements are sufficient; whether broker-dealers have appropriate tools to manage their liquidity and risk; conflicts that can arise from the use of predictive analytics, in particular conflicts that may arise to the extent advisors or brokers are optimizing their own interests as well as others; the use of mobile app features such as rewards, bonuses, push notifications and other prompts and that such prompts could promote behavior that is not in the interest of the customer, such as excessive trading, and whether expanded enforcement mechanisms are necessary; and digital engagement practices. Although the SEC, under the current administration, withdrew certain notices of proposed rulemaking that were issued under the former SEC Chair, if the SEC enacts similar rules in the future, whether in this current or future administration, such rules could impose additional regulatory requirements on our business and operations and could require us to make significant changes to our business model and practices. Additionally, from time to time, we have received requests from regulators, including from the SEC, regarding our collection and uses of customer data and related disclosures.

In addition, in 2022, FINRA issued a regulatory notice requesting comment on complex products and options including “whether the current regulatory framework…is appropriately tailored to address current concerns raised by complex products and options.” If FINRA amends its rules to impose additional requirements on firms with respect to determining customer eligibility and/or suitability to trade options, such rule changes could result in fewer Robinhood customers being approved to trade options which could negatively impact our options trading volumes and associated revenues.

Also, in September 2021, FINRA announced that it is reviewing firms’ use of social media marketing, including social media influencers, which is a marketing channel that we actively utilize. In February 2022, FINRA opened an investigation into our use of social media marketing, which we resolved as part of the March 2025 FINRA Settlement. In February 2023, FINRA provided updated guidance about firms’ practices related to their acquisition of customers through social media channels, as well as firms’ sharing of customers’ usage information with affiliates and non-affiliated third parties. In light of this updated guidance, we narrowed the scope of our social media influencer and affiliate publisher programs. Any additional limits that FINRA might impose on our use of this marketing channel could make it more difficult for us to attract new customers, resulting in slower growth.

To the extent that the SEC, FINRA, or other regulatory authorities or legislative bodies adopt additional regulations or legislation in respect of any of these areas or relating to any other aspect of our business, we could face a heightened risk of potential regulatory violations and could be required to make significant changes to our business model and practices, which changes might not be successful. Any of these outcomes could have an adverse effect on our business, financial condition and results of operations.

We are involved in numerous litigation matters that are expensive and time consuming, and, if resolved adversely, could expose us to significant liability and reputational harm.

In addition to regulatory proceedings, we are also involved in numerous other litigation matters, including putative class action lawsuits, and we anticipate that we will continue to be a target for litigation in the future. Potential litigation matters include commercial litigation matters, derivative matters, insurance matters, securities litigation matters, privacy and cybersecurity disputes, intellectual property disputes, contract disputes, consumer protection matters (including gambling loss recovery matters), and employment matters. This risk might be more pronounced during market downturns, during which the volume of legal claims and amount of damages sought in litigation and regulatory proceedings against financial services companies have historically increased.

Litigation matters brought against us have in the past and might in the future require substantial management attention and might result in settlements, awards, injunctions, fines, penalties, and other adverse results. A substantial judgment, settlement, fine, penalty, or injunctive relief could be material to our results of operations or cash flows for a particular period, or could cause us significant reputational harm.

For more information about the legal proceedings in which we are currently involved, see Note 15 - Commitments & Contingencies to our consolidated financial statements in this Annual Report.

We are subject to governmental laws and requirements regarding anti-corruption, anti-bribery, economic and trade sanctions, AML, and counter-terror financing that could impair our ability to compete in international markets or subject us to criminal or civil liability if we violate them.

We are required to comply with U.S. economic and trade sanctions administered by OFAC and we have processes in place to facilitate compliance with OFAC regulations. As part of our customer onboarding process, in accordance with the CIP rules under Section 326 of the USA Patriot Act, we screen all potential customers against OFAC watchlists and continue to screen all customers, vendors and employees daily against OFAC watchlists. Although our application includes features designed to block access to our services from sanctioned countries, if our services are accessed from a sanctioned country in violation of trade and economic sanctions, we could be subject to enforcement actions.

We are subject to the FCPA, U.S. and foreign bribery laws, and other U.S. and foreign anti-corruption laws. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and while there may currently be a reduced focus on enforcement in the U.S. in light of a February 2025 Presidential executive order, these laws are interpreted broadly to generally prohibit companies, their employees and their third-party intermediaries from authorizing, offering, or providing, directly or indirectly, improper payments or benefits to recipients in the public sector. These laws also require that we keep accurate books and records and maintain internal controls and compliance procedures designed to prevent any such actions. The failure to comply with any such laws could subject us to criminal or civil liability, cause us significant reputational harm, and have an adverse effect on our business, financial condition, and results of operations.

We are also subject to various AML and counter-terrorist financing laws and regulations that prohibit, among other things, our involvement in transferring the proceeds of criminal activities. In the U.S., most of our services are subject to AML laws and regulations, including the Bank Secrecy Act, as amended, and similar laws and regulations. Regulators in the U.S. continue to increase their scrutiny of compliance with these obligations. For example, in August 2022, we settled an NYDFS investigation of our cryptocurrency business related primarily to AML and cybersecurity-related issues, under which we paid a monetary penalty of $30 million and engaged an independent compliance consultant and in January 2025, as part of the January 2025 SEC Settlement, RHF and RHS paid penalties totaling $13 million for violations of the timeliness of our broker-dealers' compliance with SAR filing requirements from January 2020 through March 2022.

Although our operations are currently concentrated in the U.S., we have expanded our operations outside of the U.S. As we have started to expand internationally, we have become subject to additional non-U.S. laws, rules, regulations, and other requirements regarding economic and trade sanctions, AML, and counter-terror financing. In order to comply with applicable laws, we have revised and expanded, and will continue to, revise and expand our compliance program, including the procedures we use to verify the identity of our customers and to conduct ongoing monitoring of our customers and their transactions on our systems, including payments to persons outside of the U.S. The need to comply with multiple sets of laws, rules, regulations, and other requirements could substantially increase our compliance costs, impair our ability to compete in international markets, and subject us to risk of criminal or civil liability for violations.

Our ability to offer event contracts is subject to the outcome of currently ongoing and potential future regulatory enforcement actions and litigation, as well as potential changes in federal or state ***law, that could immediately or subsequently prevent us from offering, or continuing to offer, event contracts.***

Event contracts, whether offered by us or others, have drawn scrutiny from federal and state regulators and resulted in litigation that we are party to as well as litigation against other companies that offer event contracts. In particular:

- After we began to offer certain event contracts in October 2024 related to the U.S. presidential election and in March 2025 related to the annual NCAA college basketball tournaments, we received requests for information and a subpoena from the MSD, respectively.
- In February 2025 after we began offering sports-related event contracts tied to the pro football championship, the CFTC formally requested that RHD "not permit customers to access" sports-

related event contracts "until staff can complete a review," leading us to suspend the rollout of that product. After we began offering sports event contracts tied to the annual NCAA college basketball tournaments in March 2025 and provided the CFTC with certain information and documents, the CFTC indicated it lacked a "legal justification" to prevent us from offering access to those event contracts.

- In March 2025, the NJDGE issued a letter to RHM demanding that we, among other things, cease and desist from offering sports-related event contracts, which the NJDGE views as unlicensed sports wagering under state law. Other state regulators with authority over sports wagering, including in Ohio and Connecticut, have since sent RHM and/or RHD similar demand letters.

- On April 8, 2025, the U.S. District Court for the District of Nevada issued a preliminary injunction in KalshiEx, LLC v. Hendrick, et al. preventing the Nevada Gaming Commission and Nevada Gaming Control Board from enforcing Nevada state laws and pursuing civil or criminal liability against KalshiEx, LLC for offering sports-related event contracts because the Commodity Exchange Act ("CEA") grants the CFTC exclusive jurisdiction over event contracts that are traded or executed on a designated contract market and the CFTC has impliedly approved the contracts. On November 25, 2025, the court dissolved KalshiEx's preliminary injunction. KalshiEx has appealed the decision. On February 17, 2026, the Nevada Gaming Control Board filed a civil enforcement suit against KalshiEx seeking injunctive relief to enjoin KalshiEx from offering outcome-based event contracts. KalshiEx has removed the action to federal court. KalshiEx filed for similar injunctive relief in New Jersey, Maryland, Ohio, New York, Connecticut, and Tennessee. On April 28, 2025, the federal district court in the New Jersey lawsuit, KalshiEx LLC v. Flaherty, et al., issued a preliminary injunction against the New Jersey gaming regulators concluding that KalshiEx has demonstrated a likelihood of prevailing on its preemption arguments. The New Jersey gaming regulators have appealed this decision to the Third Circuit Court of Appeals, which heard oral argument in September 2025. The U.S. District Court for the District of Maryland denied KalshiEx's motion for injunctive relief and KalshiEx has appealed this decision to the Fourth Circuit Court of Appeals. KalshiEx has also been sued by the Massachusetts Attorney General seeking to enforce Massachusetts state gaming laws. On January 20, 2026, the Massachusetts Superior Court granted Massachusetts' motion for a preliminary injunction. The injunction was issued on February 6, 2026, and an appeal has been noticed. On February 17, 2026, the Massachusetts Appeals Court stayed the injunction pending appeal. In Tennessee, KalshiEx's motion for a temporary restraining order was granted on January 12, 2026.

- On October 14, 2025, the U.S. District Court for the District of Nevada denied motions by North American Derivatives Exchange, Inc. ("Crypto.com") for a judgment on the pleadings and a preliminary injunction because the Court found Crypto.com's sports-related event contracts are not "swaps" falling within the CFTC's exclusive jurisdiction. The district court found that Crypto.com was unlikely to prevail on its argument that the CFTC has exclusive jurisdiction over sports-related event contracts. Crypto.com has appealed the decision to the United States Court of Appeals for the Ninth Circuit.

- On January 16, 2026, the Nevada Gaming Control Board filed a civil enforcement action in Nevada state court against Blockratize, Inc. d/b/a Polymarket; QCX LLC d/b/a Polymarket US; and Adventure One QSS, Inc. d/b/a Polymarket (together "Polymarket") seeking injunctive relief to enjoin Polymarket from offering outcome-based event contracts. On January 29, 2026, the Nevada State Court issued a temporary restraining order against Polymarket. On February 5, 2026, Polymarket removed the case to the U.S. District Court for Nevada.

- On February 2, 2026, the Nevada Gaming Control Board filed a civil enforcement action in Nevada state court against Coinbase seeking injunctive relief to enjoin Coinbase from offering outcome-based event contracts. On February 4, 2026, Coinbase filed a complaint against Nevada in the U.S. District Court for the District of Nevada seeking to enjoin Nevada's civil enforcement action. On February 5, 2026, the Nevada state court issued a temporary restraining order against Coinbase. On February 7, 2026, the U.S. District Court for Nevada dismissed Coinbase's suit.

- On August 19, 2025, RHD filed suits in the U.S. District Court for the District of Nevada and the U.S. District Court for the District of New Jersey seeking injunctive relief similar to the relief sought by KalshiEx. On September 15, 2025, RHD filed suit in the U.S. District Court for the District of Massachusetts seeking similar injunctive relief. New Jersey has agreed to a preliminary injunction pending the outcome of its appeal to the Third Circuit in its litigation with KalshiEx. In Nevada, the court denied RHD’s motion for a preliminary injunction and RHD has appealed the decision to the United States Court of Appeals for the Ninth Circuit. Nevada has agreed to refrain from enforcing its state gaming laws during the pendency of the appeal, subject to certain conditions which included ceasing to offer new sports-related event contracts (absent an injunction pending appeal staying an enforcement action, which RHD has sought from the Ninth Circuit). In Massachusetts, the court initially dismissed RHD’s suit as unripe. RHD moved for reconsideration, and the court granted that motion. Pursuant to the court’s order, RHD filed an amended complaint on January 20, 2026 and renewed its motion for a preliminary injunction.

- We are also subject to and have been named as a defendant in lawsuits by private plaintiffs and certain Indian tribes alleging statutory and regulatory violations, including that our sports event contracts constitute illegal sports betting, and seeking, among other things, damages (including under “statute of Anne” laws providing for triple damages) and injunctive relief. In one of those cases, Blue Lake Rancheria v. Kalshi Inc., the U.S. District Court for the Northern District of California denied the plaintiff’s motion for a preliminary injunction prohibiting the trading and execution of sports-related event contracts on tribal lands, finding that the CEA confers exclusive jurisdiction over the regulation of such contracts to the CFTC. The plaintiff has appealed that ruling to the Ninth Circuit Court of Appeals, and briefing is ongoing.

The outcome of these cases or new laws or regulations, changes in the interpretation of existing laws or regulations, or more rigorous enforcement in this space could immediately or subsequently prevent us from offering, or continuing to offer, some or all types of event contracts in the future, including in specific states. In particular, additional federal or state courts, including appellate courts, may conclude that state laws attempting to prevent the trading of CFTC-regulated sports-related event contracts are not preempted by the CEA, or that outcome based event contracts are not “swaps” or contracts in excluded commodities falling within the jurisdiction of the CFTC, which would likely require us to cease offering certain event contracts in one or more states (or across all jurisdictions in which we operate) and could lead to adverse litigation and regulatory actions against us for doing so. Any such decision(s) could also result in us becoming subject to various new state-specific regulations relating to or implicating other event contracts, which would further limit our ability to offer access to event contracts within such state(s). Changes in CFTC or other regulatory policy that seek to ban or more heavily regulate event contracts, particularly event contracts that we offer such as those related to sporting events, could also require us to cease offering event contracts or materially impact our ability to offer event contracts and we may be required to cease offering such contracts in one or more jurisdictions in which we operate either immediately or with minimal advanced notice to customers. The CFTC has previously proposed a rule amendment that, if adopted by the CFTC as proposed, would likely have prohibited us from offering sports and election event contracts (similar to the ones we offered in November 2024). While the CFTC withdrew this proposed rule amendment on February 4, 2026, it also announced that it intends to engage in further event contract rulemaking. In the future, the CFTC could also take broader and more expansive actions with respect to these or other event contracts without notice at any time. Further, the tax treatment of event contracts is unclear, and unfavorable interpretations of tax laws or regulations by foreign or U.S. federal or state tax authorities could result in income and other taxes being imposed on Robinhood, our counterparties and our customers. If our ability to offer event contracts (either entirely or in certain categories) in one or more jurisdictions in which we operate is threatened, the perception of our brand may suffer and we may be unable to retain customers, and we may incur significant costs to attempt to continue listing some or all such event contracts. Any of these outcomes could have an adverse effect on our business, financial condition and results of operations.

Risks Related to Attracting, Retaining, and Engaging Customers

We operate in highly competitive markets, and many of our competitors have greater resources than we do and may have products and services that are more appealing than ours to our current or potential customers.

The markets in which we compete are evolving and highly competitive, with multiple participants competing for the same customers. Our current and potential future competition principally comes from incumbent brokerages, established financial technology companies, venture-backed financial technology firms, banks, cryptocurrency exchanges, asset management firms, financial institutions, consumer financial service providers and technology platforms. The majority of our competitors have longer operating histories and greater capital resources than we have and offer a wider range of products and services. Some of our competitors, particularly new and emerging technology companies, are not subject to the same regulatory requirements or scrutiny to which we are subject, which could allow them to innovate more quickly or take more risks, placing us at a competitive disadvantage. The impact of competitors with superior name recognition, greater market acceptance, larger customer bases, or stronger capital positions could adversely affect our results of operations and customer acquisition and retention. Our competitors might also be able to respond more quickly to new or changing opportunities and demands and withstand changing market conditions better than we can, especially larger competitors that might benefit from more diversified product and customer bases. For example, some of our competitors have quickly adopted, or are seeking to adopt, some of our key offerings and services, including commission-free trading, fractional share trading, no account minimums, and IRA match since their introduction on our platforms in order to compete with us. In addition, competitors might conduct extensive promotional activities, offer better terms or offer differentiating products and services that could attract our current and prospective customers and potentially result in intensified competition within our markets. We continue to experience aggressive price competition in our markets, and we might not be able to match the marketing efforts or prices of our competitors. In addition, our competitors might choose to forgo PFOF, which could create downward pressure on PFOF and make it more difficult for us to maintain our PFOF arrangements, which are a significant source of our revenue. We might also be subject to increased competition as our competitors enter into business combinations or partnerships, or established companies in other market segments expand to become competitive with our business.

Our ability to compete successfully in the financial services and cryptocurrency markets depends on a number of factors, including, among other things:

- *maintaining competitive pricing;*
- *providing easy-to-use, innovative, and attractive products and services that are adopted by customers;*
- *retaining customers (such as by providing effective customer support and avoiding outages, security breaches, and trading restrictions);*
- *recruiting and retaining highly skilled personnel and senior management;*
- *maintaining and improving our reputation and the market perception of our brand and overall value;*
- *maintaining our relationships with our counterparties; and*
- *adjusting to a dynamic regulatory environment.*

Our competitive position within our markets could be adversely affected if we are unable to adequately address these factors.

If we fail to retain existing customers or attract new customers, or if our customers decrease their use of our products and services, our revenue will decline.

We have experienced customer growth in recent years, including a significant fraction of new customers, often more than 50%, who have told us that Robinhood is their first brokerage account. Our business and revenue growth depends on our efforts to attract new customers, retain existing customers, and increase the amount that our customers use our products and services (including premium services, such as Robinhood Gold). It is particularly important that we retain and engage our most active brokerage customers, who account for a disproportionately large percentage of our brokerage trading volumes. Any erosion of this active customer base would have a disproportionately large negative impact on our revenues, which could cause the trading price of our Class A common stock to decline significantly. Our efforts to attract and retain customers might fail due to a number of factors, including our customers losing confidence in us or preferring a competitor's offerings. Additional factors that could lead to a decline in our number of customers or their usage of our products and services or that could prevent us from increasing our number of customers include:

- *a decline in our brand and reputation;*
- *increased pricing for our products and services;*
- *a shift in pricing models, including allowing customers to choose a fee-based model for cryptocurrency orders;*
- *ineffective marketing efforts or a reduction in marketing activity;*
- *certain of our customers, due to being new and inexperienced, might be less loyal to our product or less likely to maintain historical trading patterns and interest in investing;*
- *a broad decline in the equity or other financial markets, which could result in many of these investors feeling discouraged and exiting the markets altogether (as has occurred in connection with prior bear market cycles);*
- *rising inflation resulting in less disposable income for our customers to invest;*
- *our customers experiencing difficulties using the Robinhood app as intended, due to any number of reasons such as design errors, service outages, or trading restrictions imposed by us;*
- *our customers experiencing security or data breaches, account intrusions, or other unauthorized access;*
- *our failure to provide adequate customer service;*
- *customer resistance to and non-acceptance of cryptocurrencies; and*
- *customer dissatisfaction with the limited number of cryptocurrencies available on our platforms or with our ceasing support for cryptocurrencies on our RHC, RHEU, or Bitstamp platforms because they failed our regular listing committee review; and*
- *customer dissatisfaction with the RHC and Bitstamp USA, Inc. platforms removing certain cryptocurrencies because the SEC or a court has asserted or determined that the cryptocurrencies or similar cryptocurrencies are securities.*

Our customers may choose to cease using our platforms, products, and services at any time, and may choose to transfer their accounts to another broker-dealer. For example, during the first quarter of 2021 many customers became upset by our imposition of the Early 2021 Trading Restrictions and we saw an increase in customers choosing to transfer their accounts to other broker-dealers.

If we fail to provide and monetize new and innovative products and services that are adopted by customers, our business may become less competitive and our revenue might decline.

Our ability to attract, engage, and retain our customers and to increase our revenue depends heavily on our ability to evolve our existing products and services and to create and monetize new products and services that are adopted by customers. Rapid and significant technological changes continue to confront the financial services industry, including developments in the methods in which securities are traded and developments in cryptocurrencies. To keep pace or to innovate we have introduced and might continue to introduce significant changes to our existing products and services or acquire or introduce new and unproven products and services, including using technologies with which we have little or no prior development or operating experience (for instance, event contracts). Our efforts have been and might continue to be inhibited by industry-wide standards, legal restrictions, incompatible customer expectations, demands, and preferences, or third-party intellectual property rights. Our efforts to innovate have been and might continue to also be delayed or blocked by new or enhanced regulatory scrutiny or technical complications. Incorporating new technologies into our products and services, or realizing the intended benefits of acquisitions of, or investments in, other companies, products or technologies, has required and might continue to require substantial expenditures and take considerable time, and we might not be successful in realizing a return on these efforts in a timely manner or at all. It might be difficult to monetize products in a manner consistent with our brand’s focus on low prices. If we fail to innovate and deliver products and services with market fit and differentiation, or fail to do so quickly enough as compared to our competitors, we might fail to attract and retain customers and maintain customer engagement, causing our revenue to decline. Our international expansion efforts may increase these risks as we expect to adapt our product and service offerings to reflect local regulatory requirements, customer preferences, and other location-specific factors, as discussed in “-Risks Related to Our Business-We currently operate in certain international markets and plan to further expand our international operations, which exposes us to significant new risks, and our international expansion efforts might not succeed.”

Risks Related to Our Platforms, Systems, and Technology

Our products and services rely on software and systems that are highly technical and have been, and may in the future be, subject to interruption, instability, and other potential flaws due to software errors, design defects, and other processing, operational, and technological failures, whether internal or external.

We rely on technology, including the internet and mobile services, to conduct much of our business activity and allow our customers to conduct financial transactions on our platforms. Our systems and operations, including our cloud-based operations and disaster recovery operations, those of the third parties on which we rely to conduct certain key functions, and those of companies we have acquired or may seek to acquire in the future, are vulnerable to disruptions from natural disasters, power and service outages, interruptions or losses, computer and telecommunications failures, software bugs, cybersecurity attacks, computer viruses, malware, distributed denial of service attacks, spam attacks, phishing or other social engineering, ransomware, security breaches, credential stuffing, technological failure, vulnerabilities, human error, terrorism, improper operation, unauthorized entry, data loss, intentional bad actions, and other similar events and we have experienced such disruptions in the past. For example, on October 20, 2025, Amazon Web Services (AWS) experienced a major disruption in its US-EAST-1 region due to a failure in an internal system. This affected certain of our operations, resulting in service instability and interruption. Further, we have in the past and might in the future be particularly vulnerable to any such internal technology failures because we rely heavily on our own self-clearing platform, proprietary order routing system, data platforms, and other back-end infrastructure for our operations, and any such failures could have an adverse effect on our reputation, business, financial condition, and results of operations.

Our products and internal systems also rely on software that is highly technical and complex (including software developed or maintained internally and/or by third parties and also including machine learning models) in order to collect, store, retrieve, transmit, manage and otherwise process immense amounts of data. The software on which we rely has in the past contained and might in the future contain errors, bugs, vulnerabilities, design defects, or technical limitations that might compromise our ability to meet our objectives. Some such problems are inherently difficult to detect, and some such problems might only be discovered after code has been released for external or internal use. Media outlets have in the past and might in the future learn of our plans for features by examining hidden but unprotected images and code in publicly available beta versions of our app, resulting in unwanted publicity prior to our intended announcement dates. Such problems might also lead to negative customer experiences (including the communication of inaccurate information to customers), compromised ability of our products to perform in a manner consistent with customer expectations, delayed product introductions, compromised ability to protect data and intellectual property, or an inability to provide some or all of our services.

While we have made, and continue to make, significant investments designed to correct software errors and design defects and to enhance the reliability and scalability of our platforms and operations, the risk of software and system failures and design defects is always present, we do not have fully redundant systems, and we might fail to maintain, expand, and upgrade our systems and infrastructure to meet future requirements and mitigate future risks on a timely basis. It might become increasingly difficult to maintain and improve the availability of our platforms, especially as our platforms and product offerings become more complex and our customer base grows. For instance, we have needed and will continue to need to have adequate capacity and infrastructure on our platform with respect to the rollout, offering, and settlement of event contracts. We might also encounter technical issues in connection with changes and upgrades to the underlying networks of supported cryptocurrencies. Any number of technical changes, software upgrades, soft or hard forks, cybersecurity incidents, or other changes to the underlying blockchain networks might occur from time to time, causing incompatibility, technical issues, disruptions or security weaknesses to our platforms. If we are unable to identify, troubleshoot, and resolve any such issues successfully, we might no longer be able to support such cryptocurrency, our customers' assets might be frozen or lost, the security of our hot or cold wallets might be compromised, and our platforms and technical infrastructure might be affected.

In addition, surges in trading volume on our platforms have in the past and might in the future cause our systems to operate at diminished speed or even fail, temporarily or for a more prolonged period of time, which would affect our ability to process transactions and potentially result in some customers' orders being executed at prices they did not anticipate, executed incorrectly, or not executed at all. For example, we experienced (i) the March 2020 Outages, which resulted in some of our customers being unable to buy and sell securities and other financial products on our U.S. trading platform for a period of time, and (ii) the partial service outages and degraded service on our RHC cryptocurrency platform from time to time in mid-April and early May 2021 caused by a surging demand for cryptocurrency trading (the "April-May 2021 Disruptions"), which resulted in some of our customers being unable to buy and sell cryptocurrencies for a period of time. Our platforms have otherwise in the past and might in the future experience outages. The March 2020 Outages resulted in putative class action lawsuits, arbitrations, and regulatory examinations and investigations, as well as cash remediation payments. Disruptions to, destruction of, improper access to, breach of, instability of, or failure to effectively maintain our information technology systems (including our data processing systems, self-clearing platform, and order routing system) that allow our customers to use our products and services, and any associated degradations or interruptions of service could result in damage to our reputation, loss of customers, loss of revenue, regulatory or governmental investigations, civil litigation, and liability for damages. In addition, our customer service team from time to time experiences backlogs responding to customer support requests. These backlogs have compounded when we have experienced any market outages, provider network disruptions, or platform outages or errors, including, for example, in connection with the March 2020 Outages and the April-May 2021 Disruptions, and may compound in the future as a result of such events. Frequent or persistent interruptions, or perceptions of such interruptions whether true or not, in our products and services could cause customers to believe that our products and services are unreliable, leading them to switch to our competitors or to otherwise avoid our products and services. Additionally, our insurance policies might be insufficient to cover a claim made against us by any such customers affected by any disruptions, outages, or other performance or infrastructure problems.

Our success depends in part upon continued distribution through app stores and effective operation with mobile operating systems, networks, technologies, products, hardware and standards that we do not control.

A substantial majority of our customers' activity on our platforms occurs on mobile devices. We are dependent on the interoperability of our app with popular mobile operating systems, networks, technologies, products, hardware, and standards that we do not control, such as the Android and iOS operating systems. Any changes, bugs or technical issues in such systems, new generations of mobile devices or new versions of operating systems, or changes in our relationships with mobile operating system providers, device manufacturers or mobile carriers, or in their terms of service or policies that degrade the functionality of our app, reduce or eliminate our ability to distribute applications, give preferential treatment to competitive products, limit our ability to target or measure the effectiveness of applications, or impose fees or other charges related to our delivery of our application could adversely affect customer usage of the Robinhood app. For example, from time to time we have experienced delays in our ability to launch products or update features on our platforms as a result of prolonged app store review processes. Further, we are subject to the standard policies and terms of service of these operating systems, as well as policies and terms of service of the various application stores that make our application and experiences available to our developers, creators and customers. These policies and terms of service govern the availability, promotion, distribution, content and operation generally of applications and experiences on such operating systems and stores. Each provider of these operating systems and stores has broad discretion to change and interpret its terms of service and policies with respect to our platforms and those changes might be unfavorable to us and our customers' use of our platforms. If we were to violate, or an operating system provider or application store believes that we have violated, its terms of service or policies, that operating system provider or application store could limit or discontinue our access to its operating system or store. Any limitation or discontinuation of our access to any third-party platform or application store could adversely affect our business, financial condition or results of operations.

Additionally, in order to deliver a high-quality mobile experience for our customers, it is important that our products and services work well with a range of mobile technologies, products, systems, networks, hardware and standards that we do not control. We need to continuously modify, enhance, and improve our products and services to keep pace with changes in internet-related hardware, mobile operating systems and other software, communication, browser, and database technologies. We might not be successful in developing products that operate effectively with these technologies, products, systems, networks or standards or in bringing them to market quickly or cost-effectively in response to market demands. If our customers choose to not update our app to the latest version, or if it is otherwise difficult for them to access or use our app on their mobile devices, or if they use mobile products that do not offer access to our app, our customer growth and engagement could be adversely affected and our revenues might decline. In addition, if our customers use older versions of our app it may result in customer complaints and regulatory inquiries that could lead to arbitration claims or regulatory sanctions.

We rely on third parties to perform some key functions, and their failure to perform those functions could adversely affect our business, financial condition and results of operations.

We rely on certain third-party computer systems or third-party service providers, including several cloud technology providers such as AWS (on which we primarily rely to deliver our services to customers on our platforms), internet service providers, payment services providers, market and third-party data providers, regulatory services providers, clearing systems, Liquidity Providers, securities and cryptocurrency exchanges, facilitators of cryptocurrency staking services, alternative trading systems (such as BOATS with respect to Robinhood 24 Hour Market), exchange systems (such as ForecastEx, LLC and KalshiEx LLC, with respect to certain event contracts), banking systems, payment gateways that link us to the payment card and bank clearing networks to process transactions, co-location facilities, communications facilities, and other third-party facilities to run our platforms, facilitate trades by our customers (such as Wells Fargo Clearing Services, LLC for TradePMR customers), provide the technology we use to manage some of our cryptocurrency custody, transfer, and settlement operations and support or carry out some regulatory obligations. In addition, external content providers provide us with financial information, market news, charts, option and stock quotes, cryptocurrency quotes, research reports, and other fundamental data that we provide to our customers. These providers have been and are susceptible to processing, operational, technological and security vulnerabilities, including security breaches, which might impact our business, and our ability to monitor our third-party service providers' data security is limited. In addition, these third-party service providers might rely on subcontractors to provide services to us that face similar risks.

We face a risk that our third-party service providers might be unable or unwilling to continue to provide these services to meet our current needs in an efficient, cost-effective manner or to expand their services to meet our needs in the future. Any failures by our third-party service providers that result in an interruption in service, unauthorized access, misuse, loss or destruction of data or other similar occurrences could interrupt our business, cause us to incur losses, result in decreased customer satisfaction and increase customer attrition, subject us to customer complaints, significant fines, litigation, disputes, claims, regulatory investigations or other inquiries and harm our reputation. Regulators might also hold us responsible for the failures of our providers. For example, after BOATS, the trading venue that primarily supports overnight trading on Robinhood 24 Hour Market (8:00 pm - 4:00 am ET), experienced disruptions during the overnight trading session on August 4-5, 2024, we received requests for information from certain regulators.

We continue to incorporate AI technologies into some of our products and processes. These technologies may present business, compliance, and reputational risks.

We currently use machine learning and AI to improve our products and processes in certain circumstances, such as to increase the efficiency of our in-app chat support, customer support workflows, fraud detection systems, and software coding optimization, as well as to improve the customer experience in our newsfeed, and we have plans to continue to expand our use of AI in the future. Our research and development of such technology also remains ongoing. As with many new and emerging technologies, AI presents numerous risks and challenges that could adversely affect our business. If we fail to keep pace with rapidly evolving AI technological developments, especially in the financial technology sector, our competitive position and business results may suffer. At the same time, use of AI has recently become the source of significant media attention and political debate. The introduction and use of AI technologies, particularly generative AI, into new or existing offerings may result in new or expanded risks and liabilities, including due to enhanced governmental or regulatory scrutiny, litigation, compliance issues, ethical concerns, confidentiality or security risks, as well as other factors that could adversely affect our business, reputation, and financial results. For example, AI technologies can lead to unintended consequences, including generating content that appears correct but is factually inaccurate, misleading or otherwise flawed, or that results in unintended biases and discriminatory outcomes, which could negatively impact our customers, harm our reputation and business, and expose us to liability. Laws, regulations or industry standards that develop in response to the use of AI may be burdensome or may restrict our ability to use, develop, or deploy AI, particularly generative AI technologies, in our products or processes, or our efforts to expand our business. For example, the EU's AI Act, which became effective on August 1, 2024, governs the development, marketing and use of AI in the EU and could impose significant additional costs on us to comply or significant fines for failing to comply. In the U.S., a patchwork of emerging AI-related laws and regulations could also require us to modify our practices or increase compliance costs. For example, on December 11, 2025, the President issued an executive order to establish a national policy framework for AI intended to preempt state AI laws and regulations. Among other things, the executive order directs the Federal Communications Commission to initiate a proceeding to determine whether to adopt a federal reporting and disclosure standard for AI models, which could impose significant additional costs on us to comply or significant fines for failing to comply.

We also use AI technologies from third parties, which may include open source software. If we are unable to maintain rights to use these AI technologies on commercially reasonable terms, we may be forced to acquire or develop alternate AI technologies, which may limit or delay our ability to provide competitive offerings and may increase our costs. These AI technologies also may incorporate data from third-party sources, which may expose us to risks associated with data rights and protection. The legal and regulatory landscape surrounding AI technologies is rapidly evolving and uncertain, including with respect to intellectual property ownership and license rights, cybersecurity, and data protection laws, among others, and has not yet been fully addressed by courts or regulators. The use, development, or adoption of AI technologies into our products may result in exposure to claims by third parties of copyright infringement or other intellectual property misappropriation, which may require us to pay compensation or license fees to third parties. The evolving legal, regulatory and compliance framework for AI technologies may also impact our ability to protect our own data and intellectual property against infringing use.

Risks Related to Cybersecurity and Data Privacy

Our business could be materially and adversely affected by a cybersecurity breach or other attack involving our computer systems or data or those of our customers or third-party or fourth-party service providers.

Our systems, including those of companies we have acquired or may seek to acquire in the future, and those of our customers and third-party service providers have been and might in the future be vulnerable to cybersecurity issues. We, like other financial technology organizations, routinely are subject to cybersecurity threats and our technologies, systems, and networks have been and might in the future be subject to attempted cybersecurity attacks. Such issues are increasing in frequency and evolving in nature, including employee and contractor theft or misuse, denial-of-service attacks, and sophisticated nation-state and nation-state-supported actors engaging in attacks. The operation of our platforms involves the use, collection, storage, sharing, disclosure, transfer, and other processing of customer information, including personal data. Security breaches and other security incidents could expose us to a risk of loss or exposure of this information, which could result in potential liability, investigations, regulatory fines, penalties for violation of applicable laws or regulations, litigation, and remediation costs, as well as reputational harm. As the breadth and complexity of the technologies we use and the software and platforms we develop continue to grow, the potential risk of security breaches and cybersecurity attacks increases.

Cybersecurity attacks and other malicious internet-based activity continue to increase, and financial technology platform providers have been and expect to continue to be targeted. In light of media attention, we might be a particularly attractive target of attacks seeking to access customer data or assets and have experienced negative publicity in connection with previous security incidents and might in the future experience similar adverse effects relating to real or perceived security incidents, whether or not related to the security of our platforms or systems. We have also received customer complaints and been subject to litigation and regulatory inquiries, examinations, enforcement actions, and investigations by various state and federal regulatory bodies, including the SEC, FINRA, and certain state regulators, including the NYDFS and the New York Attorney General, related to these events. The increasing sophistication and resources of cyber criminals and other non-state threat actors and increased actions by nation-state actors make it difficult to keep up with new threats and could result in a breach of security.

Additionally, there is an increased risk that we might experience cybersecurity-related incidents as a result of any of our employees, service providers, or other third parties working remotely on less secure systems and environments. While we take significant efforts to protect our systems and data, including establishing internal processes and implementing technological measures designed to provide multiple layers of security, our safety and security measures might be insufficient to prevent damage to, or interruption or breach of, our information systems, data (including personal data), and operations, such as the November 2021 Data Security Incident.

Furthermore, to the extent the operation of our systems relies on our third-party service providers, through either a connection to, or an integration with, third parties' systems, the risk of cybersecurity attacks and loss, corruption, or unauthorized access to or publication of our information or the confidential information and personal data of customers and employees is increased. Third-party risks include insufficient security measures, data location uncertainty, vulnerabilities and the possibility of data storage in inappropriate jurisdictions where laws or security measures might be inadequate. Our ability to monitor, and our resources to optimize integration with, third-party service providers' data security practices are also limited. These third-party risks might be exacerbated as our resources are spread across multiple public cloud service providers. Although we generally have agreements relating to cybersecurity and data privacy in place with our third-party service providers, such agreements might not prevent the accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of, or modification of data (including personal data) and/or might not enable us to obtain adequate (or any) reimbursement from our third-party service providers in the event we should suffer any such incidents.

For example, in late October 2024, a cyberattack occurred on our Newsroom in which a cyber attacker gained access to our Newsroom website, control of which is subcontracted to a third party vendor, for a limited number of hours. The cyberattack did not result in any unauthorized access of customer information. In addition, in December 2024, a cyberattack occurred at Cyberhaven, a data protection company we utilize as a third-party vendor, creating the potential for attackers to steal sensitive data through a malicious version of a Google Chrome extension. Although we do not believe that this third-party vulnerability impacted us, the attack highlights the growing risk from cybersecurity threats against third-party service providers. Due to applicable laws and regulations or contractual obligations, we could be held responsible for any information security failure or cybersecurity attack attributed to our vendors as they relate to the information we share with them. A vulnerability in a third-party service provider's software or systems, a failure of our third-party service providers' safeguards, policies or procedures, or a breach of a third-party service provider's software or systems has in the past and may in the future result in the compromise of the confidentiality, integrity, or availability of our systems or the data housed in our third-party solutions. Additionally, we could also be exposed to information security vulnerabilities or failures at third parties' common suppliers or vendors (known as "fourth parties") that could also impact the security of our data, and we may not be able to effectively directly monitor or mitigate such fourth-party risks, in particular as such risks relate to the use of common suppliers or vendors by the third parties that perform functions and services for us and our limited ability to assess the fourth party's operational controls.

A core aspect of our business is the reliability and security of our platforms. Any unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of data, including personal data, cybersecurity breach or other security incident that we, our customers or our third-party or fourth-party service providers experience or the perception that one has occurred or might occur, could harm our reputation, reduce the demand for our products and services and disrupt normal business operations. In addition, it might require us to expend significant financial and operational resources in response to a security breach, including repairing system damage, increasing security protection costs by deploying additional personnel and modifying or enhancing our protection technologies, investigating, remediating, or correcting the breach and any security vulnerabilities, defending against and resolving legal and regulatory claims, and preventing future security breaches and incidents, all of which could expose us to uninsured liability, increase our risk of regulatory scrutiny, expose us to legal liabilities, including litigation, regulatory enforcement, indemnity obligations, or damages for contract breach, divert resources and the attention of our management and key personnel away from our business operations, and cause us to incur significant costs, any of which could materially adversely affect our business, financial condition, and results of operations. Moreover, our and our third party partners' efforts to improve security and protect data from compromise has in the past identified and might in the future identify previously undiscovered security breaches or vulnerabilities. There could be public announcements regarding any security incidents or vulnerabilities and any steps we take to respond to or remediate such incidents, and if securities analysts or investors perceive these announcements to be negative, it could have an adverse effect on the trading price of our Class A common stock.

While we maintain cybersecurity insurance, our coverage may be insufficient to cover all liabilities resulting from a cybersecurity incident. We cannot be certain that our insurance coverage will be adequate to address the results of regulatory or civil investigations or any liabilities resulting from a cybersecurity incident, that adequate insurance will be available to us on economically reasonable terms, or that our insurer will cover all cybersecurity incident-related claims. The successful assertion of one or more significant claims against us or changes in our cybersecurity insurance coverage, premiums, or deductibles may adversely affect our reputation, business, financial condition or results of operations.

We are subject to stringent laws, rules, regulations, policies, industry standards and contractual obligations regarding data privacy and security and might become subject to additional related laws and regulations in jurisdictions into which we expand. Many of these laws and regulations are subject to change and reinterpretation and could result in claims, changes to our business practices, monetary penalties, increased cost of operations, or other harm to our business.

We are subject to a variety of federal, state, local, and non-U.S. laws, directives, rules, policies, industry standards and regulations, as well as contractual obligations, relating to privacy and the collection, protection, use, retention, security, disclosure, transfer and other processing of personal data and other data, including the Gramm-Leach-Bliley Act of 1999, Section 5 of the Federal Trade Commission Act and state laws such as the California Consumer Privacy Act, which provides consumers with the right to know what personal data is being collected, know whether their personal data is sold or disclosed and to whom and opt out of the sale of their personal data, among other rights. We also face particular privacy, data security and data protection risks in connection with our expansion into the U.K. and the EU and other jurisdictions in connection with the General Data Protection Regulation, the Digital Operational Resilience Act, the ePrivacy Directive (including its national implementations), and other data protection regulations including but not limited to facing complexity in interpreting, applying, implementing and complying with such regulations. The regulatory framework for data privacy and security worldwide is also evolving and, as a result, interpretation, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future. New laws, amendments to or reinterpretations of existing laws, regulations, standards and other obligations might require us to incur additional costs and restrict our business operations, and might require us to change how we use, collect, store, transfer or otherwise process certain types of personal data, to implement new processes to comply with those laws and our customers' exercise of their rights thereunder, and could greatly increase the cost of providing our offerings, require significant changes to our operations, or even prevent us from providing some offerings in jurisdictions in which we currently operate and in which we might operate in the future or incur potential liability in an effort to comply with certain legislation. There is a risk of enforcement actions in response to rules and regulations promulgated under the authority of federal and international agencies and state attorneys general and legislatures and consumer protection agencies. For instance, we have in the past (as discussed in Note 15 - Commitments & Contingencies to our consolidated financial statements in this Annual Report) and may in the future be subject to investigations and examinations regarding, among other things, our cybersecurity practices. In addition, if we fail to follow these security standards, even if no customer information is compromised, we might incur significant fines or experience a significant increase in costs. Following the November 2021 Data Security Incident, we received requests for information from regulatory authorities regarding, among other things, the adequacy of our information security measures, and as part of the January 2025 SEC Settlement, RHF and RHS paid penalties for violating Regulation S-P.

Any failure or perceived failure by us or our third-party service providers to comply with our posted privacy policies or with any applicable federal, state or similar foreign laws, rules, regulations, industry standards, policies, certifications or orders relating to data privacy and security, or any compromise of security that results in the theft, unauthorized access, acquisition, use, disclosure, or misappropriation of personal data or other customer data, could result in significant awards, fines, civil and/or criminal penalties or judgments, proceedings or litigation by governmental agencies or customers, including class action privacy litigation in certain jurisdictions and negative publicity and reputational harm, one or all of which could have an adverse effect on our reputation, business, financial condition and results of operations.

Risks Related to Our Brokerage Products and Services

If we do not maintain the net capital levels required by regulators, our broker-dealer business may be restricted and we may be fined or subject to other disciplinary or corrective actions.

The SEC, FINRA, and various state regulators have stringent rules or proposed rules with respect to the maintenance of specific levels of net capital by securities broker-dealers. For example, our broker-dealer subsidiaries are each subject to the SEC Uniform Net Capital Rule, which specifies minimum capital requirements intended to ensure the general financial soundness and liquidity of broker-dealers, and our clearing and carrying broker-dealer subsidiary is subject to Rule 15c3-3 under the Act, which requires broker-dealers to maintain a reserve account to ensure customer securities are protected and accessible, even in cases of firm insolvency. Our failure to maintain the required net capital levels and protect customer assets could potentially result in immediate suspension of securities activities, suspension or expulsion by the SEC or FINRA, restrictions on our ability to expand our existing business or to commence new businesses, and could ultimately lead to the liquidation of our broker-dealer entities and winding down of our broker-dealer business. If such net capital rules are changed or expanded, if there is an unusually large charge against net capital, or if we make changes in our business operations that increase our capital requirements, operations that require an intensive use of capital could be limited. For example, in December 2024, the SEC adopted proposed amendments to Rule 15c3-3, which require certain broker-dealers, including RHS, by June 2026 to increase the frequency with which they perform computations of the net cash they owe to customers and other broker-dealers from weekly to daily. A large operating loss or charge against net capital could have adverse effects on our ability to maintain or expand our business.

Our compliance and risk management policies and procedures as a regulated financial services company might not be fully effective in identifying or mitigating compliance and risk exposure in all market environments or against all types of risk.

As a financial services company, our business exposes us to a number of heightened risks. We have devoted significant resources to develop our compliance and risk management policies and procedures and will continue to do so, but our efforts might be insufficient. Our previous and continued expanded operations, evolving business, and unpredictable periods of rapid growth make it difficult to predict all of the risks and challenges we might encounter and therefore increase the risk that our policies and procedures for identifying, monitoring, and managing compliance risks might not be fully effective in mitigating our exposure in all market environments or against all types of risk. Further, some controls are manual and are subject to inherent limitations and errors in oversight, which could cause our compliance and other risk management strategies to be ineffective. Other compliance and risk management methods depend upon the evaluation of information regarding markets, customers, catastrophe occurrences, or other matters that are publicly available or otherwise accessible to us, which might not always be accurate, complete, up-to-date, or properly evaluated. Insurance and other traditional risk-shifting tools might be held by or available to us in order to manage some exposures, but they are subject to terms such as deductibles, coinsurance, limits, and policy exclusions, as well as risk of counterparty denial of coverage, default, or insolvency. Any failure to maintain effective compliance and other risk management strategies could have an adverse effect on our business, financial condition, and results of operations.

We are also exposed to heightened regulatory risk because our business is subject to extensive regulation and oversight in a variety of areas and geographies, and such regulations are subject to revision, supplementation, or evolving interpretations and application, and it can be difficult to predict how they might be applied to our business, particularly as we introduce new products and services and expand into new jurisdictions. For example, in December 2022, RHF and RHS received investigative requests from the SEC Division of Enforcement regarding their record keeping and preservation practices, including use of personal devices for brokerage communications. RHF and RHS settled the SEC's investigation into these practices as part of the January 2025 SEC Settlement, paying penalties totaling $8 million and agreeing to complete an internal audit review of electronic communications retention.

We are subject to potential losses as a result of our clearing and execution activities.

We provide clearing and execution services for our securities brokerage business. Clearing and execution services include the confirmation, receipt, settlement and delivery functions involved in securities transactions. Clearing brokers also assume direct responsibility for the possession or control of customer securities and other assets, the clearing of customer securities transactions and lending money to customers on margin. Self-clearing securities firms are subject to substantially more regulatory control and examination than introducing brokers that rely on others to perform clearing functions. Errors in performing clearing functions, including clerical and other errors related to the handling of funds and securities on behalf of customers, (i) could lead to civil penalties, as well as losses and liability as a result of related lawsuits brought by customers and others and any out-of-pocket costs associated with remediating customers for losses, and (ii) have led to, and could in the future lead to the risk of, fines or other actions by regulators. For example, as part of the January 2025 SEC Settlement, RHS settled investigations with the SEC related to suspicious activity reporting, identity theft protection, unauthorized access to Robinhood systems, off-channel communications, retention of brokerage data, failure to maintain certain templated customer communications, EBS submissions and Regulation SHO in connection with fractional share trading and stock lending, which resulted in RHS paying combined monetary penalties of $33.5 million and agreeing to certain undertakings. Furthermore, as part of the March 2025 FINRA Settlement, RHS resolved multiple matters with FINRA, including RHS's supervision of its clearing system technology, improper rejection of certain ACATS requests, improper effectuation of trades in securities during trading halts, execution of trades during extraordinary market volatility at prices that were above or below specified price bands, and the maintenance and reporting of inaccurate or incomplete trade, order, and position data to FINRA, FINRA TRF, CAT, and OCC, and RHS's AML program, registration of required personnel, and supervision of trading in associated persons' brokerage accounts. RHS, along with RHF, paid a penalty totaling $26 million and agreed to pay restitution and to certain undertakings to resolve these investigations, among others.

All customers can place limit orders to buy whole shares of the most traded exchange-traded funds and individual stocks - 24 hours a day, five days a week, through Robinhood 24 Hour Market. Offering U.S. stock trading overnight has heightened risks related to our clearing and execution activities as we do not have previous experience operating or staffing our systems for around-the-clock coverage and may not be able to accurately anticipate the volume of trading activity that will occur outside of regular market hours. Overnight trading on Robinhood 24 Hour Market is primarily supported by BOATS, a trading venue that replicates the role that stock exchanges play during regular market hours. If BOATS becomes unwilling or unable to do business with us or one of our Liquidity Providers in the future, we may be unable to find another trading platform to support Robinhood 24 Hour Market, which could negatively impact our transaction-based revenue and generate negative publicity. Additionally, any disruptions in the services provided by BOATS, whether due to technical malfunctions, operational mishaps, or external factors such as regulatory changes or market volatility, have in the past, and may in the future impair our ability to execute our client's orders. Should BOATS experience downtime or diminished performance (as it has in the past and could again in the future), particularly during overnight trading hours, our ability to execute customer orders through Robinhood 24 Hour Market could be compromised and could have an adverse impact on our business, financial condition, results of operations, and/or brand and reputation. For example, on August 5, 2024, BOATS did not open for overnight trading and as a result, Robinhood customers were unable to execute any trades during that overnight session.

Our clearing operations (including for TradePMR customers through TradePMR's contract with its clearing firm, Wells Fargo Clearing Services, LLC) also require a commitment of our capital and, despite safeguards implemented through both manual and automated controls, involve risks of losses due to the potential failure of our customers or counterparties to perform their obligations under these transactions and margin loans. If our customers default on their obligations, including failing to pay for securities purchased, deliver securities sold, or meet margin calls, we remain financially liable for such obligations, and although these obligations are collateralized, we are subject to market risk in the liquidation of customer collateral to satisfy those obligations. While we have established systems and processes designed to manage risks related to our clearing and execution services, we face a risk that such systems and processes might be inadequate. Any liability arising from clearing and margin operations could have an adverse effect on our business, financial condition and results of operations.

In addition, as a clearing member firm of securities and derivatives clearinghouses in the U.S., we are also exposed to clearing member credit risk. Securities and derivatives clearinghouses require member firms to deposit cash, stock and/or government securities for margin requirements and for clearing funds. If a clearing member defaults in its obligations to the clearinghouse in an amount larger than its own margin and clearing fund deposits, the shortfall is absorbed pro rata from the deposits of the other clearing members. Many clearinghouses of which we are members also have the authority to assess their members for additional funds if the clearing fund is depleted. A large clearing member default could result in a substantial cost to us if we are required to pay such assessments. Furthermore, in the event that a significant amount of our customers' open trades fail to settle, we might be exposed to potential loss of the capital we committed to meet our deposit requirements.

Our exposure to credit risk with customers, Liquidity Providers, and other counterparties could result in losses.

We extend margin credit and leverage to customers, which are collateralized by customer assets. By permitting customers to engage in margin transactions, we are subject to risks inherent in extending credit. Rapid changes in market conditions or in the trading price of individual securities may cause the value of collateral to fluctuate, potentially resulting in the value of the collateral held by us falling below the amount of a customer's indebtedness. We also lend and borrow securities in connection with our broker-dealer business. In accordance with regulatory guidelines, we hold cash as collateral when we lend securities, and likewise, we collateralize our borrowings of securities by depositing cash with lenders. Sharp changes in market values of substantial amounts of securities in a short period of time and the failure by parties to the lending or borrowing transactions to honor their commitments could result in substantial losses. Such changes could also adversely impact our capital because our clearing operations require a commitment of our capital and, despite safeguards implemented by our software, involve risks of losses due to the potential failure of our customers to perform their obligations under these transactions and margin loans.

We are also exposed to credit risk in our dealings with the Liquidity Providers to which we route cryptocurrency orders. Unlike equities and option trades, cryptocurrency trades do not settle through any central clearinghouses but rather are conducted under bilateral agreements between us and each crypto Liquidity Provider (the risk of the Liquidity Provider's default therefore falls upon us rather than being distributed among a clearinghouse's members). The terms of these bilateral agreements vary, but spot transactions are generally aggregated and settled on a net basis once per business day (with the crypto deliveries occurring first and the net cash moving within 24 hours thereafter) and payment obligations are generally unsecured during the interval between delivery and payment. It is not uncommon for us to have an intra-day outstanding net receivable of $100 million that we are owed by any one cryptocurrency Liquidity Provider. Similarly, we routinely have unsecured PFOF receivables from equities and options Liquidity Providers, as well as credit risk from our on-exchange lending and post-trade settlement services. Any payment default by a Liquidity Provider could have adverse effects on our financial condition and results of operations. Our acquisition of Bitstamp has resulted in increased credit risk associated with certain Liquidity Providers, given that some of these firms are also customers of Bitstamp.

Additionally, RHD is obligated to establish and maintain an appropriate RITA, which is the amount of RHD's own capital held in segregation in excess of the amount required to be segregated based on customer positions. RHD also maintains additional firm capital in segregation greater than the established RITA amount, (i.e., excess segregated funds). If the aggregate customer margin deficiency amount on any day exceeds the excess segregated funds amount to the point where RHD breaches its RITA, RHD would be in violation of CFTC rules and would potentially be subject to monetary penalties, sanctions, or other disciplinary actions for failing to maintain an appropriate RITA.

As a result of our acquisition of Bitstamp, we now provide additional cryptocurrency products and services to institutional customers both in parts of the U.S. and internationally, including products and services such as retail lending, on-exchange lending, off-exchange settlement, post-trade settlement, and perpetual futures exchange. These offerings to certain institutional clients expose us to risks we have not historically faced at scale, including credit risk.

We have policies and procedures designed to manage credit risk, but we face a risk that such policies and procedures might not be fully effective. We regularly update our risk management framework and practices, but eliminating credit risk entirely is difficult.

Providing investment advice and recommendations could subject us to investigations, penalties, and liability for customer losses if we fail to comply with applicable regulatory standards, and providing investment education tools could subject us to additional risks if such tools are construed to be investment advice or recommendations.

Risks associated with providing investment advice and recommendations include those arising from how we disclose and address possible conflicts of interest, inadequate due diligence, inadequate disclosure, and human error. The Advisers Act and its related rules and interpretations impose a fiduciary duty on our provision of investment advisory services to advisory clients. Other regulations, such as the SEC's Regulation Best Interest and certain state broker-dealer regulations, impose heightened conduct standards and requirements on recommendations to retail investors. For example, the NASAA (an association of state securities administrators) has adopted amendments to the NASAA model rule regarding Dishonest or Unethical Business Practices of Broker-Dealers and Agents, which are intended to address Regulation Best Interest and other developments in the securities industry. In addition, the SEC and various states have considered or are considering potential regulations or have already adopted certain regulations that could impose additional standards of conduct or other obligations on us to the extent we provide investment advice or recommendations to our customers or use certain covered technologies while communicating with existing or prospective customers.

We also provide customers with a variety of educational materials in various jurisdictions, investment tools, and financial news and information, such as our “Snacks” newsletter (which is offered by Sherwood Media), the suite of other editorial offerings that Sherwood Media has launched and will continue to launch, and the Robinhood Investor Index. Additionally, Robinhood Gold Subscribers have access to Robinhood Cortex, which is an AI-powered investing assistant that enhances Robinhood product offerings with tailored insights and information through features such as Digests and customizable market scanners, and stock research reports prepared by our third-party collaborator, Morningstar, Inc. Based on current law and regulations, we believe these services do not constitute investment advice or investment recommendations. If the law were to change or if a court or regulator were to interpret current law and regulations in a novel manner, we face a risk that these services could come to be considered as investment advice.

If services that we do not consider to be recommendations (such as educational materials, and our editorial offerings, including Robinhood Snacks) are construed as constituting investment advice or recommendations, we have been and could be in the future subject to investigations by regulatory agencies. For example, in December 2020, the Enforcement Section of MSD filed a complaint against us alleging that a fiduciary conduct standard applies to us under Massachusetts securities law by claiming that certain of our product features and marketing strategies amount to investment recommendations. Changes in law or changes in interpretations of existing law might also require us to modify the nature of these services or discontinue them altogether, one or more of which could have an adverse effect on our ability to attract and retain customers.

To the extent our investment education tools, news and information, or digital engagement practices are determined to constitute investment advice or recommendations and to the extent those recommendations fail to satisfy regulatory requirements, or we fail to know our customers, or improperly advise our customers, or if risks associated with advisory services otherwise materialize, we could be found liable for losses suffered by such customers, or could be subject to regulatory fines, penalties, and other actions such as business limitations, any of which could harm our reputation and business.

Our wholly-owned subsidiary, RHV, serves as the investment adviser to RVI, a closed-end investment company, which will subject us to additional burdens and risks and could subject us to potential liability.

RHV, an investment adviser registered with the SEC under the Advisers Act, serves as the investment adviser to RVI (the “Fund”). The Fund is a recently organized Delaware statutory trust registered under the 1940 Act, as an externally managed, non-diversified, closed-end investment company. RHV is responsible for making investment decisions for the Fund’s portfolio. RHV was formed in August 2025 and has limited investing history. RHV’s service as an investment adviser to the Fund will subject us to additional burdens risks and could subject us to potential liability, including but not limited to:

- We will become further subject to additional regulatory and compliance burdens. For example, the Fund is registered under the 1940 Act as an investment company. The Fund and its investment adviser, RHV, are subject to the 1940 Act and the rules thereunder, which, among other things, regulate the relationship between a registered investment company and its investment adviser and their respective affiliates and prohibit or severely restrict principal transactions and joint transactions.

- RHV was recently formed and while its personnel have investment experience, RHV and its management have limited experience managing a closed-end investment company registered under the 1940 Act.

- RHV or its directors, officers or employees and its affiliates, successors or other legal representatives may be liable for any error of judgment, for any mistake of law or for certain types of acts or omissions by such person.

- RHV provides certain investment advisory, management and administrative services to the Fund pursuant to an investment advisory agreement but its provision of those services to the Fund can be terminated without penalty as specified in the investment advisory agreement. In addition, if the investors in the Fund were to be dissatisfied with the investment performance or disagree with investment strategies employed by RHV, they may seek to cause the board of directors of the Fund to terminate its investment management agreement with us or change the terms of such agreement in a manner that is less favorable to us.

- The timing and amount of management fees generated by the Fund are uncertain and depend on the success of the Fund's initial public offering and the Fund's investment performance.

- Shareholder activism involving closed-end funds has increased, including public campaigns to demand that a fund consider significant transactions such as a tender offer, merger or liquidation or seek other actions such as the termination of the fund's investment management contract.

- Investments held by the Fund are illiquid, private investments and thus have no readily ascertainable market prices. The actual results related to any particular investment often vary materially. Because there is significant uncertainty in the valuation of, or in the stability of the value of, illiquid investments, the fair values of such investments as reflected in the Fund's NAV do not necessarily reflect the prices that would actually be obtained by the Fund when such investments are realized and may contribute to a disconnect between NAV and the market price of the Fund's shares, volatility in the Fund's NAV or market price, negative investor perceptions of the Fund's performance and reduced investor confidence in us or the Fund, which could in turn result in difficulty in raising additional funds, reputational harm, and increased risk of litigation or other claims against us, RHV, or the Fund.

- The Fund is subject to conflicts of interest. Our business activities in the management of, or our interest in, our own business and accounts, may present conflicts of interest that could disadvantage the Fund and its shareholders. We provide brokerage services to retail investors that may follow investment programs similar to that of the Fund. RHV and its affiliates will be permitted to market, organize, sponsor, act as general partner or as the primary source for transactions for other pooled investment vehicles and other accounts, which may be offered on a public or private placement basis, and to engage in other investment and business activities. Some of these funds and accounts may have investment strategies that overlap with the investment strategies of the Fund. Such activities may raise conflicts of interest for which the resolution may not be determinable.

- If the Fund performs poorly or does not achieve expected returns, investors may decline to invest in any future closed-end funds we may raise or otherwise attribute the Fund's performance to Robinhood more generally.

Any of these additional burdens and risks could subject us to potential liability and could harm our reputation and business.

Our provision of brokerage and custodial services to RIAs exposes us to operational, regulatory and reputational risks.

Our provision of brokerage and custodial services through TradePMR to RIAs and their clients is subject to extensive federal and state regulation, including oversight by the SEC, FINRA, and applicable state securities regulators. Regulatory changes or enhanced enforcement activity may require significant system changes, and increased compliance resources, which could materially affect our business operations and results of operations. Non-compliance with applicable regulations by us or by TradePMR's clearing firm, Wells Fargo Clearing Services, LLC, could result in censures, fines, or reputational harm.

We rely heavily on proprietary and third-party technology platforms to provide brokerage, custodial, and administrative services. A failure in these systems, including outages, cyberattacks, data breaches, or programming errors, could interrupt our operations or those of our RIA clients, resulting in financial losses, regulatory exposure, or damage to our relationships with advisors and end clients.

Possessing client assets and sensitive personal information exposes us to cybersecurity threats and data privacy obligations. A breach of our systems or those of our vendors could result in unauthorized access to confidential information, potentially triggering legal liabilities, regulatory investigations, remediation costs, and reputational harm. Continued investment in information security infrastructure and incident response protocols is necessary to mitigate this risk.

We may be subject to regulatory actions, legal claims, and arbitration proceedings arising from the actions or omissions of RIAs to whom we provide custodial support. We provide investment advice to end clients through RAM and RHV, and although we do not provide such investment advice through TradePMR, disputes may nevertheless arise regarding account management, trade execution, or data integrity. Any such claims could result in costly litigation, adverse judgments, or settlements.

Our revenue from custodial relationships is largely dependent on assets under custody, cash balances, and the trading activity of advisory clients. Adverse market conditions, rising interest rate volatility, or shifts in client behavior may reduce trading volumes or asset levels, which could negatively impact our fee-based and spread income.

Our ability to retain and grow our RIA client base depends in part on our reputation for service quality, platform stability, and regulatory compliance. Negative publicity, including but not limited to negative publicity arising from operational failures, regulatory sanctions, or advisor misconduct, may harm our brand and result in the loss of key relationships or reduced advisor onboarding.

Risks Related to Cryptocurrency Products and Services

The loss, destruction or unauthorized use or access of a private key required to access any of the cryptocurrencies we hold on behalf of customers could result in irreversible loss of such cryptocurrencies. If we are unable to access the private keys or if we experience a hack or other data loss relating to the cryptocurrencies we hold on behalf of customers, our customers might be unable to trade their cryptocurrency, our reputation and business could be harmed, and we might be liable for losses in excess of our ability to pay.

As we expand our cryptocurrency product and service offerings, the risks associated with failing to safeguard and manage cryptocurrencies we hold on behalf of our customers increase. Our success and the success of our offerings require significant public confidence in our ability to properly manage customers' balances and handle large transaction volumes and amounts of customer funds. Any failure by us to maintain the necessary controls or to manage the cryptocurrencies we hold on behalf of our customers and funds appropriately and in compliance with applicable regulatory requirements could result in reputational harm, significant financial losses, lead customers to discontinue or reduce their use of our services, and result in significant penalties and fines and additional restrictions.

We hold all settled cryptocurrencies in custody on behalf of customers in two types of wallets: (i) hot wallets, which are managed online, and (ii) cold wallets, which are managed entirely offline and require physical access controls. With the exception of Bitstamp (discussed below), Robinhood does not utilize third-party custodians for settled cryptocurrencies, but does integrate proprietary technology from a third-party industry-standard vendor into the systems Robinhood uses to support the custody, transfer and settlement operations of its wallets. As noted, Bitstamp does use third party custodians. Failures, problems or issues at these third party custodians could subject Bitstamp to various forms of risk and may have a significant impact on Bitstamp's business and reputation, which, in turn, could harm Robinhood's business and reputation more broadly.

In general, the overwhelming majority of cryptocurrency coins on our platforms are held in cold storage, though some coins are held in hot wallets to support day-to-day operations. As a public company, we are required to comply with the Sarbanes-Oxley Act of 2002. As part of this, we are required to establish and maintain adequate internal control over financial reporting and evaluate the effectiveness of our internal control over financial reporting (in accordance with guidance issued by the staffs of the SEC's Office of the Chief Accountant and the Division of Corporation Finance, companies are permitted to exclude acquisitions from their assessment of internal control over financial reporting for the first fiscal year in which the acquisition occurred, and we currently expect to exclude Bitstamp, which we acquired in June 2025, from such assessment for 2025). The effectiveness of Robinhood's internal control over financial reporting and our financial statements and related notes are audited by Ernst & Young LLP, our independent registered public accounting firm. Under blockchain protocol, in order to access or transfer cryptocurrency stored in a wallet, we need to use a private key. Robinhood maintains backup copies of private keys in multiple separate locations. Bitstamp safeguards its private keys internally and with custodians. We have several layers of cybersecurity defense in place to protect our omnibus wallets. However, to the extent any private keys are lost, destroyed, unable to be accessed by us, or otherwise compromised and all of their backups are lost, we will be unable to access the assets held in the related hot or cold wallet. Further, we cannot provide assurance that any or all of our wallets will not be hacked, exposed, or compromised such that cryptocurrencies are sent to one or more private addresses that we do not control, which could result in the loss of some or all of the cryptocurrencies that we hold in custody on behalf of customers. Any such losses could be significant, and we may not be able to obtain insurance coverage for some or all of those losses. Cryptocurrencies and blockchain technologies have been, and might in the future be, subject to security breaches, hacking, or other malicious activities, including targeted physical attacks. For example, in August 2021, hackers were able to momentarily take over the BSV network, allowing them to spend coins they did not have and prevent transactions from completing. Any exposure or loss of private keys relating to, or hack or other compromise of, the hot wallets or cold wallets we use to store our customers' cryptocurrencies could result in total loss of customers' cryptocurrencies (because customers' cryptocurrency balances are not protected by the SIPC) or adversely affect our customers' ability to sell their assets, and could result in our being required to reimburse customers for some or all of their losses, subjecting us to significant financial losses. Because many insurance carriers do not provide insurance coverage for crypto-related risks, comprehensive coverage for such events is not readily available on commercially reasonable terms. Our current coverage is limited and may not cover the extent of loss, nor the nature of such loss, in which case we may be liable for the full amount of losses suffered, which could be greater than all of our remaining assets. The total value of cryptocurrencies under our control on behalf of customers is significantly greater than the current total value of insurance coverage that would compensate us in the event of theft or other loss of such assets. Furthermore, the term of our current insurance policy expires in the third quarter of 2026, with our option to renew annually or for the carrier to terminate coverage with advance written notice. Any loss of our insurance coverage would impede our ability to mitigate any losses our customers might suffer if we are unable to access private keys. Additionally, any such security compromises or any business continuity issues affecting our cryptocurrency Liquidity Providers might affect the ability or willingness of our customers to trade or hold cryptocurrencies on our platforms, might result in litigation and regulatory enforcement actions, and could harm customer trust in us and our products generally.

The prices of most cryptocurrencies are extremely volatile. Fluctuations in the price of various cryptocurrencies might cause uncertainty in the market and could negatively impact trading volumes of cryptocurrencies, and we may not effectively identify, prevent or mitigate cryptocurrency market risks, any of which would adversely affect the success of our business, financial condition and results of operations.

The prices of most cryptocurrencies are based in part on market adoption and future expectations, which might or might not be realized. As a result of these and other factors, the prices of cryptocurrencies are highly speculative. The prices of cryptocurrencies have been subject to dramatic fluctuations (including as a result of prior bear market cycles), which have impacted, and will continue to impact, our trading volumes and operating results and might adversely impact our growth strategy and business. Several factors could affect a cryptocurrency's price, including, but not limited to:

- *Global cryptocurrency supply, including various alternative currencies which exist, and global cryptocurrency demand, which can be influenced by the growth or decline of retail merchants' and commercial businesses' acceptance of cryptocurrencies as payment for goods and services, the security of online cryptocurrency exchanges and digital wallets that hold cryptocurrencies, the perception that the use and holding of digital currencies is safe and secure, and regulatory restrictions on their use.*

- *Changes in the software, software requirements or hardware requirements underlying a blockchain network, such as a fork. Forks have occurred and are likely to occur again in the future and could result in a sustained decline in the market price of cryptocurrencies.*

- *Changes in the rights, obligations, incentives, or rewards for the various participants in a blockchain network.*

- *The maintenance and development of the software protocol of cryptocurrencies.*

- *Cryptocurrency exchanges' deposit and withdrawal policies and practices, liquidity on such exchanges and interruptions in service from or failures of such exchanges.*

- *Regulatory measures, if any, that affect the use and value of cryptocurrencies or regulatory or judicial assertions or determinations that certain cryptocurrencies are securities.*

- *Competition for and among various cryptocurrencies that exist and market preferences and expectations with respect to adoption of individual currencies.*

- *Actual or perceived manipulation of the markets for cryptocurrencies.*

- *Actual or perceived connections between cryptocurrencies (and related activities such as mining) and adverse environmental effects or illegal activities.*

- *Social media posts and other public communications by high-profile individuals relating to specific cryptocurrencies, or listing or other business decisions by cryptocurrency companies relating to specific cryptocurrencies.*

- *Expectations with respect to the rate of inflation in the economy, monetary policies of governments, trade restrictions, and currency devaluations and revaluations.*

While we have observed a positive trend in the total market capitalization of cryptocurrency assets over the long-term, driven by increased adoption of cryptocurrency trading by both retail and institutional investors as well as continued growth of various non-investing use cases, historical trends are not indicative of future adoption, and it is possible that the rate of adoption of cryptocurrencies might slow or decline, which would negatively impact our business, financial condition, and results of operations.

While we currently support several cryptocurrencies for trading, market interest in particular cryptocurrencies can also be volatile and there are many cryptocurrencies in the market that we do not support. Our business could be adversely affected, and growth in our net revenue earned from cryptocurrency transactions could slow or decline, if the markets for the cryptocurrencies we support deteriorate or if demand moves to other cryptocurrencies not supported by our platforms. The listing committees of RHC and RHEU conduct regular reviews of the cryptocurrencies available on our platforms to ensure that they continue to meet our requirements under our internal policies and procedures (collectively, the "Crypto Listing Frameworks") for continued support on our platforms and possess the authority to delist and cease support for any asset based on various factors. Bitstamp also conducts similar reviews of cryptocurrencies available on its platform in accordance with its internal listing procedures and processes. Ceasing support for a cryptocurrency with substantial market interest (or if our consideration to cease supporting such a cryptocurrency becomes known) has in the past exposed, and may continue to expose us to negative attention, adversely impacting our business, including revenue loss from no longer supporting a cryptocurrency or customer reaction to such a decision. For instance, in the past we have encountered an influx of customer complaints related to our decisions to cease support for certain cryptocurrencies.

Volatility in the values of cryptocurrencies caused by the factors described above or other factors might impact our regulatory net worth requirements as well as the demand for our services and therefore have an adverse effect on our business, financial condition and results of operations.

Although neither our board of directors nor management have to date identified any material gaps or weaknesses with respect to our existing risk management processes and policies in light of recent cryptocurrency market conditions, we remain subject to cryptocurrency market risks. If we are unable to effectively identify, prevent or mitigate such risks, the success of our business, our financial condition and results of our operations may be adversely affected. As part of our overall risk management processes, the ERM team maintains an enterprise wide risk management standard to ensure risks are evaluated in a clear and transparent manner and partners with various front-line risk teams and risk owners across Robinhood to foster consistent risk management practices across Robinhood. In particular, the ERM team provides governance over risk management practices and reports top risks to the Safety Committee, along with planned mitigants and monitoring procedures. The Safety Committee reviews management's exercise of its responsibility to identify, assess, manage, monitor and mitigate material risks not specifically allocated to the board of directors or another of its committees. In addition to RHM-level processes, entity-level risk teams affiliated with our operating subsidiaries, including one at RHC, perform ongoing risk operations, including risk and control self-assessments and maintaining risk and control registers. As management identifies operational risks, the entity-level risk team tracks the risk drivers and planned mitigating measures and escalates such risks, as needed, to the ERM team.

In light of events in 2022, cryptocurrency market risks were identified as a key risk to the Company and management has accordingly implemented certain measures, including enhanced monitoring for cryptocurrency markets (such as reducing net open position limits with liquidity partners through more frequent settlement; adding additional banking and liquidity partners; monitoring on-platform trading activity, coin deposits and withdrawals; and ongoing diligence for listings and banking relationships). The ERM team has also provided quarterly updates to the Safety Committee with respect to such risks and responses. In addition, RHC and RHEU maintain listing committees as described above.

In June 2025, we started offering leverage to customers of RHEU and Bitstamp Financial Services Ltd investing in crypto-asset perpetuals. By permitting customers to invest in crypto-asset perpetuals with the use of leverage, both our customers and we are subject to certain risks, especially during periods of extreme volatility in the crypto-asset markets.

In the U.S., any particular cryptocurrency's status as a "security" is subject to a high degree of uncertainty and if we have not properly characterized one or more cryptocurrencies, we might be subject to regulatory scrutiny, investigations, fines, and other penalties.

We currently facilitate customer trades for certain cryptocurrencies that we have analyzed under applicable internal policies and procedures and, for cryptocurrencies supported on our RHC and Bitstamp US platforms, that we believe are not securities under relevant U.S. federal and state securities laws. Determining whether any given cryptocurrency is a security is a highly complex, fact-driven analysis, which may change and evolve over time based on changes in the cryptocurrency and its related ecosystem and on evolving legal and regulatory developments. Different parties may reach different conclusions about the outcome of this analysis based on the same facts. The analysis may become clearer depending on the outcome in certain cases currently pending in varying stages of litigation. The SEC Staff has indicated that the determination of whether or not a cryptocurrency is a security depends on the characteristics and use of that particular asset. The SEC, individual Commissioners and the SEC Staff have previously taken positions that certain cryptocurrencies are "securities" in the context of settled or litigated enforcement actions. Although the SEC had not historically provided advance confirmation on the status of any particular cryptocurrency as a security, speeches by senior officials at the SEC have indicated that the SEC generally does not consider Bitcoin or Ether to be securities and Staff of the SEC's Division of Corporation Finance published statements clarifying that the Division does not view the offers and sales of certain "stablecoins" and "meme coins" to constitute securities transactions. Moreover, SEC Staff have authored informal, non-binding "no-action" letters to the promoters of a handful of digital assets to the effect that the Staff would not recommend enforcement action to the SEC on the basis that transactions in such digital assets, as described to the Staff by their respective promoters, are securities transactions, including with respect to the issuance of tokens in connection with internet and energy decentralized physical infrastructure projects and a consumer finance rewards program. However, such statements and views are not official policy statements by the SEC and reflect only the SEC Staff's and speakers' views, which are not binding on the SEC or any court or other agency (including, for instance, the NYDFS, which recently published a consumer alert concerning meme coins that did not opine on whether meme coins constituted securities but warned consumers of the risks of such coins), may be withdrawn at any time without notice or comment by the SEC or its senior officials, cannot be generalized to any other cryptocurrency, and might evolve (including, for instance, recently enacted legislation provides guidelines for the regulation of stablecoins in the U.S., which may differ from the views set forth in the SEC Staff statement regarding stablecoins). With respect to all cryptocurrencies other than Bitcoin and Ether, there is less certainty about whether they would be viewed as securities under the applicable federal and state securities laws. However, on November 12, 2025, SEC Chairman Paul Atkins stated during a speech that it is his view that "most crypto tokens trading today are not themselves securities," further specifying his view that, subject to certain qualifications, he does not believe certain "digital commodities," "network tokens," "digital collectibles," or "digital tools" constitute securities and that he anticipates the Commission will consider establishing a clear token taxonomy in the coming months. However, such statement is not binding on the SEC or any court or other agency. Additionally, U.S. regulators have expressed concerns about cryptocurrency platforms adding multiple new coins, some of which they may view as unregistered securities. Additionally, the current presidential administration and control of Congress in the U.S. present considerable uncertainty as to cryptocurrency regulations and how regulators will apply the securities laws to cryptocurrencies and what changes Congress may enact with respect to cryptocurrencies. Although our policies and procedures are intended to enable us to make risk-based assessments regarding the likelihood that a particular cryptocurrency could be deemed a security under applicable laws, including federal securities laws, our assessments are not definitive legal determinations as to whether a particular digital asset is a security under such laws. Accordingly, regardless of our conclusions, we could be subject to legal or regulatory action in the event the SEC, a state regulator, or a court were to assert or determine that a cryptocurrency supported by our RHC or Bitstamp US platforms is a "security" under U.S. law.

For example, in June 2023, the SEC charged Binance and, separately, Coinbase with operating their respective cryptocurrency trading platforms as unregistered national securities exchanges, brokers, and clearing agencies, also alleging that certain cryptocurrencies supported on their respective platforms are securities. The charges also implicated Coinbase's staking-as-a-service program and its non-custodial wallet. In November 2023, the SEC brought similar charges against Kraken, alleging that it operated as an unregistered securities exchange, brokerage and clearing agency. In February 2025, March 2025, and May 2025, each of Coinbase, Kraken, and Binance, respectively, entered into a court-approved joint stipulation with the SEC to dismiss each of the SEC's lawsuits against such parties with prejudice. Several other digital assets market participants, including us, have also announced that the SEC informed them that the SEC was terminating its investigation or enforcement action into their firm. Also, in April 2025, the Office of the Deputy Attorney General issued a memorandum (the "April DOJ Memo"), setting out new enforcement priorities for digital asset-related investigations and prosecutions by the DOJ. The April DOJ Memo directed prosecutors not to "target virtual currency exchanges, mixing and tumbling services, and offline wallets for the acts of their end users or unwitting violations of regulations". The April DOJ Memo explained that the DOJ will instead prioritize cases against individuals who cause financial harm to digital asset investors and consumers and/or use digital assets in furtherance of other criminal conduct. The decisions by regulators not to bring enforcement actions provides, and any other action, settlement, or related investigation by regulators, might provide, additional guidance on the legal status of cryptocurrencies as securities more generally, which has affected and might significantly affect the actual or perceived regulatory status and value of cryptocurrencies we currently support or might support in the future. On January 21, 2025, the SEC announced that then-Acting Chairman Mark Uyeda "launched a crypto task force dedicated to developing a comprehensive and clear regulatory framework for crypto assets." The task force is focused on helping the SEC "draw clear regulatory lines, provide realistic paths to registration, craft sensible disclosure frameworks, and deploy enforcement resources judiciously." The SEC formed the Crypto Task Force to provide clarity on the application of the federal securities laws to the crypto asset market and to recommend practical policy measures that aim to foster innovation and protect investors. Since formation, the Crypto Task Force has accepted written submissions on various cryptocurrency-related topics from industry participants; hosted roundtables on topics relating to security status, trading, custody, tokenization, DeFi, and financial surveillance and privacy; and has held meetings with interested stakeholders. On July 31, 2025, SEC Chairman Paul Atkins announced the launch of "Project Crypto," described as "a Commission-wide initiative to modernize the securities rules and regulations to enable America's financial markets to move on-chain." In connection with this initiative, Chairman Atkins indicated that he has asked the Crypto Task Force to work on developing proposals to implement recommendations in the July 30, 2025, President's Working Group on Digital Asset Markets Report, as well as a potential innovation exemption. While these developments are positive, the Crypto Task Force's work remains in the early stages, and no formal rulemaking or exemptions have been proposed or adopted to date. In addition, notwithstanding recent positive developments involving the SEC, DOJ, and other federal regulators, state regulators retain independent authority to enforce their own securities laws, which may differ from or be interpreted more expansively than federal law. As a result, a state regulator could determine that a particular digital asset, product, or service constitutes a security under state law, even if the SEC has elected not to pursue enforcement action, the SEC has provided informal guidance or assurances to the contrary, or the asset, product, or service is otherwise excluded from the definition of a security at the federal level. Moreover, private litigants may assert claims under federal or state securities laws based on similar theories, regardless of the positions taken by federal regulators.

From time to time, we also have received with respect to our RHC platform, and might in the future receive, SEC inquiries regarding specific cryptocurrencies supported on our RHC or Bitstamp US platforms and added features and since December 2022, we have received investigative subpoenas from the SEC regarding, among other topics, RHC's supported cryptocurrencies, custody of cryptocurrencies, and platform operations. During our discussions with the SEC Staff in the fourth quarter of 2023, the Staff asserted that they are considering whether, and may recommend that the SEC find that, certain cryptocurrencies supported by our RHC platform are securities, and in the second quarter of 2024, we received a "Wells Notice" stating that the SEC Staff made a "preliminary determination" to recommend that the SEC file an enforcement action against RHC alleging violations of Sections 15(a) and 17A of the Exchange Act. On February 21, 2025, the SEC Division of Enforcement closed the investigation, advising RHC in writing that it had concluded its investigation and did not intend to move forward with recommending an enforcement action.

To the extent that the SEC or a court asserts or determines that any cryptocurrencies supported by our RHC or Bitstamp US platforms are securities, that assertion or determination could prevent us from continuing to facilitate trading of those cryptocurrencies (including ceasing support for such cryptocurrencies on our RHC or Bitstamp US platforms) or offering those services. It could also result in regulatory enforcement penalties and financial losses in the event that we have liability to our customers and need to compensate them for any losses or damages. We could be subject to judicial or administrative sanctions, including disgorgement or penalties which could be material, for failing to offer or sell the cryptocurrency in compliance with securities registration requirements, or for acting as a securities broker or dealer, national securities exchange, clearing agency, or other regulated entity without appropriate registration. Such an action could result in injunctions and cease and desist orders, as well as civil monetary penalties, fines, and disgorgement, criminal liability, and reputational harm. Customers that traded such supported cryptocurrency through our RHC or Bitstamp US platforms and suffered trading losses might also seek to rescind transactions that we facilitated on the basis that they were conducted in violation of applicable law, which could subject us to significant liability and losses. We might also be required to cease facilitating transactions in the supported cryptocurrency, which could negatively impact our business, operating results, and financial condition. Further, if any supported cryptocurrency is deemed to be a security, it might have adverse consequences for such supported cryptocurrency. For instance, all transactions in such supported cryptocurrency would have to be registered with the SEC or other foreign authority, or conducted in accordance with an exemption from registration, which could severely limit its liquidity, usability, and transactability. Moreover, the networks on which such supported cryptocurrencies are used might be required to be regulated as securities intermediaries, and subject to applicable rules, which could effectively render the network impracticable for its existing purposes. In addition, our growth might be adversely affected if we are not able to expand our RHC platform to include additional cryptocurrencies that the SEC has determined to be securities or that we believe are likely to be determined to be securities.

We continue to analyze the cryptocurrencies supported on the RHC and Bitstamp US platforms under our Crypto Listing Frameworks and Bitstamp's similar internal policies, respectively, on a periodic basis to ensure that they continue to meet the applicable internal requirements for continued support on the RHC and Bitstamp US platforms which include, among other factors, that we continue to believe they are not securities under relevant U.S. federal and state securities laws. We may make the determination to cease support for a cryptocurrency for any one or a variety of factors based on a totality of the circumstances under our Crypto Listing Frameworks and Bitstamp's similar internal policies, as applicable. However, an assertion or determination by the SEC or a court that a cryptocurrency supported by our RHC or Bitstamp US platforms constitutes a security could also result in our determination that it is advisable to remove that cryptocurrency and others with similar characteristics to the cryptocurrency that was asserted or determined to be a security from our RHC or Bitstamp US platforms. If we proactively remove certain cryptocurrencies from our RHC or Bitstamp US platforms because the SEC, a state, or a court has asserted or determined they constitute securities or because they share similarities with such cryptocurrencies or otherwise do not meet our Crypto Listing Frameworks and Bitstamp's similar internal policies, as applicable, it has and could in the future negatively impact customer sentiment and our business, operating results, and financial condition, especially to the extent that our competitors continue to support such cryptocurrency on their platforms.

In addition, in June 2025, we launched "Robinhood Stock Tokens" in certain jurisdictions in the EEA, which are designed to provide eligible customers in the EEA with exposure to certain U.S. exchange-listed stocks and ETPs. While we currently only offer Robinhood Stock Tokens in the EEA, because the assets underlying the tokens are certain U.S. stocks and ETPs, the SEC could assert jurisdiction over our Robinhood Stock Token offering and claim that transactions in our Robinhood Stock Tokens must be conducted in compliance with applicable federal laws and regulations. See "-Our introduction of Robinhood Stock Tokens in the EEA may expose us to significant regulatory, litigation, contractual, operational, and reputational risks" for more information.

If the SEC, a state regulator or a private litigant alleges that staking services we offer in the U.S. involve unregistered offers and sales of securities or unregistered securities broker-dealer activity in violation of the Securities Act, the Exchange Act or applicable state laws or regulations, and the courts agree with such plaintiff, we may be required to cease our staking activities and may be subject to monetary and other penalties.

In June 2025, we announced that RHC will be offering crypto staking services to eligible customers in certain jurisdictions in the U.S. In several enforcement actions filed by the SEC under the prior administration, the SEC alleged that certain companies had offered staking services to retail customers for various digital assets as unregistered securities or acted as unregistered securities broker-dealers in facilitating offers or sales of third-party staking services in violation of the registration provisions of the Securities Act or the Exchange Act. For example, as described under "-Risks Related to Cryptocurrency Products and Services-In the U.S., any particular cryptocurrency's status as a "security" is subject to a high degree of uncertainty and if we have not properly characterized one or more cryptocurrencies, we might be subject to regulatory scrutiny, investigations, fines, and other penalties," in 2023 the SEC charged Kraken, Coinbase and Binance with offering and selling digital asset staking-as-a-service programs to retail customers as unregistered investment contract schemes in violation of the Securities Act. In June 2024, the SEC charged Consensys Software Inc. with acting as an underwriter of unregistered securities in violation of the Securities Act and as an unregistered broker in violation of the Exchange Act by marketing the Lido and Rocket Pool third-party liquid staking-as-a-service programs to retail customers through Consensys' "Metamask Staking" platform. As noted above, the litigation against Binance, Coinbase, and Kraken has been dismissed, and the SEC filed a stipulation to dismiss its lawsuit against Consensys with prejudice in March 2025.

We believe that our staking services do not offer or sell any “securities” subject to the securities laws or SEC regulations. We also believe that the structure, terms and other characteristics of the staking services offered by RHC generally align with those described in the Staff’s Statement on Certain Protocol Staking Activities issued in May 2025, wherein the Staff stated that it is the Staff’s view that the staking services of the nature described therein do not involve the offer and sale of “securities” within the meaning of the Securities Act and the Exchange Act. However, the Staff’s statement does not constitute a rule, regulation, guidance or statement of the SEC, and may be withdrawn at any time without notice and comment by the Staff or the SEC. Accordingly, we do not know if the SEC will agree with our interpretation of the applicable federal laws or regulations, or if we will be successful if we seek relief from the courts.

In addition, there is no guarantee that state regulators will agree with our interpretation of applicable state laws or regulations. For example, several state regulators have issued cease and desist orders to, or filed lawsuits against, Coinbase with respect to its staking services, alleging that Coinbase’s staking services constitute unregistered securities offerings under applicable state laws and regulations. While certain of the state regulators have since dismissed their lawsuits against Coinbase with respect to its staking services, not all state regulators have done so.

If the SEC, a state regulator or a private litigant were to prevail on claims that our staking services offered in the U.S. violate the Securities Act, Exchange Act or applicable state laws and regulations, we may be subject to monetary penalties, liabilities, reputational harm, and may be required to cease offering these services.

Cryptocurrency laws, regulations, and accounting standards are often difficult to interpret and are rapidly evolving in ways that are difficult to predict. Changes in these laws and regulations, or our failure to comply with them, could negatively impact cryptocurrency trading on our platforms.

Domestic and foreign regulators and governments are increasingly focused on the regulation of cryptocurrencies. In the U.S., cryptocurrencies are regulated by both federal and state authorities, depending on the context of their usage. For example, on October 13, 2023, California enacted the DFAL, which, upon effectiveness on July 1, 2026, will prohibit any person or entity engaging in digital financial asset business activity or holding itself out as being engaged in digital financial asset business activity, with or on behalf of a resident of California (including businesses with a place of business in California), unless that person or entity either (i) holds a license under the DFAL, (ii) has submitted an application for such license on or before July 1, 2026 and is awaiting approval or denial of that application, or (iii) is exempt from licensure. Once licensed, the licensee must comply with requirements related to record maintenance, fee and risk disclosures, cybersecurity, customer protection, and anti-fraud and AML. We expect to apply for a license under DFAL in connection with our cryptocurrency trading operations in California. In addition, the NYDFS requires that any persons or entity engaging in virtual currency activity for third parties in or involving New York, excluding merchants and consumers, must apply for a license, commonly referred to as a BitLicense, from the NYDFS and must comply with AML, cybersecurity, consumer protection, and financial and reporting requirements, among others, or must be chartered under the New York Banking Law and be approved by the NYDFS to engage in virtual currency business activity. We will continue to monitor developments in state-level legislation, guidance or regulations applicable to us. Cryptocurrency market disruptions and resulting governmental interventions are unpredictable, and might make cryptocurrencies, or certain cryptocurrency business activities, illegal altogether. As regulation of cryptocurrencies continues to evolve, there is a substantial risk of inconsistent regulatory guidance among federal and state agencies and among state governments which, along with potential accounting and tax issues or other requirements relating to cryptocurrencies, could impede the growth of our cryptocurrency operations. The current presidential administration and control of Congress in the U.S. also present considerable uncertainty as to future cryptocurrency regulations. Additionally, regulation in response to the climate impact of cryptocurrency mining could negatively impact cryptocurrency trading on our platforms.

The cryptocurrency accounting rules and regulations that we must comply with are complex and subject to interpretation by the FASB, the SEC, and various bodies formed to promulgate and interpret accounting principles. A change in these rules and regulations or interpretations could have a significant effect on our reported financial results and financial position, and could even affect the reporting of transactions completed before the announcement or effectiveness of a change. Further, there are a limited number of precedents for the financial accounting treatment of cryptocurrency assets (including related issues of valuation and revenue recognition), and while the staff of the SEC's Division of Trading and Markets provided certain limited FAQ guidance on May 15, 2025 with respect to net capital considerations, no formal guidance has been provided by the FASB or the SEC. Accordingly, there remains significant uncertainty as to the appropriate accounting for cryptocurrency asset transactions, cryptocurrency assets, and related revenues. Uncertainties in or changes in regulatory or financial accounting standards could result in the need to change our accounting methods and/or restate our financial statements, and could impair our ability to provide timely and accurate financial information, which could adversely affect our financial statements, and result in a loss of investor confidence.

In addition, future regulatory actions or policies, including, for instance, the assertion of jurisdiction by domestic and foreign regulators and governments over cryptocurrency and cryptocurrency markets could limit or restrict cryptocurrency usage, custody, or trading, or the ability to convert cryptocurrencies to fiat currencies. This includes recent legislative actions related to the RFIA, CLARITY Act and GENIUS Act. See "-Risks Related to Regulation and Litigation-Our business is subject to extensive, complex and changing laws and regulations, and related regulatory proceedings and investigations. Changes in these laws and regulations, or our failure to comply with these laws and regulations, could harm our business." Additionally, some lawmakers and regulators have raised questions about Transaction Rebates from cryptocurrency trading. Transaction Rebates from cryptocurrency trading have historically, and might continue, to comprise a significant percentage of our total net revenues. The current presidential administration and control of Congress in the U.S. also present considerable uncertainty as to such regulatory actions or policies. Any future regulatory actions or policies could reduce the demand for cryptocurrency trading and might materially decrease our revenue derived from Transaction Rebates in absolute terms and as a proportion of our total revenues.

In January 2023, the Bankruptcy Court for the Southern District of New York issued a ruling in In re Celsius Network LLC, that certain crypto assets held by Celsius customer accounts were the property of Celsius's estate and that the holders of such accounts are unsecured creditors. However, unlike the terms of our user agreement, the terms of Celsius's user agreement unambiguously provided that the rights to cryptocurrency held, including ownership rights, belonged to Celsius. Based on the terms of our user agreement, the structure of our crypto offerings, and applicable law, and, although we have not obtained a formal legal opinion on this matter, after consultation with internal and external legal counsel, we believe that the cryptocurrency we hold in custody for users of our platforms should be respected as users' property (and should not be available to satisfy the claims of our general creditors) in the event we were to enter bankruptcy. Although we are well-capitalized, to the extent users are concerned that cryptocurrencies might not be secure in a bankruptcy generally, their willingness to hold crypto in custodial accounts and their general interest in trading cryptocurrencies might decline.

Furthermore, the Infrastructure Investment and Jobs Act significantly changes the tax reporting requirements applicable to brokers and holders of cryptocurrency and digital assets. On August 25, 2023, the Treasury Department and Internal Revenue Service released proposed regulations on the sale and exchange of digital assets by brokers. On June 28, 2024, final regulations were released that require information reporting by digital asset brokers on certain digital asset sales or exchanges that occur on or after January 1, 2025, and basis tracking for digital assets that are treated as "covered securities" if acquired on or after January 1, 2026. The implementation of these requirements, and any further legislative changes or related guidance from the Internal Revenue Service and the Treasury Department, might significantly impact our tax reporting and withholding processes and result in increased compliance costs. Failure to comply with these new information reporting and withholding requirements might subject us to significant tax liabilities and penalties. Similarly, the OECD has published final guidance on a new "crypto-asset reporting framework" and amendments to the existing rules for reporting crypto assets under the global "common reporting standard" that might apply to our international operations. These new rules might give rise to potential liabilities or disclosure requirements, and implementation of these requirements might significantly impact our operations and result in increased costs.

Our continued efforts to expand our business internationally also subject us to additional laws, regulations, or other government or regulatory scrutiny as discussed in "-Risks Related to Our Business-We currently operate in certain international markets and plan to further expand our international operations, which exposes us to significant new risks, and our international expansion efforts might not succeed" and "-Risks Related to Regulation and Litigation-Our business is subject to extensive, complex and changing laws and regulations, and related regulatory proceedings and investigations. Changes in these laws and regulations, or our failure to comply with these laws and regulations, could harm our business." Various foreign jurisdictions have adopted, and may continue to adopt laws, regulations or directives that affect crypto-asset industry participants, the crypto-asset markets, and their users, particularly trading platforms and service providers that fall within such jurisdictions' regulatory scope. For example, the provisions of MiCA went into effect as of December 30, 2024, and the FCA announced new proposals for certain aspects of the prudential requirements for crypto firms. See "Risks Related to Our Business- We might need additional capital to provide liquidity and support business growth and objectives, and this capital might not be available to us on reasonable terms, if at all, might result in stockholder dilution, or might be delayed or prohibited by applicable regulations" for more information. Accordingly, in addition to the licenses RHEU and Bitstamp Financial Services Ltd. obtained under MiFID, RHEU and Bitstamp Europe S.A. have obtained licenses to operate as crypto asset service providers under MiCA. As noted above, monitoring and maintaining our compliance with the laws and regulations to which we are subject is complex and requires us to expend significant resources. In addition, any failure to comply with any applicable laws and regulations could result in regulatory fines, suspensions of personnel or other sanctions, including revocation of our registration or that of our subsidiaries, which could, among other things, require changes to our business practices and scope of operations or harm our reputation, which, in turn could have a material adverse effect on our results of operations, financial condition or business. In addition, new laws or regulations, or new interpretations of existing laws or regulations, could have a materially adverse impact on our ability to operate as currently intended, or require us to obtain additional or newly created registrations or licenses in the future and cause us to incur significant expense in order to ensure compliance. Additionally, under recommendations from FinCEN, and the Financial Action Task Force, the U.S. and several international jurisdictions in which RHEU or Bitstamp operate have imposed the Funds Travel Rule and the Funds Transfer Rule (commonly referred to collectively as the Travel Rule) on financial service providers in the cryptoeconomy. We may incur high costs to implement and comply with the Travel Rule, and could also face penalties for technical violations or lose customers if it negatively impacts customer experience.

Our Crypto Transfers, crypto staking and lending, Robinhood Wallet, and Robinhood Connect features could result in loss of customer assets, customer disputes, and other liabilities, which could harm our reputation and adversely impact trading volumes and transaction-based revenues.

In the U.S., we allow customers to deposit and withdraw cryptocurrencies to and from our RHC and Bitstamp platforms through our Crypto Transfers feature in the states in which RHC or Bitstamp operates. We also allow customers of RHEU to deposit and withdraw crypto to and from our RHEU platform. Bitstamp also allows its customers to deposit and withdraw crypto to and from the Bitstamp platform. Crypto Transfers are processed using Robinhood's or Bitstamp's general custodial infrastructure in which we hold some cryptocurrencies on behalf of customers; when transactions are completed, coins are allocated to and from individuals' accounts in our customer records. Additionally, RHC U.S. customers have access to Robinhood Connect, allowing their customers to use their RHC accounts to buy and transfer crypto, and fund their self-custody wallets.

Crypto Transfers initiated by users are subject to a heightened risk of user error. Under blockchain protocol, recording a transfer of cryptocurrency on the blockchain involves both the private key of the sending wallet and the unique public key of the receiving wallet. Such keys are strings of alphanumeric characters. In order for a customer to receive cryptocurrency on our platforms, the customer will need to arrange for the owner of an external source wallet to "sign" a transaction with the private key of that external wallet, directing a transfer of the cryptocurrency to our receiving custodial wallet by inputting the public key (which we will provide to the customer) of our custodial wallet. Similarly, in order to withdraw cryptocurrency from our platforms, the customer will need to provide us with the public key of the external wallet to which the cryptocurrency is to be transferred, and we will "sign" the transaction using the private key of our wallet. Some crypto networks might require additional information to be provided in connection with any transfer of cryptocurrency to or from our platforms. A number of errors could occur in the process of depositing or withdrawing cryptocurrencies to or from our platforms, such as typos, mistakes, or the failure to include information required by the blockchain network. For instance, a user might include typos when entering our custodial wallet's public key or the desired recipient's public key when depositing to and withdrawing from our platforms, respectively. Alternatively, a user could mistakenly transfer cryptocurrencies to a wallet address that he or she does not own or control, or for which the user has lost the private key. In addition, each wallet address is compatible only with the underlying blockchain network on which it is created. For instance, a Bitcoin wallet address can be used to send and receive Bitcoin only. If any Ethereum, Dogecoin, or other cryptocurrency is sent to a Bitcoin wallet address, for example, or if any of the other foregoing errors occur, such cryptocurrencies could be permanently and irretrievably lost with no means of recovery.

We also provide crypto staking services through our RHC, RHEU and Bitstamp platforms in which eligible customers of RHC, RHEU and Bitstamp are given the option to "stake" eligible crypto-assets. Staking allows customers to earn rewards by locking up the cryptocurrencies, subject to the network and cryptocurrency's requirements and bonding periods, and so limits customers' access to their funds during such time. Once a customer chooses to opt in to our staking services, we delegate the amount of crypto-assets identified by such customer for staking to a validator operated by either (i) RHC, RHEU or Bitstamp, as applicable, or (ii) a third-party service provider we engage in connection with such services. Some networks may further require customer assets to be transferred into smart contracts on the underlying blockchain networks not under our or anyone's control. If our third-party service provider or any such smart contracts fail to behave as expected, suffer cybersecurity attacks, experience security issues, or encounter other problems, customers' assets may be irretrievably lost. In addition, certain blockchain networks dictate requirements for participation in the relevant decentralized governance activity, and may impose penalties, or "slashing," if the relevant activities are not performed correctly, such as if the staker, delegator, or baker acts maliciously on the network, "double signs" any transactions, or experience extended downtimes. If we or our third-party service provider are slashed by the underlying blockchain network, customers' assets may be confiscated, withdrawn, or burnt by the network, resulting in losses for which we may be responsible. Furthermore, certain types of staking require the payment of transaction fees on the underlying blockchain network, and such fees can become significant as the amount and complexity of the transaction grows, depending on the degree of network congestion and the price of the network token. If we experience a high volume of such staking requests from customers on an ongoing basis, we could incur significant costs.

Bitstamp Europe S.A., Bitstamp Limited and Bitstamp Global Limited market crypto-asset lending services which are provided directly to customers by a third-party service provider. Customers lend their crypto-assets directly to a third party and the third party then on-lends to borrowers. Customer crypto-assets leave the custody of Bitstamp when customers access these services. There is a risk that borrowers may default on loans by the third-party service provider causing a financial loss to customers and in a worst case scenario the insolvency of the third-party service provider or its related group companies. Any of these risks could negatively impact our reputation, business, financial condition, and results of operations and discourage existing and future customers from utilizing our products and services.

With Robinhood Wallet, our self-custody, web3 wallet, users have sole access and control over their cryptocurrencies on certain networks and personally hold and maintain their private keys. Although we do not custody cryptocurrencies held in a user's Robinhood Wallet and do not have access to users' private keys, users who lose their private keys, and thus access to their Robinhood Wallet balances, may react negatively. Although our account agreements for Crypto Transfers and licensing agreements for Robinhood Wallet disclaim responsibility for losses caused by user errors, such incidents could result in user disputes, damage to our brand and reputation, legal claims against us, and financial liabilities.

Additionally, allowing customers to deposit and withdraw cryptocurrencies to and from our platforms increases the risk that our platforms might be exploited to facilitate illegal activity such as fraud, gambling, money laundering, tax evasion, and scams. Crypto Transfers, Robinhood Wallet, and Robinhood Connect also expose us to heightened risks related to potential violations of trade sanctions, including OFAC regulations, and AML and counter-terrorist financing laws, which among other things impose strict liability for transacting with prohibited persons. We engage blockchain analytics vendors to help determine whether the external wallets involved in Crypto Transfers are controlled by persons on prohibited lists or involved in fraudulent or illegal activity. However, fraudulent and illegal transactions and prohibited status could be difficult or impossible for us and our vendors to detect in some circumstances. The use of our platforms for illegal or improper purposes could subject us to claims, individual and class action lawsuits, and government and regulatory investigations, prosecutions, enforcement actions, inquiries, or requests that could result in significant liabilities and reputational harm for us and could cause cryptocurrency trading volumes and transaction-based revenues to decline.

A temporary or permanent blockchain "fork" could adversely affect our business.

Most blockchain protocols, including Bitcoin and Ethereum, are open source. Any user can download the software, modify it and then propose that users and miners of Bitcoin, Ethereum or other blockchain protocols adopt the modification. When a modification is introduced and a substantial majority of miners consent to the modification, the change is implemented and the Bitcoin, Ethereum or other blockchain protocol networks, as applicable, remain uninterrupted, although such modifications might cause certain cryptocurrencies to fail our Crypto Listing Frameworks. However, if less than a substantial majority of users and miners consent to the proposed modification, and the modification is not compatible with the software prior to its modification, the consequence would be what is known as a "fork" (i.e., "split") of impacted blockchain protocol network and respective blockchain with one prong running the pre-modified software and the other running the modified software. The effect of such a fork would be the existence of two versions of the Bitcoin, Ethereum or other blockchain protocol network, as applicable, running simultaneously, but with each split network's cryptocurrency lacking interchangeability.

Both Bitcoin and Ethereum protocols have been subject to "forks" that resulted in the creation of new networks, including, among others, Bitcoin Cash, BSV, Bitcoin Diamond, Bitcoin Gold, Ethereum Classic, and Ethereum Proof-of-Work. Some of these forks have caused fragmentation among platforms as to the correct naming convention for forked cryptocurrencies. Due to the lack of a central registry or rulemaking body in the cryptocurrency market, no single entity has the ability to dictate the nomenclature of forked cryptocurrencies, causing disagreements and a lack of uniformity among platforms on the nomenclature of forked cryptocurrencies, and which results in further confusion to customers as to the nature of cryptocurrencies they hold on platforms. In addition, several of these forks were contentious and as a result, participants in certain communities might harbor ill will towards other communities. As a result, certain community members might take actions that adversely impact the use, adoption and price of Bitcoin, Ethereum or any of their forked alternatives.

Furthermore, forks can lead to disruptions of networks and our information technology systems, cybersecurity attacks, replay attacks, or security weaknesses, any of which can further lead to temporary or even permanent loss of customer cryptocurrencies. For instance, when the Ethereum and Ethereum Classic networks split in July 2016, replay attacks, in which transactions from one network were rebroadcast on the other network to achieve "double-spending," plagued platforms that traded Ethereum through at least October 2016, resulting in significant losses to some cryptocurrency platforms. Another possible result of a fork is an inherent decrease in the level of security due to the splitting of some mining power across networks, making it easier for a malicious actor to gain the majority of the mining power of that network. Such disruption and loss could cause our company to be exposed to liability, even in circumstances where we have no intention of supporting a cryptocurrency compromised by a fork.

Moreover, we might decide not to or not be able to support a cryptocurrency resulting from the fork of a network which might cause our customers to lose confidence in us or reduce their engagement on our platforms. In assessing whether we will support a cryptocurrency resulting from the fork of a network, among our top priorities is to safeguard our customer's assets, and we spend extensive time designing, building, testing, reviewing and auditing our systems to check whether the cryptocurrencies we support remain safe and secure. There are several considerations that we consider as part of our Crypto Listing Frameworks (including security or infrastructure concerns that might arise with the integration of any new cryptocurrency into the technical infrastructure that allows us to secure customer cryptocurrencies and to transact securely in corresponding blockchains), which might operate to limit our ability to support forks. Further, we generally do not support a forked cryptocurrency that does not have support from a majority of the affiliated third-party miner and developer community. To the extent that we decide not to support, or to cease support of, certain forked cryptocurrencies, it could negatively impact customer sentiment and our business, operating results, and financial condition, especially to the extent that our competitors continue to support such forked cryptocurrencies on their platforms.

Whether we are obligated to provide services for a new and previously unsupported cryptocurrency is a question of contract, as recognized in recent published rulings of the California appellate courts and federal district courts. The user agreement each customer enters into in order to trade cryptocurrencies on our platforms clearly indicates that we have the sole discretion to determine whether we will support a forked network and the approach to such forked cryptocurrencies and that we may temporarily suspend trading for a cryptocurrency whose network is undergoing a fork without advanced notice to the customer. Regardless of the foregoing, we might in the future be subject to claims by customers arguing that they are entitled to receive certain forked cryptocurrencies by virtue of cryptocurrencies that they hold with us. If any customers succeed on a claim that they are entitled to receive the benefits of a forked cryptocurrency that we do not or are unable to support, we might be required to pay significant damages, fines or other fees to compensate customers for their losses.

Any inability to maintain adequate relationships with third-party banks, Liquidity Providers, and cryptocurrency exchanges with respect to, and any inability to settle customer trades related to, our cryptocurrency offerings, would disrupt our ability to offer cryptocurrency trading to customers.

We rely heavily on third-party banks, Liquidity Providers and cryptocurrency exchanges in connection with our provision of cryptocurrency products and services to our customers, with the exception of a cryptocurrency exchange operated by Bitstamp and acquired by Robinhood in June 2025. The cryptocurrency market operates 24 hours a day, seven days a week. The cryptocurrency market does not have a centralized clearinghouse, and the transactions in cryptocurrencies on our platforms rely on direct settlements between us and our customers and direct settlements between us and our Liquidity Providers or cryptocurrency exchanges after customer trades are executed. Accordingly, we rely on third-party banks to facilitate cash settlements with customers' brokerage accounts, and we rely on the ability of Liquidity Providers and Bitstamp, where applicable, to complete cryptocurrency settlements with us to obtain cryptocurrency for customer accounts. In addition, we must maintain cash assets in our bank accounts sufficient to meet the working capital needs of our business, which includes deploying available working capital to facilitate cash settlements with our customers, Liquidity Providers and cryptocurrency exchanges (as well as maintaining the minimum capital required by regulators). If we, third-party banks, Liquidity Providers, or cryptocurrency exchanges have operational failures and cannot perform and facilitate our routine cash and cryptocurrency settlement transactions, we will be unable to support normal trading operations on our cryptocurrency trading platforms, and these disruptions could have an adverse impact on our business, financial condition and results of operations. Similarly, if we fail to maintain cash assets in our bank accounts sufficient to meet the working capital needs of our business and necessary to complete routine cash settlements related to customer trading activity, such failure could impair our ability to support normal trading operations on our cryptocurrency platforms, which could cause cryptocurrency trading volumes and transaction-based revenues to decline significantly.

We might also be harmed by the loss of any of our banking partners and Liquidity Providers. As a result of the risks of cryptocurrencies generally, many financial institutions have decided, and other financial institutions might in the future decide, not to provide bank accounts (or access to bank accounts), payments services, or other financial services to companies providing cryptocurrency products, including us. For instance, in May 2023, two prominent Liquidity Providers announced their respective decisions to limit their offerings in cryptocurrency trading within the U.S. If we, our cryptocurrency exchanges or our Liquidity Providers cannot maintain sufficient relationships with the banks that provide these services, if banking regulators restrict or prohibit banking of cryptocurrency businesses, if these banks impose significant operational restrictions, or if these banks were to fail or be taken over by the FDIC, such as occurred in the 2023 Banking Events, it could be difficult for us to find alternative business partners for our cryptocurrency offerings, which would disrupt our business and could cause cryptocurrency trading volumes and transaction-based revenues to decline significantly.

We might also be harmed by the loss of any of our liquidity partners. Unlike our customers' orders for other cryptocurrencies, which are currently fulfilled by Liquidity Providers, our RHC customers' orders for USDC, a stablecoin backed by dollar denominated assets held by the issuer in segregated accounts with U.S. regulated financial institutions, are fulfilled directly from Circle, the original issuer and main liquidity provider of USDC. If in the future we decide to offer other stablecoins, which are cryptocurrencies designed to minimize price volatility, we may also work directly with other liquidity partners to fulfill those orders. If we cannot maintain sufficient relationships with Circle or any other Liquidity Providers, it could be difficult for us to find alternative liquidity partners for our stablecoin offerings, which would disrupt our business and could cause cryptocurrency trading volumes and transaction-based revenues to decline significantly.

From time to time, we might encounter technical issues in connection with changes and upgrades to the underlying networks of supported cryptocurrencies, which could cause revenues to decline and expose us to potential liability for customer losses.

Any number of technical changes, software upgrades, soft or hard forks, cybersecurity incidents or other changes to the underlying blockchain networks might occur from time to time, causing incompatibility, technical issues, disruptions or security weaknesses to our platforms. If we are unable to identify, troubleshoot and resolve any such issues successfully, we might no longer be able to support such cryptocurrency, our customers' assets might be frozen or lost, the security of our hot or cold wallets might be compromised and our platforms and technical infrastructure might be affected, all of which could cause trading volumes and transaction-based revenue to decline and expose us to potential liability for customer losses.

Our introduction of Robinhood Stock Tokens in the EEA may expose us to significant regulatory, litigation, contractual, operational, and reputational risks.

In June 2025, we launched Robinhood Stock Tokens for eligible customers in certain EEA jurisdictions. These products are designed to provide economic exposure to the price performance of certain U.S. stocks issued by publicly-listed U.S. companies and certain U.S. ETPs, without conveying legal ownership or shareholder rights, such as voting rights, related to such underlying stocks and ETPs. From time to time, we have offered, and may offer, token products that reference privately-held U.S. companies in connection with certain limited promotional initiatives in certain EEA jurisdictions (the "Private Company Stock Token Promotion"). Such tokens and Robinhood Stock Tokens do not represent, or entitle the holder to receive or convert into, actual securities of the referenced companies, and the value of the tokens is based on a defined reference price such as the market price of those securities or the price of those securities upon a liquidity event.

The cryptocurrency industry is rapidly evolving, and the tokenization of real-world assets is a nascent development in the industry. Accordingly, there remains considerable regulatory uncertainty regarding how transactions, products, services or offerings involving tokenized real-world assets, including tokenized financial instruments, are or should be regulated. While certain lawmakers, regulators and other public officials in the U.S. and in foreign jurisdictions have previously made statements or issued guidance relating to the legal and regulatory framework applicable to tokenized real-world assets, the legal and regulatory framework is still in the early stages, is continuing to evolve rapidly and remains uncertain and fragmented across jurisdictions. For example, in July 2025, SEC Commissioner Hester M. Peirce issued a statement noting that tokenized securities are still securities, and therefore transactions involving tokenized securities are subject to federal securities laws. Advisory committees and staff of the CFTC have also discussed exploring a potential regulatory framework for tokenization of assets, including tokenized collateral.

Regulatory approaches to tokenized real-world assets outside of the U.S. are similarly in the early stages and vary by jurisdiction. For example, in the EU, MiCA and MiFID operate as complementary regimes within the EU's financial regulatory framework, with MiCA governing crypto-assets that do not qualify as financial instruments and MiFID continuing to apply to crypto-assets that meet the definition of financial instruments. Accordingly, the application of MiCA or MiFID depends on the characteristics of the specific tokenized real-world asset. In Singapore, the MAS has issued guidance stating that a crypto-asset may constitute, among other things, a “share” where it confers or represents ownership interest in a corporation or a “securities-based derivatives contract” where the underlying asset is a share, debenture or unit in a business, which would require transactions in such crypto-assets to be conducted in compliance with applicable law and the applicable licenses.

We have offered Robinhood Stock Tokens and the Private Company Stock Token Promotion to eligible customers of RHEU in certain jurisdictions in the EEA and may offer similar tokens or promotions in the same or different jurisdictions in the future, and while we believe that such operations are, were, and will be in compliance with MiFID requirements applicable to derivatives (or other applicable requirements to the extent we offer similar tokens or promotions in different jurisdictions in the future), we cannot ensure that regulators would agree with our conclusions. For example, we have received requests for clarifications from the Bank of Lithuania, which has issued RHEU licenses under MiCA and MiFID, regarding our Robinhood Stock Tokens and the Private Company Stock Token Promotion in connection with the launch of that offering. Responding to such requests may divert management attention and require us to expend additional resources. If the Bank of Lithuania determines that our Robinhood Stock Token offering or the Private Company Stock Token Promotion is not being conducted in compliance with applicable laws or regulations, such determination could result in financial penalties or other non-monetary penalties, limitation of certain of our business activities (including with respect to our Robinhood Stock Token offering), loss or non-renewal of existing licenses or authorizations, increased scrutiny from other regulators, loss of our customers and reputational harm. In addition, any change in applicable laws or regulations, or change in interpretations of existing laws or regulations, could have a materially adverse impact on our ability to operate our Robinhood Stock Token offering as currently intended. In addition, because the assets underlying our Robinhood Stock Tokens and the Private Company Stock Token Promotion are certain U.S. securities, the SEC or other U.S. regulators, including the CFTC, could assert jurisdiction over our Robinhood Stock Token offering or the Private Company Stock Token Promotion and claim that transactions in related tokens must be conducted in compliance with applicable U.S. laws and regulations. Such a determination could result in lawsuits, regulatory action and enforcement proceedings that result in injunctions, fines, penalties and other monetary damages, and could require us to obtain additional registrations or licenses in the future and cause us to incur significant expenses in order to ensure compliance with applicable laws and regulations.

We may also face contractual or legal challenges from the issuers of the referenced securities. Some companies, particularly private companies with transfer restrictions, may object to the creation of synthetic instruments such as tokens which reference the companies’ securities and are facilitated by Robinhood or one of its affiliates holding an interest in a SPV that holds the referenced securities or instruments representing a contingent interest in the referenced securities. In such cases, the issuer may assert that our interest in the SPV is invalid, void or otherwise unenforceable, or that we have violated or induced or assisted in the violation of, applicable transfer restrictions, which could result in a loss or impairment of the SPV’s rights to the underlying securities, which could in turn prevent us from effectively hedging our exposure to the associated tokens held by our customers. For example, OpenAI has publicly stated that OpenAI tokens issued in connection with the Private Company Stock Token Promotion are not OpenAI equity, that they did not partner with us and did not endorse the OpenAI tokens, and that any transfer of OpenAI equity requires OpenAI’s approval and OpenAI did not approve such transfer. Accordingly, Robinhood or our affiliates may be exposed to risks relating to litigation, reputational harm, or the need to suspend or revise affected offerings.

The Robinhood Stock Token offering and the Private Company Stock Token Promotion also involved, and could involve, operational risks, in addition to existing cryptocurrency risks. They have relied on, and could rely on, accurate and timely price data, functioning systems for custody and valuation, and clear communication to customers about how the tokens work. If these systems fail, or if customers misunderstand that the tokens don’t represent actual securities, we could face regulatory action, legal exposure, or reputational harm.

If we are unable to adequately manage these risks, or if regulators, issuers, or other counterparties take adverse action, our Robinhood Stock Token or similar initiatives in the future could be curtailed or terminated, which could adversely affect our crypto and international business operations, expose us to significant liability and harm our brand.

Risks Related to Our Spending and Payments Products and Services

Our spending, payments and banking products and services subject us to risks related to bank partnerships, FDIC pass-through insurance and other regulatory obligations.

We offered a Spending Account (in connection with a partnership with J.P. Morgan Chase Bank, N.A.), and partnered, on a non-exclusive basis, with Sutton Bank ("Sutton"), an Ohio-chartered bank, pursuant to a license from Mastercard International Incorporated, to offer the Robinhood Cash Card. Under the terms of our program agreement with Sutton, Robinhood Cash Card accounts for our users were opened and maintained by Sutton. We act as the service provider to, among other things, facilitate communication between our users and Sutton for which we receive compensation from Sutton. We began winding down the Spending Account product in 2025 by closing inactive, unfunded accounts. The product is expected to be fully wound down by the second quarter of 2026. We recently began (on an invite-only basis) offering external customers the Robinhood Banking product, which offers depository accounts and related banking services through our partner bank, Coastal Bank. Similar to the structure of the Spending Account program, we act as the service provider for Robinhood Banking to, among other things, facilitate communication between our users and Coastal Bank for which we receive compensation. Additionally, Robinhood branded credit cards are issued by Coastal Bank, a Washington-chartered bank, pursuant to a partnership with Visa U.S.A. Inc. Our partner banks are members of the FDIC.

We believe our record keeping for our users' funds held in Robinhood Cash Card accounts at Sutton, held in a Spending Account at our other partner bank, and held in Robinhood Banking branded deposit accounts at Coastal Bank complies with all applicable requirements for each participating user's deposits to be eligible for FDIC pass-through insurance coverage, up to the applicable maximum deposit insurance amount. However, if the FDIC were to disagree, the FDIC might not recognize users' claims as covered by deposit insurance in the event of bank failure and bank receivership proceedings under the Federal Deposit Insurance Act. If the FDIC were to determine that our users' funds held at our partner banks are not covered by deposit insurance, participating users might decide to withdraw their funds, which could adversely affect our brand and our business. Due to the fact that we are deemed a service-provider to our partner banks, we are subject to audit standards for third-party vendors in accordance with bank regulatory guidance and examinations by federal bank regulatory authorities and the CFPB.

As a result of the stored value Spending Account program, the Robinhood Cash Card and the Robinhood Banking program, we are subject to federal and state consumer protection laws and regulations, including the Electronic Fund Transfer Act and Regulation E as implemented by the CFPB. As a result of Robinhood Credit, we are also subject to a number of state licensing and other regulatory requirements and to payment card association operating rules, including data security rules and certification requirements, which could change or be reinterpreted to make it difficult or impossible for us to comply. Robinhood Credit is in the process of acquiring licenses in all states where required to do so. Failure to obtain or maintain these licenses, failure to comply with these rules or requirements, or conducting such activity without a license, as well as any breach, compromise, or failure to otherwise detect or prevent fraudulent activity involving our data security systems, could result in our being liable for card issuing banks' costs, and subject to regulatory fines, penalties, or criminal charges. For example, in December 2024, Robinhood Credit paid a penalty of $200,000 to the Massachusetts Division of Banks for previously engaging in the business of a third party loan servicer in Massachusetts without the appropriate registration. Violations of any of these requirements could result in the assessment of significant actual damages or statutory damages or penalties (including treble damages in some instances) and plaintiffs' attorneys' fees.

The offering of consumer credit cards through Robinhood Credit increases our exposure to customer defaults and credit risk and could result in losses.

We market consumer credit cards, such as the Robinhood Gold Card, originated by our partner bank, Coastal Bank, pursuant to the Program Agreement, and indemnify Coastal Bank for certain losses under the Program Agreement. We partner with Coastal Bank to develop proprietary scoring models and other analytical techniques that are designed to set terms and credit limits to appropriately compensate for credit risk in connection with selecting customers, managing accounts and establishing terms and credit limits. The revenue generated from the Program Agreement and the extent of credit losses incurred, as well as our ability to offer competitive features such as the Robinhood Gold Card Rewards Program, depends in part on managing credit risk while attracting new customers with profitable usage patterns. The models and approaches used to manage credit risk may not accurately predict future charge-offs and our ability to avoid high charge-off rates also may be adversely affected by general economic conditions including unemployment, the availability of consumer credit and the competitive environment, as well as events that may be difficult to predict, such as a general downturn in economic conditions (like the one that occurred in 2022) or public health threats (like the COVID-19 pandemic). Additionally, if any of these factors make it economically unfeasible for us to continue to offer the Robinhood Gold Card Rewards Program and we cease to offer such rewards, it might make Robinhood Credit products less desirable to customers. Any material increase in credit losses and defaults or inability to retain existing or attract new Robinhood Credit customers could have adverse effects on our financial condition and results of operations.

Use of our spending, payments, and banking services for illegal activities or improper purposes could harm our business.

The highly automated nature of, and liquidity offered by, our spending and payments services to move money make us and our customers a target for illegal or improper uses, including scams and fraud directed at our stored value Spending Account, Robinhood Cash Card, Robinhood Banking accounts (including the cash delivery feature, which allows customers in supported jurisdictions to order cash directly to their residences), and Robinhood Credit customers, money laundering, terrorist financing, sanctions evasion, illegal online gambling, fraudulent sales of goods or services, illegal telemarketing activities, illegal sales of prescription medications or controlled substances, piracy of software, movies, music, and other copyrighted or trademarked goods (in particular, digital goods), bank fraud, child pornography, human trafficking, prohibited sales of alcoholic beverages or tobacco products, securities fraud, pyramid or ponzi schemes, or the facilitation of other illegal or improper activity. Moreover, certain activity that is legal in one jurisdiction might be illegal in another jurisdiction, and a customer might be found responsible for intentionally or inadvertently importing or exporting illegal goods, resulting in liability for us. Owners of intellectual property rights or government authorities might seek to bring legal action against providers of payments solutions, including Robinhood, that are peripherally involved in the sale of infringing or allegedly infringing items. While we invest in measures intended to prevent and detect illegal activities with respect to our spending and payments services, these measures require continuous improvement and might not be effective in detecting and preventing illegal activity or improper uses.

Any illegal or improper uses of our spending and payments services by our users might subject us to claims, individual and class action lawsuits, and government and regulatory requests, inquiries, or investigations that could result in liability, restrict our operations, require us to change our business practices, harm our reputation, increase our costs, and negatively impact our business. For example, government enforcement or regulatory authorities could seek to impose additional restrictions or liability on us arising from the use of our spending and payments services for illegal or improper activity, and our failure to detect or prevent such use. Illegitimate transactions can also prevent us from satisfying our contractual obligations to our third-party partners, which might cause us to be in breach of our obligations.

Risks Related to Our Intellectual Property

Any failure to obtain, maintain, protect, defend or enforce our intellectual property rights could adversely affect our business.

Our success and ability to compete depend in part upon our ability to obtain, maintain, protect, defend and enforce our intellectual property rights and technology. The steps we take to protect our intellectual property rights might not be sufficient to effectively prevent third parties from infringing, misappropriating, diluting, or otherwise violating our intellectual property rights or to prevent unauthorized disclosure or unauthorized use of our trade secrets or other confidential information. We make business decisions about when to seek patent protection for a particular technology, obtain trademark or copyright protection and when to rely upon trade secret protection, and the approach we select might ultimately prove to be inadequate. We will not be able to protect our intellectual property rights, however, if we do not detect unauthorized use of our intellectual property rights. We also might fail to maintain or be unable to obtain adequate protections for some of our intellectual property rights in the U.S. and some non-U.S. countries, and our intellectual property rights might not receive the same degree of protection in non-U.S. countries as they would in the U.S. because of the differences in non-U.S. patent, trademark, copyright, and other laws concerning intellectual property and proprietary rights. In addition, if we do not adequately protect our rights in our trademarks from infringement and unauthorized use, any goodwill that we have developed in those trademarks could be lost or impaired, which could harm our brand and our business. Our trademarks might also be opposed, contested, circumvented or found to be unenforceable, weak or invalid, and we might not be able to prevent third parties from infringing or otherwise violating them or using similar marks in a manner that causes confusion or dilutes the value or strength of our brand.

In addition to registered intellectual property rights, we rely on non-registered proprietary information and technology, such as trade secrets, confidential information and know-how. We attempt to protect our intellectual property, technology, and confidential information by requiring our employees, contractors, consultants, corporate collaborators, advisors and other third parties who develop intellectual property on our behalf to enter into agreements relating to confidentiality and invention assignments, and third parties we share information with to enter into nondisclosure and confidentiality agreements. However, we might not have any such agreements in place with some of the parties who have developed intellectual property on our behalf and/or with some of the parties that have or might have had access to our confidential information, know-how, and trade secrets. Even where these agreements are in place, they might be insufficient or breached, or might not effectively prevent unauthorized access to or unauthorized use, disclosure, misappropriation, or reverse engineering of our confidential information, intellectual property, or technology. Moreover, these agreements might not provide an adequate remedy for breaches or in the event of unauthorized use or disclosure of our confidential information or technology, or infringement of our intellectual property. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor or other third party, we would have no right to prevent them from using that technology or information to compete with us, and our competitive position could be materially and adversely harmed.

The loss of trade secret protection could make it easier for third parties to compete with our products and services by copying functionality. Additionally, individuals not subject to invention assignment agreements might make adverse ownership claims to our current and future intellectual property, and, to the extent that our employees, independent contractors, or other third parties with whom we do business use intellectual property owned by others in their work for us, disputes might arise as to the rights in related or resulting know-how and inventions.

In addition, we might need to expend significant resources to apply for, maintain, enforce and monitor our intellectual property rights and such efforts might be ineffective and could result in substantial costs and diversion of resources. An adverse outcome in any such litigation or proceedings might expose us to a loss of our competitive position, significant liabilities, and damage to our brand, or require us to seek licenses that might not be available on commercially acceptable terms, if at all.

We have been, currently are, and might in the future be, subject to claims that we violated third-party intellectual property rights, which, even where meritless, can be costly to defend and could materially adversely affect our business, results of operations, and financial condition.

Our success depends, in part, on our ability to develop and commercialize our products and services without infringing, misappropriating or otherwise violating the intellectual property rights of third parties. However, we might not be aware that our products, services, or marketing materials are infringing, misappropriating or otherwise violating third-party intellectual property rights and such third parties might bring claims alleging such infringement, misappropriation or violation. As we face increasing competition and become increasingly high profile, the possibility of receiving a larger number of intellectual property claims against us grows. In addition, various “non-practicing entities,” and other intellectual property rights holders have in the past and might in the future attempt to assert intellectual property claims against us or seek to monetize the intellectual property rights they own to extract value through licensing or other settlements.

Our use of third-party software and other intellectual property rights might be subject to claims of infringement or misappropriation. The vendors who provide us with technology that we incorporate in our product offerings also could become subject to various infringement claims.

From time to time, our competitors or other third parties have in the past claimed, currently claim, and might in the future claim, that we are infringing upon, misappropriating or otherwise violating their intellectual property rights. We cannot predict the outcome of lawsuits and cannot ensure that the results of any such actions will not have an adverse effect on our business, financial condition, results of operations, cash flows or prospects. Any claims or litigation, even those without merit and regardless of the outcome, could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial costs or damages, obtain a license, which might not be available on commercially reasonable terms or at all, pay significant ongoing royalty payments, settlements or licensing fees, satisfy indemnification obligations, prevent us from offering our products or services or using certain technologies, force us to implement expensive and time-consuming work-arounds or re-designs, distract management from our business or impose other unfavorable terms.

We expect that the occurrence of infringement claims is likely to grow as the market for financial services grows and as we introduce new and updated products and services, and the outcome of any allegation is often uncertain. Accordingly, our exposure to damages resulting from infringement claims could increase and this could further exhaust our financial and management resources. Even if intellectual property claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and require significant expenditures.

Some of our products and services contain open source software, which could pose particular risks to our proprietary software, products, and services in a manner that could harm our business.

We use open source software in our products and services (as well as in some of our internally developed systems) and we anticipate using open source software in the future. Some open source software licenses require those who distribute open source software as part of their own software product to publicly disclose all or part of the source code to such software product or to make available any derivative works of the open source code on unfavorable terms or at no cost, and we might be subject to such terms. The terms of many open source licenses to which we are subject have not been interpreted by U.S. or foreign courts, and there is a risk that open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to provide or distribute our products or services. We could face claims from third parties claiming ownership of, or demanding release of, the open source software or derivative works that we developed using such software, which could include our proprietary source code, or otherwise seeking to enforce the terms of the applicable open source license. These claims could result in litigation and could require us to make our proprietary software source code freely available, purchase a costly license, or cease offering the implicated products or services unless and until we can offer a different solution, which might be a costly and time-consuming process. While we monitor our use of open source software and try to ensure that none is used in a manner that would require us to disclose our proprietary source code or that would otherwise breach the terms of an open source agreement, such use could inadvertently occur, or could be claimed to have occurred, in part because open source license terms can be ambiguous, vague, or subject to various interpretations, especially given the absence of controlling case law in the U.S. or other courts. Additionally, we may open source some of our own proprietary source code and/or may make contributions to open source software. There is a risk that our proprietary software or contributions may be used in such a manner that we may need to enforce our rights to ownership of such open source software, including seeking proper usage, compliance with our license terms, or through litigation. Any actual or claimed requirement to disclose our proprietary source code or pay damages for breach of license terms, or failure to enforce our ownership rights over the use of our proprietary source code could harm our business and could help third parties, including our competitors, develop products and services that are similar to or better than ours.

Risks Related to Finance, Accounting and Tax Matters

Covenants in our credit agreements could restrict our operations and if we do not effectively manage our business to comply with these covenants, our financial condition could be adversely impacted.

We have entered into certain credit agreements and might enter into additional agreements for other borrowing in the future. These agreements contain various restrictive covenants, including, among other things, minimum liquidity and tangible net worth requirements, restrictions on our ability to dispose of assets, make acquisitions or investments, incur debt or liens, make distributions to our stockholders, or enter into certain types of related person transactions. These agreements also contain financial covenants, including obligations to maintain certain capitalization amounts and other financial ratios. These restrictions might restrict our current and future operations, including our ability to incur debt to increase our liquidity position.

Our ability to meet these restrictive covenants can be impacted by events beyond our control that could cause us to be unable to comply. The credit agreements provide that our breach or failure to satisfy some of these covenants constitutes an event of default. Upon the occurrence of an event of default, our lenders could elect to declare all amounts outstanding under our debt agreements to be immediately due and payable. In addition, our lenders might have the right to proceed against the assets we provided as collateral pursuant to the agreements. If the debt under the credit agreements were to be accelerated, and if we did not have sufficient cash on hand or be able to sell sufficient collateral to repay it, it would have an immediate adverse effect on our business, financial condition and results of operations.

Our insurance coverage might be inadequate or expensive.

We use a combination of third-party insurance and self-insurance mechanisms, including a wholly owned captive insurance subsidiary. We are subject to claims in the ordinary course of business. These claims can involve substantial amounts of money and involve significant defense costs. It is not possible to prevent or detect all activities giving rise to claims and the precautions we take might not be effective in all cases. We maintain voluntary and required insurance coverage, including, among others, general liability, property, director and officer, excess-SIPC, cyber and data breach, crime, and fidelity bond insurance. Our insurance coverage is expensive and maintaining or expanding our insurance coverage might have an adverse effect on our results of operations and financial condition.

Our insurance coverage is subject to terms such as deductibles, coinsurance, limits and policy exclusions, as well as risk of counterparty denial of coverage, default or insolvency, and might be insufficient to protect us against all losses and costs stemming from processing, operational, and technological failures. Furthermore, for certain lines of coverage, continued insurance coverage might not be available to us in the future on economically reasonable terms, or at all. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of material changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have an adverse effect on our business, financial condition, and results of operations.

Changes in U.S. and foreign tax laws and policies could adversely impact our tax liabilities.

We are, and may in the future become, subject to complex and evolving U.S. and foreign tax laws and regulations, which might in the future make changes to corporate income tax rates, the treatment of foreign earnings, or other income tax laws that could have an adverse impact on our business, result of operations, financial condition and cash flows.

Our determination of our tax liability is subject to review by applicable tax authorities. The determination of our tax liabilities requires significant judgment, and, in the ordinary course of business, there are transactions and calculations where the ultimate tax determination is complex and uncertain. Although we believe our determinations are reasonable, the ultimate amount of our tax obligations owed might differ from the amounts recorded in our financial statements in the event of a review by applicable tax authorities and any such difference could have an adverse effect on our results of operations. Tax authorities might also disagree with certain positions we have taken or might take in the future, which could subject us to additional tax liabilities.

Our corporate structure and associated transfer pricing policies also contemplate future growth in international markets, and consider the functions, risks, and assets of various entities involved in intercompany transactions. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing intercompany transactions pursuant to our intercompany arrangements or disagree with our determinations as to the income and expenses attributable to specific jurisdictions.

In addition, from time to time, proposals are introduced in the U.S. Congress and state legislatures, as well as by foreign governments, to impose new taxes on a broad range of financial transactions, including transactions that occur on our platforms, such as the buying and selling of stocks, derivative transactions, and cryptocurrencies. If enacted, such financial transaction taxes could increase the cost to customers of investing or trading on our platforms and reduce or adversely affect U.S. market conditions and liquidity, general levels of interest in investing, and the volume of trades and other transactions from which we derive transaction-based revenues. Any financial transaction tax implemented in any jurisdiction in which we operate could materially and adversely affect our business, financial condition, or results of operations, and as a retail brokerage we could be impacted to a greater degree than other market participants.

We also are subject to non-income taxes, such as payroll, sales, use, value-added, net worth, excise, goods and services, and property taxes in the U.S. and various foreign jurisdictions. Specifically, we might be subject to “digital service taxes” or new allocations of tax as a result of increasing efforts by certain jurisdictions to tax cross border activities that might not have been subject to tax under existing international tax principles. Companies such as ours could be adversely impacted by such taxes.

Our ability to use our net operating losses to offset future taxable income could be subject to certain limitations.

As of December 31, 2025, we have U.S. federal, state and non-U.S. NOLs available to reduce future taxable income subject to certain limitations. Under Sections 382 and 383 of the Code, a corporation that undergoes an “ownership change” (as defined by the Code) may be subject to limitations on its ability to utilize its pre-change NOLs and other tax attributes such as research tax credits to offset future taxable income. If it is determined that we have in the past experienced an ownership change, or if we undergo one or more ownership changes as a result of future transactions in our stock, then our ability to utilize NOLs and other pre-change tax attributes could be limited by Sections 382 and 383 of the Code, and similar state provisions. Future changes in our stock ownership, many of which are outside of our control, could result in an ownership change under Section 382 or 383 of the Code. Furthermore, our ability to utilize NOLs of any companies that we acquire in the future may be subject to limitations. In addition, there may be periods during which the use of NOLs is suspended or otherwise limited. For instance, for state income tax purposes, a California franchise tax law change limits the usability of California state NOLs to offset California taxable income in taxable years beginning on or after January 1, 2024 and before January 1, 2027. For these reasons, we might not be able to utilize our NOLs, even if we maintain profitability.

Our tax information reporting obligations are subject to change.

Although we believe we are compliant with the tax reporting and withholding requirements with respect to our customers’ transactions in the jurisdictions in which we operate, various U.S., state or foreign tax authorities might significantly change applicable tax reporting requirements or disagree with the exact application of new or existing requirements. If the taxing authorities determine that we are not in compliance with our tax reporting or withholding requirements with respect to customer asset transactions, we may be exposed to additional withholding obligations, which could increase our compliance costs and result in penalties.

We track certain operational metrics, which are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics could harm our reputation, adversely affect our stock price, and result in litigation.

We track certain operational metrics using internal company data gathered on an analytics platform that we developed and operate, including metrics such as Funded Customers, Total Platform Assets, Net Deposits, and Robinhood Gold Subscribers, as well as cohorts of our customers, which have not been validated by any independent third party and which might differ from estimates or similar metrics published by other parties due to differences in sources, methodologies, or the assumptions on which we rely. Our internal systems and tools are subject to a number of limitations and our methodologies for tracking these metrics have changed in the past and might change further over time, which could result in unexpected changes to our metrics or otherwise cause the comparability of such metrics from period to period to suffer, including the metrics we publicly disclose. In addition, if the internal systems and tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report might not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our platforms are used across large populations globally. Further, with our acquisition of TradePMR in February 2025, we are clearing through a third party for TradePMR related accounts and using data collected by that third party to compute certain metrics. So, for TradePMR-related accounts only, if the third-party systems and tools we use to track this data undercount or overcount performance or contain algorithmic or other technical errors, the relevant metrics we report that rely on such data might not be accurate. You should not place undue reliance on such operational metrics when evaluating an investment in our Class A common stock. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Key Performance Metrics” for definitions of our key operational metrics.

If our operational metrics are not accurate representations of our business, or if investors do not perceive these metrics to be accurate, or if we discover material inaccuracies with respect to these figures, our reputation could be significantly harmed, the trading price of our Class A common stock could decline and we might be subject to stockholder litigation, which could be costly.

If we fail to maintain effective internal control over financial reporting, as well as required disclosure controls and procedures, our ability to produce timely and accurate consolidated financial statements or comply with applicable regulations could be impaired.

The Sarbanes-Oxley Act of 2002 and related rules of the SEC require, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting-related costs and significant management oversight.

Our current controls and any new controls that we develop could become inadequate because of changes in conditions in our business. In addition, changes in accounting principles or interpretations could also challenge our internal controls and require that we establish new business processes, systems and controls to accommodate such changes. We have limited experience with implementing the systems and controls that are necessary to operate as a public company, as well as adopting changes in accounting principles or interpretations mandated by the relevant regulatory bodies. Additionally, if these new systems, controls or standards and the associated process changes do not give rise to the benefits that we expect or do not operate as intended, it could adversely affect our financial reporting systems and processes, our ability to produce timely and accurate financial reports or the effectiveness of our internal control over financial reporting. Moreover, our business might be harmed if we experience problems with any new systems and controls that result in delays in their implementation or increased costs to correct any post-implementation issues that might arise. Further, weaknesses in our disclosure controls and internal control over financial reporting could be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our business or cause us to fail to meet our reporting obligations and could result in a restatement of our consolidated financial statements for prior periods.

Any failure to implement and maintain effective internal control over financial reporting could also adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that are required in our periodic reports filed with the SEC. Ineffective disclosure controls and procedures or internal control over financial reporting could harm our business, cause investors to lose confidence in the accuracy and completeness of our reported financial and other information, and result in us becoming subject to investigations by the stock exchange on which our securities are listed, the SEC or other regulatory authorities, any of which would likely have a negative effect on the trading price of our Class A common stock and have a material and adverse effect on our business, results of operations, financial condition and prospects. In addition, if we are unable to continue to meet these requirements, we might not be able to remain listed on the Nasdaq.

Risks Related to Our Class A Common Stock

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

The trading price of our Class A common stock has been and might continue to be highly volatile and could continue to be subject to fluctuations in response to one or more of the risk factors described in this report, many of which are beyond our control. For example, on March 10, 2025 (amid a significant downturn in the equity markets driven by recession concerns and macroeconomic uncertainty), the intra-day trading price of our Class A common stock declined by as much as 20%. These fluctuations could cause you to lose all or part of your investment in our Class A common stock since you might be unable to sell your shares at or above the price you paid. Additional factors that could have a significant effect on the trading price of our Class A common stock include:

- *publication of research reports about us, our competitors, or our industry, or changes in, or failure to meet, estimates made by securities analysts or ratings agencies of our financial and operating performance, or lack of research reports by industry analysts or ceasing of analyst coverage;*
- *announcements by us or our competitors of new offerings or platform features;*
- *the public's perception of the quality and accuracy of our key metrics on our customer base and engagement;*
- *the public's reaction to our media statements, other public announcements and filings with the SEC;*
- *rumors and market speculation involving us or other companies in our industry;*
- *the extent to which retail and other individual investors (as distinguished from institutional investors), including our customers, invest in our Class A common stock, which might result in increased volatility; and*
- *media coverage related to certain individuals and entities identified as having owned our stock, and any speculation related to plans to dispose of their holdings.*

In addition, in the past, following periods of volatility in the overall market and the trading price of a particular company's securities, securities class action litigation has often been instituted against these companies. Class action litigation has in the past and could in the future result in substantial costs and a diversion of our management's attention and resources.

Further, if the market price of our Class A common stock is above the level that investors determine is reasonable for our Class A common stock, some investors might attempt to short our Class A common stock, which would create additional downward pressure on the trading price of our Class A common stock.

Substantial future issuances or sales of shares of our Class A common stock in the public market could result in significant dilution to our stockholders and such issuances or sales, or the perception that they may occur, could cause the trading price of our Class A common stock to fall.

As of December 31, 2025, our founders and their related entities hold approximately 12% of our outstanding common stock (and, as described below, over 50% of the voting power of our outstanding capital stock). If our founders or other significant stockholders sell, or indicate an intent to sell, large amounts of stock in the public market, such sales, or the perception that these sales might occur, could cause the trading price of our Class A common stock to decline substantially.

Similarly, significant numbers of shares are subject to future issuance including under outstanding warrants held by pre-IPO investors, and under outstanding stock options and RSUs held by employees and other service providers, and significant numbers of additional shares are available for award grant purposes under our 2021 Plan (as defined in Note 12 - Common Stock and Stockholders' Equity to our consolidated financial statements in this Annual Report) and for issuance under our ESPP. All of these shares will become eligible for sale in the public market upon exercise, vesting, or settlement, as applicable (and to the extent granted in the discretion of our board of directors, in the case of shares available for grant) or may be sold to satisfy applicable tax withholding requirements. These and any future issuances of shares of our capital stock, or of securities convertible into or exercisable for our capital stock could depress the market price of our Class A common stock and result in a significant dilution for stockholders.

We have authorized more capital stock in recent years to provide additional stock options and RSUs to our employees and to permit for the consummation of equity and equity-linked financings and might continue to do so in the future. Our employee headcount has increased in the past few years, so the amount of dilution due to awards of equity-based compensation to our employees could be substantial. Further, any sales of our Class A common stock (including shares of Class A common stock issuable upon conversion of our Class B common stock, as stock options are exercised, or as RSUs are settled) might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. These sales could also cause the trading price of our Class A common stock to fall and make it more difficult for you to sell shares of our Class A common stock.

There are no guarantees that we will repurchase shares under the Repurchase Program or that the Repurchase Program will result in increased shareholder value.

On May 28, 2024, Robinhood announced that its board of directors approved the Repurchase Program authorizing the Company to repurchase up to $1 billion of its outstanding Class A common stock to return value to shareholders. In July 2024, Robinhood began to execute on the Repurchase Program and on April 30, 2025, we announced that the board of directors has authorized an additional $500 million, bringing the Repurchase Program authorization to a total of $1.5 billion. As of December 31, 2025, Robinhood has made share repurchases of $910 million under the Repurchase Program. While the Repurchase Program does not have an expiration date, the Company's management expects to complete the remainder of the authorization over the next roughly two years, with flexibility to accelerate if market conditions warrant. The timing and amount of repurchase transactions will be determined by the Company from time to time at its discretion based on its evaluation of market conditions, share price, and other factors, and repurchase transactions may be made using a variety of methods, such as open market share repurchases, including the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act, or other financial arrangements or transactions. The Repurchase Program does not obligate the Company to acquire any particular amount of Class A common stock, and the Repurchase Program may be suspended or discontinued at any time at the Company's discretion. As a result, there is no guarantee with respect to the timing or amount of any future share repurchases, or that we will repurchase the full amount authorized under the Repurchase Program. Other factors, including changes in tax or securities laws, such as the U.S. Inflation Reduction Act of 2022 which imposes a corporate excise tax of 1% on net stock repurchases, could also impact our stock repurchases.

There are a number of ways in which the Repurchase Program could fail to result in enhanced shareholder value. For example, any failure to repurchase stock after we have announced our intention to do so may negatively impact the trading price of our Class A common stock. The existence of the Repurchase Program could also cause our stock price to trade higher than it otherwise would and could potentially reduce the market liquidity for our stock. The trading price of our Class A common stock could decline below the levels at which we repurchased shares and short-term stock price fluctuations could reduce the effectiveness of the Repurchase Program. Any announcement of a pause in, or termination of, the Repurchase Program may also result in a decrease in the trading price of our Class A common stock. Furthermore, there is no guarantee that our stock repurchases will be able to successfully mitigate the dilutive effect of the equity awards we grant to our employees.

Additionally, repurchasing our Class A common stock will reduce the amount of cash, cash equivalents and marketable securities we have available to fund working capital, capital expenditures, capital preserving investments, strategic acquisitions or business opportunities, and other general corporate purposes, and there are no guarantees that the Repurchase Program will result in increased shareholder value. Furthermore, the timing and amount of repurchases, if any, will be subject to liquidity, market and economic conditions, compliance with applicable legal requirements and other relevant factors. If we are unable to, or choose not to, repurchase shares under the Repurchase Program, this may have a negative impact on the perception of the Company as an investment opportunity by shareholders or investment analysts, which may in turn negatively impact the trading price of our Class A common stock.

The multi-class structure of our common stock has the effect of concentrating voting power with our founders, which limits your ability to influence the outcome of matters submitted to our stockholders for approval. In addition, the Founders' Voting Agreement and any future issuances of our Class C common stock could prolong the duration of our founders' voting control.

Our Class A common stock has one vote per share, our Class B common stock has 10 votes per share, and our Class C common stock has no voting rights, except as otherwise required by law. Our founders and Founder Affiliates together hold all of the issued and outstanding shares of our Class B common stock. Accordingly, Mr. Tenev, who is also our CEO, President and Chair of our board of directors, and Mr. Bhatt, who is a director, collectively with their related entities hold over 50% of the voting power of our outstanding capital stock. As a result, our founders have the ability to determine or significantly influence any action requiring the approval of our stockholders, including the election of our board of directors, the adoption of amendments to our Charter and our Bylaws and the approval of any merger, consolidation, sale of all or substantially all of our assets or other major corporate transaction.

In addition, our founders and Founder Affiliates have entered into the Founders' Voting Agreement in which they have agreed, among other things, (i) to vote all of the shares of our common stock held by such founder or Founder Affiliate for the election of each founder to, and against the removal of each founder from, our board of directors, (ii) to vote together in the election of other directors generally, subject to deferring to the decision of the nominating and corporate governance committee in the event of any disagreement between the founders, (iii) effective upon a founder's death or disability, to grant a voting proxy to the other founder with respect to shares of our common stock held by the deceased or disabled founder or over which he was entitled to vote (or direct the voting) immediately prior to his death or disability, and (iv) to grant each other rights of first offer in the event of proposed transfers that would otherwise cause Class B shares to convert into Class A shares under our Charter. The Founders' Voting Agreement has the effect of concentrating voting power in our founders (or either one of them).

Further pursuant to the equity exchange right agreements entered into between us and each of our founders in connection with our IPO, each of our founders has Equity Exchange Rights. Any exercise by our founders of these Equity Exchange Rights will dilute the voting power of holders of our Class A common stock.

Our founders might have interests that differ from yours and might vote in a way with which you disagree and which may be adverse to your interests. Therefore, the founders' concentrated voting control might have the effect of delaying, preventing or deterring a change in control of our Company, could deprive our stockholders of an opportunity to receive a premium for their capital stock as part of a sale of our Company, and might ultimately affect the market price of our Class A common stock. Further, the separation between voting power and economic interests could cause conflicts of interest between our founders and our other stockholders, which might result in our founders undertaking, or causing us to undertake, actions that would be desirable for our founders but would not be desirable for our other stockholders.

We have no current plans to issue shares of our Class C common stock. Because the shares of our Class C common stock have no voting rights, except as required by law, if we issue Class C common stock in the future, the voting control of our founders could be maintained for a longer period of time than would be the case if we issued Class A common stock rather than Class C common stock.

Certain provisions in our Charter and our Bylaws and of Delaware law as well as certain FINRA rules might prevent or delay an acquisition of Robinhood, which could decrease the trading price of our Class A common stock.

Our Charter and our Bylaws contain, and Delaware law contains, provisions that might have the effect of deterring takeovers by making such takeovers more expensive to the bidder and by encouraging prospective acquirers to negotiate with our board of directors rather than to attempt a hostile takeover, such as a classified board, limitations on the ability of stockholders to take action by written consent, and the ability of our board of directors to designate the terms of preferred stock and authorize its issuance without stockholder approval. We believe these provisions will protect our stockholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our board of directors and by providing our board of directors with more time to assess any acquisition proposal. These provisions are not intended to make Robinhood immune from takeovers. However, these provisions will apply even if the offer might be considered beneficial by some stockholders and could delay or prevent an acquisition that our board of directors determines is not in the best interests of Robinhood and our stockholders. Accordingly, if our board of directors determines that a potential acquisition is not in the best interests of Robinhood and our stockholders, but certain stockholders believe that such a transaction would be beneficial to Robinhood and our stockholders, such stockholders might elect to sell their shares in Robinhood and the trading price of our Class A common stock could decrease. These and other provisions of our Charter, our Bylaws and the Delaware General Corporation Law could have the effect of delaying or deterring a change in control, which might limit the opportunity for our stockholders to receive a premium for their shares of our Class A common stock and might also affect the price that some investors are willing to pay for our Class A common stock.

In addition, a third party attempting to acquire us or a substantial position in our Class A common stock might be delayed or ultimately prevented from doing so by change in ownership or control regulations to which certain of our regulated subsidiaries are subject. For example, FINRA Rule 1017 generally provides that FINRA approval must be obtained in connection with any transaction resulting in a single person or entity owning, directly or indirectly, 25% or more of a FINRA member firm's equity and would include a change in control of a parent company and similar approval from the FCA, which regulates our U.K. authorized broker-dealer subsidiary, must be obtained in connection with any transaction resulting in a person or entity holding, directly or indirectly, 10% or more of the equity or voting power of a U.K. authorized person or the parent of a U.K. authorized person. These and any other applicable regulations relating to changes in control of us or our regulated subsidiaries could further have the effect of delaying or deterring a change in control of us.

The exclusive forum provisions of our Charter could limit our stockholders' ability to choose the judicial forum for some types of lawsuits against us or our directors, officers, or employees.

Our Charter provides that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for a number of types of actions or proceedings shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have subject matter jurisdiction, another state court sitting in the State of Delaware) (or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of

Delaware), in all cases subject to the court having jurisdiction over indispensable parties named as defendants. Our Charter also provides that the federal district courts of the U.S. will be the exclusive forum for resolving any complaint asserting a cause of action under the Securities Act. Nothing in our Charter precludes stockholders that assert claims under the Exchange Act from bringing such claims in any court, subject to applicable law.

Any person or entity purchasing or otherwise acquiring or holding any interest in any of our securities shall be deemed to have notice of and consented to these provisions. These exclusive forum provisions might limit a stockholder’s ability to bring a claim in a judicial forum of its choosing for disputes with us or our directors, officers, or other employees, which might discourage lawsuits against us and our directors, officers, and other employees. The enforceability of similar choice of forum provisions in other companies’ charter documents has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. If a court were to find the exclusive forum provisions in our Charter to be inapplicable or unenforceable in an action, we might incur additional costs associated with resolving the dispute in other jurisdictions, which could adversely affect our results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

We rely on technology, including the internet and mobile services, to conduct much of our business activity and allow our customers to conduct financial transactions on our platform. As a result, our systems and operations as well as those of the third parties on which we rely to conduct certain key functions are vulnerable to cybersecurity incidents, which we have experienced in the past. Although no organization can eliminate cybersecurity and information technology risk completely, we have a cybersecurity program that includes physical, technological, and administrative controls designed to detect, contain, respond to and remediate cybersecurity threats and incidents and defined processes to assess, identify and manage material risks from cybersecurity threats. These controls and processes include, among others:

- maintaining a vulnerability management program that performs regular vulnerability scans and relies on our risk-based information security program to promote coverage of critical areas;
- establishing an offensive security team that actively tests our security controls, imitating methods persons trying to achieve unauthorized access might use to identify any weaknesses;
- our global privacy program supported by our privacy engineering and privacy legal teams;
- maintaining an incident response plan which outlines the roles and responsibilities of key personnel in the event of a cybersecurity incident;
- conducting mandatory annual security and privacy training for employees and contractors and, where appropriate, giving employees and contractors role-based training focused on content specific to their role at the Company;
- undertaking an annual review of our consumer facing policies and statements related to cybersecurity;
- requiring our employees to treat customer information and data with care through policy, practice and contract (as applicable); and
- carrying cybersecurity insurance that provides some protection against potential losses arising from a cybersecurity incident.

Our cybersecurity program is managed by the Company's Security and Corporate Engineering organization, which is led by our CISO, who reports directly to the Chief Technology Officer. Our CISO has over twenty years of experience in the security industry and has held a variety of leadership positions in cybersecurity at Medicity, Aetna, and Google. Additionally, several of Robinhood's subsidiaries, including RHC, RHF, and RHS, have a Chief Information Security Officer, who reports to the Company's CISO, and an ROC that manages risks, including cybersecurity risks, specific to each entity's business. Each of our Chief Information Security Officers has expertise in cybersecurity, industry and regulatory standards, risk management, and security operations. The Security organization elevates risks to the relevant ROCs where applicable. Our cybersecurity program is aligned with industry standards and best practices, such as the NIST CSF and NIST 800-53 R5 control framework, and we engage third-party consultants annually to conduct a NIST CSF maturity assessment of our cybersecurity program.

We maintain a Third Party Security and Privacy Standard and conduct security reviews of vendors, including for potential fourth-party risks, prior to and during their contracts with Robinhood and require all third-party service providers with access to personal, confidential or proprietary information to implement and maintain cybersecurity practices consistent with applicable legal standards and industry standards. Any identified security or privacy risks of doing business with a vendor, including potential fourth-party risks, are highlighted to business owners to help make informed risk-based decisions.

We also engage the assistance of third-party consultants to increase protection of our information and IT systems and network to help secure long-term value for our stakeholders. Services provided by third-party consultants include, but are not limited to: regular assessments of our cybersecurity program including cyber maturity assessments and penetration tests; risk scoring of our critical business partners and vendors; and participating in incident response processes.

Our management is responsible for the Company's day-to-day risk operations and management processes. Management has established cybersecurity standards to improve the Company's cybersecurity risk posture and to help define and implement appropriate measures to protect the Company's systems and data from cyber threats. In addition to our Internal Audit and Compliance functions, the ERM team partners with various front-line risk teams and risk owners across Robinhood, to foster consistent risk management practices across Robinhood. In particular, the ERM team provides governance over risk management practices and reports on a quarterly basis on top risks to the Safety Committee, along with planned mitigants and monitoring procedures.

If a cybersecurity incident occurs, incident response procedures are in place to facilitate the appropriate reporting to the CISO, and business continuity plans are mobilized to minimize disruption to business operations. We have also implemented guidelines to outline communications responsibilities during incidents of all severity levels, including an escalation process for alerting senior management of high severity and material incidents.

If a significant cybersecurity incident occurs, we will conduct an assessment to determine if it is material to us. If a materiality assessment is required, the CISO will report such an incident to our MAC, which consists of the CFO, CLO, and CBO (in addition to the CISO) and notify the CEO. The MAC will then determine, without unreasonable delay, whether the incident is material to the Company. In making such determination, the MAC may consult with the CEO, other members of the Company's management, and the Company's outside professional advisors, in each case, as appropriate. The incident materiality determination will be made by considering all relevant quantitative and qualitative factors, including without limitation: the nature, size and scope of the incident; financial condition; results of operations; litigation or regulatory investigations/actions; the Company's reputation, and customer and vendor relationships; and competitiveness.

The principal role of our board of directors and the Safety Committee, a board-level committee composed solely of independent directors, is one of oversight, recognizing that management is responsible for the design, implementation, and maintenance of an effective program for protecting against and mitigating data privacy and cybersecurity risks. The Safety Committee reviews management's exercise of its responsibility to identify, assess, manage, monitor and mitigate material risks not specifically allocated to the board of directors or another of its committees. The Safety Committee has been explicitly assigned the responsibility to oversee risks from cybersecurity threats, among others, and the full board of directors will be notified when the MAC is assessing a cybersecurity incident and informed of any required disclosures. Our board of directors and Safety Committee receive updates on relevant industry developments, threats, and material risks identified as needed each quarter, including material legal and legislative developments, concerning data privacy and security, the rapidly evolving cybersecurity risk landscape, and the Safety Committee facilitates the board of directors' oversight responsibilities.

Our systems and those of our customers and third-party service providers have been and might in the future be vulnerable to cybersecurity threats. For more information about risks related to cybersecurity threats, including previous cybersecurity incidents (including the November 2021 Data Security Incident (defined below)), that have materially affected or are reasonably likely to materially affect our business, financial condition, and results of operations, see "Risk Factors–*Our business could be materially and adversely affected by a cybersecurity breach or other attack involving our computer systems or data or those of our customers or third-party or fourth-party service providers*."

ITEM 2. PROPERTIES

Our corporate headquarters are located in Menlo Park, California, where we currently have lease commitments for multiple facilities with various expiration dates through 2036. We otherwise lease office facilities throughout the United States and other countries around the world for engineering, sales, marketing, and operations, as well as general and administrative purposes.

We believe our facilities are suitable for their present and intended purposes and are operating at a level consistent with the requirements of the industry in which we operate. We also believe that our leases are at competitive or market rates and do not anticipate any difficulty in leasing suitable additional space upon expiration of our current lease terms.

ITEM 3. LEGAL PROCEEDINGS

Refer to Note 15 - Commitments & Contingencies to our consolidated financial statements in this Annual Report.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information for Common Stock

Our Class A common stock has been listed on the Nasdaq Global Select Market under the symbol “HOOD” since July 29, 2021. Prior to that time, there was no public market for our stock.

Our Class B and Class C common stock are not listed on any stock exchange nor traded on any public market.

Holders of Record

As of February 11, 2026, there were 89 stockholders of record of our Class A common stock. Because many of our shares of Class A common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders. As of February 11, 2026, there were nine stockholders of record of our Class B common stock and zero stockholders of record of our Class C common stock.

Dividend Policy

We have never declared or paid cash dividends on our capital stock. We intend to retain all available funds and future earnings, if any, to fund the development and expansion of our business, and we do not anticipate declaring or paying any cash dividends in the foreseeable future. Any future determination regarding the declaration and payment of dividends, if any, will be at the discretion of our board of directors and will depend on then-existing conditions, including our financial condition, results of operations, contractual restrictions, capital requirements, business prospects, and other factors our board of directors may deem relevant. In addition, the terms of our current credit facilities contain restrictions on our ability to pay cash dividends.

Sales of Unregistered Securities

On February 26, 2025, the Company completed the acquisition of TradePMR. The acquisition date fair value of the consideration transferred for TradePMR was approximately $175 million following customary purchase price adjustments and was entirely paid in cash. The post-close compensation consisted of 2,049,711 unvested shares of the Company’s Class A common stock, valued at approximately $100 million as of the closing date of the acquisition, which will vest over a four-year period post-acquisition, subject to the terms of a vesting agreement, in a transaction exempt from registration pursuant to Section 4(a)(2) of the Securities Act. Refer to Note 3 - Business Combinations to our consolidated financial statements in this Annual Report for more information on this transaction.

Other than the above, from January 1, 2025 through December 31, 2025 the Company did not sell any shares of Class A common stock (or other equity securities of RHM) that were not registered under the Securities Act.

Issuer Purchases of Equity Securities

The following table presents repurchases of shares of our Class A common stock during the three months ended December 31, 2025:

Period	Total Number of Shares Purchased	Average Price Paid per Share [(1)]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs [(2)]	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs [(2)]
				(in millions)
October 1, 2025 - October 31, 2025	69,694	$ 140.23	69,694	$ 680
November 1, 2025 - November 30, 2025	671,947	$ 117.28	671,947	$ 601
December 1, 2025 - December 31, 2025	89,988	$ 123.37	89,988	$ 590
Total	831,629	$ 119.86	831,629	$ 590

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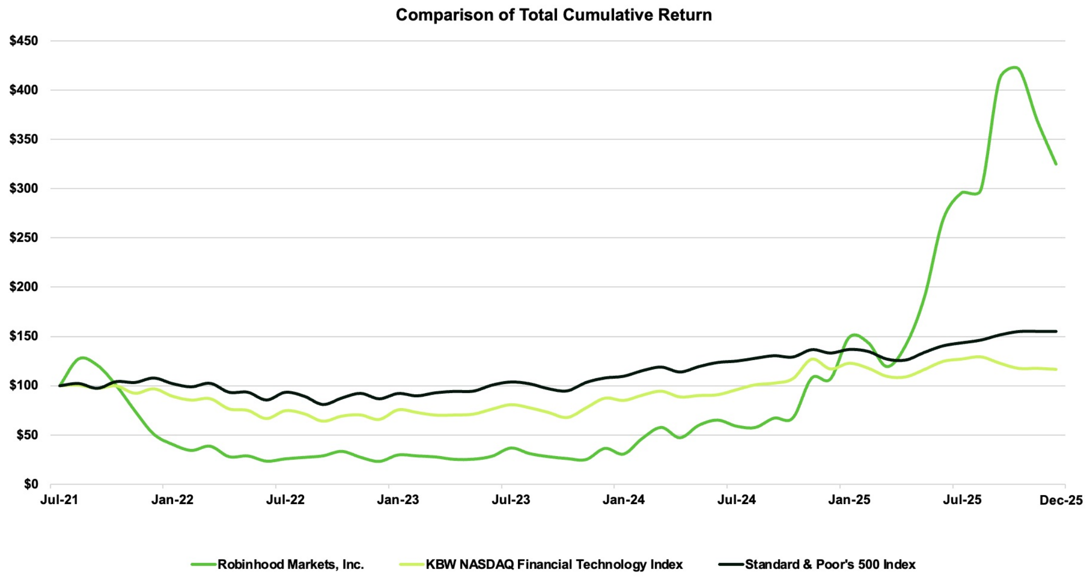
(1) The average cost per share excludes the 1% excise tax on net share repurchase and commissions.

(2) On May 28, 2024, we announced that the board of directors approved the Repurchase Program authorizing the Company to repurchase up to $1 billion of its outstanding Class A common stock. On April 30, 2025, we announced that the board of directors has authorized an additional $500 million, bringing the Repurchase Program authorization to a total of $1.5 billion. Repurchase transactions may be made using a variety of methods, such as open market share repurchases, including the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act, or other financial arrangements or transactions. The Repurchase Program does not obligate us to acquire any particular amount of Class A common stock and the Repurchase Program may be suspended or discontinued at any time at our discretion. Refer to Note 12 - Common Stock and Stockholders' Equity of our consolidated financial statements in this Annual Report for more information about the Repurchase Program.

Stock Performance Graph



This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC, for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act.

The graph above compares the cumulative total stockholder return on our Class A common stock with the cumulative total return of the KBW NASDAQ Financial Technology Index and the Standard & Poor's 500 Index. The graph assumes (i) that $100 was invested at the market close on July 29, 2021, the date that our Class A common stock commenced trading on the Nasdaq Global Select Market, in each of our Class A common stock, the KBW NASDAQ Financial Technology Index, and the Standard & Poor's 500 Index and (ii) reinvestment of gross dividends. The graph uses the closing market price on July 29, 2021 of $34.82 per share as the initial value of our Class A common stock. The stock price performance shown in the graph represents past performance and should not be considered an indication of future stock price performance.

ITEM 6. [REMOVED AND RESERVED]

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section presents management’s perspective on our financial condition and results of operations, including performance metrics that management uses to assess company performance. The following discussion and analysis is intended to highlight and supplement data and information presented elsewhere in this Annual Report, and should be read in conjunction with our consolidated financial statements and notes elsewhere in this Annual Report. It is also intended to provide you with information that will assist you in understanding our consolidated financial statements, the changes in key items in those consolidated financial statements from year to year, and the primary factors that accounted for those changes. To the extent that this discussion describes prior performance, the descriptions relate only to the periods listed, which might not be indicative of our future financial outcomes. In addition to historical information, this discussion contains forward-looking statements that involve risks, uncertainties and assumptions that could cause results to differ materially from management’s expectations. Factors that could cause such differences are discussed in the sections titled “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors.”

We refer to our “users” and our “customers” interchangeably throughout this Annual Report to refer to individuals who hold accounts on our platforms.

Overview

Robinhood was founded on the belief that everyone should be welcome to participate in our financial system. We are creating modern financial services platforms for everyone, regardless of their wealth, income, or background.

Our mission is to democratize finance for all. We use technology to provide access to the financial system in a way that is simple and convenient for our customers. We believe investing should be familiar and welcoming, with a simple design and an intuitive interface, so that customers are empowered to achieve their goals. We started with a revolutionary, bold brand and design in the Robinhood app which makes investing approachable for millions. Over the last decade, we have disrupted and changed the industry, becoming the first U.S. retail broker to offer commission-free stock trading with no account minimums, which was subsequently adopted by the rest of the industry. In recent years, we have continued to build relationships with our customers by introducing new products and diversifying our services that further expand access to the financial system, including focusing on products and tools for more seasoned investors. Through these efforts, we believe we have made investing culturally relevant and understandable, and that our platforms are enabling our customers to become long-term investors and take greater control of their finances.

Financial Results and Performance

With respect to the year ended December 31, 2025, as compared to the year ended December 31, 2024:

- total net revenues increased 52% to $4.47 billion compared to $2.95 billion;
- net income increased 33% to $1.88 billion compared to $1.41 billion;
- diluted EPS increased 31% to $2.05 compared to $1.56;

- total operating expenses increased 25% to $2.38 billion compared to $1.90 billion;
- Adjusted EBITDA (non-GAAP) increased 76% to $2.52 billion compared to $1.43 billion;
- Funded Customers increased by 1.8 million, 7%, to 27.0 million compared to 25.2 million and Investment Accounts increased by 2.2 million , 8%, to 28.4 million compared to 26.2 million;
- Total Platform Assets increased 67% to $322.1 billion[1] compared to $192.9 billion, driven by continued Net Deposits, acquired assets, and higher equity valuations;
- Net Deposits were $68.1 billion, which translates to a growth rate of 35% relative to Total Platform Assets at the end of the fourth quarter of 2024, compared to $50.5 billion, which translates to a growth rate of 49% relative to Total Platform Assets at the end of the fourth quarter of 2023;
- ARPU increased 40% to $171 compared to $122; and
- Robinhood Gold Subscribers increased 58% to 4.18 million compared to 2.64 million.

Adjusted EBITDA is a non-GAAP financial measure. For more information about Adjusted EBITDA, including the definition and limitations of such measure, and a reconciliation of net income (loss) to Adjusted EBITDA, please see “—Non-GAAP Financial Measures.”

[1] Subsequent to the release of our preliminary earnings results for the fourth quarter and full year 2025 on February 10, 2026, December 2025 Total Platform Assets were revised to reflect final crypto pricing data.

Recent Developments

Acquisition of MIAXdx

In November 2025, we established a joint venture, Rothera, in partnership with SIG, that acquired 90% of the issued and outstanding equity of MIAXdx in January 2026. Following closing, Rothera renamed MIAXdx to Rothera E&C.

Pending Business Acquisitions

On May 12, 2025, we entered into an agreement to acquire all outstanding equity of WonderFi, a Canadian leader in digital asset products and services, for C$0.36 per share, representing a total equity value of approximately $180 million. The pending acquisition is subject to customary closing conditions, including regulatory approvals.

In December 2025, we entered into agreements to acquire PT Buana Capital Sekuritas, an Indonesian brokerage, and PT Pedagang Aset Kripto, a licensed Indonesian digital financial asset trader. Both pending acquisitions are subject to customary closing conditions, including regulatory approvals.

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Key Performance Metrics

Key performance metrics for the relevant periods were as follows:

	Year Ended December 31,	
	2024	2025
Funded Customers(1) (in millions)	25.2	27.0
Total Platform Assets [2] *(in billions)*	$ 192.9	$ 322.1
Net Deposits (in billions)	$ 50.5	$ 68.1
Growth Rate with respect to Net Deposits	49%	35%
ARPU (in dollars)	$ 122	$ 171
Robinhood Gold Subscribers *(in millions)*	2.64	4.18

[1] The following table describes the annual changes within Funded Customers:

(in millions)	Year Ended December 31,	
	2024	2025
Beginning Funded Customers	23.4	25.2
New Funded Customers	2.2	2.5
Resurrected Customers	0.5	0.4
Acquired customers	—	0.6
Churned Customers	(0.9)	(1.7
Ending Funded Customers	25.2	27.0

[2] The following table sets out the components of Total Platform Assets by type of asset:

(in billions)	Year Ended December 31,	
	2024	2025
Equities	$ 130.6	$ 212.0
Cryptocurrencies	35.2	38.2
Options and futures	1.8	2.8
RIA assets	—	42.5
Cash held by Customers	33.3	43.4
Receivables from Customers (primarily margin balances)	(8.0)	(16.8)
Total Platform Assets	$ 192.9	$ 322.1

The following table describes the changes within Total Platform Assets:

(in billions)	Year Ended December 31,	
	2024	2025
Beginning Total Platform Assets	$ 102.6	$ 192.9
Acquired assets	—	51.8
Net Deposits	50.5	68.1
Net market gains	39.8	9.3
Ending Total Platform Assets	$ 192.9	$ 322.1

Subsequent to the release of our preliminary earnings results for the fourth quarter and full year 2025 on February 10, 2026, December 2025 Total Platform Assets were revised to reflect final crypto pricing data.

Non-GAAP Financial Measures

Adjusted EBITDA

We collect and analyze operating and financial data to evaluate the health of our business, allocate our resources and assess our performance. In addition to total net revenues, net income (loss), and other results under GAAP, we utilize non-GAAP calculations of Adjusted EBITDA. Adjusted EBITDA is defined as net income (loss), excluding (i) interest expenses related to credit facilities, (ii) provision for (benefit from) income taxes, (iii) depreciation and amortization, (iv) SBC, (v) significant legal and tax settlements and reserves, and (vi) other significant gains, losses, and expenses (such as impairments, restructuring charges, and business acquisition- or disposition-related expenses) that we believe are not indicative of our ongoing results. This non-GAAP financial information is presented for supplemental informational purposes only, should not be considered in isolation or as a substitute for, or superior to, financial information presented in accordance with GAAP, and may be different from similarly titled non-GAAP measures used by other companies.

The above items are excluded from our Adjusted EBITDA measure because these items are non-cash in nature, or because the amount and timing of these items are unpredictable, are not driven by core results of operations, and render comparisons with prior periods and competitors less meaningful. We believe Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our results of operations, as well as providing a useful measure for period-to-period comparisons of our business performance. Moreover, Adjusted EBITDA is a key measurement used by our management internally to make operating decisions, including those related to operating expenses, evaluate performance, and perform strategic planning and annual budgeting.

The following table presents a reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure, net income:

	Year Ended December 31,	
(in millions)	**2024**	**2025**
Net income	$ 1,411	$ 1,883
Add:		
Interest expenses related to credit facilities	24	32
Provision for (benefit from) income taxes	(347)	225
Depreciation and amortization	77	86
EBITDA (non-GAAP)	1,165	2,226
Add:		
SBC	304	305
Significant legal and tax settlements and reserves [1]	(40)	—
Unrealized gains in non-marketable equity securities [2]	—	(9)
Adjusted EBITDA (non-GAAP)	$ 1,429	$ 2,522

[1] For the year ended December 31, 2024, significant legal and tax settlements and reserves included a $55 million benefit due to a reversal of an accrual as part of a regulatory settlement.

[2] For the year ended December 31, 2025, unrealized gains in non-marketable equity securities primarily related to investments held by Robinhood Ventures Fund I.

Key Components of Our Results of Operations

Revenues

Transaction-Based Revenues

Transaction-based revenues consist of amounts earned from routing customer orders for options, cryptocurrencies, and equities to market makers. When customers place orders for options, cryptocurrencies, or equities on our platform, we route these orders to market makers and we receive consideration from those market makers. With respect to options and equities trading, such fees are known as PFOF. With respect to cryptocurrencies trading, we receive “Transaction Rebates” when routing to market makers. In the case of options, our fee is on a per contract basis based on the underlying security. For equities, the fees we receive are typically based on the size of the publicly quoted bid-ask spread for the security being traded; that is, we receive a fixed percentage of the difference between the publicly quoted bid and ask at the time the trade is executed. In the case of cryptocurrencies, our rebate is a fixed percentage of the notional order value.

Within each asset class, whether options, cryptocurrencies, or equities, the transaction-based revenue we earn is calculated in an identical manner among all participating market makers. We route option and equity orders in priority to participating market makers that we believe are most likely to give our customers the best execution, based on historical performance (according to order price, trading symbol, availability of the market maker and, if statistically significant, order size), and, in the case of options, the likelihood of the order being filled is a factor as well. For cryptocurrency orders, we route to market makers based on price and availability of the cryptocurrency from the market maker.

We also earn transaction-based revenues from commissions. Acting as an agent, we facilitate purchases and sales of event contracts and futures on behalf of users. Commissions are recognized on a trade-date basis as this is when the performance obligation is satisfied.

Net Interest Revenues

Net interest revenues consist of interest revenues less interest expenses. We earn interest revenues on margin loans to users, segregated cash, cash equivalents, and securities, deposits with clearing organizations, corporate cash and investments, Cash Sweep, and carried customer credit card balances. We also earn and incur interest revenues and expenses on securities lending transactions. We incur interest expenses in connection with our revolving credit facilities and borrowings by the Credit Card Funding Trust.

Other Revenues

Other revenues primarily consists of Robinhood Gold subscription fees, proxy revenues, digital asset listing fees, selling concession revenues, advertising revenues, and ACATS fees charged to users for facilitating the transfer of part or all of assets in their accounts to another broker-dealer.

Robinhood Match Incentives

We offer a match incentive on customers’ eligible contributions to their retirement accounts and, from time to time, an incentive on other transfers of assets to our platform. All match incentives are recognized as a reduction to revenue when earned. The matches are allocated to certain revenue categories on a proportional basis.

Operating Expenses

Brokerage and Transaction

Brokerage and transaction costs primarily consist of compensation and employee benefits, as well as allocated overhead for employees engaged in clearing and brokerage functions, market data expenses, expenses related to our instant withdrawals feature, and other brokerage and transaction costs such as costs related to our Cash Sweep and securities lending programs, customer statement-related costs, regulatory fees and fees paid to centralized clearinghouses. A large portion of our brokerage and transaction costs are variable and tied to trading and transaction volumes on our platforms.

Technology and Development

Technology and development costs primarily consist of costs related to compensation and benefits, for engineering, data science, and design personnel, as well as allocated overhead, costs incurred to support and improve our platforms and develop new products, and costs associated with computer hardware and software, including amortization of internally developed software.

Operations

Operations costs consist of customer service related expenses, including compensation and employee benefits, as well as allocated overhead for employees engaged in customer support, and costs incurred to support and improve customer experience (such as third-party customer service vendors).

Provision for Credit Losses

The provision for credit losses consists of expected credit losses related to credit card and brokerage products. For credit card related, we have two types of provision for credit losses: i) one related to off-balance sheet credit card principal receivables, and ii) one related to on-balance sheet purchased credit card and interest receivables. Brokerage-related provision for credit losses primarily relates to unsecured balances of receivables from users due to Fraudulent Deposit Transactions and losses on margin lending.

Marketing

Marketing costs primarily consist of paid marketing channels such as digital marketing and brand marketing, as well as compensation and employee benefits, and allocated overhead for employees engaged in the marketing function and other marketing costs such as costs related to our keynote events.

General and Administrative

General and administrative costs primarily consist of compensation and employee benefits, as well as allocated overhead for certain executives and employees engaged in legal, finance, human resources, risk, and compliance. General and administrative costs also include legal expenses, other professional fees, as well as other general and administrative costs such as costs related to business insurance, and real estate charges including impairments on our operating leases and leasehold improvements, lease terminations, and settlements and penalties.

Results of Operations

The following table summarizes our consolidated statements of operations data:

(in millions)	Year Ended December 31, 2024	Year Ended December 31, 2025
Revenues:		
Transaction-based revenues	$ 1,647	$ 2,628
Net interest revenues	1,109	1,514
Other revenues	195	331
Total net revenues	2,951	4,473
Operating expenses[(1)]:		
Brokerage and transaction	164	211
Technology and development	818	897
Operations	112	130
Provision for credit losses	76	114
Marketing	272	399
General and administrative	455	628
Total operating expenses	1,897	2,379
Other income, net	10	14
Income before income taxes	1,064	2,108
Provision for (benefit from) income taxes	(347)	225
Net income	$ 1,411	$ 1,883
Net income (loss) attributable to non-controlling interest	—	—
Net income attributable to Robinhood	$ 1,411	$ 1,883

(1) Includes SBC expense as follows:

(in millions)	Year Ended December 31, 2024	Year Ended December 31, 2025
Brokerage and transaction	9	10
Technology and development	192	159
Operations	7	6
Marketing	8	8
General and administrative	88	122
Total SBC expense	$ 304	$ 305

Comparison of the Years Ended December 31, 2025 and 2024

A discussion of our results for fiscal year 2024 compared to fiscal year 2023 can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations — Comparison of the Years Ended December 31, 2024 and 2023" in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 18, 2025.

Revenues

Transaction-Based Revenues

(in millions, except for percentages)	Year Ended December 31, 2024	Year Ended December 31, 2025	2024 to 2025 % Change	Year Ended December 31, 2024	Year Ended December 31, 2025
Transaction-based revenues				% of total net revenues	
Options	$ 760	$ 1,123	48 %	26%	25%
Cryptocurrencies	626	901	44 %	21%	20%
Equities	177	302	71 %	6%	7%
Other	84	302	260 %	3%	7%
Total transaction-based revenues	$ 1,647	$ 2,628	60 %	56 %	59 %

Transaction-based revenues increased by $981 million primarily driven by increases of $363 million in options, $275 million in cryptocurrencies, and $125 million in equities. In addition, other transaction-based revenues increased by $218 million primarily driven by increased user activities in Prediction Markets and instant withdrawals.

Options revenues increased primarily due to higher option rebate rates due to the mix of ticker symbols traded as different ticker symbols pay different rebate rates. In addition, options revenues increased due to a 12% increase in Options Contracts Traded per trader and a 16% increase in the number of users placing option trades. The increase was offset by a $55 million increase of match incentives paid to our customers.

Cryptocurrencies revenues increased primarily due to higher cryptocurrency rebate rates from crypto market makers and a 6% increase in the number of users placing cryptocurrency trades, partially offset by 9% decrease in the average Notional Trading Volume traded per trader. In addition, cryptocurrencies revenues benefited from our acquisition of Bitstamp. The increase was offset by an $18 million increase of certain incentives paid to our customers.

Equities revenues increased as a result of a 65% increase in the average Notional Trading Volume traded per trader and a 12% increase in the number of users placing equity trades. The increase was partially offset by lower equity rebate rates due to the mix of ticker symbols traded as different ticker symbols pay different rebate rates. The increase was offset by a $14 million increase of certain match incentives paid to our customers.

Net Interest Revenues

(in millions, except for percentages)	Year Ended December 31, 2024	Year Ended December 31, 2025	2024 to 2025 % Change	Year Ended December 31, 2024	Year Ended December 31, 2025
Net interest revenues:				% of total net revenues	
Margin interest	$ 319	$ 573	80 %	11%	13%
Interest on segregated cash, cash equivalents, securities, and deposits	261	319	22 %	9%	8%
Interest on corporate cash and investments	256	167	(35)%	9%	4%
Cash Sweep	179	229	28 %	6%	5%
Securities lending, net	94	190	102 %	3%	4%
Credit card, net	24	64	167 %	1%	1%
Interest expenses related to credit facilities	(24)	(32)	33 %	(1)%	(1)%
Other	—	4	NM	—%	—%
Total net interest revenues	$ 1,109	$ 1,514	37 %	38 %	34 %

Net interest revenues increased by $405 million, primarily driven by growth in our interest-earning asset balances and securities lending activities. The increase was partially offset by a decrease in interest revenue on corporate cash and investments primarily driven by a lower short-term interest rate environment. We anticipate any potential future rate cuts by the Federal Reserve will negatively impact our net interest revenues and adversely affect our customers' returns on cash deposits.

The following table summarizes interest-earning assets, the revenue generated by these assets, and their respective annual yields:

(in millions, except for annual yield)	Margin Book	Cash and deposits[1]	Cash Sweep (off-balance sheet)	Credit card, net[2]	**Total interest-earning assets**	Securities lending, net	Interest expenses related to credit facilities[5]	Other	**Total net interest revenues**
Year ended December 31, 2025									
December 31, 2025	$ 16,823	$ 10,995	$ 32,786	$ 1,040	**$ 61,644** —				
December 31, 2024	7,909	9,943	26,064	391	**44,307**				
Average[3]	11,431	12,226	30,912	631	**55,200**				
Revenue (expense)	573	486	229	64	**$ 1,352**	$ 190	$ (32)	$ 4	**$ 1,514**
Annual yield[4]	5.01 %	3.98 %	0.74 %	10.14 %	**2.45 %**				**2.74 %**
Year ended December 31, 2024									
December 31, 2024	$ 7,909	$ 9,943	$ 26,064	$ 391	**$ 44,307**				
December 31, 2023	3,458	10,107	16,352	205	**30,122**				
Average[3]	5,082	10,252	21,352	261	**36,947**				
Revenue (expense)	319	517	179	24	**$ 1,039**	$ 94	$ (24)	$ —	**$ 1,109**
Annual yield[4]	6.28 %	5.04 %	0.84 %	9.20%	**2.81 %**				**3.00 %**

(1) Includes cash and cash equivalents, restricted cash, segregated cash, cash equivalents, securities under federal and other regulations, deposits with clearing organizations, and investments.

(2) Credit card, net consists of i) an off-balance sheet amount representing customer principal amounts funded by Coastal Bank under the Program Agreement. Under the Program Agreement, Robinhood Credit collects interest from customers that carry a balance and pays interest on the amount funded by Coastal Bank, with the difference between those amounts resulting in net interest revenue; ii) an on-balance sheet amount representing purchased credit card receivables by the Credit Card Funding Trust. Robinhood Credit collects interest from customers that carry balances and pays interest on the amount funded through the Credit Card Funding Trust, with the difference in those amounts resulting in net interest revenues. As of December 31, 2025, the off-balance sheet amount funded under the Program Agreement was $200 million and the on-balance sheet amount was $840 million. Refer to Note 11 - Financing Activities and Off-Balance Sheet Risk to our consolidated financial statements in this Annual Report for more information.

(3) Average balance rows represent the simple average of month-end balances in a given period.

(4) Annual yield is calculated by dividing revenue for the given period by the applicable average asset balance.

(5) Includes interest expenses related to our revolving credit facilities; interest expense related to the Credit Card Funding Trust is included in the credit card, net interest yield calculation. Refer to Note 11 - Financing Activities and Off-Balance Sheet Risk to our consolidated financial statements in this Annual Report for more information.

Other Revenues

(in millions, except for percentages)	Year Ended December 31, 2024	Year Ended December 31, 2025	2024 to 2025 % Change	Year Ended December 31, 2024	Year Ended December 31, 2025
Other revenues:				% of total net revenues	
Gold subscription revenues	$ 109	$ 179	64%	4 %	4 %
Proxy revenues	60	63	5%	2 %	1 %
Other	26	89	242%	1 %	2 %
Total other revenues	$ 195	$ 331	70%	7 %	7 %

Other revenues increased by $136 million primarily driven by increased Gold subscription revenues of $70 million due to an increase in Gold Subscribers. Additionally, other revenues increased $63 million primarily driven by higher revenues from an increased number of digital assets listed, revenues derived from acquired business during the year, and increased IPO offerings.

Operating Expenses

(in millions, except for percentages)	2024	2025	2024 to 2025 % Change
Operating expenses:			
Brokerage and transaction	$ 164	$ 211	29 %
Technology and development	818	897	10 %
Operations	112	130	16 %
Provision for credit losses	76	114	50 %
Marketing	272	399	47 %
General and administrative	455	628	38 %
Total operating expenses	$ 1,897	$ 2,379	

Brokerage and Transaction

(in millions)	2024	2025	2024 to 2025 % Change
Employee compensation, benefits, and overhead	$ 45	$ 60	33 %
Market data expenses	26	34	31 %
Instant withdrawals	22	33	50 %
Other	71	84	18 %
Total	$ 164	$ 211	29 %
Percent of total net revenues:	5 %	5 %	

Brokerage and transaction costs increased by $47 million primarily driven by an increase of $15 million in employee compensation, benefits, and overhead due to increased average headcount to continue to support the growth and expansion of our brokerage business. Other brokerage and transaction costs increased $13 million primarily due to credit card network and processing fees driven by higher credit card transaction volume. Instant withdrawals expenses increased $11 million due to higher customer activities. Additionally, market data expenses increased $8 million primarily due to higher trading volumes.

Technology and Development

(in millions)	2024	2025	2024 to 2025 % Change
Employee compensation, benefits, and overhead	$ 479	$ 485	1 %
Cloud infrastructure services	189	211	12 %
Software and tools	123	156	27 %
Other	27	45	67 %
Total	$ 818	$ 897	10 %
Percent of total net revenues:	28%	20%	

Technology and development costs increased by $79 million primarily due to increases of $33 million in software and tools and $22 million in cloud infrastructure expenses primarily driven by acquisitions and the continued growth and expansion of our business. Additionally, other technology and development expenses increased $18 million primarily driven by investments to support acquisitions and product growth.

Operations

(in millions)	2024	2025	2024 to 2025 % Change
Employee compensation, benefits, and overhead	$ 79	$ 83	5 %
Customer experience	18	23	28 %
Other	15	24	60 %
Total	$ 112	$ 130	16 %
Percent of total net revenues:	4 %	3 %	

Operations costs increased by $18 million primarily due to an increase of $9 million in other operations expense primarily related to costs associated with customer onboarding and account verification due to the growth of our customer base. Additionally, employee compensation, benefits, and overhead increased $4 million due to increased average headcount to support the expansion of our business.

Provision for credit losses

(in millions)	2024	2025	2024 to 2025 % Change
Provision for credit losses - credit card related	$ 55	$ 86	56 %
Provision for credit losses - brokerage related	21	28	33 %
Total	$ 76	$ 114	50 %
Percent of total net revenues:	3 %	3 %	

Provision for credit losses cost increased by $38 million primarily due to a $31 million increase in credit card related provision for credit losses mainly due to higher balances in purchased credit card receivables.

Marketing

(in millions)	2024	2025	2024 to 2025 % Change
Digital marketing	$ 119	$ 177	49 %
Brand marketing	45	78	73 %
Employee compensation, benefits, and overhead	41	50	22 %
Other marketing	67	94	40 %
Total	$ 272	$ 399	47 %
Percent of total net revenues:	9 %	9 %	

Marketing costs increased by $127 million primarily due to higher expenses in digital marketing of $58 million and brand marketing of $33 million as we increased our investments in paid marketing channels and other marketing initiatives to promote our brand, products, and services. Other marketing costs increased $27 million primarily related to our keynote events. Additionally, employee compensation, benefits, and overhead increased $9 million due to increased average headcount to support the expansion of our business.

General and Administrative

(in millions)	2024	2025	2024 to 2025 % Change
Employee compensation, benefits, and overhead	$ 323	$ 401	24 %
Legal expenses	71	76	7 %
Other professional fees	47	64	36 %
Other	14	87	521 %
Total	$ 455	$ 628	38 %
Percent of total net revenues:	15%	14%	

General and administrative costs increased by $173 million primarily due to an increase of $78 million in employee compensation, benefits, and overhead driven by increased average headcount, payroll taxes related to the vesting of Market-Based RSUs, and expenses recognized for shares granted in connection with acquisitions. In addition, other general and administrative expenses increased $73 million primarily due to a $55 million reversal of an accrual as part of a regulatory settlement in the prior year and an increase in expenses to support business expansion. Other professional fees increased $17 million primarily due to costs incurred in relation to business expansion.

Provision for (Benefit from) Income Taxes

(in millions)	2024	2025	2024 to 2025 % Change
Provision for (benefit from) income taxes	$ (347)	$ 225	NM

Provision for income taxes increased by $572 million primarily due to the benefits from the valuation release of the U.S. federal and certain state deferred tax assets in the fourth quarter of 2024 and the growth of the business.

Liquidity and Capital Resources

Sources and Uses of Funds

Our principal sources of liquidity are cash flows generated from operations, and our cash, cash equivalents, investments, and stablecoin. Other sources of future funds may include potential borrowing under our revolving lines of credit and potential issuance of new debt or equity. Our liquidity needs are primarily to support and invest in our core business, including investing in new ways to serve our customers, potentially seeking strategic acquisitions to leverage existing capabilities and further build our business, and for general capital needs (including capital requirements imposed by regulators and SROs and cash deposit and collateral requirements under the rules of the DTC, NSCC, OCC, and CFTC). Based on our current level of operations, we believe our primary sources of liquidity will be adequate to meet our current liquidity needs for the next 12 months.

Liquid Assets

As of December 31, 2025, we had cash and cash equivalents of $4.3 billion and stablecoin of $152 million.

Revolving Credit Facilities and Credit Card Funding Trust

As of December 31, 2025, we had committed revolving credit facilities with a total borrowing capacity of $3.775 billion and a borrowing capacity for our Credit Card Funding Trust of up to $950 million. Refer to Note 11 - Financing Activities and Off-Balance Sheet Risk to our consolidated financial statements in this Annual Report for further information.

Commitments

The following table summarizes our short- and long-term material cash requirements for contractual obligations as of December 31, 2025:

	Payments Due by Period				
(in millions)	Total	2026	2027-2028	2029-2030	Thereafter
Operating lease commitments[1]	$ 334	$ 35	$ 90	$ 83	$ 126
Purchase commitments[2]	512	398	110	4	—
Robinhood match incentives commitments[3]	39	39	—	—	—
Credit Card Funding Trust borrowing principal and interest	602	602	—	—	—
Total	$ 1,487	$ 1,074	$ 200	$ 87	$ 126

(1) Operating lease commitments include tenant improvement allowance incentives amortized over the lease terms from 2025 to 2026.

(2) Purchase commitments are determined based on the non-cancelable quantities or termination amounts to which we are contractually obligated. These primarily relate to commitments for cloud infrastructure, data services, and business insurance.

(3) Robinhood match incentives commitments represent non-cancelable future match payments on eligible cash deposits made by Robinhood Gold Subscribers. The future match payments are forfeited if deposits are not held on the platform during the specific earning period.

In addition to lease and purchase commitments, we have two committed financing agreements: one with a contractual term of 30 days and a daily minimum commitment of $25 million and another with a contractual term of 21 days with a daily minimum commitment of $35 million. See “Securities Borrowing and Lending" in Note 1 - Description of Business and Summary of Significant Accounting Policies to our consolidated financial statements in this Annual Report for further information.

Acquisitions

We seek potential acquisitions to leverage existing capabilities and further build out our business.

In May 2025, we entered into an agreement to acquire all outstanding equity of WonderFi for C$0.36 per share, representing a total equity value of approximately $180 million.

In November 2025, we established a joint venture, Rothera, in partnership with SIG, that acquired 90% of the issued and outstanding equity of MIAXdx in January 2026. Following closing, Rothera renamed MIAXdx to Rothera E&C.

In December 2025, we entered into agreements to acquire PT Buana Capital Sekuritas, an Indonesian brokerage, and PT Pedagang Aset Kripto, a licensed Indonesian digital financial asset trader.

Refer to Note 3 - Business Combinations to our consolidated financial statements in this Annual Report for more information on our acquisitions.

Repurchase Program

On May 28, 2024, we announced that our board of directors approved the Repurchase Program authorizing us to repurchase up to $1 billion of our outstanding Class A common stock to return value to shareholders. On April 30, 2025, we announced that our board of directors has authorized an additional $500 million, bringing the Repurchase Program authorization to a total of $1.5 billion. For the year ended December 31, 2025, we had made share repurchases of $653 million under the Repurchase Program. Refer to Part II, Item 5 and Note 12 - Common Stock and Stockholders' Equity to our consolidated financial statements in this Annual Report for more information about the Repurchase Program.

Regulatory Capital Requirements

Our broker-dealer subsidiaries (RHS, RHF, and TradePMR) are subject to the Net Capital Rule, administered by the SEC and FINRA, which requires the maintenance of minimum net capital, as defined. Net capital and the related net capital requirements may fluctuate on a daily basis. RHS and RHF compute net capital under the alternative method as permitted by the Net Capital Rule.

Our FCM subsidiary, RHD, is subject to CFTC Regulation 1.17, administered by the CFTC and the NFA, which requires the maintenance of minimum net capital, as defined by CFTC Regulation 1.17. Net capital and the related net capital requirements may fluctuate on a daily basis.

The table below summarizes the net capital, capital requirements and excess net capital of RHS, RHF, RHD, and TradePMR as of periods presented:

	December 31, 2025		
(in millions)	Net Capital	Required Net Capital	Net Capital in Excess of Required Net Capital
RHS	$ 3,532	$ 373	$ 3,159
RHF	210	0.25	210
RHD	180	10	170
TradePMR	13	0.25	13

As of December 31, 2025, these subsidiaries were in compliance with their respective regulatory capital requirements.

Cash Flows

The following table summarizes our cash flow activities:

	Year Ended December 31,		
(in millions)	2024	2025	2024 to 2025 Change
Cash provided by (used in):			
Operating activities	$ (157)	$ 1,638	$ 1,795
Investing activities	(148)	141	289
Financing activities	(345)	(590)	(245)

Operating activities

(in millions)	2024 to 2025 Change
Changes to net cash provided by (used in) operating activities were primarily due to:	
Increase in net income after adjusting for non-cash items	$ 1,073
Increase in securities borrowed due to increased customer activities	2,462
Increase in securities segregated under federal and other regulations	594
Increase in securities loaned due to continued growth of our securities lending program, as well as market conditions, variable lending and funding activities	247
Decrease in working capital primarily driven by the timing of collection of receivables from users and payment of current liabilities	(2,581)
	$ 1,795

Investing activities

(in millions)		**2024 to 2025 Change**
Changes to net cash provided by (used in) investing activities were primarily due to:		
Increase in cash, cash equivalents, and segregated cash acquired in business acquisitions	$	1,068
Proceeds received from maturities of held-to-maturity investments offset by lower purchases in the current year		298
Increase in purchases of credit card receivables offset by collections during the year		(563)
Consideration transferred for business acquisitions and asset acquisitions		(265)
Purchases of non-marketable securities primarily related to Robinhood Ventures Fund I		(243)
Other		(6)
	$	289

Financing activities

(in millions)		**2024 to 2025 Change**
Changes to net cash used in financing activities were primarily due to:		
Increase in repurchase of common stock under the Repurchase Program	$	(396)
Increase in cash used for taxes related to net share settlement of equity awards		(193)
Increase in borrowings by the Credit Card Funding Trust to purchase credit card receivables		336
Other		8
	$	(245)

Critical Accounting Estimates

The preparation of financial statements in conformity with GAAP requires estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent liabilities in the consolidated financial statements and accompanying notes. The SEC has defined a company’s critical accounting policies as the ones that are most important to the portrayal of the company’s financial condition and results of operations, and which require the company to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, we have identified the critical accounting estimates addressed below. We also have other key accounting policies, which involve the use of estimates, judgments, and assumptions that are significant to understanding our results. For additional information, refer to Note 1 - Description of Business and Summary of Significant Accounting Policies to our consolidated financial statements in this Annual Report. Although we believe that our estimates, assumptions, and judgments are reasonable, they are based upon information presently available. Actual results might differ significantly from these estimates under different assumptions, judgments, or conditions.

Allowance for Credit Losses

The amount of the allowance for credit losses represents management’s estimate of expected credit losses over the remaining expected life of our financial assets measured at amortized cost considering available information from internal and external sources. The allowance for credit losses provides for unsecured balances of receivables from users due to Fraudulent Deposit Transactions, losses on margin lending, purchased credit card receivables, and reserves on proxy revenue receivables. The allowance for credit losses takes into account relevant available information including the nature of the collateral, potential future changes in collateral values, and historical credit loss information.

The amount of the allowance for credit losses represents management’s estimate of expected credit losses from off-balance sheet credit exposure over the remaining expected life of credit card receivables originated under an arrangement with Coastal Bank. Coastal Bank is the legal lender and originator, the party to which the customer has a credit-borrower relationship, and the legal owner of the credit card receivables. We are responsible to pay Coastal Bank customer balances that are ultimately charged off or deemed uncollectible, generally when balances become outstanding for over 180 days. Allowance for credit losses takes into account information from internal and external sources and market data, which is estimated based on outstanding customer credit card principal balances owned by Coastal Bank and anticipated future customer payment rates based on past portfolio performance, both of which are unobservable inputs. The measurement of this liability using this method approximates fair value. For additional information, refer to Note 11 - Financing Activities and Off-Balance Sheet Risk to our consolidated financial statements in this Annual Report.

Business Combinations

We allocate the fair value of the purchase price to the tangible assets acquired, liabilities assumed, and intangible assets acquired based on their estimated fair values. The excess of the fair value of the purchase price over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired customer contracts, acquired technology, and trade names, based on expected future growth rates and margins, attrition rates, future changes in technology and royalty for similar brand licenses, useful lives, and discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results might differ from estimates.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in a business combination and is allocated to reporting units expected to benefit from the business combination. We test goodwill for impairment at least annually in the fourth quarter or whenever events or changes in circumstances indicate that goodwill might be impaired. We evaluate our reporting units when changes in our operating structure occur, and if necessary, reassign goodwill using a relative fair value allocation approach. In testing for goodwill impairment, we first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then additional impairment testing is not required. However, if we conclude otherwise, we proceed to a quantitative assessment.

The quantitative assessment compares the estimated fair value of a reporting unit to its book value, including goodwill. If the fair value exceeds book value, goodwill is considered not to be impaired and no additional steps are necessary. However, if the book value of a reporting unit exceeds its fair value, an impairment loss will be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit.

Income Taxes

We make significant judgments and estimates to determine any valuation allowance recorded against deferred tax assets. Deferred tax assets are evaluated for future realization and reduced by a valuation allowance to the extent we believe that they will not be realized. We consider many factors when assessing the likelihood of future realization of our deferred tax assets including, but not limited to, historical cumulative loss experience and expectations of future earnings, tax planning strategies, and the carry-forward periods available for tax reporting purposes. Our judgment regarding future profitability may change due to many factors, including future market conditions and the ability to successfully execute business plans and/or tax planning strategies. Should there be a change in the ability to recover deferred tax assets, our tax provision would increase or decrease in the period in which the assessment is changed.

We recognize a tax benefit from an uncertain tax position when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation, based on the technical merits. Income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized. We account for uncertain tax positions, including net interest and penalties, as a component of income tax expense or benefit. We make adjustments to these uncertain tax positions in accordance with applicable income tax guidance and based on changes in facts and circumstances. To the extent that the final tax outcome of these matters is different from the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made and could have a material impact to our consolidated financial statements and operating results.

Share-based Compensation

Market-Based RSUs

We have granted RSUs that vest upon the satisfaction of all the following conditions: time-based service conditions, performance-based conditions, and market-based conditions. The time-based service condition for these awards is generally satisfied over six years. The performance-based conditions were satisfied upon the occurrence of an IPO. The market-based conditions are satisfied upon our achievement of specified share prices. As of December 31, 2024, SBC expense related to the Market-Based RSUs was fully recognized and as of December 31, 2025, all Market-Based RSUs were fully vested.

For market-based awards, we determined the grant-date fair value utilizing a Monte Carlo valuation model, which incorporates various assumptions including expected stock price volatility, expected term, and risk-free interest rates.

We record SBC expense for market-based equity awards on an accelerated attribution method over the requisite service period, and only if performance-based conditions are considered probable to be satisfied. We determined the requisite service period by comparing the derived service period to achieve the market-based condition and the explicit time-based service period, using the longer of the two service periods as the requisite service period.

Recent Accounting Pronouncements

Refer to Note 2 - Recent Accounting Pronouncements to our consolidated financial statements in this Annual Report.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk generally represents the risk of loss that may result from the potential change in the value of a financial instrument as a result of fluctuations in interest rates and market prices. Information relating to quantitative and qualitative disclosures about these market risks is described below.

Interest Rate Risk

Our exposure to changes in interest rates primarily relates to interest revenue earned on our interest-earning assets that are subject to floating interest rates. Interest revenue is affected by various factors such as the distribution and composition of interest-earning assets and the federal funds rate. We use a net interest sensitivity analysis, which applies hypothetical 50, 100 or 150 basis point increases or decreases in interest rates to the period end balances of our interest-earning assets and liabilities, including interest rate sensitive off-balance sheet amounts related to our Coastal Bank Program Agreement, to evaluate the effect that changes in interest rates might have on total net revenues, net income (loss), and cash flows, prior to any income tax effects, over the next 12 months.

The sensitivity analysis assumes the asset and liability structure of the consolidated balance sheets would not change as a result of simulated changes in interest rates. Additionally, the analysis does not factor in any assumptions on the effect simulated changes in interest rates would have on trading activities across our platforms. For our Cash Sweep program, we earn a net interest spread on Cash Sweep balances based on the interest rate offered by the partner banks less the interest rate given to users, as stated in our program terms. For the vast majority of the Cash Sweep program, we have the ability to manage our net interest spread by adjusting the rate given to users as a result of changes in rates received from partner banks. As such, we do not consider the Cash Sweep balance to be subject to short-term interest rate risk and the sensitivity analysis excludes Cash Sweep balances.

The impact to total net revenues, net income (loss), and cash flows, prior to any income tax effects, as a result of a hypothetical interest rate change at the end of each reporting period would be:

	December 31,	
(in millions)	**2024**	**2025**
50 basis point	$ 94	$ 152
100 basis point	188	304
150 basis point	282	457

The change to total net revenues, net income (loss), and cash flows, prior to any income tax effects, would be the same as total net revenues includes net interest revenue, which captures both the impact of any incremental interest revenue and interest expense, and changes in interest rates do not have a direct impact on operating expenses. The impact related to the change in interest rates is positively correlated, linear, and proportional. The change in the sensitivity analysis from prior year is in line with the change in interest-earning asset balances.

Our investment policy and strategy are focused on the preservation of capital and supporting our liquidity requirements. We invest in highly-rated debt securities that were considered held-to-maturity investments with average duration in the portfolio less than a year and the maximum maturity of two years. To provide a meaningful assessment of the interest rate risk associated with our investment portfolio, we performed a sensitivity analysis to determine the impact a change in interest rates would have on the value of the investment portfolio assuming a 100 basis point parallel shift in the yield curve. Based on investment positions as of December 31, 2025, a hypothetical 100 basis point increase in interest rates across all maturities would not be significant. Any losses would only be realized if we sold the investments prior to maturity.

We also have exposure to changes in interest rates related to our variable-rate credit facilities. Refer to Note 11 - Financing Activities and Off-Balance Sheet Risk to our consolidated financial statements in this Annual Report for further information. However, as there were no outstanding borrowings under our uncommitted revolving credit facilities as of December 31, 2024 and 2025, we had limited financial exposure associated with changes in interest rates as of such dates.

We have established a comprehensive interest rate risk management policy, which formalizes our approach to managing interest rate risk arising in connection with the operation of our businesses. The policy sets forth policies and procedures pursuant to which we will identify interest rate risk exposure, identify and implement appropriate hedging strategies and hedging instruments, and analyze the effectiveness of our hedging strategies. Interest rate instruments will be used for hedging purposes only and not for speculation.

Our measurement of interest rate risk involves assumptions that are inherently uncertain and, as a result, our analysis might not precisely estimate the actual impact of changes in interest rates on net interest revenues. Actual results may differ from simulated results due to balance growth or decline and the timing, magnitude, and frequency of interest rate changes, as well as changes in market conditions and management strategies, including changes in asset and liability mix.

Market-Related Credit Risk

We are indirectly exposed to equity securities risk in connection with securities collateralizing margin receivables, as well as risk related to our securities lending activities. We manage risk on margin and securities-based lending by requiring customers to maintain collateral in compliance with internal and, as applicable, regulatory guidelines. We monitor required margin levels daily and require our customers to deposit additional collateral, or to reduce positions, when necessary. We continuously monitor customer accounts to detect excessive concentration, large orders or positions, and other activities that indicate increased risk to us. We manage risks associated with our securities lending activities by requiring credit approvals for counterparties, by monitoring the market value of securities loaned and collateral values for securities borrowed on a daily basis, by requiring additional cash as collateral for securities loaned or return of collateral for securities borrowed when necessary, and by participating in a risk-sharing program offered through the OCC.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Robinhood Markets, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Robinhood Markets, Inc. (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 18, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Description of the Matter	***Transaction-based revenues*** As discussed in Note 1 and Note 5 to the consolidated financial statements, the Company recognized transaction-based revenues of $2,628 million for the year ended December 31, 2025, of which $2,326 million is comprised of revenues earned from routing user orders to market makers when the performance obligation is satisfied, which is at the point in time when a routed order is executed by the market maker. The Company's transaction-based revenues from routing user orders are earned from various market makers, and involve several inputs from the Company's information technology environment to calculate the revenue recognized. Auditing transaction-based revenues from routing user orders was complex and involved significant audit effort to identify, test, and evaluate the inputs to record transaction-based revenues from routing user orders.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the revenue recognition process for transaction-based revenues from routing user orders. With the involvement of our information technology professionals, we identified and tested the relevant inputs from the information technology environment used to process and record transaction-based revenues earned from routing user orders and tested the relevant information technology general controls over the Company's information technology environment. Our audit procedures included, among others, testing on a sample basis the completeness and accuracy of the underlying data and calculations used to record transaction-based revenues from routing user orders, obtaining external confirmation of revenue recognized and transaction price from market makers, and comparing revenue recognized to cash receipts.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2017.

San Francisco, California

February 18, 2026

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Robinhood Markets, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Robinhood Markets, Inc.'s internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Robinhood Markets, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of TradePMR and Bitstamp, which are included in the 2025 consolidated financial statements of the Company. TradePMR constituted less than one percent of total assets as of December 31, 2025 and less than one percent of consolidated total net revenues for the year then ended. Bitstamp constituted four percent of total assets as of December 31, 2025 and one percent of consolidated total net revenues for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of TradePMR and Bitstamp.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and our report dated February 18, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

San Francisco, California
February 18, 2026

ROBINHOOD MARKETS, INC.
CONSOLIDATED BALANCE SHEETS

	December 31,	
(in millions, except share and per share data)	2024	2025
Assets		
Current assets:		
Cash and cash equivalents	$ 4,332	$ 4,261
Cash, cash equivalents, and securities segregated under federal and other regulations	4,724	5,749
Receivables from brokers, dealers, and clearing organizations	471	426
Receivables from users, net	8,239	17,994
Securities borrowed	3,236	2,408
Deposits with clearing organizations	489	702
User-held fractional shares	2,530	3,782
Held-to-maturity investments	398	—
Deferred customer match incentives	100	185
Other current assets, including current prepaid expenses of $75 as of December 31, 2024 and $127 as of December 31, 2025	584	798
Total current assets	25,103	36,305
Property, software, and equipment, net	139	154
Goodwill	179	385
Intangible assets, net	38	168
Non-current deferred customer match incentives	195	428
Other non-current assets, including non-current prepaid expenses of $17 as of December 31, 2024 and $11 as of December 31, 2025	533	697
Total assets	$ 26,187	$ 38,137
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 397	$ 463
Payables to users	7,448	11,986
Securities loaned	7,463	11,626
Fractional shares repurchase obligation	2,530	3,782
Other current liabilities	266	914
Total current liabilities	18,104	28,771
Other non-current liabilities	111	215
Total liabilities	18,215	28,986
Commitments and contingencies (Note 15)		
Stockholders' equity:		
Preferred stock, $0.0001 par value. 210,000,000 shares authorized, no shares issued and outstanding as of December 31, 2024 and December 31, 2025.	—	—
Class A common stock, $0.0001 par value. 21,000,000,000 shares authorized, 764,903,997 shares issued and outstanding as of December 31, 2024; 21,000,000,000 shares authorized, 790,331,696 shares issued and outstanding as of December 31, 2025.	—	—
Class B common stock, $0.0001 par value. 700,000,000 shares authorized, 119,588,986 shares issued and outstanding as of December 31, 2024; 700,000,000 shares authorized, 110,996,736 shares issued and outstanding as of December 31, 2025.	—	—
Class C common stock, $0.0001 par value. 7,000,000,000 shares authorized, no shares issued and outstanding as of December 31, 2024 and December 31, 2025.	—	—
Additional paid-in capital	12,008	11,284
Accumulated other comprehensive income (loss)	(1)	8
Accumulated deficit	(4,035)	(2,152)
Non-controlling interest	—	11
Total stockholders' equity	7,972	9,151
Total liabilities and stockholders' equity	$ 26,187	$ 38,137

See Accompanying Notes to the Consolidated Financial Statements.

ROBINHOOD MARKETS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions, except share and per share data)	Year Ended December 31, 2023	2024	2025
Revenues:			
Transaction-based revenues	$ 785	$ 1,647	$ 2,628
Net interest revenues	929	1,109	1,514
Other revenues	151	195	331
Total net revenues	1,865	2,951	4,473
Operating expenses:			
Brokerage and transaction	146	164	211
Technology and development	805	818	897
Operations	116	112	130
Provision for credit losses	43	76	114
Marketing	122	272	399
General and administrative	1,169	455	628
Total operating expenses	2,401	1,897	2,379
Other income, net	3	10	14
Income (loss) before income taxes	(533)	1,064	2,108
Provision for (benefit from) income taxes	8	(347)	225
Net income (loss)	$ (541)	$ 1,411	$ 1,883
Net income (loss) attributable to non-controlling interest	—	—	—
Net income (loss) attributable to Robinhood	$ (541)	$ 1,411	$ 1,883
Net income (loss) attributable to Robinhood common stockholders:			
Basic	$ (541)	$ 1,411	$ 1,883
Diluted	$ (541)	$ 1,411	$ 1,883
Net income (loss) per share attributable to Robinhood common stockholders:			
Basic	$ (0.61)	$ 1.60	$ 2.12
Diluted	$ (0.61)	$ 1.56	$ 2.05
Weighted-average shares used to compute net income (loss) per share attributable to Robinhood common stockholders:			
Basic	890,857,659	881,113,156	888,504,958
Diluted	890,857,659	906,171,504	918,781,846

See Accompanying Notes to the Consolidated Financial Statements.

ROBINHOOD MARKETS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Year Ended December 31,		
(in millions)	2023	2024	2025
Net income (loss)	$ (541)	$ 1,411	$ 1,883
Other comprehensive income (loss), net of tax:			
Foreign currency translation	—	(1)	9
Net losses on hedging instruments:			
Net loss on hedging instruments during the period	(4)	—	—
Reclassification adjustment for net losses included in net income	1	3	—
Net gain (loss) on hedging instruments	(3)	3	—
Total other comprehensive income (loss), net of tax	(3)	2	9
Total comprehensive income (loss)	$ (544)	$ 1,413	$ 1,892
Total comprehensive income (loss) attributable to non-controlling interest	—	—	—
Total comprehensive income (loss) attributable to Robinhood	$ (544)	$ 1,413	$ 1,892

See Accompanying Notes to the Consolidated Financial Statements.

ROBINHOOD MARKETS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
(in millions)	2023	2024	2025
Operating activities:			
Net income (loss)	$ (541)	$ 1,411	$ 1,883
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	71	77	86
Provision for credit losses	43	76	114
Deferred income taxes	—	(369)	181
Share-based compensation	871	304	305
Other	8	—	3
Changes in operating assets and liabilities:			
Securities segregated under federal and other regulations	—	(397)	197
Receivables from brokers, dealers, and clearing organizations	(13)	(382)	62
Receivables from users, net	(298)	(4,592)	(9,106)
Securities borrowed	(1,085)	(1,634)	828
Deposits with clearing organizations	(152)	(151)	(213)
Current and non-current prepaid expenses	37	(25)	(28)
Current and non-current deferred customer match incentives	(30)	(265)	(318)
Other current and non-current assets	(18)	(415)	(152)
Accounts payable and accrued expenses	134	(35)	(18)
Payables to users	396	2,351	3,423
Securities loaned	1,713	3,916	4,163
Other current and non-current liabilities	45	(27)	228
Net cash provided by (used in) operating activities	1,181	(157)	1,638
Investing activities:			
Purchases of property, software, and equipment	(2)	(13)	(15)
Capitalization of internally developed software	(19)	(37)	(39)
Consideration transferred for business acquisitions and asset acquisitions	(107)	(134)	(399)
Cash, cash equivalents, and segregated cash acquired in business acquisitions and asset acquisitions	14	125	1,193
Purchases of non-marketable securities	(1)	(1)	(244)
Purchases of held-to-maturity investments	(759)	(556)	—
Proceeds from maturities of held-to-maturity investments	282	658	400
Purchases of credit card receivables by Credit Card Funding Trust	—	(748)	(5,195)
Collections of purchased credit card receivables	—	556	4,440
Other	10	2	—
Net cash provided by (used in) investing activities	(582)	(148)	141
Financing activities:			
Proceeds from exercise of stock options	5	18	16
Proceeds from issuance of common stock under the Employee Share Purchase Plan	14	16	22
Taxes paid related to net share settlement of equity awards	(12)	(244)	(437)
Repurchase of Class A common stock	(608)	(257)	(653)
Draws on credit facilities	20	22	4,752
Repayments on credit facilities	(20)	(22)	(4,752)
Borrowings by the Credit Card Funding Trust	—	132	468
Repayments on borrowings by the Credit Card Funding Trust	—	(1)	—
Change in principal collected from customers due to Coastal Bank	1	6	—
Payments of debt issuance costs	(10)	(15)	(17)
Contributions from noncontrolling interests	—	—	11
Net cash used in financing activities	(610)	(345)	(590)
Effect of foreign exchange rate changes on cash and cash equivalents	—	(1)	9
Net increase (decrease) in cash, cash equivalents, segregated cash, and restricted cash	(11)	(651)	1,198
Cash, cash equivalents, segregated cash, and restricted cash, beginning of the period	9,357	9,346	8,695
Cash, cash equivalents, segregated cash, and restricted cash, end of the period	$ 9,346	$ 8,695	$ 9,893

ROBINHOOD MARKETS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

Reconciliation of cash, cash equivalents, segregated cash, and restricted cash, end of the period:			
Cash and cash equivalents, end of the period	$ 4,835	$ 4,332	$ 4,261
Segregated cash and cash equivalents, end of the period	4,448	4,327	5,549
Restricted cash in other current assets, end of the period	46	18	66
Restricted cash in other non-current assets, end of the period	17	18	17
Cash, cash equivalents, segregated cash and restricted cash, end of the period	$ 9,346	$ 8,695	$ 9,893
Supplemental disclosures:			
Cash paid for interest	$ 12	$ 16	$ 31
Cash paid for income taxes, net of refund received	$ 9	$ 18	$ 95

See Accompanying Notes to the Consolidated Financial Statements.

ROBINHOOD MARKETS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS’ EQUITY

(in millions, except for number of shares)	Common stock[(1)] Shares	Common stock[(1)] Amount	Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total stockholders’ equity
Balance as of December 31, 2022	892,751,571	$ —	$ 11,861	$ —	$ (4,905)	$ 6,956
Net loss	—	—	—	—	(541)	(541)
Issuance of common stock in connection with stock option exercises	2,449,169	—	5	—	—	5
Issuance of common stock in connection with Employee Share Purchase Plan	1,968,081	—	14	—	—	14
Issuance of common stock upon settlement of restricted stock units, net of shares withheld	30,267,312	—	(12)	—	—	(12)
Repurchase and retirement of Class A common stock	(55,273,469)	—	(611)	—	—	(611)
Change in other comprehensive loss	—	—	—	(3)	—	(3)
Share-based compensation	—	—	888	—	—	888
Balance as of December 31, 2023	872,162,664	$ —	$ 12,145	$ (3)	$ (5,446)	$ 6,696

See Accompanying Notes to the Consolidated Financial Statements.

ROBINHOOD MARKETS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in millions, except for number of shares)	Common stock[(1)] Shares	Common stock[(1)] Amount	Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total stockholders' equity
Balance as of December 31, 2023	872,162,664	$ —	$ 12,145	$ (3)	$ (5,446)	$ 6,696
Net income	—	—	—	—	1,411	1,411
Issuance of common stock in connection with stock option exercises	3,954,721	—	18	—	—	18
Issuance of common stock in connection with Employee Share Purchase Plan	2,275,623	—	16	—	—	16
Issuance of common stock upon settlement of restricted stock units, net of shares withheld	15,999,321	—	(244)	—	—	(244)
Issuance of common stock in connection with warrants exercises, net of shares withheld	456,764	—	—	—	—	—
Repurchase and retirement of Class A common stock	(10,356,110)	—	(257)	—	—	(257)
Change in other comprehensive income	—	—	—	2	—	2
Share-based compensation	—	—	330	—	—	330
Balance as of December 31, 2024	884,492,983	$ —	$ 12,008	$ (1)	$ (4,035)	$ 7,972

See Accompanying Notes to the Consolidated Financial Statements.

ROBINHOOD MARKETS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in millions, except for number of shares)	Common stock[1] Shares	Common stock[1] Amount	Additional paid-in capital	Accumulated other comprehensive income (loss)	Accumulated deficit	Non-controlling Interest	Total stockholders' equity
Balance as of December 31, 2024	884,492,983	$ —	$ 12,008	$ (1)	$ (4,035)	$ —	$ 7,972
Net income	—	—	—	—	1,883	—	1,883
Issuance of common stock in connection with stock option exercises	4,206,007	—	16	—	—	—	16
Issuance of common stock in connection with warrants exercises, net of shares withheld	2,816,093	—	—	—	—	—	—
Issuance of common stock in connection with Employee Share Purchase Plan	765,702	—	22	—	—	—	22
Issuance of common stock in connection with business combination	2,049,711	—	—	—	—	—	—
Issuance of common stock upon settlement of restricted stock units, net of shares withheld	19,016,398	—	(437)	—	—	—	(437)
Repurchase and retirement of Class A common stock	(12,018,462)	—	(653)	—	—	—	(653)
Change in other comprehensive income	—	—	—	9	—	—	9
Share-based compensation	—	—	328	—	—	—	328
Capital contributions from a partner	—	—	—	—	—	11	11
Balance as of December 31, 2025	901,328,432	$ —	$ 11,284	$ 8	$ (2,152)	$ 11	$ 9,151

[1] The share amounts listed above combine Class A common stock and Class B common stock.

See Accompanying Notes to the Consolidated Financial Statements.

NOTE 1: DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Robinhood was founded in 2013 and our mission is to democratize finance for all. Our platforms enable customers to buy, sell, and trade equities, options, event contracts, and futures, as well as buy, sell, and transfer cryptocurrencies. We are also responsible for the custody of user-held cryptocurrencies. In addition, we offer credit cards with certain rewards offerings, as well as a cash card and spending account that help our customers in investing, saving, and earning rewards.

We are continuously introducing new products and diversifying our services that further expand access to the financial system. In February 2025, we acquired TradePMR, a custodial and portfolio management platform for RIAs. In March 2025, we launched Robinhood Strategies, a digital investment advisory service that offers tailored, expert-managed, and goal-based portfolios directly within our mobile platform, featuring low and capped fees. In June 2025, we acquired Bitstamp, a globally-scaled cryptocurrency exchange with institutional and retail customers. In September 2025, we launched Robinhood Ventures Fund I, a closed-end fund that aims to offer retail investors exposure to private companies at the frontiers of their respective industries.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with GAAP. The consolidated financial statements include the accounts of RHM and its wholly-owned direct and indirect subsidiaries. All intercompany balances and transactions have been eliminated.

Certain reclassifications have been made to prior year amounts to conform to the current year presentation. The impact of these reclassifications is immaterial to the presentation of the consolidated financial statements taken as a whole and had no impact on previously reported total assets, total liabilities and net income (loss).

Principles of Consolidation

We consolidate entities in which we have a controlling financial interest. We first evaluate whether the entity is a voting interest entity or a VIE. We evaluate our ownership, contractual and other interests in entities to determine if we have a variable interest in an entity. These evaluations are complex, involve judgment, and the use of estimates and assumptions based on available historical and prospective information, among other factors. If we determine that an entity for which we hold a contractual or ownership interest in is a VIE and that we are the primary beneficiary, we consolidate such entity in the consolidated financial statements. The primary beneficiary of a VIE is the party that meets both of the following criteria: (1) has the power to make decisions that most significantly affect the economic performance of the VIE; and (2) has the obligation to absorb losses or the right to receive benefits that in either case could potentially be significant to the VIE. We continuously monitor if any changes in the interest or relationship with the entity may impact the determination of whether we are still the primary beneficiary and require us to revise our previous conclusion. We consolidate a voting interest entity if we can exert control over the financial and operating policies of an investee. Other parties' equity investment are reported as non-controlling interest. In November 2025, we established a joint venture, Rothera, in partnership with SIG. We will consolidate the financial results into our consolidated financial statements due to our ability to exert control over the financial and operating policies of the joint venture.

Use of Estimates

The preparation of consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. We base our estimates on historical experience, and other assumptions we believe to be reasonable under the circumstances. Assumptions and estimates used in preparing our consolidated financial statements include, but are not limited to, those related to revenue recognition, SBC, the determination of allowances for credit losses, investment valuation, capitalization of internally developed software, useful lives of property, software, and equipment, valuation and useful lives of intangible assets, valuation of reporting units in assessing goodwill for impairment, incremental borrowing rate used to calculate operating lease right-of-use assets and related liabilities, impairment of long-lived assets, uncertain tax positions, realizability of deferred tax assets, accrued and contingent liabilities. Actual results could differ from these estimates and could have a material adverse effect on our operating results.

Segment Information

Operating segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the CODM in deciding how to allocate resources and assess performance. Our CODM is our CEO and President, Vladimir Tenev. We operate and report financial information in one operating segment. This is because our CODM utilizes consolidated net income (loss) and company-wide key performance metrics (as defined in Part II, Item 7 of this Annual Report, “Key Performance Metrics”) to allocate resources and determine performance. The measure of segment assets is not regularly presented to the CODM. Consolidated net income (loss) is also used by the CODM to monitor budgeted versus actual results. The monitoring of budgeted versus actual results is used by the CODM to assess performance of the business and in establishing company-wide’s objectives and key results. Substantially all of our revenues and assets are attributed to or located in the United States. Significant segment expenses required to be disclosed as part of the segment disclosure of a single segment entity under ASC 280 are presented throughout the consolidated financial statements including the consolidated statements of operations, consolidated statements of cash flows, and Note 5 - Revenues.

We are organized in a GM structure under which GMs have broad responsibility for our individual businesses. We have processes that enable us to produce sufficiently precise and timely business level financial information. GM level financial information is not currently shared with and used by the CODM to allocate resources and determine performance, and there are no plans to do so in the near future.

Revenue Recognition

Transaction-Based Revenues

We primarily earn transaction-based revenues from routing user orders for options, cryptocurrencies, and equities to market makers when the performance obligation is satisfied, which is at the point in time when a routed order is executed by the market maker.

Acting as the agent of the user, we facilitate the purchase and sale of options, cryptocurrencies, and equities through our platforms. Options, cryptocurrencies, and equities transactions are primarily routed through market makers, who are responsible for trade execution. Upon execution of a trade, users are legally required to purchase options, cryptocurrencies, or equities for cash from the transaction counterparty or to sell options, cryptocurrencies, or equities for cash to the transaction counterparty, depending on the transaction. We facilitate and confirm trades only when there are binding, matched legal obligations from the user and the market maker on both sides of the trade.

The transaction price for options is on a per contract basis, while for equities it is primarily based on the bid-ask spread of the underlying trading activity. For cryptocurrencies, the transaction price is a fixed percentage of the notional order value. For each trade type, all market makers pay the same transaction price. Payments are collected monthly in arrears from each market maker.

We also earn transaction-based revenues from commissions. Acting as an agent, we facilitate purchases and sales of event contracts and futures on behalf of users. Commissions are recognized on a trade-date basis as this is when the performance obligation is satisfied.

Net Interest Revenues

Net interest revenues consist of interest revenues less interest expenses. We earn interest revenues on margin loans to users, segregated cash, cash equivalents, and securities, deposits with clearing organizations, corporate cash and investments, Cash Sweep, and carried customer credit card balances. We also earn and incur interest revenues and expenses on securities lending transactions. We incur interest expenses in connection with our revolving credit facilities and borrowings by the Credit Card Funding Trust.

Other Revenues

Other revenues primarily consist of Robinhood Gold subscription fees, which is a flat recurring rate. Subscription revenue is recognized ratably over the subscription period as the performance obligation is satisfied. Other revenues also consist of proxy revenues, selling concession revenues, advertising revenues and ACATS fees charged to users. We earn proxy revenue directly from issuers through Say Technologies, a wholly-owned subsidiary. Proxy services are made up of two performance obligations, (i) distribution of proxy materials to shareholders and (ii) collection, tallying, and reporting of shareholder response during a voting event. Revenue is recognized at a point in time upon satisfaction of these performance obligations.

Selling concession revenue, generated from IPO activities, is recognized at a point in time when our performance obligation related to the distribution activity is satisfied. Advertising revenue, generated from sales of advertising services on Sherwood Media is recognized as advertisements are delivered. ACATS fees are charged to users for facilitating the transfer of part or all of their accounts to another broker-dealer. We recognize revenue when our performance obligation of administering the transfer is satisfied.

Robinhood Match Incentives

We offer a match incentive on customers’ eligible contributions to their retirement accounts and, from time to time, an incentive on other transfers of assets to our platform. The match on retirement contributions and asset transfers are paid upfront and are subject to forfeiture if the recipient does not hold the contributed funds or transferred assets in their account for a specified period of time. These incentives are deferred and recognized over the specified holding period.

For a limited time during 2024, we provided a match on eligible cash deposits made by Robinhood Gold subscribers. Matches on these cash deposits are paid out on a monthly basis ratably over the specified earning period. Future match payments are forfeited if deposits are not held on the platform over the specified earning period.

All match incentives are recognized as a reduction to revenue when earned. The matches are allocated to certain revenue categories on a proportional basis. For the years ended December 31, 2024, and 2025, no impairments of the deferred customer match incentive were recognized.

Concentrations of Revenue and Credit Risk

Concentrations of Revenue

We derived transaction-based revenues from individual market makers and exchanges in excess of 10% of total net revenues, as follows:

	Year Ended December 31,		
	2023	2024	2025
Market makers:			
Citadel Securities, LLC	12 %	12 %	13 %
Wintermute Trading Ltd	2 %	10 %	6 %
All others individually less than 10%	26 %	34 %	36 %
Total as percentage of total net revenues	40 %	56 %	55 %

Concentrations of Credit Risk

We are engaged in various trading and brokerage activities in which the counterparties primarily include broker-dealers, banks, cryptocurrency market makers, and other financial institutions. In the event our counterparties do not fulfill their obligations, we may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty. Default of a counterparty in equities and options trades, which are facilitated through clearinghouses, would generally be spread among the clearinghouse's members rather than falling entirely on us. It is our policy to review, as necessary, the credit standing of each counterparty.

Operating Expenses

Brokerage and Transaction

Brokerage and transaction costs primarily consist of compensation and employee benefits, as well as allocated overhead for employees engaged in clearing and brokerage functions, market data expenses, expenses related to our instant withdrawals feature, and other brokerage and transaction costs such as costs related to our Cash Sweep and securities lending programs, customer statement-related costs, regulatory fees and fees paid to centralized clearinghouses. A large portion of our brokerage and transaction costs are variable and tied to trading and transaction volumes on our platforms.

Technology and Development

Technology and development costs primarily consist of costs related to compensation and benefits, for engineering, data science, and design personnel, as well as allocated overhead, costs incurred to support and improve our platforms and develop new products, and costs associated with computer hardware and software, including amortization of internally developed software.

Operations

Operations costs consist of customer service related expenses, including compensation and employee benefits, as well as allocated overhead for employees engaged in customer support, and costs incurred to support and improve customer experience (such as third-party customer service vendors).

Provision for Credit Losses

The provision for credit losses consists of expected credit losses related to credit card and brokerage products. For credit card related, we have two types of provision for credit losses: i) one related to off-balance sheet credit card principal receivables, and ii) one related to on-balance sheet purchased credit card and interest receivables. Brokerage-related provision for credit losses primarily relates to unsecured balances of receivables from users due to Fraudulent Deposit Transactions and losses on margin lending.

Marketing

Marketing costs primarily consist of paid marketing channels such as digital marketing and brand marketing, as well as compensation and employee benefits, and allocated overhead for employees engaged in the marketing function and other marketing costs such as costs related to our keynote events. Advertising costs are expensed as incurred and were $74 million, $179 million, and $274 million in the years ended December 31, 2023, 2024, and 2025.

General and Administrative

General and administrative costs primarily consist of compensation and employee benefits, as well as allocated overhead for certain executives and employees engaged in legal, finance, human resources, risk, and compliance. General and administrative costs also include legal expenses, other professional fees, as well as other general and administrative costs such as costs related to business insurance, and real estate charges including impairments on our operating leases and leasehold improvements, lease terminations, and settlements and penalties. For the year ended December 31, 2023, general and administrative costs included a $485 million SBC charge related to the 2021 Founders Award Cancellation.

Employee Retirement Benefits

We offer a defined contribution 401(k) plan to full-time employees. Employees may elect to contribute to a traditional 401(k) plan, which qualifies as a deferred compensation arrangement under Section 401 of the Code. In this case, participating employees defer a portion of their pre-tax earnings. Employees may also contribute to a Roth 401(k) plan using post-tax dollars. We match employee contributions up to 3%, and have incurred $12 million, $12 million, and $17 million of expense related to matching for the years ended December 31, 2023, 2024, and 2025.

Research and Development Costs

Research and development costs described in ASC 730, Research and Development, are expensed as incurred. Our research and development costs consist primarily of employee compensation and benefits for our engineering and research teams, including SBC. Research and development costs recorded in operating expenses under ASC 730 were $349 million, $323 million, and $355 million for the years ended December 31, 2023, 2024, and 2025.

Share-based Compensation

Common Stock Fair Value

The fair value of our common stock is determined on the grant date using the closing price of our common stock, which is traded on the Nasdaq Global Select Market.

Stock Options

We have granted stock options and we estimate the fair value of stock options granted to employees using the Black-Scholes option-pricing model. The fair value of stock options is recognized as compensation on a straight-line basis over the requisite service period. Forfeitures are accounted for when they occur. No options were granted during 2023, 2024, and 2025.

Time-Based RSUs

We have granted Time-Based RSUs and record SBC expense on a straight-line basis over the requisite service period, which is generally satisfied over one, two or four years. We have elected to account for forfeitures as they occur, with previously recognized SBC reversed in the period that the awards are forfeited.

Market-Based RSUs

We have granted RSUs that vest upon the satisfaction of all the following conditions: time-based service conditions, performance-based conditions, and market-based conditions. The time-based service condition for these awards is generally satisfied over six years. The performance-based conditions were satisfied upon the occurrence of an IPO. The market-based conditions are satisfied upon our achievement of specified share prices. As of December 31, 2024, SBC expense related to the Market-Based RSUs was fully recognized and as of December 31, 2025, all Market-Based RSUs were fully vested.

For market-based awards, we determined the grant-date fair value utilizing a Monte Carlo valuation model, which incorporates various assumptions including expected stock price volatility, expected term, and risk-free interest rates.

We recorded SBC expense for market-based equity awards on an accelerated attribution method over the requisite service period, and only if performance-based conditions are considered probable to be satisfied. We determined the requisite service period by comparing the derived service period to achieve the market-based condition and the explicit time-based service period, using the longer of the two service periods as the requisite service period.

SBC Expense

SBC expense is part of employee compensation, benefits, and overhead in each of the expense financial statement line items in the consolidated statements of operations except for provision for credit losses.

Net Income (Loss) per Share

We present net income (loss) per share using the two-class method required for multiple classes of common stock. The rights, including the liquidation and dividend rights, of the holders of Class A common stock and Class B common stock are identical, except with respect to voting. As the liquidation and dividend rights are identical for Class A common stock and Class B common stock, the undistributed earnings are allocated on a proportionate basis and the resulting income (loss) per share will, therefore, be the same for both Class A common stock and Class B common stock on an individual or combined basis.

Basic earnings per share is computed by dividing net income (loss) available to our common stockholders, adjusted to exclude earnings allocated to participating securities, by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is computed on the basis of the weighted-average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period. The computation of the diluted earnings per share of Class A common stock assumes the conversion of our Class B common stock to Class A common stock, while the diluted EPS of Class B common stock does not assume the conversion of those shares to Class A common stock.

Cash and Cash Equivalents

Cash and cash equivalents include deposits with banks and money market funds or highly liquid financial instruments with maturities of three months or less at the time of purchase. We maintain cash in bank accounts at financial institutions that exceed federally insured limits. We also maintain cash in money market funds which are not FDIC insured. We are subject to credit risk to the extent any financial institution with which we conduct business is unable to fulfill contractual obligations on our behalf. As we have not experienced any material losses in such accounts and we believe that we have placed our cash on deposit with financial institutions which are financially stable, we do not have an expectation of credit losses for these arrangements.

Cash, Cash Equivalents, and Securities Segregated Under Federal and Other Regulations

We are required to segregate cash, cash equivalents, and securities for the exclusive benefit of customers and proprietary accounts of brokers in accordance with the provision of Rule 15c3-3 under the Exchange Act. We continually review the credit quality of our counterparties and have not experienced a default. As a result, we do not have an expectation of credit losses for these arrangements. Segregated cash also includes certain customer funds for which we are an agent and custodian on behalf of our customers that are reflected on our consolidated balance sheets, and for which we follow statutory requirements to keep these funds segregated.

Restricted Cash

We are required to maintain restricted cash deposits to back letters of credit for certain property leases. We have no ability to draw on such funds as long as they remain restricted under the applicable agreements. Restricted cash also includes customers’ credit card payments that we collect on behalf of other financial institutions that are pending remittance. Cash subject to restrictions that expire within one year is included in other current assets in our consolidated balance sheets. For the years ended December 31, 2024 and 2025, current restricted cash balances included in other current assets in our consolidated balance sheets were $18 million and $66 million. Cash subject to restrictions that exceed one year is included in other non-current assets in our consolidated balance sheets. For the years ended December 31, 2024 and 2025, non-current restricted cash balances were $18 million and $17 million.

Securities Borrowing and Lending

We operate a securities lending program under which shares that users have pledged to us to collateralize their margin borrowing are lent by us to third parties and a Fully-Paid Securities Lending program under which we borrow fully-paid shares from participating users and lend them to third parties. We also borrow securities from third parties for operational purposes or to facilitate user short sales, and we lend securities to third parties and users that we hold for our own account (such as our holdings to support fractional share and user short sales operations).

When we lend securities to third parties and users, the borrower provides cash as collateral. We earn interest revenue on cash collateral deposited by borrowers, and we can also earn additional revenue for lending certain securities based on demand for those securities. For our Fully-Paid Securities Lending, portions of such revenues are paid to participating users, and those payments are recorded as interest expense.

When we borrow securities from users participating in the Fully-Paid Securities Lending program or from third parties, we provide cash as collateral and we record a receivable representing our right to the return of that collateral. The amount of that receivable is presented in “securities borrowed” on our consolidated balance sheets. In the case of our Fully-Paid Securities Lending program, the cash collateral is held by a third-party bank in a deposit account pledged to the user, which we administer as the user’s agent. Users are not entitled to interest on such account, and any interest earned is for our benefit.

Our authorization from users to lend shares that collateralize their margin borrowing is found in our margin account agreement, our borrowing of fully-paid shares from users is conducted under the terms of our Fully-Paid Securities Lending program to which users consent when they enroll in that program, and substantially all of our securities lending and borrowing transactions with third parties are conducted under terms based on an industry-standard MSLA, which has an open contractual term and may be terminated upon notice by either party. We have also entered into fixed-term securities lending agreements with two financial institution counterparties (the “Fixed-Term Securities Lending Agreements”). One of these agreements has a contractual term of 30 days per lending transaction with a daily minimum commitment of $25 million and the other has a contractual term of 21 days per lending transaction with a daily minimum commitment of $35 million. Under these two agreements we lend to the counterparties (for a fixed term) securities that collateralize users’ margin borrowing, and we obtain cash collateral from the counterparties that we use to provide liquidity support for our margin lending to users.

Each of the MSLAs and Fixed-Term Securities Lending Agreements establishes a master netting arrangement between the lender and the borrower. A master netting arrangement is an agreement between two counterparties that creates a right of set-off for amounts due to and from that same counterparty that is enforceable in the event of a default or bankruptcy. In connection with our securities borrowing and lending activities, however, our policy is to recognize all amounts that are subject to master netting arrangements on a gross basis in our consolidated balance sheets even though some of those amounts may be eligible for offset (i.e., to be presented on a net basis) under GAAP.

Cash Sweep

Our users may elect to participate in Cash Sweep, which allows them to earn interest on their uninvested brokerage cash. These balances are automatically swept to our partner banks, and are not reflected on the consolidated balance sheet.

Cryptocurrencies

We act as an agent in the cryptocurrency transactions that users initiate on our platforms. We have determined we are an agent, for accounting purposes, because we do not control the cryptocurrency before delivery to the user, we are not primarily responsible for the delivery of cryptocurrency to our users, we are not exposed to risks arising from fluctuations of the market price of cryptocurrency before delivery to the user, and we do not set the prices charged to users. After purchasing cryptocurrency on the platform, users are the legal owners of cryptocurrency held under custody by us and users have all the rights and benefits of ownership, including the rights to appreciation and depreciation of the cryptocurrency. We do not allow users to purchase cryptocurrency on margin and cryptocurrency does not serve as collateral for margin loans. As a result, user-held cryptocurrencies are not presented on our consolidated balance sheets. We hold cryptocurrency in custody for users in one or more omnibus cryptocurrency wallets. With the exception of Bitstamp, we do not utilize third-party custodians for settled cryptocurrencies. We hold cryptographic key information and maintain internal record keeping for the cryptocurrencies we hold in custody for users, and we are obligated to secure such assets from loss or theft. Based on the terms of our user agreement, the structure of our crypto offerings, and applicable law, and, although we have not obtained a formal legal opinion on this matter, after consultation with internal and external legal counsel, we believe the cryptocurrency we hold in custody for users of our platforms should be respected as users' property (and should not be available to satisfy the claims of our general creditors) in the event we were to enter bankruptcy. For additional information relating to platform bankruptcy generally, see Part I, Item 1A of this Annual Report, "Risk Factors—Risks Related to Cryptocurrency Products and Services—Cryptocurrency laws, regulations, and accounting standards are often difficult to interpret and are rapidly evolving in ways that are difficult to predict. Changes in these laws and regulations, or our failure to comply with them, could negatively impact cryptocurrency trading on our platform."

Investments

We invest in marketable debt securities and determine the classification at the time of purchase.

Available-for-sale investments are recorded at fair value. We have elected the fair value option for our available-for-sale investments as we believe carrying these investments at fair value and taking changes in fair value through earnings best reflects their underlying economics. Fair value adjustments are presented in other (income) expense, net and interest earned on the debt securities as net interest revenues in our consolidated statements of operations.

Held-to-maturity investments are securities that we have both the ability and positive intent to hold until maturity and are recorded at amortized cost. Interest income is calculated using the effective interest method, adjusted for deferred fees or costs, premium, or discount existing at the date of purchase. Interest earned is included in net interest revenues in our consolidated statements of operations. We evaluate held-to-maturity investment for credit losses on a quarterly basis. We do not expect credit losses for our held-to-maturity investments that are obligations of states and political subdivisions and securities issued by U.S. government sponsored agencies. We monitor remaining securities by type and standard credit rating.

Fair Value of Financial Instruments

We apply fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, we may use various valuation approaches, including market, income and/or cost approaches. The fair value hierarchy requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Fair value is a market-based measure considered from the perspective of a market participant. Accordingly, even when market assumptions are not readily available, our own assumptions reflect those that market participants would use in pricing the asset or liability at the measurement date. The fair value measurement accounting guidance describes the following three levels used to classify fair value measurements:

Level 1 Inputs: unadjusted quoted prices in active markets for identical assets or liabilities that are accessible by us

Level 2 Inputs: quoted prices for similar assets and liabilities in an active market, quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly

Level 3 Inputs: unobservable inputs that are significant to the fair value of the assets or liabilities

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The carrying amounts of certain financial instruments approximate their fair value due to the short-term nature, which include cash and cash equivalents, cash segregated under federal and other regulations, receivables from brokers, dealers, and clearing organizations, receivables from users, net, deposits with clearing organizations, other current assets, accounts payable and accrued expenses, payable to users, securities loaned, and other current liabilities.

Credit Card Program

The Robinhood Credit Card program is funded under the Program Agreement between Robinhood Credit and Coastal Bank, where Coastal Bank is the legal lender and originator, the party to which the customer has a creditor-borrower relationship, and the legal owner of the receivables. Robinhood Credit is responsible for administering the credit card program on a mobile app, including, (i) setting customer credit limits within Coastal Bank's underwriting standards, (ii) loan servicing, (iii) remitting collected principal from customers to Coastal Bank, and (iv) offering and maintaining the customer rewards program. Coastal Bank is responsible for (i) funding the customer credit, (ii) reporting customer credit activities, and (iii) holding customer receivables.

Under the Program Agreement, Robinhood Credit collects interest from customers that carry a balance and pays interest on the amount funded by Coastal Bank, with the difference between those amounts resulting in net interest revenue. The interest collections and payments are indexed to the Federal Funds Rate and are settled monthly based on a notional of the outstanding principal balances at period end which are revolving with no fixed term. In addition, Robinhood Credit earns revenue from interchange fees from each credit card transaction. Robinhood Credit recognizes interchange revenue net of rewards paid to customers.

Under the terms of the Program Agreement, Robinhood Credit has the ability to purchase credit card receivables originated and held for a period of time by Coastal Bank. Prior to the purchase of the credit card receivables, the customer balances are off-balance sheet. Once purchased, the customer balances are shown on-balance sheet. Robinhood Credit continues to earn interest from customers and uses these purchased credit card receivables as collateral under a trust structure to access debt financing in the ordinary course of business. To help facilitate these transactions, we created a variable interest entity known as the Credit Card Funding Trust.

We have credit exposure related to outstanding principal balances of customer credit cards whether they are owned by Coastal Bank or the Credit Card Funding Trust. We guarantee payment to Coastal Bank in the event Coastal experiences a loss due to a failure by the customer to pay. Robinhood Credit is responsible to pay Coastal Bank customer balances that are ultimately charged off or deemed uncollectible, generally when balances become outstanding for over 180 days.

Robinhood Credit estimates the related allowance for credit card loss based on outstanding customer credit card principal balances and anticipated future customer payment rates based on past portfolio performance, both of which are unobservable inputs. The measurement of this allowance using this method approximates fair value.

Receivables From Brokers, Dealers, and Clearing Organizations

Receivables from brokers, dealers, and clearing organizations include receivables from market makers for routing user orders for execution and other receivables from third-party brokers. These receivables are short term and settle within 30 days. We continually review the credit quality of our counterparties and have not experienced a default. As a result, we do not have an expectation of credit losses for these arrangements.

Receivables From Users, Net

Receivables from users, net are primarily made up of margin receivables. Margin receivables are adequately collateralized by users' securities balances and are reported at their outstanding principal balance, net of an allowance for credit losses. We monitor margin levels and require users to deposit additional collateral, or reduce margin positions, to meet minimum collateral requirements and to avoid automatic liquidation of their positions.

We apply the practical expedient based on collateral maintenance provisions in estimating an allowance for credit losses for receivables from users. We have no expectation of credit losses for receivables from users that are fully secured, where the fair value of the collateral securing the balance is equal to or in excess of the receivable amount. This is based on our assessment of the nature of the collateral, potential future changes in collateral values, and historical credit loss information relating to fully secured receivables. In cases where the fair value of the collateral is less than the outstanding receivable balance from a user, we recognize an allowance for credit losses in the amount of the difference, or unsecured balance, immediately.

We write-off unsecured balances when the balance becomes outstanding for over 180 days or when we otherwise deem the balance to be uncollectible.

Receivables from users, net also consists of credit card receivables purchased from Coastal Bank. From time to time, purchased credit card receivables may be considered pledged under secured borrowings with Coastal Bank. As of December 31, 2024 and 2025, none of the balance of the purchased credit card receivables was considered pledged. We record an allowance for credit losses related to purchased credit card principal balances receivable and credit card interest receivable from customers, shown as a reduction of receivables from users, net on the consolidated balance sheet. This represents management's estimate of expected credit losses from credit exposure over the remaining expected life of credit card receivables, and takes into account information from internal and external sources, including historical collection data, charge off trends by FICO cohort, and market data. We write-off balances outstanding over 180 days or when we otherwise deem the balance to be uncollectible. The accrual of interest revenue is suspended for aged credit card receivables past 90 days. Interest payments on such non-accrual receivables are recorded as interest revenue on a cash basis. Once the balance is satisfied and brought current, the receivable returns to accrual status.

Deposits With Clearing Organizations

We are required to maintain collateral deposits with clearing organizations such as Depository Trust & Clearing Corporation and Options Clearing Corporation which allow us to use their security transactions services for trade comparison, clearance, and settlement. The clearing organizations establish financial requirements, including deposit requirements, to reduce their risk. The required level of deposits may fluctuate significantly from time to time based upon the nature, size of users' trading activity, and market volatility. As we have not experienced historic defaults, we do not have an expectation of credit losses for these arrangements.

Fractional Share Program

We operate our fractional share program for the benefit of our users and maintain an inventory of securities held exclusively for the fractional share program. This proprietary inventory is recorded within other current assets on our consolidated balance sheets.

When a user purchases a fractional share, we record the cash received for the user-held fractional share as pledged collateral and an offsetting liability to repurchase the shares as we concluded that we did not meet the criteria for derecognition under the accounting guidance. We measure our inventory of securities, user-held fractional shares and our repurchase obligation at fair value at each reporting period via the election of the fair value option, with realized and unrealized gains and losses recorded in brokerage and transaction expenses in our consolidated statement of operations. We do not earn revenue from our users when they purchase or sell fractional shares from us. We earn transaction-based revenue when shares are purchased from or routed to market makers to fulfill fractional share transactions.

Other Current Assets

Other current assets include stablecoin assets owned by us that are considered financial assets, restricted cash subject to restrictions that expire within one year, other receivables, deferred costs of Robinhood Match Incentive Program (defined below), interest and dividends receivable, and securities owned by us used for the fractional share program.

Property, Software, and Equipment

Property, software, and equipment are stated at cost, net of accumulated depreciation and amortization. Depreciation and amortization is recorded on a straight-line basis over the useful life of the asset, which is as follows:

Computer equipment	3 years
Fixture and furniture	7 years
Leasehold improvements	Shorter of estimated useful life or lease term
Internally developed software	3 years

Repairs and maintenance that do not enhance or extend the asset’s function and/or useful life are charged to expenses as incurred. When items are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gains or losses arising from such transactions are recognized.

Internally developed software is capitalized when preliminary development efforts are successfully completed and it is probable that the project will be completed and the software will be used as intended. Capitalized costs consist of SBC, salaries, and payroll related costs for employees, and fees paid to third-party consultants who are directly involved in development efforts. Capitalized costs are amortized over the estimated useful life of the software on a straight-line basis and included in technology and development in the consolidated statements of operations. We expense software development costs as they are incurred during the preliminary project stage.

Non-Marketable Equity Securities

We hold two categories of non-marketable equity securities: (i) corporate-held non-marketable equity securities and (ii) Robinhood Ventures Fund I held non-marketable equity investments.

Corporate-held non-marketable equity securities do not have readily determinable fair values and are initially recorded at cost and are subsequently adjusted for impairments and for observable price changes in orderly transactions for the same or a similar security of the same issuer. These securities are included in other non-current assets on the consolidated balance sheets. The related balances were not material for the periods presented.

Robinhood Ventures Fund I held non-marketable equity investments are measured at estimated fair value upon initial recognition and are subsequently remeasured at fair value as of each reporting date. These investments are classified within Level 3 of the fair value hierarchy due to the use of significant unobservable inputs in determining fair value. These securities are included in other non-current assets on the consolidated balance sheets.

Leases

We elected to apply the short-term lease measurement and recognition practical expedient to our leases where applicable, thus leases with an initial term of 12 months or less are not recorded on the balance sheet; we recognize lease expense for these leases on a straight-line basis over the lease term.

Operating lease right-of-use assets and operating lease liabilities are recognized at the present value of the future lease payments at the lease commencement date for each lease. The interest rate used to determine the present value of the future lease payments is our incremental borrowing rate because the interest rate implicit in most of our leases is not readily determinable. Our incremental borrowing rate is estimated to approximate the interest rate that we would pay to borrow on a collateralized basis with similar terms and payments as the lease. Operating lease right-of-use assets also include any prepaid lease payments and lease incentives. Our lease agreements generally contain lease and non-lease components. Non-lease components, which primarily include payments for maintenance and utilities, are combined with lease payments and accounted for as a single lease component. We include the fixed non-lease components in the determination of the right-of-use assets and operating lease liabilities. We record the amortization of the right-of-use asset and the accretion of lease liability as rent expense and allocate it as overhead in the consolidated statements of operations.

Business Combinations and Asset Acquisitions

We account for acquisitions of entities or asset groups that qualify as businesses using the acquisition method of accounting. The purchase price of the acquisition is allocated to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the acquisition date. The excess of the purchase price over those fair values is recorded as goodwill. During the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded in the consolidated statements of operations.

Acquisitions that do not meet the definition of a business are accounted for as asset acquisitions. We allocate the cost of the acquisition, including direct and incremental transaction costs, to the individual assets acquired and liabilities assumed on a relative fair value basis. Goodwill is not recognized in an asset acquisition.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in a business combination and is allocated to reporting units expected to benefit from the business combination. We test goodwill for impairment at least annually in the fourth quarter or whenever events or changes in circumstances indicate that goodwill might be impaired. We evaluate our reporting units when changes in our operating structure occur, and if necessary, reassign goodwill using a relative fair value allocation approach. In testing for goodwill impairment, we first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then additional impairment testing is not required. However, if we conclude otherwise, we proceed to a quantitative assessment.

The quantitative assessment compares the estimated fair value of a reporting unit to its book value, including goodwill. If the fair value exceeds book value, goodwill is considered not to be impaired and no additional steps are necessary. However, if the book value of a reporting unit exceeds its fair value, an impairment loss will be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit.

Intangible Assets, Net

Intangible assets are carried at cost and amortized on a straight-line basis over their estimated useful lives. We evaluate the remaining estimated useful life of its intangible assets being amortized on an ongoing basis to determine whether events and circumstances warrant a revision to the remaining period of amortization.

Impairment of Long-lived Assets

We evaluate the recoverability of long-lived assets, including property, software, and equipment, leases, and finite-lived intangible assets whenever events or circumstances indicate that the carrying amounts of such assets may not be recoverable compared to the undiscounted future net cash flows the assets are expected to generate. The impairment test is performed at the asset group level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. When the test results indicate that the carrying amount of long-lived assets is not recoverable, the carrying amount of such assets is reduced to fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values, and third–party independent appraisals, as considered necessary.

Payables to Users

Payables to users represent users' funds on deposit, and/or funds accruing to users as a result of settled trades and other security related transactions.

Loss Contingencies

We are subject to claims and lawsuits in the ordinary course of business, including arbitration, class actions and other litigation, some of which include claims for substantial or unspecified damages. We are also the subject of inquiries, investigations, and proceedings by regulatory and other governmental agencies. We review our lawsuits, regulatory inquiries and other legal proceedings on an ongoing basis and provide disclosures and record loss contingencies in accordance with the loss contingencies accounting guidance. We establish an accrual for losses at management's best estimate when we assess that it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. If the reasonable estimate is a range and no amount within that range is considered a better estimate than any other amount, an accrual is recorded based on the bottom amount of the range. Accrual for loss contingencies are recorded in accounts payable and accrued expenses on the consolidated balance sheets and expensed in general and administrative expenses in our consolidated statements of operations. We monitor these matters for developments that would affect the likelihood of a loss and the accrued amount, if any, and adjust the amount as appropriate.

Income Taxes

Income tax expense is an estimate of current income taxes payable in the current fiscal year based on reported income before income taxes. Deferred income taxes reflect the effect of temporary differences and carryforwards that we recognize for financial reporting and income tax purposes at enacted tax rates expected to be in effect when taxes are actually paid or recovered.

We account for income taxes under the asset and liability method, which requires recognition of deferred income tax assets and liabilities for the expected future tax consequences of events that have been recognized in our consolidated financial statements, but have not been reflected in our taxable income. Deferred tax assets are evaluated for future realization and reduced by a valuation allowance to the extent we believe that they will not be realized. We consider many factors when assessing the likelihood of future realization of our deferred tax assets including, but not limited to, historical cumulative loss experience and expectations of future earnings, tax planning strategies, and the carry-forward periods available for tax reporting purposes. Our judgment regarding future profitability may change due to many factors, including future market conditions and the ability to successfully execute business plans and/or tax planning strategies. Should there be a change in the ability to recover deferred tax assets, our tax provision would increase or decrease in the period in which the assessment is changed.

We recognize a tax benefit from an uncertain tax position when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation, based on the technical merits. Income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized. We account for uncertain tax positions, including net interest and penalties, as a component of income tax expense or benefit. We make adjustments to these uncertain tax positions in accordance with applicable income tax guidance and based on changes in facts and circumstances. To the extent that the final tax outcome of these matters is different from the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made and could have a material impact to our consolidated financial statements and operating results.

Related Parties

We have defined related parties as members of our board of directors, executive officers, principal owners of our outstanding stock, and any immediate family members of each such related party, as well as any other person or entity with significant influence over our management or operations and any other affiliates. Related party transactions may include any transaction between entities under common control or with a related party.

NOTE 2: RECENT ACCOUNTING PRONOUNCEMENTS

Recently Adopted Accounting Pronouncements

In December 2023, the FASB issued Accounting Standards Update 2023-09, “Income taxes (Topic 740): Improvements to Income Taxes Disclosures.” This guidance requires annual disclosure of specific categories in the rate reconciliation and provides additional information for reconciling items that meet a quantitative threshold. The guidance is effective for annual periods beginning after December 15, 2024. We adopted this guidance effective January 1, 2025 on a prospective basis. The adoption of this guidance did not have a material impact on our consolidated financial statements and related disclosures.

Recently Issued Accounting Pronouncements Not Yet Adopted

In October 2023, the FASB issued Accounting Standards Update 2023-06, “Disclosure Improvements: Codification Amendments in Response to the SEC’s Disclosure Update and Simplification Initiative.” The amendments will impact various disclosure areas, including the statement of cash flows, accounting changes and error corrections, earnings per share, debt, equity, derivatives, and transfers of financial assets. The amendments in this guidance will be effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC, and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited. We are currently evaluating the impacts of the amendments on our consolidated financial statements.

In March 2024, the SEC adopted final rules under SEC Release No. 34-99678 and No. 33-11275, “The Enhancement and Standardization of Climate-Related Disclosures for Investors” (the “Final Rules”), which requires registrants to provide certain climate-related information in their registration statements and annual reports. The Final Rules require, among other things, disclosure in the notes to the audited financial statements of the effects of severe weather events and other natural conditions, subject to certain thresholds, as well as amounts related to carbon offsets and renewable energy credits or certificates in certain circumstances. The disclosure requirements of the Final Rules were to begin phasing in for annual periods beginning in fiscal year 2025. In April 2024, the SEC stayed the effectiveness of the Final Rules and in March 2025 the SEC voted to end its defense of the climate disclosure rules. We continue to monitor the status of the Final Rules and evaluate the potential impact of the Final Rules.

In November 2024, the FASB issued Accounting Standards Update 2024-03, “Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40).” This guidance requires additional disclosures about certain amounts included in the expense captions presented on the statement of operations as well as disclosures about selling expenses. The guidance is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The guidance can either be applied prospectively or retrospectively. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements and related disclosures.

In September 2025, the FASB issued Accounting Standards Update 2025-06, “Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software.” This guidance simplifies the capitalization guidance for internal-use software costs by removing all references to prescriptive and sequential software development stages under Subtopic 350-40. This guidance is effective for annual reporting periods beginning after December 15, 2027 and interim reporting periods within those annual reporting periods. Early adoption is permitted. The guidance can be applied prospectively, retrospectively or under a modified transition approach. We are currently evaluating the impacts of the amendments on our consolidated financial statements.

NOTE 3: BUSINESS COMBINATIONS

Acquisition of TradePMR

On February 26, 2025, we acquired all of the outstanding equity of TradePMR, a custodial and portfolio management platform for RIAs. The acquisition of TradePMR allows us to deliver investment advisory capabilities to customers by bringing in a scaled RIA custodial and portfolio management platform that connects financial advisors to a new generation of investors.

The acquisition date fair value of the consideration transferred for TradePMR was approximately $175 million following customary purchase price adjustments and was entirely paid in cash. The post-close compensation consisted of 2,049,711 unvested shares of the Company’s Class A common stock, valued at approximately $100 million as of the closing date of the acquisition, which will vest over a four-year period post-acquisition, subject to the terms of a vesting agreement. Shares of unvested restricted stock have the same voting rights as all other Class A common stock and are considered to be issued and outstanding. These shares are not part of the equity incentive plans described in Note 12 - Common Stock and Stockholders’ Equity.

The purchase price allocation is based on a preliminary valuation and subject to revision as more detailed analyses are completed and additional information about the fair value of assets acquired and liabilities assumed becomes available, including certain tax matters, during the measurement period (up to one year from the acquisition date). The following table summarizes the preliminary fair value of assets acquired and liabilities assumed as of the date of acquisition:

(in millions)	Fair Value
Cash and cash equivalents	$ 25
Receivable from users, net	5
Prepaid expenses	1
Other current assets	9
Other non-current assets	3
Goodwill	111
Intangible assets	81
Accounts payable and accrued expenses	(1)
Other current liabilities	(21)
Other non-current liabilities	(38)
Net assets acquired	$ 175

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill, which is not deductible for tax purposes. Goodwill is primarily attributed to the assembled workforce of TradePMR and anticipated operational synergies. The fair values assigned to tangible and identifiable intangible assets acquired and liabilities assumed are based on management's estimates and assumptions at the time of acquisition. Tangible net assets were valued at their respective carrying amounts as of the acquisition date, as these amounts approximated fair value.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition:

(in millions, except years)	Fair Value	Useful Life
Customer relationships	$ 49	13
Developed technology	31	5
Trade names	1	4
Total	$ 81	

The overall weighted average useful life of the identified amortizable intangible assets acquired is 9.76 years. The estimated fair value of the intangible assets acquired approximate the amounts a market participant would pay for these intangible assets as of the acquisition date. We used a multi-period excess earnings method to estimate the fair value of customer relationships and the relief from royalty method to estimate the fair value of developed technology and trade name.

Pro forma results of operations for TradePMR have not been presented as the effect of this acquisition was not material to our consolidated financial statements.

Acquisition of Bitstamp

On June 2, 2025, we acquired all outstanding equity of Bitstamp, a globally-scaled cryptocurrency exchange with retail and institutional customers. This acquisition of Bitstamp accelerates our expansion worldwide, including across the EU, the U.K., and Asia. The acquisition date fair value of the consideration transferred for Bitstamp was approximately $224 million following customary purchase price adjustments and was entirely paid in cash.

The purchase price allocation is based on a preliminary valuation and subject to revision as more detailed analyses are completed and additional information about the fair value of assets acquired and liabilities assumed becomes available, including certain tax matters, during the measurement period (up to one year from the acquisition date). The following table summarizes the preliminary fair value of assets acquired and liabilities assumed as of the date of acquisition:

(in millions)	Fair Value
Cash and cash equivalents	$ 65
Cash and securities segregated under federal and other regulations	1,103
Receivable from users, net	13
Prepaid expenses	6
Other current assets	15
Other non-current assets	8
Goodwill	93
Intangible assets	70
Accounts payable and accrued expenses	(28)
Payable to users	(1,115)
Other current liabilities	(4)
Other non-current liabilities	(2)
Net assets acquired	$ 224

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill, which is not deductible for tax purposes. Goodwill is primarily attributed to the assembled workforce of Bitstamp and anticipated operational synergies. The fair values assigned to tangible and identifiable intangible assets acquired and liabilities assumed are based on management's estimates and assumptions at the time of acquisition. Tangible net assets were valued at their respective carrying amounts as of the acquisition date, as these amounts approximated fair value.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition:

(in millions, except years)	Fair Value	Useful Life
Developed technology	$ 39	6
Licenses	21	N/A
Customer relationships	5	18
Other	4	N/A
Trade names	1	2
Total	$ 70	

The overall weighted average useful life of the identified amortizable intangible assets acquired is 7.08 years. The estimated fair value of the intangible assets acquired approximate the amounts a market participant would pay for these intangible assets as of the acquisition date. We used a multi-period excess earnings method to estimate the fair value of developed technology, the distributor method to estimate the fair value of customer relationships, the cost approach to estimate the fair value of licenses, and the relief from royalty method to estimate the fair value of trade names.

Pro forma results of operations for Bitstamp have not been presented as the effect of this acquisition was not material to our consolidated financial statements.

Acquisition of MIAXdx

In November 2025, we established a joint venture, Rothera, in partnership with SIG, that acquired 90% of the issued and outstanding equity of MIAXdx in January 2026. Following closing, Rothera renamed MIAXdx to Rothera E&C.

Pending Acquisitions

On May 12, 2025, we entered into an agreement to acquire all outstanding equity of WonderFi, a Canadian leader in digital asset products and services, for C$0.36 per share, representing a total equity value of approximately $180 million. The pending acquisition is subject to customary closing conditions, including regulatory approvals.

NOTE 4: GOODWILL AND INTANGIBLE ASSETS

Goodwill

The following table summarizes the carrying amount of goodwill:

	December 31,	
(in millions)	**2024**	**2025**
Beginning balance	$ 175	$ 179
Less: Accumulated impairment	—	—
Beginning balance, net	175	179
Additions due to business combinations[1]	4	204
Foreign currency translation adjustment	—	2
Ending balance	$ 179	$ 385

[1] For the year ended December 31, 2025, additions are related to the acquisition of TradePMR and Bitstamp as disclosed in Note 3 - Business Combinations

There was no impairment of goodwill for the years ended December 31, 2024 and 2025.

Intangible Assets

The following tables summarize the components of intangible assets:

	December 31, 2024			
(in millions, except years)	**Gross Carrying Value**	**Accumulated Amortization**	**Net Carrying Value**	**Weighted Average Remaining Useful Life - Years**
Finite-lived intangible assets:				
Developed technology	$ 51	$ (33)	$ 18	2.63
Customer relationships	23	(13)	10	4.72
Indefinite-lived intangible assets	10	—	10	N/A
Total	$ 84	$ (46)	$ 38	

(in millions, except years)	December 31, 2025 Gross Carrying Value		Accumulated Amortization		Net Carrying Value	Weighted Average Remaining Useful Life - Years
Finite-lived intangible assets:						
Developed technology	$	98	$	(26)	$ 72	4.37
Customer relationships		64		(7)	57	11.64
Trade names		2		(1)	1	2.43
Indefinite-lived intangible assets		37		—	37	N/A
Foreign currency translation adjustment		1		—	1	N/A
Total	$	202	$	(34)	$ 168	

Amortization expense of intangible assets was $14 million, $20 million, and $23 million for the years ended December 31, 2023, 2024 and 2025. There was no impairment of intangible assets for the year ended December 31, 2024 and an immaterial impairment of intangible assets for the year ended 2025.

As of December 31, 2025, the estimated future amortization expense of finite-lived intangible assets was as follows:

(in millions)	Finite-lived Intangible Assets
2026	$ 27
2027	22
2028	18
2029	18
2030	12
Thereafter	33
Total	$ 130

NOTE 5: REVENUES

Disaggregation of Revenues

The following table presents our revenues disaggregated by revenue source:

(in millions)	Year Ended December 31, 2023	2024	2025
Transaction-based revenues			
Options	$ 505	$ 760	$ 1,123
Cryptocurrencies	135	626	901
Equities	104	177	302
Other	41	84	302
Total transaction-based revenues	785	1,647	2,628
Net interest revenues:			
Margin interest	243	319	573
Interest on segregated cash, cash equivalents, securities, and deposits	210	261	319
Cash Sweep	123	179	229
Securities lending, net	79	94	190
Interest on corporate cash and investments	288	256	167
Credit card, net	9	24	64
Interest expenses related to credit facilities	(23)	(24)	(32)
Other	—	—	4
Total net interest revenues	929	1,109	1,514
Other revenues:			
Gold subscription revenues	$ 75	$ 109	$ 179
Proxy revenues	61	60	63
Other	15	26	89
Total other revenues	151	195	331
Total net revenues	$ 1,865	$ 2,951	$ 4,473

The following table presents interest revenue earned and interest expense paid from securities lending:

(in millions)	Year Ended December 31, 2023	2024	2025
Interest revenue	$ 184	$ 321	$ 604
Interest expense	(105)	(227)	(414)
Securities lending, net	$ 79	$ 94	$ 190

Contract Balances

Contract receivables are recognized when we have an unconditional right to invoice and receive payment under a contract and are derecognized when cash is received. Transaction-based revenue receivables due from market makers are reported in receivables from brokers, dealers, and clearing organizations while other revenue receivables related to proxy revenues due from issuers are reported in other current assets on the consolidated balance sheets.

As of December 31, 2025, contract liabilities include $39 million of unearned subscription revenue for Robinhood Gold and Robinhood Gold Card, recognized when users remit cash payments in advance of the time we satisfy our performance obligations. The unearned subscription revenue was recorded as other current liabilities on the consolidated balance sheets. Contract liabilities also include $17 million of TradePMR performance obligations acquired as part of the TradePMR acquisition, with $8 million recorded in other current liabilities and $9 million in other non-current liabilities which was recorded on the consolidated balance sheets. This liability represents consideration received in advance of satisfying the related performance obligations and is subject to repayment if certain contractual conditions are not met.

The table below sets forth contract receivables and liabilities balances for the periods indicated:

	December 31, 2024	
(in millions)	**Contract Receivables**	**Contract Liabilities**
Beginning of the period, January 1, 2024	$ 87	$ 4
End of the period, December 31, 2024	294	11
Changes during the period	$ 207	$ 7

	December 31, 2025	
(in millions)	**Contract Receivables**	**Contract Liabilities**
Beginning of the period, January 1, 2025	$ 294	$ 11
End of the period, December 31, 2025	185	57
Changes during the period	$ (109)	$ 46

The difference between the opening and ending balances of our contract receivables was primarily driven by lower cryptocurrency transaction-based revenues due to decreased trading volumes as well as number of traders and timing differences between our performance and counterparty payments, partially offset by higher options and equities transaction-based revenues.

The difference between the opening and ending balances of our contract liabilities was primarily driven by an increase in Robinhood Gold Subscribers, Robinhood Gold Card users, and TradePMR performance obligations, and timing differences between our performance and customer billing. We recognized all revenue from amounts included in the opening contract liabilities balance for the year end December 31, 2025.

NOTE 6: ALLOWANCE FOR CREDIT LOSSES

Allowance for Credit Losses - Brokerage Related

The following table summarizes the brokerage related allowance for credit losses which is primarily related to fraudulent activities, included in receivables from users, net on the consolidated balance sheet:

	Year Ended December 31,		
(in millions)	2023	2024	2025
Beginning balance	$ 18	$ 15	$ 14
Provision for credit losses	22	21	28
Write-offs	(25)	(23)	(30)
Recoveries	—	1	4
Ending Balance	$ 15	$ 14	$ 16

Allowance for Credit Losses - Credit Card Related

We have two types of allowance for credit losses related to credit cards: i) an allowance related to off-balance sheet credit card receivables, shown as part of accounts payable and accrued expenses on the consolidated balance sheet, and ii) an allowance related to purchased credit card receivables and interest receivable from customers, included in receivables from users, net on the consolidated balance sheet.

The following table summarizes the allowance related to off-balance sheet credit card receivables:

	Year Ended December 31,		
(in millions)	2023	2024	2025
Beginning balance	$ —	$ 32	$ 40
Opening balance from acquisition of Robinhood Credit	23	—	—
Provision for credit losses	19	40	27
Payments to Coastal Bank	(11)	(34)	(28)
Recoveries	1	2	2
Ending balance	$ 32	$ 40	$ 41

The following table summarizes the allowance related to purchased credit card receivables and interest receivables from customers:

	Year Ended December 31,		
(in millions)	2023	2024	2025
Beginning balance	$ —	$ 1	$ 11
Provision for credit losses	2	15	59
Write-offs	(1)	(5)	(17)
Recoveries	—	—	3
Ending balance	$ 1	$ 11	$ 56

The following tables present the aging analysis of our credit card receivables for the periods presented and the delinquency aging includes all past due principal on loans. Accrued interest receivable of $3 million and $9 million as of December 31, 2024 and 2025 were not included in the tables below.

(in millions, except for percentages)	December 31, 2024				
	Aging of receivables				
	Current	<90 Days	≥ 90 days	Total Past due receivables	Total Receivables
On-balance sheet	$ 186	$ 2	$ 1	$ 3	$ 189
Off-balance sheet	177	15	10	25	202
Total credit card loans	$ 363	$ 17	$ 11	$ 28	$ 391
% of Total loans	93 %	4 %	3 %	7 %	100 %

(in millions, except for percentages)	December 31, 2025				
	Aging of receivables				
	Current	<90 Days	≥ 90 days	Total Past due receivables	Total Receivables
On-balance sheet	$ 814	$ 18	$ 8	$ 26	$ 840
Off-balance sheet	177	15	8	23	200
Total credit card loans	$ 991	$ 33	$ 16	$ 49	$ 1,040
% of Total loans	95 %	3 %	2 %	5 %	100 %

The risk in our credit card receivables portfolio correlates to broad economic trends as well as customers' financial condition. The key indicator we monitor when assessing the credit quality and risk is customers' credit scores as they measure the creditworthiness of customers. We use a national third-party provider to update FICO credit scores on a monthly basis. The updated scores are incorporated into a series of credit management reports, which are utilized to monitor risk. The table below presents our credit card receivables by our credit quality indicator, FICO score, including both on-balance sheet and off-balance sheet amounts, as of December 31, 2024 and 2025. We present our receivables by FICO scores.

(in millions, except FICO scores)	December 31, 2024	% of Total Loans	December 31, 2025	% of Total Loans
Below 640	$ 64	16 %	$ 26	3 %
640-690	100	26 %	202	19 %
Greater than 690	227	58 %	812	78 %
Total credit card loans	$ 391	100 %	$ 1,040	100 %

NOTE 7: INVESTMENTS AND FAIR VALUE MEASUREMENT

Investments

Available-for-sale

As of December 31, 2024 we had $750 million of available-for-sale time deposits classified as cash equivalents on the consolidated balance sheets. As of December 31, 2025, we had no available-for-sale time deposits. These investments had a maturity of three months or less at the time of purchase, and an aggregate market value equal to amortized cost. Refer to *Fair Value of Financial Instruments* below for further details.

Held-to-maturity

The following tables summarize our held-to-maturity investments:

(in millions)	December 31, 2024 Amortized Cost	Allowance for Credit Losses	Unrealized Gains	Unrealized Losses	Fair Value
Debt securities:					
U.S. Treasury securities	$ 337	$ —	$ 1	$ —	$ 338
Corporate debt securities	51	—	—	—	51
U.S. government agency securities	10	—	—	—	10
Total held-to-maturity investments	$ 398	$ —	$ 1	$ —	$ 399

There were no held to maturity investments as of December 31, 2025 and no sales of held-to-maturity investments during the year ended December 31, 2025.

The table below presents the amortized cost and fair value of held-to-maturity investments by contractual maturity:

(in millions)	December 31, 2024 Within 1 Year	1 to 2 Years	Total
Amortized cost			
Debt securities:			
U.S. Treasury securities	$ 337	$ —	$ 337
Corporate debt securities	51	—	51
U.S. government agency securities	10	—	10
Total held-to-maturity investments	$ 398	$ —	$ 398
Fair value			
Debt securities:			
U.S. Treasury securities	$ 338	$ —	$ 338
Corporate debt securities	51	—	51
U.S. government agency securities	10	—	10
Total held-to-maturity investments	$ 399	$ —	$ 399

Fair Value of Financial Instruments

Financial assets and liabilities measured at fair value on a recurring basis were presented on our consolidated balance sheets as follows:

	December 31, 2024			
(in millions)	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents:				
Time deposits	$ —	$ 750	$ —	$ 750
Money market funds	53	—	—	53
Cash, cash equivalents, and securities segregated under federal and other regulations:				
U.S. Treasury securities	1,193	—	—	1,193
Other current assets:				
Stablecoin	361	—	—	361
Equity securities - securities owned	15	—	—	15
Other non-current assets:				
Money market funds - escrow account	2	—	—	2
User-held fractional shares	2,530	—	—	2,530
Total financial assets	$ 4,154	$ 750	$ —	$ 4,904
Liabilities				
Fractional shares repurchase obligations	$ 2,530	$ —	$ —	$ 2,530
Total financial liabilities	$ 2,530	$ —	$ —	$ 2,530

(in millions)	December 31, 2025 Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents:				
Money market funds	$ 52	$ —	$ —	$ 52
Cash, cash equivalents, and securities segregated under federal and other regulations:				
U.S. Treasury securities	311	—	—	311
Foreign Treasury securities	53	—	—	53
Deposits with clearing organizations:				
U.S. Treasury securities[1]	1	—	—	1
Other current assets:				
U.S. Treasury securities [2]	200	—	—	200
Stablecoin	152	—	—	152
Equity securities - securities owned	28	—	—	28
Other non-current assets:				
Non-marketable securities [3]	—	—	232	232
Money market funds - escrow account	2	—	—	2
User-held fractional shares	3,782	—	—	3,782
Total financial assets	$ 4,581	$ —	$ 232	$ 4,813
Liabilities				
Fractional shares repurchase obligations	$ 3,782	$ —	$ —	$ 3,782
Total financial liabilities	$ 3,782	$ —	$ —	$ 3,782

[1] As of December 31, 2025, $1 million of our U.S. Treasury securities are deposited with an exchange to enable the execution, clearing, and settlement of event contracts.
[2] Classified as trading securities in which the amortized cost approximates fair value as of December 31, 2025.
[3] Represents non-marketable equity securities held by Robinhood Ventures Fund I.

Robinhood Ventures Fund I investments in non-marketable equity securities

The following table sets forth a summary of the changes in the estimated fair value of Robinhood Ventures Fund I investments in non-marketable equity securities classified as a Level 3 in the fair value hierarchy:

(in millions)	December 31, 2025
Beginning of period, January 1, 2025	$ —
Purchases during the period	225
Net unrealized gains (losses)	7
End of period, December 31, 2025	$ 232

During the year ended December 31, 2025, we did not have any transfers in or out of Level 3 assets or liabilities.

Robinhood Ventures Fund I investments measured using Level 3 inputs primarily consist of investments in privately-held investments. Recent financing transactions in the investee are generally considered the best indication of the enterprise value and therefore used as a basis to estimate fair value. When a recent financing transaction occurs and represents fair value, the Company also uses the calibration process, as appropriate, when estimating fair value on subsequent measurement dates. Calibration is the process of using observed transactions in the investee company's own instruments to ensure that the valuation techniques that will be employed to value the investee company investment on subsequent measurement dates begin with assumptions that are consistent with the original observed transaction and any more recent observed transactions in the instruments issued by the investee company as well as any updates regarding the investee company's performance. As of December 31, 2025, the Company determined the fair value of investments held by Robinhood Ventures Fund I based on recent financing transactions of each of the investees.

The fair value for certain financial instruments that are not required to be measured or reported at fair value was presented on our consolidated balance sheets as follows:

	December 31, 2024			
(in millions)	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Held-to-maturity investments:				
U.S. Treasury securities	$ 338	$ —	$ —	$ 338
Corporate debt securities	—	51	—	51
U.S. government agency securities	—	10	—	10
Total held-to-maturity investments	$ 338	$ 61	$ —	$ 399

The fair values used for held-to-maturity investments are obtained from an independent pricing service and represent fair values determined by pricing models using a market approach that considers observable market data, such as interest rate volatility, relevant yield curves, credit spreads and prices from market makers and live trading systems. Management reviews the valuation methodology and quality controls utilized by the pricing services in management's overall assessment of the reasonableness of the fair values provided.

NOTE 8: INCOME TAXES

The components of income (loss) before income taxes were as follows:

(in millions)	Year Ended December 31, 2023	2024	2025
Domestic	$ (534)	$ 1,063	$ 2,086
Foreign	1	1	22
Income (loss) before income taxes	$ (533)	$ 1,064	$ 2,108

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

(in millions)	Year Ended December 31, 2023	2024	2025
Current:			
Federal	$ 5	$ 16	$ 22
State	3	6	18
Foreign	—	—	4
Total current tax expense (benefit)	8	22	44
Deferred:			
Federal	—	(333)	173
State	—	(36)	20
Foreign	—	—	(12)
Total deferred tax expense (benefit)	—	(369)	181
Total provision for (benefit from) income taxes	$ 8	$ (347)	$ 225

The table below provides the updated requirements of ASU 2023-09 for 2025. See Note 2 - Recent Accounting Pronouncements for additional details on the adoption of ASU 2023-09.

The reconciliation of statutory federal income tax rate and our effective income tax rate was as follows (in millions, except for percentages):

	Year Ended December 31, 2025	
	Amount	Percent
Federal tax at statutory rate	$ 443	21.0 %
State tax (benefit), net of federal benefit[1]	34	1.6
Foreign tax effects	(12)	(0.6)
Effect of cross-border tax laws	1	0.1
Nontaxable or nondeductible items:		
Share-based compensation	(184)	(8.7)
Others	5	0.2
Tax credits:		
Research and development credits	(66)	(3.1)
Changes in unrecognized tax benefits	—	—
Change in valuation allowance	3	0.1
Other adjustments	1	0.1
Total provision for (benefit from) income taxes	$ 225	10.7 %

[1] State and local taxes in New York, New Jersey, Pennsylvania and Illinois made up the majority (greater than 50 percent) of the tax effect in this category.

For the years ended December 31, 2024 and 2023, prior to the adoption of ASU 2023-09, the reconciliation of statutory federal income tax rate and our effective income tax rate was as follows (in percentages):

	Year Ended December 31,	
	2023	2024
Federal tax at statutory rate	21.0 %	21.0 %
State tax (benefit), net of federal benefit	(1.9)	1.1
Share-based compensation	(29.7)	(3.5)
Research and development credits	5.6	(4.8)
Non-deductible regulatory settlements	(4.6)	(0.7)
Other	0.2	0.3
Change in valuation allowance	8.0	(46.0)
Effective tax rate	(1.4)%	(32.6)%

For the year ended December 31, 2025, total income taxes paid (net of refunds) consisted of the following:

(in millions)	Year Ended December 31, 2025
U.S. federal	$ 49
U.S. state and local	45
Foreign	1
Total	$ 95

Individual jurisdictions equaling 5% or more of the total income taxes paid (net of refunds) for the year ended December 31, 2025 include U.S. federal at $49 million, California at $15 million, and New York at $6 million.

Significant components of our deferred tax assets and liabilities consisted of the following:

	Year Ended December 31,	
(in millions)	2024	2025
Deferred tax assets:		
Tax credit carryforwards	$ 174	$ 193
Research and experimentation expenditure amortization	248	122
Lease liabilities	33	52
Net operating loss carryforwards	29	40
Accruals and other liabilities	16	29
Provision for credit losses	16	28
Share-based compensation	16	10
Other	31	41
Total deferred tax assets	563	515
Deferred tax liabilities:		
Deferred customer match incentives	(74)	(153)
Right of use assets	(24)	(43)
Depreciation and amortization	(6)	(31)
Other	—	(4)
Total deferred tax liabilities	(104)	(231)
Valuation allowance	(88)	(105)
Net deferred tax assets	$ 371	$ 179

The reconciliation of the beginning and ending amount of the deferred tax asset valuation allowance was as follows:

	Year Ended December 31,		
(in millions)	2023	2024	2025
Balance at beginning of period	$ 607	$ 574	$ 88
Charged/(credited) to net income (loss)	(34)	(486)	6
Charges utilized/(write-offs)	1	—	—
Additions due to acquisition	—	—	11
Balance at end of period	$ 574	$ 88	$ 105

The realization of tax benefits of net deferred assets is dependent upon future levels of taxable income, of an appropriate character, in the periods the items are expected to be deductible or taxable. Based on our analysis of all positive and negative evidence available for the year ended December 31, 2025, we continue to maintain a valuation allowance for our California, and certain other U.S. states and certain foreign net deferred tax assets, as we believe it is more likely than not that the tax benefits of these jurisdictions' net deferred tax assets may not be realized. The valuation allowance for California, and certain other U.S. states and certain foreign net deferred tax assets increased by approximately $17 million for the year ended December 31, 2025.

As of December 31, 2025, we have $44 million of U.S. federal, $297 million of state, and $11 million of non-U.S. net operating loss carryforwards available to reduce future taxable income. Our U.S. federal net operating loss will carryforward indefinitely. Our state net operating losses begin to expire in 2026, while our non-U.S. net operating losses begin to expire in 2029. We have U.S. federal tax credit carryforwards of $191 million that will begin to expire in 2043, if not utilized, and state tax credit carryforwards of $158 million that will begin to expire in 2026.

Utilization of the net operating loss and credit carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Code, and similar state provisions. The annual limitation may result in the expiration of net operating losses and tax credits before utilization.

We had unrecognized tax benefits of approximately $134 million of which $88 million would affect our effective tax rate if recognized as of December 31, 2025. The remaining $46 million of unrecognized tax benefits would not impact the effective tax rate due to realizability of those deferred tax assets. We record interest and penalties related to unrecognized tax benefits in income tax expenses. There were no interest or penalties accrued during the year ended December 31, 2024. Interest accrued during the year ended December 31, 2025 was immaterial.

The reconciliation of the beginning and ending amount of unrecognized tax benefits were as follows:

	Year Ended December 31,	
(in millions)	**2024**	**2025**
Unrecognized benefit - beginning of period	$ 74	$ 98
Gross increases - current year tax positions	23	35
Gross increases - prior year tax positions	1	1
Gross decreases - prior year tax positions	—	—
Unrecognized benefit - end of period	$ 98	$ 134

We file in U.S. federal, various state, and foreign jurisdictions. The tax years from 2013 remain open to examination by the U.S. federal and state authorities, due to carry over of unused net operating losses and tax credits. The tax years from 2022 remain open for the most significant foreign jurisdiction.

NOTE 9: PROPERTY, SOFTWARE, AND EQUIPMENT, NET

Property, software, and equipment are presented net of accumulated depreciation and amortization and summarized as follows:

	Year Ended December 31,	
(in millions)	**2024**	**2025**
Internally developed software	$ 171	$ 229
Leasehold improvements	42	48
Computer equipment	28	36
Furniture and fixtures	13	15
Construction in progress	39	40
Total	293	368
Less: accumulated depreciation and amortization	(154)	(214)
Property, software, and equipment, net	$ 139	$ 154

Depreciation expense of property and equipment was $16 million, $14 million, and $14 million for the years ended December 31, 2023, 2024 and 2025.

Amortization expense of internally developed software was $41 million, $43 million, and $49 million for the years ended December 31, 2023, 2024 and 2025.

NOTE 10: SECURITIES BORROWING AND LENDING

Our securities lending transactions are subject to enforceable master netting arrangements with other broker-dealers; however, we do not net securities borrowing and lending transactions. Therefore, activity related to securities borrowing and lending activities are presented gross on our consolidated balance sheets.

When we borrow securities from users participating in the Fully-Paid Securities Lending program or from third parties, we provide cash collateral to our users or third parties, which is recorded on our consolidated balance sheets as “securities borrowed”, an asset, representing our rights to the return of that collateral. When we lend securities to third parties and users, we receive cash as collateral, which is recorded on our consolidated balance sheets as “securities loaned”, a liability, representing our obligation to return the collateral.

The following tables set forth certain balances related to our securities borrowing and lending activities:

	December 31,	
(in millions)	**2024**	**2025**
Assets	**Securities borrowed**	
Gross amount of cash collateral provided to users for securities borrowing transactions	$ 3,236	$ 2,408
Gross amount offset on the consolidated balance sheets	—	—
Amounts of assets presented on the consolidated balance sheets	3,236	2,408
Gross amount not offset on the consolidated balance sheets:		
Cash collateral provided to users and third parties for securities borrowing transactions	3,236	2,408
Fair value of securities borrowed from users and third parties	(3,118)	(2,346)
Net amount	$ 118	$ 62
Liabilities	**Securities loaned**	
Gross amount of cash collateral received from counterparties for securities lending transactions	$ 7,463	$ 11,626
Gross amount offset on the consolidated balance sheets	—	—
Amounts of liabilities presented on the consolidated balance sheets	7,463	11,626
Gross amount not offset on the consolidated balance sheets:		
Cash collateral received from counterparties for securities lending transactions	7,463	11,626
Fair value of securities pledged to counterparties	(6,887)	(10,902)
Net amount	$ 576	$ 724

As described in Note 1 - Description of Business and Summary of Significant Accounting Policies, we obtain securities on terms that permit us to pledge and/or transfer securities to others. As of December 31, 2024 and 2025, we were permitted to re-pledge securities with a fair value of $11.04 billion and $23.62 billion under margin account agreements with users, and securities with insignificant fair value that we borrowed under MSLAs with third parties for fiscal years 2024 and 2025. Under the Fully-Paid Securities Lending program, as of December 31, 2024 and 2025, we were permitted to borrow securities with a fair value of $38.70 billion and $75.88 billion including securities with a fair value of $$3.12 billion and $2.35 billion that we had borrowed from users.

As of December 31, 2024 and 2025, we had re-pledged securities with a fair value of $6.89 billion and $10.90 billion, in each case under MSLAs and Fixed-Term Securities Lending Agreements with third parties. In addition, as of December 31, 2024 and 2025, we had re-pledged $1.60 billion and $2.83 billion of the permitted amounts under the margin account agreements with clearing organizations to meet deposit requirements.

NOTE 11: FINANCING ACTIVITIES AND OFF-BALANCE SHEET RISK

Revolving Credit Facilities

RHM March 2025 Credit Agreement

On March 21, 2025, RHM entered into the RHM March 2025 Credit Agreement, amending and restating the unsecured revolving line of credit entered into in March 2024 (refer to Note 12 - Financing Activities and Off-Balance Sheet Risk, of the 2024 Form 10-K for more information). The RHM March 2025 Credit Agreement has an initial commitment of $1 billion with a maturity date of March 21, 2028. Under circumstances described in the RHM March 2025 Credit Agreement, the aggregate commitments may be increased from time to time by up to $250 million in the aggregate (the “Accordion”), for a total commitment of up to $1.25 billion. On June 12, 2025, we increased the commitment from $1 billion to $1.125 billion pursuant to the Accordion and as a result reduced the available incremental commitment available pursuant to the Accordion by a corresponding amount. Borrowings under the RHM March 2025 Credit Agreement will bear interest at a rate per annum equal to the Alternate Base Rate or Adjusted Term SOFR plus an applicable margin rate of 1.50%. For purposes of the RHM March 2025 Credit Agreement, the Alternate Base Rate is the greatest of (i) the prime rate then in effect, (ii) the Federal Reserve Bank of New York rate then in effect plus 0.5% and (iii) the Adjusted Term SOFR for a one month interest period plus 1.0%. The Adjusted Term SOFR Rate is equal to the Term SOFR, published by the Term SOFR Administrator, plus the Term SOFR Adjustment. The Term SOFR Adjustment is 0.10%. If the Adjusted Term SOFR Rate is less than the floor of 0%, such rate shall be deemed to be equal to the floor. RHM is obligated to pay a commitment fee calculated at a per annum rate equal to 0.25% on any unused amount of the RHM March 2025 Credit Agreement.

RHS March 2025 Credit Agreement

On March 21, 2025, RHS, our wholly-owned subsidiary, entered into the RHS March 2025 Credit Agreement among RHS, as borrower, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, amending and restating the $2.25 billion 364-day senior secured revolving credit facility entered into in March 2024 (refer to Note 12 - Financing Activities and Off-Balance Sheet Risk, of the 2024 Form 10-K for more information).

The RHS March 2025 Credit Agreement provides for a 364-day senior secured revolving credit facility with a total commitment of $2.65 billion. Under circumstances described in the RHS March 2025 Credit Agreement, the aggregate commitments may be increased by up to $1.325 billion via an accordion feature, for a total commitment of $3.975 billion. Borrowings under the credit facility must be specified to be Tranche A, Tranche B, Tranche C or a combination thereof, with each tranche being secured by different assets of RHS as set forth in the RHS March 2025 Credit Agreement. Borrowings under the RHS March 2025 Credit Agreement will bear interest at a rate per annum equal to the greatest of (i) Daily Simple SOFR (as defined in the RHS March 2025 Credit Agreement) plus 0.10% , (ii) the Federal Funds Effective Rate (as defined in the RHS March 2025 Credit Agreement) and (iii) the Overnight Bank Funding Rate (as defined in the RHS March 2025 Credit Agreement), in each case, as of the day the loan is initiated, plus an applicable margin rate. The applicable margin rate is 1.25% for Tranche A loans and 2.50% for Tranche B and Tranche C loans. Undrawn commitments will accrue commitment fees at a rate per annum equal to 0.50%.

The RHS March 2025 Credit Agreement requires RHS to maintain a minimum consolidated tangible net worth and a minimum excess net capital, and subjects RHS to a specified limit on minimum net capital to aggregate debit items. In addition, the RHS March 2025 Credit Agreement contains certain customary affirmative and negative covenants, including limitations with respect to debt, liens, fundamental changes, asset sales, restricted payments, investments and transactions with affiliates, subject to certain exceptions. Amounts due under the RHS March 2025 Credit Agreement may be accelerated upon an “event of default,” as defined in the RHS March 2025 Credit Agreement, such as failure to pay amounts owed thereunder when due, breach of a covenant, material inaccuracy of a representation, or occurrence of bankruptcy or insolvency, subject in some cases to cure periods.

As of December 31, 2024 and December 31, 2025, there were no borrowings outstanding and we were in compliance with all covenants, as applicable, under our revolving credit facilities.

Credit Card Funding Trust

Under terms of the Coastal Bank Program Agreement (discussed below), Robinhood Credit has the ability to purchase credit card receivables originated and held for a period of time by Coastal Bank. Robinhood Credit continues to earn interest from customers and uses these purchased credit card receivables as collateral under a trust structure to access debt financing in the ordinary course of business. To help facilitate these transactions, we created a VIE known as the Credit Card Funding Trust (the “Trust”).

We are the primary beneficiary of the Trust as, through our role as the servicer and administrator, we have the power to direct the activities that most significantly affect the Trust’s economic performance and, due to owning all the equity interest in the Trust, have the right to receive benefits or the obligation to absorb losses. As such, we consolidate the Trust in the consolidated financial statements. Substantially all of the Trust’s assets and liabilities are the purchased credit card receivables, included in receivables from users, net, and the outstanding borrowing, included in other current liabilities, on the consolidated balance sheets.

Our exposure to losses in the Trust is limited to the carrying value of net assets held by the Trust, including expected credit losses related to the purchased credit card receivables (Refer to Note 6 - Allowance for Credit Losses). For the Trust, the creditors have no recourse to our general credit and the liabilities of the Trust can only be settled by the Trust’s assets. Additionally, the assets of the Trust can only be used to settle obligations of the Trust.

As of December 31, 2025, the Trust had four arrangements in place: (1) to borrow up to $200 million from Barclays, (2) to borrow up to $150 million from SVB, which was amended on September 26, 2025 to decrease the borrowing capacity and the pricing, (3) to borrow up to $300 million from WF, which was a new borrowing agreement entered into on August 1, 2025, and (4) to borrow up to $300 million from Truist Bank, which was a new borrowing agreement entered into on November 7, 2025.

Under the Barclays arrangement, the Trust may borrow, repay, and re-borrow up to a committed amount of $200 million during the revolving period, which ends in November 2026. During this period, borrowings bear interest at Barclays’ commercial paper rate plus 1.75% and undrawn amounts accrue an undrawn fee at rates between 0.25% and 0.35%, depending on utilization. After the revolving period ends, the facility enters an amortization period during which no new borrowings are permitted, and the Trust repays the outstanding balance. The interest margin increases during this amortization phase. In November 2025, the interest rate was renegotiated to Barclays’ commercial paper rate plus 1.3%, and undrawn amounts accrue an undrawn fee at rates between 0.275% and 0.325%,

Under the SVB arrangement, the Trust may borrow, repay, and re-borrow up to a committed amount of $150 million during the revolving period, which ends in April 2027. During this period, borrowings bear interest at a rate equal to the one-month Term SOFR plus 1.50%, and undrawn amounts accrue at a rate of 0.25%.

Under the WF arrangement, the Trust may borrow, repay and re-borrow up to a committed amount of $300 million during the revolving period, which ends in August 2028. During this period, borrowings bear interest at a rate equal to the Daily Simple SOFR (as defined in the WF arrangement) plus 1.40%. After the revolving period ends, the facility enters a controlled amortization period where interest increases to a rate equal to the Daily Simple SOFR plus 2.0%, and undrawn amounts accrue an undrawn fee at rates between 0.275% and 0.325%, depending on utilization.

Under the Truist Bank arrangement, the Trust may borrow, repay and re-borrow up to a committed amount of $300 million during the revolving period, which ends in November 2028. During this period, borrowings bear interest at a rate equal to the Daily Simple SOFR (as defined in the Truist Bank arrangement) plus 1.40%. After the revolving period ends, the facility enters a controlled amortization period where interest increases to a rate equal to the Daily Simple SOFR plus 2.0%. Undrawn amounts accrue an undrawn fee at rates between 0.275% and 0.325%, depending on utilization.

For the year ended December 31, 2024, the weighted average interest rate of the SVB and Barclays arrangements was 7.81%. For the year ended December 31, 2025, the weighted average interest rate of the SVB, Barclays, WF, and Truist Bank arrangements was 6.16%. During the years ended December 31, 2024 and 2025, the Trust purchased $748 million and $5.2 billion of credit card receivables. As of December 31, 2024 and 2025, the carrying value of purchased credit card receivables that had not been collected, net of provision for credit losses, was $179 million and $786 million, and the outstanding balance of borrowing principal and interest was $131 million and $602 million. For the years ended December 31, 2024 and 2025, the net interest revenue of the Trust was $5 million and $45 million.

Off-Balance Sheet Risk

Coastal Bank Program Agreement

Under a program agreement between us and Coastal Bank (the “Program Agreement”) most recently amended in November 2023, Coastal Bank may fund up to $300 million of credit card receivables. Robinhood Credit pays Coastal Bank interest based on the average balance of advances during the month at the federal funds rate plus a margin of 3.75% on the first $150 million and 3.00% on such amounts in excess of $150 million.

The credit card receivables and the funding from Coastal Bank are off-balance sheet, considering Coastal Bank is the legal lender and originator, the party to which the customer has a creditor-borrower relationship, and the legal owner of the receivables. As of December 31, 2025, the off-balance sheet credit card receivables funded under the Program Agreement was $200 million.

Transaction Settlement

Our users have ownership of the securities they transact on our platforms, including those that collateralize margin loans, and, as a result, such securities are not presented on our consolidated balance sheets. In the normal course of business, we engage in activities involving settlement and financing of securities transactions. User securities transactions are recorded on a settlement date basis. The settlement date for equities and options is one business day after the trade date. These activities may expose us to off-balance sheet risk in the event that the other party to the transaction is unable to fulfill its contractual obligations. In such events, we may be required to purchase financial instruments at prevailing market prices in order to fulfill our obligations.

Cryptocurrency Held in Custody on Behalf of Users

We hold cryptocurrencies in custody on behalf of our users which includes staked assets on our platform, totaling $35.2 billion and $38.2 billion at fair value at December 31, 2024 and 2025, and these assets were not recorded on our consolidated balance sheets. The fair value was determined based on observed market pricing representing the last price executed for trades of each cryptocurrency at period ends. We also considered whether a liability representing anticipated losses from crypto assets which we hold in custody on behalf of users should be recognized and determined the likelihood of such losses was remote. As such, we did not record a liability at December 31, 2024 and 2025.

NOTE 12: COMMON STOCK AND STOCKHOLDERS’ EQUITY

Preferred Stock

Pursuant to our Charter, our board of directors may issue shares of our preferred stock in one or more series and, subject to the applicable law of the State of Delaware, our board of directors may set the powers, rights, preferences, qualifications, limitations and restrictions of such preferred stock. As of December 31, 2025, no terms of the preferred stock were designated, and no shares of preferred stock were outstanding.

Common Stock

Voting Rights

We have three authorized classes of common stock: Class A, Class B, and Class C. Holders of our Class A common stock are entitled to one vote per share on all matters to be voted upon by our stockholders, holders of our Class B common stock are entitled to 10 votes per share on all matters to be voted upon by our stockholders and, except as otherwise required by applicable law, holders of our Class C common stock are not entitled to vote on any matter to be voted upon by our stockholders. The holders of our Class A common stock and Class B common stock vote together as a single class, unless otherwise required by our Charter or applicable law.

Conversion of Class B Common Stock

Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. All Class B common stock will automatically convert (as a class) into Class A common stock upon the earliest of (i) the date and time specified by the affirmative vote of the holders of at least 80% of the then-outstanding shares of Class B common stock, voting separately as a class, (ii) the date fixed by our board of directors that is no less than 61 days and no more than 180 days following the date on which the number of then-outstanding shares of Class B common stock represents less than 5% of the aggregate number of shares of Class A common stock and Class B common stock then outstanding, (iii) the date fixed by our board of directors that is no less than 61 days and no more than 180 days following the date that (A) each founder is no longer providing services to our Company as an officer, employee, or consultant and (B) each founder is not a director of our Company as a result of a voluntary resignation by such founder from our board of directors or as a result of a written request or agreement by such founder not to be renominated as a director of our Company at an annual or special meeting of stockholders, (iv) nine months after the death or total disability of both founders (subject to a delay of up to 18 months as may be approved by a majority of our independent directors), or (v) August 2, 2036, the date that is 15 years from the completion of our IPO.

Shares of Class B common stock will also automatically convert into shares of Class A common stock upon sale or transfer except for certain permitted transfers described in our Charter. In addition, each share of Class B common stock held by a stockholder who is a natural person, or held by permitted transferees or permitted entities of such natural person (each as described in our Charter) will automatically convert into shares of Class A common stock nine months following the death or total disability of such natural person (subject to a delay of up to 18 months as may be approved by a majority of our independent directors). Notwithstanding the foregoing, in the event such natural person is a founder, to the extent (i) a person designated by such founder and approved by a majority of the independent directors then in office or (ii) the other founder, in each case, has or shares voting control over the shares of Class B common stock held by the deceased or disabled founder, such shares will be treated as being held of record by such person or other founder and will not convert into shares of Class A common stock as a result of such founder’s death or total disability.

Conversion of Class C Common Stock

Upon the conversion or exchange of all outstanding shares of our Class B common stock into shares of Class A common stock, each outstanding share of Class C common stock will convert automatically into one share of Class A common stock on the date or time fixed by our board of directors.

Dividend Rights

Subject to the rights of any holders of our preferred stock, the holders of our common stock will be entitled to receive ratable dividends, if any, as may be declared from time to time by our board of directors out of funds legally available for the payment of dividends.

Right to Receive Liquidation Distributions

If we liquidate, dissolve or wind up, after all liabilities and, if applicable, the holders of each series of our preferred stock have been paid in full, the holders of our common stock will be entitled to share ratably in all remaining assets.

No Preemptive or Similar Rights

Our common stock has no preemptive or conversion rights or other subscription rights. No redemption or sinking fund provisions are applicable to our common stock. The rights, preferences and privileges of the holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of our preferred stock that we may designate and issue in the future.

Warrants

As of December 31, 2025, we had outstanding warrants with a strike price of $26.60 that can be exercised to purchase 8.74 million shares of Class A common stock. The warrants expire on February 12, 2031 and can be exercised with cash or net shares settled at the holder’s option. For the year ended December 31, 2025, 4.13 million warrants had been exercised via net settlement, resulting in 2.82 million shares of Class A common stock issued, and the maximum purchase amount of all remaining outstanding warrants was $232 million.

Share Repurchases

On May 28, 2024, we announced that our board of directors approved the Repurchase Program authorizing the Company to repurchase up to $1 billion of its outstanding Class A common stock. On April 30, 2025, we announced that our board of directors has authorized an additional $500 million, bringing the Repurchase Program authorization to a total of $1.5 billion. While the Repurchase Program does not have an expiration date, we expect to execute over the next roughly two years with flexibility to accelerate if market conditions warrant. The timing and amount of repurchase transactions will be determined by us from time to time at our discretion based on our evaluation of market conditions, share price, and other factors. Repurchase transactions may be made using a variety of methods, such as open market share repurchases, including the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act, or other financial arrangements or transactions. The Repurchase Program does not obligate us to acquire any particular amount of Class A common stock and the Repurchase Program may be suspended or discontinued at any time at our discretion. All shares repurchased will be subsequently retired. For the year ended December 31, 2025, we repurchased approximately 12 million shares of our Class A common stock for $653 million.

Equity Incentive Plans

2021 Omnibus Incentive Plan

Our 2021 Plan became effective on July 27, 2021, and provides for the grant of share-based awards (such as options, including ISOs, NSOs, SARs, RSAs, RSUs, performance units, and other equity-based awards) and cash-based awards. Under the 2021 Plan, options could be granted with an exercise price per share not less than the fair market value at the date of grant. Options granted generally vest over a four-year term from the date of grant, at a rate of 25% after one year, then quarterly on a straight-line basis thereafter. Generally, options granted are exercisable for up to seven years from the date of grant. RSUs granted mostly vest quarterly on a straight-line basis and expire ten years from the date of grant.

As of December 31, 2025, an aggregate of 492 million shares had been authorized for issuance under the 2013 Plan, 2020 Plan, and 2021 Plan, of which 174 million shares had been issued under the plans, 11 million shares were reserved for issuance upon the exercise or settlement of outstanding equity awards under the plans, and 307 million shares remained available for new grants under the 2021 Plan. On January 1, 2026, an additional 45 million shares became available for grant under the 2021 Plan pursuant to its annual evergreen feature.

Stock Option Activity

A summary of stock option activity for the year ended December 31, 2025 is as follows:

	Number of Shares	Weighted-Average Exercise Price	Weighted- Average Remaining Life	Total Intrinsic Value *(in millions)*
Balance at December 31, 2024	7,843,554	$ 4.49	2.8	$ 257
Granted during the period	—	—		
Exercised during the period	(4,206,007)	3.71		
Expired during the period	(538,191)	0.18		
Forfeited during the period	(65,377)	14.15		
Balance at December 31, 2025	3,033,979	$ 6.12	2.29	$ 325
Options vested and expected to vest at December 31, 2025	3,033,979	$ 6.12	2.29	$ 325
Options exercisable at December 31, 2025	2,945,987	$ 5.88	2.27	$ 316

No options were granted during 2023, 2024 and 2025. The total intrinsic value of options exercised during 2023, 2024 and 2025 was $20 million, $74 million, and $304 million. The intrinsic value is calculated as the difference between the exercise price of the underlying stock option award and the market value of the stock at the time of exercise. The total grant date fair value of options that vested during 2023, 2024 and 2025 was $7 million, $3 million, and $2 million.

Time-Based RSUs

We grant RSUs that vest upon the satisfaction of a time-based service condition. The following table summarizes the activity related to our Time-Based RSUs for the year ended December 31, 2025:

	Number of RSUs	Weighted- average grant date fair value
Unvested at December 31, 2024	18,233,088	$ 15.20
Granted	6,192,563	50.86
Vested	(14,548,770)	21.28
Forfeited	(2,230,494)	24.12
Unvested at December 31, 2025	7,646,387	$ 29.92

The fair value of Time-Based RSUs vested during 2023, 2024, and 2025 was $490 million, $439 million, and $1.1 billion, respectively.

Market-Based RSUs

In 2019 and 2021, we granted RSUs to our founders under which vesting is conditioned upon both the achievement of share price targets and the continued employment by each recipient over defined service periods. There were no Market-Based RSUs granted during 2023 and 2024. As of December 31, 2024, SBC expense related to the Market-Based RSUs was fully recognized and as of December 31, 2025, all Market-Based RSUs were fully vested.

In February 2023, we cancelled the 2021 Market-Based RSUs of 35.5 million unvested shares. We recognized $485 million SBC expense related to the cancellation during the year ended December 31, 2023, which was included in the general and administrative expense in our consolidated statements of operations. No further expense associated with these awards was recognized after the cancellation. No other payments, replacement equity awards or benefits were granted in connection with the cancellation.

The fair value of Market-Based RSUs that vested during 2023, 2024 and 2025 was $5 million,$4 million and $1.1 billion.

2021 Employee Share Purchase Plan

Our ESPP became effective on July 27, 2021 and enables eligible employees to purchase shares of our common stock at a discount through payroll deductions of up to 15% of their eligible compensation up to the statutory maximum. The purchase price is equal to 85% of the fair market value of a share of our common stock on the first date of an offering or the date of purchase, whichever is lower. The ESPP has an automatic rollover feature, whereby employees begin a new 12-month offering period if the fair value of the Company's common stock on a purchase date is less than that on the original offering date.

The aggregate number of shares reserved for issuance under the ESPP will automatically increase on the first day of each calendar year beginning on January 1, 2022 and ending with (and including) January 1, 2031. Such annual increase will be equal to the lesser of (i) 1% of the outstanding shares of all classes of our common stock on the last day of the immediately preceding calendar year and (ii) such number of shares determined by the board of directors. No more than 200 million shares of common stock may be issued under our ESPP.

In the year ended December 31, 2025, 0.8 million shares were purchased under the ESPP at a weighted-average price of $29.85. The fair value of shares to be issued under our ESPP was estimated on the grant date using the Black-Scholes option pricing model. As of December 31, 2025, approximately 44.9 million shares remained available for issuance under the ESPP. On January 1, 2026, an additional

9.0 million shares became authorized for issuance under the ESPP pursuant to its annual evergreen feature.

Acquisition of TradePMR

In connection with the acquisition of TradePMR, we issued 2,049,711 unvested shares of Class A common stock, valued at approximately $100 million as of the closing date of the acquisition, that will vest over a four-year period post-acquisition, subject to the terms of a vesting agreement. These shares are not part of the equity incentive plans described above. Shares of unvested restricted stock have the same voting rights as all other Class A common stock and are considered to be issued and outstanding. The following table summarizes the activity for the year ended December 31, 2025:

	Number of RSUs	Weighted- average grant date fair value
Unvested at December 31, 2024	—	$ —
Issued	2,049,711	48.85
Vested	—	—
Forfeited	—	—
Unvested at December 31, 2025	2,049,711	$ 48.85

Share-Based Compensation

SBC is part of employee compensation, benefits, and overhead in each of the financial statement line items in the consolidated statements of operations except for provision for credit losses. The following table presents SBC in our consolidated statements of operations for the periods indicated:

	Year Ended December 31,		
(in millions)	2023	2024	2025
Brokerage and transaction	$ 7	$ 9	$ 10
Technology and development	211	192	159
Operations	8	7	6
Marketing	5	8	8
General and administrative	640	88	122
Total	$ 871	$ 304	$ 305

[1] For the year ended December 31, 2023 and 2024, SBC expense primarily consisted of $292 million and $300 million related to Time-Based RSUs. For the same periods, SBC expense also consisted of $567 million and negative $8 million related to Market-Based RSUs as a result of a reversal of $11 million of previously recognized expense related to unvested awards that were forfeited upon the resignation of our co-founder and former Chief Creative Officer during the first quarter of 2024. For the year ended 2025, SBC expense primarily consisted of $293 million related to Time-Based RSUs.

The tax benefits recognized in the consolidated statements of operations for SBC were $73 million, $154 million, and $307 million for year ended December 31, 2023, 2024 and 2025.

We have capitalized SBC expense related to internally developed software of $17 million, $26 million, and $23 million for years 2023, 2024 and 2025.

As of December 31, 2025, there was $277 million of unrecognized SBC expense that is expected to be recognized over a weighted-average period of 1.13 years.

NOTE 13: NET INCOME (LOSS) PER SHARE

The following table presents the calculation of basic and diluted income (loss) per share:

(in millions, except share and per share data)	Year Ended December 31,					
	2023		2024		2025	
	Class A	Class B	Class A	Class B	Class A	Class B
Basic EPS:						
Numerator						
Net income (loss)	$ (465)	$ (76)	$ 1,214	$ 197	$ 1,641	$ 242
Net income (loss) attributable to non-controlling interest	—	—	—	—	—	—
Net income (loss) attributable to Robinhood common stockholders	$ (465)	$ (76)	$ 1,214	$ 197	$ 1,641	$ 242
Denominator						
Weighted-average common shares outstanding - basic	763,580,698	127,276,961	758,213,055	122,900,101	774,107,256	114,397,702
Basic EPS	$ (0.61)	$ (0.61)	$ 1.60	$ 1.60	$ 2.12	$ 2.12
Diluted EPS:						
Numerator						
Net income (loss)	$ (465)	$ (76)	$ 1,214	$ 197	$ 1,641	$ 242
Net income (loss) attributable to non-controlling interest	—	—	—	—	—	—
Net income (loss) attributable to Robinhood common stockholders	$ (465)	$ (76)	$ 1,214	$ 197	$ 1,641	$ 242
Reallocation of net income (loss) as a result of conversion of Class B to Class A common stock	—	—	197	—	242	—
Reallocation of net income (loss) to Class B common stock	—	—	—	(5)	—	(8)
Net income (loss) attributable to Robinhood common stockholders for diluted EPS	$ (465)	$ (76)	$ 1,411	$ 192	$ 1,883	$ 234
Denominator						
Weighted-average common shares outstanding - basic	763,580,698	127,276,961	758,213,055	122,900,101	774,107,256	114,397,702
Dilutive effect of stock options, warrants, and unvested shares	—	—	25,058,348	—	30,276,888	—
Conversion of Class B to Class A common stock	—	—	122,900,101	—	114,397,702	—
Weighted-average common shares outstanding - diluted	763,580,698	127,276,961	906,171,504	122,900,101	918,781,846	114,397,702
Diluted EPS	$ (0.61)	$ (0.61)	$ 1.56	$ 1.56	$ 2.05	$ 2.05

The following potential common shares were excluded from the calculation of diluted net income (loss) per share because their effect would have been anti-dilutive or issuance of such shares is contingent upon the satisfaction of certain conditions that were not satisfied by the end of the period:

	Year Ended December 31,		
	2023	2024	2025
Time-Based RSUs	34,625,253	828,224	24,418
Market-Based RSUs	22,476,722	11,065,463	—
Stock options	12,141,566	—	—
Warrants	14,278,034	12,868,262	—
ESPP	305,692	—	—
Total anti-dilutive securities	83,827,267	24,761,949	24,418

NOTE 14: LEASES

Our operating leases are comprised of office facilities, with the most significant leases relating to our corporate headquarters in Menlo Park, CA and our office in New York City, NY. Our leases have remaining terms of one year to ten years, and many leases include one or more options to renew. We do not assume renewals in our determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement. We do not have any finance leases.

Lease assets and liabilities recognized on our consolidated balance sheets were as follows:

		December 31,	
(in millions)	Classification	2024	2025
Lease right-of-use assets:			
Operating lease assets	Other non-current assets	$ 94	$ 182
Lease liabilities:			
Current operating lease liabilities	Other current liabilities	21	22
Non-current operating lease liabilities	Other non-current liabilities	110	199
Total lease liabilities		$ 131	$ 221

Fixed operating lease costs primarily consist of monthly base rent amounts due. Variable operating lease costs primarily relate to common area maintenance, property taxes, insurance, and other operating expenses. The components of lease expense were as follows:

	Year Ended December 31,		
(in millions)	2023	2024	2025
Fixed operating lease costs	$ 21	$ 22	$ 29
Variable operating lease costs	7	8	9
Short-term lease costs	1	1	3
Sublease income	(3)	(6)	(4)
Total lease costs	$ 26	$ 25	$ 37

Other information related to our operating leases was as follows:

	December 31,	
	2024	2025
Weighted-average remaining lease term	6.86 years	7.56 years
Weighted-average discount rate	6.92 %	6.62 %

Cash flows related to leases were as follows:

	Year Ended December 31,		
(in millions)	2023	2024	2025
Operating cash flows:			
Payments for operating lease liabilities	$ 39	$ 28	$ 30
Supplemental cash flow data:			
Lease liabilities arising from obtaining right-of-use assets[1]	$ (8)	$ 42	$ 106

[1] For the year ended December 31, 2023, lease liabilities arising from obtaining right-of-use assets primarily related to a lease modification, partially offset by remeasurements resulting from reassessments of existing lease terms. For the year ended December 31, 2024, lease liabilities arising from obtaining right-of-use assets primarily related to initial recognition of new leases and lease extensions. For the year ended December 31, 2025, lease liabilities arising from obtaining right-of-use assets primarily related to initial recognition of new leases and amendments to existing leases.

Future minimum lease payments under non-cancellable operating leases (with initial lease terms in excess of one year) as of December 31, 2025 are as follows:

(in millions)	
2026	$ 35
2027	46
2028	44
2029	43
2030	40
Thereafter	126
Total undiscounted lease payments	334
Less: imputed interest	(72)
Less: lease incentives	(38)
Less: leases executed but not yet commenced	(3)
Total lease liabilities	$ 221

NOTE 15: COMMITMENTS & CONTINGENCIES

We are subject to contingencies arising in the ordinary course of our business, including contingencies related to legal, regulatory, non-income tax and other matters. We record an accrual for loss contingencies at management's best estimate when we determine that it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. If the reasonable estimate is a range and no amount within that range is considered a better estimate than any other amount, an accrual is recorded based on the bottom amount of the range. If a loss is not probable, or a probable loss cannot be reasonably estimated, no accrual is recorded. Amounts accrued for contingencies in the aggregate were $128 million and $71 million as of December 31, 2024 and 2025. In our opinion, an adequate accrual had been made as of each such date to provide for the probable losses of which we are aware and for which we can reasonably estimate an amount.

Legal and Regulatory Matters

The securities industry, and many other industries in which we operate, are highly regulated and many aspects of our business involve substantial risk of liability. In past years, there has been an increase in litigation and regulatory investigations involving the brokerage, cryptocurrency, derivatives, advisory, and credit card industries. Litigation has included and may in the future include class action suits that generally seek substantial and, in some cases, punitive damages. Federal and state regulators, exchanges, other SROs, or international regulators investigate issues related to regulatory compliance that may result in enforcement action. We are also subject to periodic regulatory audits and inspections that have in the past and could in the future lead to enforcement investigations or actions.

We have been named as a defendant in lawsuits and from time to time we have been threatened with, or named as a defendant in arbitrations and administrative proceedings. The outcomes of these matters are inherently uncertain and some may result in adverse judgments or awards, including penalties, injunctions, or other relief, and we may also determine to settle a matter because of the uncertainty and risks of litigation.

With respect to matters discussed below, we believe, based on current knowledge, that any losses (in excess of amounts accrued, if applicable) as of December 31, 2025 that are reasonably possible and can be reasonably estimated will not, in the aggregate, have a material adverse effect on our business, financial position, operating results, or cash flows. However, for many of the matters disclosed below, particularly those in early stages, we cannot reasonably estimate the reasonable possible loss (or range of loss), if any. In addition, the ultimate outcome of legal proceedings involves judgments and inherent uncertainties and cannot be predicted with certainty. Any judgment entered against us, or any adverse settlement, could materially and adversely impact our business, financial condition, operating results, and cash flows. We might also incur substantial legal fees, which are expensed as incurred, in defending against legal and regulatory claims.

Described below are certain pending matters in which there is at least a reasonable possibility that a material loss could be incurred. We intend to continue to defend these matters vigorously.

Best Execution, Payment for Order Flow, and Sources of Revenue Civil Litigation

Beginning in December 2020, multiple putative securities fraud class action lawsuits were filed against RHM, RHF, and RHS. Five cases were consolidated in the U.S. District Court for the Northern District of California. An amended consolidated complaint was filed in May 2021, alleging violations of Section 10(b) of the Exchange Act and various state law causes of action based on claims that we violated the duty of best execution and misled putative class members by publishing misleading statements and omissions in customer communications relating to the execution of trades and revenue sources (including PFOF). Plaintiffs seek unspecified monetary damages, restitution, disgorgement, and other relief. In February 2022, the court granted Robinhood’s motion to dismiss the amended consolidated complaint without prejudice. In March 2022, plaintiffs filed a second consolidated amended complaint, alleging only violations of Section 10(b) of the Exchange Act, which Robinhood moved to dismiss. In October 2022, the court granted Robinhood’s motion in part and denied it in part. In November 2022, Robinhood filed a motion for judgment on the pleadings, which the court denied in January 2023. In March 2024, Plaintiffs filed a motion for class certification, which Robinhood opposed. In October 2024, the court denied class certification without prejudice. Plaintiffs filed a renewed motion for class certification in January 2025, which Robinhood is opposing. In June 2025, Robinhood agreed to a settlement in principle with plaintiffs, which the court has preliminarily approved.

State Regulatory Matters

The New York Attorney General is conducting an investigation into brokerage execution quality and collaring the prices of certain trade orders. The MSD is examining RHF's customer complaint supervision, the disruptions experienced by BOATS during the Robinhood 24 Hour Market overnight trading session on August 4-5, 2024, and the offerings of presidential election and sports event contracts. We are cooperating with these investigations. In December 2025, the Florida Attorney General advised us that it had closed the previously disclosed investigation concerning, among other things, representations about cryptocurrency trading costs and/or fees.

Brokerage Enforcement Matters

The FINRA Enforcement and Examination staff are conducting investigations related to, among other things, disruptions experienced by BOATS during the Robinhood 24 Hour Market overnight trading session on August 4-5, 2024. In December 2025, FINRA advised us in writing that it had closed the previously disclosed investigation into RHS's and RHF's compliance with best execution obligations.

The FDIC is investigating issues related to compliance with the EFTA.

Early 2021 Trading Restrictions Matters

Beginning on January 28, 2021, due to increased deposit requirements imposed on RHS by the NSCC in response to unprecedented market volatility, particularly in certain securities, RHS temporarily restricted or limited its customers' purchase of certain securities, including GameStop Corp. and AMC Entertainment Holdings, Inc., on our U.S. trading platform (the "Early 2021 Trading Restrictions").

A number of individual and putative class actions related to the Early 2021 Trading Restrictions were filed against RHM, RHF, and RHS, among others, in various federal and state courts and in arbitrations. In April 2021, the Judicial Panel on Multidistrict Litigation entered an order centralizing the federal cases identified in a motion to transfer and coordinate or consolidate the actions filed in connection with the Early 2021 Trading Restrictions in the U.S. District Court for the Southern District of Florida. The court subsequently divided plaintiffs' claims against Robinhood into three tranches: federal antitrust claims, federal securities law claims, and state law claims. In July 2021, plaintiffs filed consolidated complaints seeking unspecified monetary damages in connection with the federal antitrust and state law tranches. The federal antitrust complaint asserted one violation of Section 1 of the Sherman Act; the state law complaint asserted negligence and breach of fiduciary duty claims. In August 2021, we moved to dismiss both of these complaints.

In January 2022, the court dismissed the state law claims with prejudice. In August 2023, the United States Court of Appeals for the Eleventh Circuit affirmed the district court's order.

In May 2022, the court dismissed the federal antitrust claims with prejudice. In June 2024, the United States Court of Appeals for the Eleventh Circuit affirmed the district court's order.

In November 2021, plaintiffs for the federal securities tranche filed a complaint alleging violations of Sections 9(a) and 10(b) of the Exchange Act. The complaint seeks unspecified monetary damages, costs and expenses, and other relief. In January 2022, we moved to dismiss the federal securities law complaint. In August 2022, the court granted in part and denied in part Robinhood's motion to dismiss. In November 2023, the court denied Plaintiffs' motion for class certification without prejudice. In April 2024, the court denied Plaintiffs' motion for leave to file a renewed motion for class certification. On May 28, 2024, Robinhood notified the court that it had reached a settlement in principle with the Plaintiffs in their individual capacities. Robinhood subsequently notified the court that one of these Plaintiffs was unwilling to sign the settlement agreement and requested additional time to negotiate with that individual. On August 14, 2024, the court dismissed the lead and named Plaintiffs' claims. Robinhood has reached settlements with a number of remaining individual plaintiffs. Robinhood's motion to compel arbitration for the remaining Robinhood customer plaintiffs has been granted.

RHM, RHF, RHS, and our CEO, Vladimir Tenev, among others, have received requests for information, and in some cases, subpoenas and requests for testimony, related to investigations and examinations of the Early 2021 Trading Restrictions from USAO, DOJ, Antitrust Division, the New York Attorney General's Office, other state attorneys general offices, and a number of state securities regulators. Also, a related search warrant was executed by the USAO to obtain Mr. Tenev's cell phone. There have been several inquiries based on specific customer complaints. As previously disclosed, on March 6, 2025, we resolved FINRA's investigation into these matters as part of the March 2025 FINRA Settlement (as defined above).

IPO Litigation

In December 2021, Philip Golubowski filed a putative class action in the U.S. District Court for the Northern District of California against RHM, the officers and directors who signed Robinhood's IPO offering documents, and Robinhood's IPO underwriters. Plaintiff's claims are based on alleged false or misleading statements in Robinhood's IPO offering documents allegedly in violation of Sections 11 and 12(a) of the Securities Act. Plaintiff seeks unspecified compensatory damages, rescission of shareholders' share purchases, and an award for attorneys' fees and costs. In February 2022, certain alleged Robinhood stockholders submitted applications seeking appointment by the court to be the lead plaintiff to represent the putative class in this matter, and in March 2022, the court appointed lead plaintiffs. In June 2022, plaintiffs filed an amended complaint. In August 2022, Robinhood filed a motion to dismiss the complaint. In February 2023, the court granted Robinhood's motion without prejudice. In March 2023, plaintiffs filed a second amended complaint. In January 2024, the court granted Robinhood's motion to dismiss the second amended complaint without leave to amend. In February 2024, plaintiffs filed a notice of appeal to the Ninth Circuit. On August 29, 2025, the Ninth Circuit issued its opinion affirming in part and reversing in part the district court. Robinhood's petition for rehearing en banc was denied. In December 2025, Robinhood requested an extension of time to file its petition for a writ of certiorari in the United States Supreme Court.

In January 2022, Robert Zito filed a complaint derivatively on behalf of Robinhood against Robinhood's directors at the time of its IPO in the U.S. District Court for the District of Delaware. Plaintiff alleges breach of fiduciary duties, waste of corporate assets, unjust enrichment, and violations of Section 10(b) of the Exchange Act. Plaintiff's claims are based on allegations of false or misleading statements in Robinhood's IPO offering documents, and plaintiff seeks an award of unspecified damages and restitution to the Company, injunctive relief, and an award for attorney's fees and costs. In March 2022, the district court entered a stay of this litigation pending resolution of Robinhood's motion to dismiss in the Golubowski securities action discussed above.

In August 2022, a shareholder sent a letter to the RHM board of directors demanding, among other things, that the board of directors pursue causes of action on behalf of the Company related to allegations of misconduct in connection with the Early 2021 Trading Restrictions, Robinhood's IPO offering documents, and the November 2021 Data Security Incident. The board of directors has formed a Demand Review Committee. The board of directors has rejected the demand in part and the Demand Review Committee continues to review the remaining part.

Pay Transparency Litigation

In July 2024, RHM, RHY, and RHC were sued in a putative class action captioned *John Milito v. Robinhood Markets, Inc. et. al.*, alleging that Robinhood violated Washington's Equal Pay and Opportunity Act, because some of the Company's job postings allegedly failed to include a wage scale or salary range. The complaint seeks unspecified total statutory damages, attorneys' fees and costs, injunctive relief, and declaratory relief. The case was stayed in the Superior Court in King County in Washington pending a certified question to the Washington Supreme Court. In September 2025, the

Washington Supreme Court issued an opinion addressing the certified question and held that a job applicant for a job posting that failed to include a wage scale or salary range does not need to prove they are a “bona fide” or “good faith” applicant to obtain remedies under the applicable statute. The stay has been lifted and the case is proceeding in discovery.

Cash Sweep Litigation

In October 2024, RHM, RHF, and RHS were sued in a putative class action captioned *Dey v. Robinhood Markets, Inc. et. al.,* in the U.S. District Court for the Northern District of California. Plaintiff asserts breach of fiduciary duty, gross negligence, negligent misrepresentation and omissions, breach of implied covenant of good faith and dealing, and violation of California’s unfair competition law based on allegations that defendants failed to pay a reasonable rate of interest to non-Robinhood Gold brokerage account holders on cash balances swept to program bank deposit programs. The complaint seeks, among other things, certification of the class, unspecified monetary, punitive, treble, and statutory damages, restitution, disgorgement, attorneys’ fees and costs, injunctive relief, and declaratory relief. In January 2025, Robinhood filed a motion to dismiss. On April 28, 2025, the court granted in part and denied in part Robinhood’s motion to dismiss. In May 2025, RHM, RHF, and RHS were sued in a putative class action captioned *Deeney v. Robinhood Markets, Inc. et al.,* in the U.S. District Court for the Northern District of California, which also made allegations related to Robinhood’s cash sweep program. The complaint sought, among other things, certification of the class, unspecified monetary damages, attorneys’ fees and costs, and restitution. The parties in *Dey* and *Deeney* have agreed to consolidate the matters and Plaintiffs have filed an amended consolidated complaint. The complaint seeks, among other things, certification of the class, unspecified monetary, punitive, treble, and statutory damages, restitution, disgorgement, attorneys’ fees and costs, injunctive relief, and declaratory relief. Robinhood moved to dismiss the complaint, which was granted in part and denied in part. The case is proceeding in discovery.

Event Contracts Litigation

In June 2025, RHM and RHD were sued along with several co-defendants, in state court in six states (Georgia, Illinois, Kentucky, Massachusetts, Ohio and South Carolina) by Georgia Gambling Recovery LLC, Illinois Gambling Recovery LLC, Kentucky Gambling Recovery LLC, Massachusetts Gambling Recovery LLC, Ohio Gambling Recovery LLC, and South Carolina Gambling Recovery LLC respectively. Each plaintiff asserts a claim under the respective state’s Statute of Anne, which are statutes that permit recovery of gambling losses under certain conditions, which vary by state. Each plaintiff seeks damages for losses allegedly sustained in trading certain event contracts, including damage multipliers in certain states, attorney’s fees and costs, and declaratory relief. Robinhood has removed all six cases to federal court. Each plaintiff is seeking to remand the matters. The court in Georgia denied plaintiff’s motion to remand.

In July 2025, RHM and RHD, among others, were sued by the Blue Lake Rancheria, Chicken Ranch Rancheria of Me-Wuk Indians, and Picayune Rancheria of the Chukchansi Indians (the “Blue Lake plaintiffs”) in the U.S. District Court for the Northern District of California. The complaint alleges that certain event contracts offered by RHD are unlawful sports gambling activity. The Blue Lake plaintiffs allege several causes of action including violation of the Indian Gaming Regulatory Act, violation of tribal gaming Ordinances, civil violation of the Racketeer Influenced and Corrupt Organizations Act (RICO), infringement of tribal sovereignty, and false advertising under the Lanham Act. The Blue Lake plaintiffs have asserted only the RICO cause of action against RHM and RHD. The complaint seeks injunctive relief, declaratory relief, damages, treble damages, costs, and attorney’s fees. In September 2025, the Blue Lake plaintiffs moved for a preliminary injunction. The court denied the motion and plaintiffs have appealed the denial to the United States Court of Appeals for the Ninth Circuit. In the district court, Robinhood has moved to dismiss the action.

In August 2025, a similar suit was filed against RHM and RHD, among others, by the Ho-Chunk Nation in the U.S. District Court for the Western District of Wisconsin alleging substantially the same facts and causes of action and seeking the same relief. The Ho-Chunk Nation is only asserting a claim for a civil violation of the RICO Act against RHM and RHD. In December 2025, the plaintiff moved for a preliminary injunction, which Robinhood has opposed. Robinhood has also moved to dismiss the action.

In August 2025, RHD filed suits in the U.S. District Court for the District of Nevada and U.S. District Court for the District of New Jersey seeking injunctive relief from enforcement of Nevada and New Jersey state gaming laws respectively. In September 2025, RHD filed suit in the U.S. District Court for the District of Massachusetts seeking similar injunctive relief from enforcement of Massachusetts state gaming laws. New Jersey has agreed to a preliminary injunction pending the outcome of its appeal in the Third Circuit of the grant of a preliminary injunction in a similar case brought by KalshiEx LLC. In Nevada, the court denied RHD's motion for a preliminary injunction. Robinhood has agreed to cease offering new sports-related event contracts in Nevada as of December 1, 2025, and to take action to explore unwinding longer-duration open sports-related event contracts in Nevada, in exchange for the State's agreement to refrain from enforcing its state gaming laws during the pendency of RHD's appeal. RHD has appealed the decision to the United States Court of Appeals for the Ninth Circuit and moved for an injunction pending appeal, which remains pending. In Massachusetts, the court initially dismissed RHD's suit as unripe. RHD's motion for reconsideration was granted. RHD has filed an amended complaint and renewed its motion for a preliminary injunction. Massachusetts has agreed to refrain from enforcing its state gaming laws pending: (1) a decision on RHD's pending preliminary injunction motion; (2) a final decision on the injunction from a Massachusetts appellate court in KalshiEx's state court enforcement litigation; and (3) any stay (if ordered) is lifted in KalshiEx's state court enforcement litigation.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2025. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2025, our disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the U.S. Our management, under the oversight of our board of directors, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2025 based on the framework in Internal Control-Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In accordance with guidance issued by the staffs of the SEC's Office of the Chief Accountant and the Division of Corporation Finance, companies are permitted to exclude acquisitions from their assessment of internal control over financial reporting for the first fiscal year in which the acquisition occurred. Our management's evaluation of internal control over financial reporting excluded the internal control activities of TradePMR, which we acquired on February 26, 2025, and Bitstamp, which we acquired on June 2, 2025, as discussed in Note 3 - Business Combinations, to our consolidated financial statements in this Annual Report. We have included the financial results of these acquisitions in the consolidated financial statements from the date of acquisition. Total net revenues and total assets subject to TradePMR's internal control over financial reporting represented less than one percent of both our consolidated total net revenues and total assets for the fiscal year ended and as of December 31, 2025. Total net revenues subject to Bitstamp's internal control over financial reporting represented one percent of our consolidated total net revenues for the fiscal year ended December 31, 2025. Total assets subject to Bitstamp's internal control over financial reporting represented four percent of our consolidated total assets as of December 31, 2025. We are in the process of evaluating and integrating TradePMR and Bitstamp into our system of internal control over financial reporting.

Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2025.

Our independent registered public accounting firm, Ernst & Young LLP, who audited the Consolidated Financial Statements included in this Annual Report on Form 10-K, issued an audit report on the Company's internal control over financial reporting. That Report of Independent Registered Public Accounting Firm is included in Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2025 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud might occur without being detected.

ITEM 9B. OTHER INFORMATION

On November 13, 2025, Baiju Prafulkumar Bhatt Living Trust, an entity controlled by Baiju Bhatt, a member of our Board of Directors, adopted a "Rule 10b5-1 trading arrangement" (as defined in Item 408(a) of Regulation S-K) intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act pursuant to which he may sell up to 3,000,000 shares of our Class A common stock on or prior to February 10, 2027.

On November 19, 2025, Steven Quirk, our Chief Brokerage Officer, adopted a “Rule 10b5-1 trading arrangement” (as defined in Item 408(a) of Regulation S-K) intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act pursuant to which he may sell (i) up to 76,874 shares of our Class A common stock (less any shares previously sold under predecessor Rule 10b5-1 trading arrangements), (ii) up to 43,403 unvested RSUs (less any shares previously sold under predecessor Rule 10b5-1 trading arrangements and shares withheld for applicable taxes), (iii) up to 18,376 shares of our Class A common stock, and (iv) up to 261,816 unvested RSUs (less any shares withheld for applicable taxes), in each case on or prior to February 19, 2027. RSUs convert into Class A common stock on a one-for-one basis upon vesting and settlement.

On December 2, 2025, The Jonathan J. Rubinstein Trust, an entity controlled by Jonathan Rubinstein, a member of our Board of Directors, adopted a “Rule 10b5-1 trading arrangement” (as defined in Item 408(a) of Regulation S-K) intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act pursuant to which he may sell up to 26,475 shares of our Class A common stock on or prior to November 19, 2027.

On December 2, 2025, Paula Loop, a member of our Board of Directors, adopted a “Rule 10b5-1 trading arrangement” (as defined in Item 408(a) of Regulation S-K) intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act pursuant to which she may sell up to 15,036 RSUs on or prior to February 19, 2027. RSUs convert into Class A common stock on a one-for-one basis upon vesting and settlement.

On December 9, 2025, Dara Treseder, a member of our Board of Directors, adopted a “Rule 10b5-1 trading arrangement” (as defined in Item 408(a) of Regulation S-K) intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act pursuant to which she may sell up to 15,000 shares of our Class A common stock on or prior to February 20, 2027.

In addition, certain of our officers may, from time to time, make elections to participate in our ESPP and to have shares withheld or sold to cover withholding taxes or pay the exercise price of options, which may be designed to satisfy the affirmative defense conditions of Rule 10b5-1 under the Exchange Act or may constitute “non-Rule 10b5-1 trading arrangements” (as defined in Item 408(c) of Regulation S-K).

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information required by this item is incorporated by reference to our Proxy Statement for the 2026 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2025.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference to our Proxy Statement for the 2026 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2025.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated by reference to our Proxy Statement for the 2026 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2025.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated by reference to our Proxy Statement for the 2026 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2025.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item is incorporated by reference to our Proxy Statement for the 2026 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2025.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Annual Report:

1. The following consolidated financial statements of Robinhood Markets Inc. and subsidiaries are filed as part of this Annual Report under Part II, Item 8:

- Reports of Independent Registered Public Accounting Firm on Consolidated Financial Statements
- Consolidated Balance Sheets as of December 31, 2025 and 2024
- Consolidated Statements of Operations for the Years Ended December 31, 2023, 2024 and 2025
- Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2023, 2024 and 2025
- Consolidated Statements of Cash Flows for the Years Ended December 31, 2023, 2024 and 2025
- Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2023, 2024 and 2025
- Notes to Consolidated Financial Statements

2. Financial Statement Schedules:

All schedules are omitted because of the absence of conditions under which they are required or because information called for is shown in the consolidated financial statements and notes thereto in Part II, Item 8 of this Annual Report.

3. Exhibits:

The information required by this Item is set forth in the Exhibit Index that precedes the signature page of this Annual Report.

ITEM 16. FORM 10-K SUMMARY

None.

EXHIBIT INDEX

The documents listed below are filed (or furnished, as noted) as exhibits to this Annual Report on Form 10-K:

		Incorporated by Reference			
Exhibit Number	**Description**	**Form***	**Filing Date**	**Exhibit**	**Filed Herewith**
3.1	Amended and Restated Certificate of Incorporation of Robinhood Markets, Inc., dated August 2, 2021 (our "Charter")	8-K	2021-08-02	3.1	
3.2	Amended and Restated Bylaws of Robinhood Markets, Inc., dated December 14, 2022 (our "Bylaws")	8-K	2022-12-16	3.1	
4.1	Form of Class A Common Stock Certificate of Robinhood Markets, Inc.	S-1/A	2021-07-19	4.1	
4.2	Form of ten-year Warrant to Purchase Stock of Robinhood Markets, Inc., issued to multiple investors on February 12, 2021	S-1	2021-07-01	4.2	
4.3	Description of Robinhood Securities Registered Under Section 12 of the Exchange Act	10-K	2022-02-24	4.3	
10.1(a)	Form of Indemnification Agreement between Robinhood Markets, Inc. and, separately, each of its directors and executive officers (other than VC Fund Affiliated Directors)	S-1/A	2021-07-19	10.1	
10.1(b)	Form of Indemnification Agreement (VC Fund-Affiliated Directors)	10-Q	2022-05-06	10.1	
10.2†	Underwriting Agreement, dated July 28, 2021, between Robinhood Markets, Inc., as the issuer, and Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein	10-Q	2021-08-18	10.3	
10.3+	Offer Letter between Robinhood Markets, Inc. and Jason Warnick, dated November 8, 2018	S-1	2021-07-01	10.6	
10.4†+	Offer Letter between Robinhood Markets, Inc. and Daniel Gallagher, as amended and restated on December 15, 2020	S-1	2021-07-01	10.7	
10.5†+	Offer Letter between Robinhood Markets, Inc. and Paula Loop, dated May 14, 2021	S-1	2021-07-01	10.8	
10.6†+	Offer Letter between Robinhood Markets, Inc. and Jonathan Rubinstein, dated May 14, 2021	S-1	2021-07-01	10.9	
10.7†+	Offer Letter between Robinhood Markets, Inc. and Robert Zoellick, dated May 14, 2021	S-1	2021-07-01	10.10	
10.8	Exchange Agreement, dated July 26, 2021 between Robinhood Markets, Inc., Baiju Bhatt, Vladimir Tenev, and certain of his related entities	10-Q	2021-08-18	10.8	
10.9	Form of Equity Exchange Right Agreement, entered into on July 26, 2021 between Robinhood Markets, Inc. and, separately, (a) Baiju Bhatt and (b) Vladimir Tenev	S-1/A	2021-07-19	10.13	

10.10(a)	Voting Agreement, dated July 26, 2021, among Robinhood Markets, Inc., Baiju Bhatt, Vladimir Tenev, and certain related entities	10-Q	2021-08-18	10.10
10.10(b)	Joinder Agreement, dated December 13, 2021 by Bhatt Family LLC, becoming party to the Voting Agreement, dated July 26, 2021, among Robinhood Markets. Inc., Baiju Bhatt, Vladimir Tenev, and certain related entities	10-Q	2022-05-06	10.2
10.11(a)†+	Robinhood Markets, Inc. 2020 Equity Incentive Plan, as amended on June 18, 2020 and form grant notices and award agreements thereunder	S-1	2021-07-01	10.2
10.11(b)+	Second Amendment to the Robinhood Markets, Inc. 2020 Equity Incentive Plan, dated March 10, 2021	S-1	2021-07-01	10.4
10.11(c)+	Third Amendment to the Robinhood Markets, Inc. 2020 Equity Incentive Plan, dated May 26, 2021	S-1	2021-07-01	10.5
10.11(d)+	Form of 2021 Market-Based RSU Award, dated May 26, 2021, between Robinhood Markets, Inc. and, separately (a) Baiju Bhatt and (b) Vladimir Tenev	S-1	2021-07-01	10.17
10.11(e)+	Form of RSU Agreement for Non-Employee Directors (including the Notice of Grant) under the 2020 Plan	S-1	2021-07-01	10.18
10.12(a)†+	Robinhood Markets, Inc. Amended and Restated 2013 Stock Plan and form grant notices and award agreements thereunder	S-1	2021-07-01	10.3
10.12(b)+	Form of Notice of Time-Based Restricted Stock Unit Award and Restricted Stock Unit Agreement under the Robinhood Markets, Inc. Amended and Restated 2013 Stock Plan for Vladimir Tenev and Baiju Bhatt	S-1	2021-07-01	10.15
10.12(c)+	Form of 2019 Market-Based RSU Award, as amended and restated on May 26, 2021, between Robinhood Markets, Inc. and, separately (a) Baiju Bhatt and (b) Vladimir Tenev	S-1	2021-07-01	10.16
10.13(a)+	Robinhood Markets, Inc. 2021 Omnibus Incentive Plan (the “2021 Plan”)	S-8	2021-07-29	99.1
10.13(b)+	Form of Restricted Stock Unit Agreement for Employees and Non-Employee Directors (including the Notices of Grant) under the 2021 Plan	10-Q	2021-08-18	10.16
10.13(c)+	Form of Fully Vested Stock Award Agreement for Non-Employee Directors (including the Notice of Grant) under the 2021 Plan	10-Q	2021-08-18	10.17
10.13(d)+	Form of Option Agreement for Employees and Non-Employee Directors (including the Notices of Grant) under the 2021 Plan	10-K	2022-02-24	10.15(d)
10.14(a)+	Robinhood Markets, Inc. 2021 Employee Share Purchase Plan (the “ESPP”)	S-8	2021-07-29	99.2
10.14(b)+	Forms of ESPP Subscription Agreement and Notice of Withdrawal	10-Q	2021-08-18	10.19

10.15(a)+	Offer Letter between Robinhood Markets, Inc. and Gretchen Howard, dated November 16, 2018	10-Q	2022-05-06	10.3
10.15(b)+	Letter Agreement, dated March 15, 2023, between Gretchen Howard and Robinhood Markets, Inc.	8-K	2023-03-15	10.1
10.16+	Form of Stock Option Agreement for Employees and Non-Employee Directors (including Notices of Grant) under the Robinhood Markets, Inc. 2021 Omnibus Incentive Plan	10-Q	2022-05-06	10.6
10.17	Amended and Restated Credit Agreement, dated as of April 11, 2022, among Robinhood Securities, LLC, as borrower, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent	8-K	2022-04-14	10.1
10.18+	Form of Restricted Stock Unit Cancellation Agreement, dated February 3, 2023 between Robinhood Markets, Inc. and separately, (a) Vladimir Tenev and (b) Baiju Bhatt	8-K	2023-02-08	10.1
10.19	Second Amended and Restated Credit Agreement dated as of March 24, 2023, among Robinhood Securities LLC,as borrower, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent	8-K	2023-03-24	10.1
10.20	Share Purchase Agreement, dated as of August 30, 2023, by Robinhood Markets, Inc, as purchaser, and the United States Marshals Service, for and on behalf of the United States	8-K	2023-09-01	10.1
10.21	Third Amended and Restated Credit Agreement, dated as of March 22, 2024, among Robinhood Securities LLC, as borrower, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent	8-K	2024-03-22	10.1
10.22+	Robinhood Markets, Inc. Change in Control and Severance Plan for Key Employees	10-K	2025-02-18	10.22
10.23(a)+	Offer Letter between Robinhood Markets, Inc. and Steve Quirk, dated July 13, 2021	10-K	2025-02-18	10.23(a)
10.23(b)+	Amended Offer Letter between Robinhood Markets, Inc. and Steve Quirk, dated November 18, 2021	10-K	2025-02-18	10.23(b)
10.23(c)+	Amended Offer Letter between Robinhood Markets, Inc. and Steve Quirk, dated January 7, 2022	10-K	2025-02-18	10.23(c)
10.24	Offer Letter between Robinhood Markets, Inc. and Jeff Pinner, dated July 24, 2024	10-K	2025-02-18	10.24
10.25+	Non-employee Director Compensation Program	10-Q	2025-07-31	10.1
10.26	Fourth Amended and Restated Credit Agreement, dated as of March 21, 2025, among Robinhood Securities, LLC, as borrower, the lenders party thereto, and JPMorgan Chase Bank, N.A. as administrative agent	8-K	2025-03-25	10.1

10.27+	Transition Letter between Robinhood Markets, Inc. and Jason Warnick, dated February 2, 2026				X
19.1	Robinhood Markets, Inc. Confidential Information and Insider Trading Policy				X
21.1	Subsidiaries of Robinhood Markets, Inc.				X
23.1	Consent of Independent Registered Public Accounting Firm				X
24.1	Power of Attorney (included in signature pages hereto)				X
31.1	CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act				X
31.2	CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act				X
32.1‡	CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act				X
32.2‡	CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act				X
97.1	Robinhood Markets, Inc. Incentive-based Compensation Recovery Policy, Effective October 2, 2023	10-K	2024-02-27	97.1	
101.INS	iXBRL (Inline eXtensible Business Reporting Language) Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document				X
101.SCH	iXBRL Taxonomy Extension Schema Document				X
101.CAL	iXBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF	iXBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	iXBRL Taxonomy Extension Label Linkbase Document.				X
101.PRE	iXBRL Taxonomy Extension Presentation Linkbase Document.				X
104	Cover Page Interactive Data File (contained in Exhibit 101)				X

* File number is 001-40691 except that the S-1 (and S-1/A) file number is 333-257602 and the S-8 file number is 333-258250.

\+ Indicates a management contract or compensatory plan.

† Certain schedules and exhibits have been omitted pursuant to Rule 601(a)(5) of Regulation S-K under the Securities Act. A copy of any omitted schedule or exhibit will be furnished to the SEC upon request.

‡ The certifications attached as Exhibits 32.1 and 32.2 that accompany this Annual Report on Form 10-K are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Robinhood Markets, Inc. under the Securities Act or the Exchange Act, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in Menlo Park, California, on February 18, 2026.

Robinhood Markets, Inc.

By:	/s/ Vladimir Tenev
Name:	Vladimir Tenev
Title:	Chief Executive Officer and President
By:	/s/ Shiv Verma
Name:	Shiv Verma
Title:	Chief Financial Officer *(Principal Financial Officer and Principal Accounting Officer)*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Vladimir Tenev and Shiv Verma, jointly and severally, his or her attorney-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

	Signature	Title	Date
By:	/s/ Vladimir Tenev Vladimir Tenev	Chief Executive Officer, President, and Director	February 18, 2026
By:	/s/ Shiv Verma Shiv Verma	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 18, 2026
By:	/s/ Baiju Bhatt Baiju Bhatt	Director	February 18, 2026
By:	/s/ Paula Loop Paula Loop	Director	February 18, 2026
By:	/s/ Jonathan Rubinstein Jonathan Rubinstein	Director	February 18, 2026
By:	/s/ Meyer Malka Meyer Malka	Director	February 18, 2026
By:	/s/ Robert Zoellick Robert Zoellick	Director	February 18, 2026
By:	/s/ Dara Treseder Dara Treseder	Director	February 18, 2026
By:	/s/ Susan Segal Susan Segal	Director	February 18, 2026
By:	/s/ Christopher Payne Christopher Payne	Director	February 18, 2026
By:	/s/ John Hegeman John Hegeman	Director	February 18, 2026

Pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Amendment No. 1 on Form 10-K/A to its Annual Report on Form 10-K for the year ended December 31, 2025 to be signed on its behalf by the undersigned, thereunto duly authorized.

Robinhood Markets, Inc.

By:	/s/ Shiv Verma
Name:	Shiv Verma
Title:	Chief Financial Officer *(Principal Financial Officer and Principal Accounting Officer)*
Date:	February 20, 2026

Robinhood
85 Willow Rd
Menlo Park, CA 94025
www.robinhood.com

February 2, 2026

Jason Warnick

Re: Transitional Employment Period

Dear Jason,

This letter agreement memorializes the terms of our discussions regarding your transitional employment with Robinhood Markets, Inc. ("Robinhood" or the "Company"). From the date Robinhood's Board of Directors appoints the next Chief Financial Officer, which is expected to be on or around February 9, 2026, until September 1, 2026 (the "Advisory Period"), you will remain employed by the Company as a Special Advisor reporting to the Chief Executive Officer (or his designee). During the Advisory Period, you will no longer serve as an executive officer of the Company, and you will assist with the transition of your responsibilities and provide assistance on projects as directed by the Chief Executive Officer (or his designee).

For the duration of the Advisory Period, your salary will remain at its current level, and you will remain eligible to:

a. participate in Robinhood's benefit plans pursuant to the terms of those plans;
b. receive a 2025 annual bonus payment as a member of the senior leadership team as determined by the Company and its Board of Directors, however you will *not* be eligible to participate in Robinhood's 2026 annual bonus program, receive a 2026 annual bonus payment or receive a grant of equity-based or long-term incentive awards in 2026; and
c. continue vesting in the Company equity-based awards that you hold as of the date hereof subject to the terms and conditions of the Company's equity compensation plan and the applicable award agreements.

During the Advisory Period your employment remains at-will. You must continue to comply with the terms of your Proprietary Information and Invention Assignment Agreement, the Robinhood Employee Handbook-US, the Robinhood Code of Conduct and all other Company policies.

This letter confirms that as a Special Advisor you are no longer eligible to participate in Robinhood's Change in Control and Severance Plan for Key Employees ("the Plan"). Accordingly, you are not eligible for, or entitled to, any Severance Benefits as defined in and in accordance with terms of the Plan or any other severance benefits. However, if you are terminated without Cause[1] prior to September 1, 2026, you will become vested in any restricted stock units that you hold as of the date hereof that would have vested pursuant to their existing terms and vesting schedule through the end of the Advisory Period, with any such restricted stock units to be settled on their current settlement schedule.

This letter agreement may not be amended or modified, except by an express written agreement signed by both you and a duly authorized officer of the Company. The terms of this letter agreement and the resolution of any disputes as to the meaning, effect, performance or validity of this letter agreement arising out of, related to, or in any way connected with, this letter agreement, your employment with the Company or any other relationship between you and the Company will be governed by Washington law, excluding laws relating to conflicts or choice of law. In the event that a dispute arises concerning the interpretation or enforcement of this Agreement, or any other related matter, you agree that any such dispute shall be submitted to binding arbitration before JAMS under its Employment Arbitration Rules and Procedures to the maximum extent permitted by law.

Sincerely,

/s/ Connie Schan

Connie Schan

Chief People Officer

ROBINHOOD MARKETS, INC.

Accepted and Agreed:

/s/ Jason Warnick

Jason Warnick

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means your: (i) unauthorized misuse of the trade secrets or proprietary information of the Company or any affiliate; (ii) conviction of or plea of nolo contendere to a felony or a crime involving moral turpitude; (iii) commission of an act of fraud against the Company or any affiliate; (iv) negligence or misconduct in the performance of your duties that would result in termination of employment in the standard course of the Company's business operations; (v) breach of any agreement that would result in termination of employment in the standard course of the Company's business operations; (vi) failure to comply with the Company's written policies or rules that would result in termination of employment in the standard course of the Company's business operations; (vii) failure to perform your assigned duties after notice and opportunity to perform; or (viii) failure to cooperate in good faith with a governmental or internal investigation of the Company, any affiliate or any of their respective directors, officers or employees, if the Company has requested your cooperation.

Robinhood Markets, Inc.

CONFIDENTIAL INFORMATION AND INSIDER TRADING POLICY

Table of Contents

I. Introduction

In connection with their business activities, Robinhood Markets, Inc. (“**RHM**”) and RHM subsidiaries (as defined below and together with RHM, “**Robinhood**”), have Confidential Information (as defined below). Some of that information is received from third parties, including customers and counterparties; other Confidential Information is created by Robinhood for customers or for its own use. The term “**RHM Subsidiaries**” (each, an “**RHM Subsidiary**”) means any entity directly or indirectly majority-owned or otherwise controlled by RHM.

This Confidential Information and Insider Trading Policy (this “**Policy**”) is designed to provide guidance on the proper handling of Confidential Information and the prevention of improper trading by Insiders, other Covered Persons (each as defined below), and consultants to and contractors and agents of Robinhood. This Policy reflects not only legal and regulatory requirements but also ethical and professional standards that Robinhood requires its workforce to follow.

Questions about this Policy should be directed to the “**Employee Trading Helpline**” which can be reached by email to EmployeeTrading@robinhood.com. Only the RHM Trading Compliance Officer may grant exceptions to this Policy and only in accordance with applicable laws and regulations. The RHM Trading Compliance Officer, in their discretion and in consultation with the Chief Compliance Officer of a RHM Subsidiary, may determine that such RHM Subsidiary or certain category of Covered Persons (as defined below) shall be subject to an insider trading policy other than this Policy, in which case the applicable RHM Subsidiary or Covered Persons may be subject to both this Policy and such separate policy, or only to such separate policy, in the RHM Trading Compliance Officer’s discretion.

II. Scope of Obligations

A. Application to Insiders, Consultants, Contractors, and Agents

This Policy applies to all employees of, members of the board of directors of, members of the boards of managers of, and officers of, Robinhood (collectively, “**Insiders**”) regardless of specific job responsibilities, department, or location. Certain provisions of this Policy, by their terms, additionally apply to consultants to, and contractors and agents of, Robinhood.

B. Application of Trading Rules to Family Members and Controlled Entities

In order to avoid even the appearance of abuse, this Policy's trading prohibitions also apply to Insiders' Family Members[1] and Controlled Entities[2] (collectively with Insiders, "**Covered Persons**"). This means that each Insider has a responsibility under this Policy to prevent their Family Members and Controlled Entities from making trades that would violate this Policy. (See Sections IV.D and VI.I.)

C. Additional Rules Apply to Insiders of Certain RHM Subsidiaries

The requirements of this Policy are in addition to the written supervisory procedures ("**WSPs**") and other policies and procedures that may be applicable to Insiders of certain RHM Subsidiaries, which may be more restrictive than this Policy (including with respect to, for example, market abuse prohibitions, personal trading requirements, investing in initial public offerings, compliance with restricted lists, surveillance regarding watch lists, and an obligation to provide confirmations/statements to the RHM Trading Compliance Officer).

D. Specific Rules Apply to Trading in Crypto-Assets.

In addition to the general rules set forth in Section IV, specific rules regarding crypto-asset trading are set forth in Section VII. The term "**crypto-asset**" includes cryptocurrencies, stablecoins, and other virtual currencies, non-fungible tokens, security tokens, utility coins, and similar types of digital assets (often involving blockchain technology), and, as the context may require, related or derivative financial instruments.

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[1] For purposes of this Policy, an Insider's "**Family Members**" are (a) family members who reside in the same household with the Insider (including a spouse or domestic partner, and children, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws of the Insider, but only if they reside in the same household with the Insider), (b) children of the Insider or of the Insider's spouse who do not reside in the same household with the Insider but are financially dependent upon the Insider, (c) any other family members of the Insider who do not reside in that household but whose transactions are directed by the Insider, and (d) any other individual over whose account the Insider has control and to whose financial support the Insider materially contributes. (Materially contributing to financial support would include, for example, paying an individual's rent but not just a phone bill.)

[2] For purposes of this Policy, an Insider's "**Controlled Entities**" are entities controlled by the Insider and/or by their Family Members, including any estate planning trust for which the Insider and/or any of their Family Members serves as trustee, and other trusts, corporations, partnerships, and other entities (including investment clubs) at which the Insider and/or any of their Family Members hold a majority of the voting power or a majority of the seats on the board (or similar governing body) or for which the Insider and/or any of their Family Members have a practical ability to make all investment decisions, whether as an officer or employee, by contract, or otherwise; *provided, however*, that this policy shall not apply to any entity controlled by a member of the Company's Board of Directors that engages in the investment of securities in the ordinary course of its business (e.g., an investment fund or partnership) if such entity has established its own insider trading controls and procedures in compliance with applicable securities laws and such entity has represented to the Company that it: (a) is engaged in the investment of securities in the ordinary course of its business; (b) has established insider trading controls and procedures designed to ensure compliance with applicable securities laws, intends to maintain such controls and procedures, and will promptly notify the Company if it ever ceases to maintain such controls and procedures; and (c) is aware such securities laws prohibit any person or entity who has material, non-public information concerning the Company from purchasing or selling securities of the Company or from communicating such information to any other person under circumstances in which it is reasonably foreseeable that such person is likely to purchase or sell securities.

E. Reporting Violations; Escalation

Any Insider who believes they or one of their Covered Persons may have violated this Policy (even inadvertently) or, more broadly, that a violation of this Policy or its related procedures may otherwise have occurred or may be about to occur should immediately contact the Employee Trading Helpline or otherwise report the situation to the RHM Trading Compliance Officer. The RHM Trading Compliance Officer or their designee will investigate potential violations and working with appropriate stakeholders will determine whether violations have occurred. The RHM Trading Compliance Officer may involve other teams (such as the Trade Surveillance, Financial Crimes, Employment Legal, and Corporate Legal teams) as part of the investigation and review efforts as they deem appropriate. If the Trade Surveillance team becomes aware of an apparent violation of this Policy, they shall report it to the RHM Trading Compliance Officer, provided that minor violations (such as inadvertent holdings of Robinhood Securities in a margin account) may be processed without separate notice in a manner pre-agreed with the RHM Trading Compliance Officer.

Nothing in this Policy or any other Robinhood policy prevents you from (a) communicating with the U.S. Securities and Exchange Commission, the U.S. Commodity Futures Trading Commission, the U.S. Financial Industry Regulatory Authority, or any other applicable regulatory agency; (b) exercising protected rights, including without limitation, as applicable, those rights granted under Section 7 of the U.S. National Labor Relations Act to engage in concerted activities for the purpose of collective bargaining or other mutual aid or protection, or otherwise disclosing information as permitted by applicable law, regulation, or order; or (c) discussing or disclosing information about unlawful acts in the workplace, such as harassment or discrimination or any other conduct that you have reason to believe is unlawful.

Robinhood does not require prior authorization to engage in activity protected by the above paragraph, and you do not need to notify Robinhood that you have engaged in such activity. Robinhood does not, through this Policy, waive any applicable privileges or the right to continue to protect its privileged attorney-client information, attorney work product, and other privileged information.

F. Continuing Obligations of Insiders Following Termination of Employment

An Insider who ceases to be employed by or who ceases to provide services to Robinhood has a continuing obligation to maintain the confidentiality of all Confidential Information for as long as such information has not been publicly disclosed and such Insider may have a continuing obligation under federal law to refrain from trading in any securities, crypto-assets, event contracts, or other financial instruments to which the information relates. If the Insider was subject to a Quarterly or Special Closed Window at the time of termination (or, if earlier, on their final day of active service and information access at Robinhood), then the Insider and their related Covered Persons remain subject to the Closed Window for its full duration under this Policy. Certain Insiders may also remain on the Pre-Clearance List and subject to this Policy as set forth in Section VI.J. If the Company becomes aware of a policy violation by a former employee, then the RHM Trading Compliance Officer will confer with Human Resources, Corporate Legal, and Employment Legal regarding how to respond.

G. Review and Amendments

The Corporate Legal team, in consultation with the RHM Trading Compliance Officer, shall review this Policy from time to time and assess whether to recommend amendments. All material amendments require approval from the RHM Board of Directors. (Non-material amendments and clarifications may be made by the Corporate Legal team, in consultation with the RHM Trading Compliance Officer.)

III. Types of Confidential Information

"**Confidential Information**" refers collectively to non-public information received or created by Robinhood, including material non-public information (also referred to as "**MNPI**"), Proprietary Information, and Confidential Customer Information (each as defined below). It also includes any other non-public information received by Robinhood from a third party subject to a confidentiality agreement.

The proper handling of Confidential Information depends on the nature of the information. Certain Confidential Information may rise to the level of MNPI and is subject to heightened restrictions and legal protections.

A. Material Non-Public Information

Material non-public information is material information that has not been broadly disseminated or made widely available to the general public. MNPI may come from a variety of sources – Robinhood itself, customers, counterparties, rating agencies, issuers, or other third parties. It may be received from corporate officers or employees of, or lawyers, accountants or other professionals involved with, such third parties. MNPI is generally provided with the expectation that Robinhood and its Insiders will keep it confidential and use it solely for the business purposes for which it was provided.

MNPI may include "tips" received directly or indirectly from a third party, whether inside or outside of a customer relationship, particularly where the recipient knows, or should know, that the third party is disclosing the information improperly, in breach of their duty of trust or confidence to the owner or source of the information.

1. When is Information "Material"?

Information is generally considered to be "material" if a reasonable investor would likely consider the information important in deciding whether to purchase, hold, sell, or make any other investment decision regarding a security, crypto-asset, event contract, or other financial instrument. It includes information that, if publicly disclosed, is reasonably likely to positively or negatively affect the market price of a security, crypto-asset, event contract, or other financial instrument. It also includes information about orders or market activities that, even without public disclosure, are likely to affect the market price of a security, crypto-asset, event contract, or other financial instrument. Information that is material with respect to a security or crypto-asset is likely to be material with respect to related instruments, such as derivative financial products, contracts, or similar instruments (e.g., options, event contracts, futures).

Material information may include, but is not limited to, information about:

- proposed transactions such as refinancings, tender offers, recapitalizations, leveraged buy-outs, acquisitions, mergers, acqui-hires, restructurings or purchases or sales of assets;
- public offerings;
- initiation, expansion, suspension (including temporary and/or limited suspensions), or curtailment of operations with respect to any security or crypto-asset, or any country or market;
- earnings;
- projections of future earnings or losses, or other earnings guidance;
- large trades that have been placed but not yet executed;
- dividend initiation, increases, or decreases;
- write-downs of assets;
- changes to reserves;
- borrowing;

- liquidity issues, defaults, or other credit events;
- changes of ratings of debt securities;
- increases or declines in orders;
- new products, services or discoveries;
- the signing of a major new material contract or the loss of a major material existing contract;
- significant developments in litigation or regulatory proceedings;
- management changes;
- a cybersecurity or data breach; and
- advance knowledge of government action that is likely to have an effect on a company or market.

This list is not exhaustive, and there is no bright-line standard for assessing materiality; rather, it is based on an assessment of all of the facts and circumstances at a particular time. Additional types of information that could be material with regard to crypto-assets are discussed in Section VII below.

Information may be material even if it relates to speculative or contingent events. It can also be material to more than one company. For example, information about a potential acquisition may be material to both the acquiring company and the target company. Material information can be positive or negative.

2. When is Information "Non-Public"?

Information is considered "non-public" if it has not been broadly disseminated or made widely available to the general public, such as by means of a press release, on a newswire, in a newspaper, in a published research report, in a public filing made with a regulatory agency, in a blog that has been designated as a channel for distribution of material information, in materials sent to shareholders or potential investors such as a proxy statement or a prospectus, or materials available from public disclosure services. You should refrain from trading until the market has had an opportunity to absorb and evaluate the information, which this Policy defines as one full regular trading session (in the case of securities) and 24 hours (in the case of crypto-assets) after the information was broadly disseminated. The fact that non-public information is reflected in rumors in the marketplace does not necessarily mean that the information has been broadly disseminated.

Because the determination of whether information is "material" and/or "non-public" depends on the particular facts and circumstances and involves questions of judgment, Insiders should contact the Employee Trading Helpline if they have any questions about whether particular information is "material" or "non-public" or whether contemplated actions are consistent with this Policy.

B. Confidential Customer Information

"**Confidential Customer Information**" is non-public information received by Robinhood from a customer. Confidential Customer Information includes information about customer orders, portfolios, trading intentions, and customer financial information.

Some Confidential Customer Information may constitute MNPI. For example, non-public information about levels of aggregated customer trading activity in a particular security or crypto-asset could be MNPI if the disclosure or publication of such information would likely affect the market price of the security or crypto-asset.

C. Proprietary Information

"**Proprietary Information**" is non-public information of whatever type that is owned, created, or obtained by Robinhood for its business purposes. Examples of Proprietary Information include, but are not limited to, information about Robinhood's business, operations, financial condition, strategies, and performance; information about Robinhood's relationship with customers, product or service providers, and vendors; and Robinhood computer programs, data, trade secrets and other proprietary software.

Some Proprietary Information may constitute MNPI. For example, Robinhood's revenues or financial condition could be material to Robinhood, and non-public information about a contemplated transaction with another company could be material to Robinhood and/or the other company. Similarly, non-public information about industry trends that Robinhood is experiencing could be material to Robinhood and/or to other companies in Robinhood's industry.

IV. Handling and Use of Confidential Information

All Insiders are prohibited from mishandling or misusing Confidential Information and must comply with the following policies and procedures.

A. The "Need to Know" Policy

Robinhood has a general "Need to Know" policy with respect to the disclosure of Confidential Information. Insiders, consultants, contractors, and agents are expected to limit disclosure of and access to Confidential Information to only those persons who: (a) have a valid business reason for receiving the information, (b) are receiving the information in order to serve the proper business purposes of Robinhood, and (c) can be expected to maintain the information in confidence. Persons with a "need to know" Confidential Information may include certain Insiders and certain persons outside Robinhood (such as Robinhood's outside counsel or accountants). In addition, Insiders, consultants, contractors, and agents must not disclose Confidential Information except in accordance with any applicable confidentiality agreement or information barriers.

B. Prohibition of "Tipping"

Insiders, consultants, contractors, and agents shall not provide MNPI obtained in the course of such person's affiliation with Robinhood to a friend, relative, or anyone else who might buy or sell a security, crypto-asset, event contract, or other financial instrument on the basis of that information, whether or not the Insider intends to realize a profit from such "**tipping**." A person who gives MNPI to another without authorization, is a "**tipper**." The person who receives the information is a "**tippee**." A person does not have to divulge MNPI to be guilty of tipping. Simply suggesting to a relative or friend that he or she buy, sell, or hold a security, crypto-asset, event contract, or other financial instrument violates this Policy if the person making the tip is aware of MNPI regarding such asset obtained in the course of such person's affiliation with Robinhood when making the suggestion, even if the tipper does not tell the tippee why the tipper is making the suggestion. Additionally, the tippee may be subject to civil fines and criminal prosecution if he or she trades based on the MNPI received or disseminates the MNPI to others or suggests trades to others.

Insiders, consultants, contractors, and agents shall not disclose Confidential Information to any person under any circumstances in which it appears likely that such person will misuse the information. At all times, you should use common sense, good judgment, and caution and conform to other applicable Robinhood policies regarding information security and privacy, including Robinhood's Privacy Policy and any other procedures designed to protect against unauthorized access to or use of customer records and information.

C. Receipt of Material Non-Public Information

Project or team leaders (including but not limited to in corporate development, product development, finance, legal, and procurement) whose teams generate, receive, or access, or expect to generate, receive, or access, MNPI (including, without limitation, from customers, counterparties, rating agencies, issuers, or other third parties) regarding an issuer or any security, crypto-asset, event contract, or other financial instrument must notify the Control Room (who in turn will notify the RHM Trading Compliance Officer, when applicable) and the Deputy General Counsel of Corporate Legal Affairs or the head of the Corporate Legal team (or otherwise ensure they are aware) that such MNPI being held within the Company. The Control Room will provide guidance as to the appropriate steps to take, and may add the issuer or crypto-asset to Robinhood's Restricted List or Watch List (as described in Section V).

If an Insider, consultant, contractor or agent acting on behalf of Robinhood is uncertain whether information is MNPI or believe they may have been inadvertently exposed to MNPI during the course of their affiliation with Robinhood, they must consult and/or notify the RHM Trading Compliance Officer/Control Room, the Deputy General Counsel of Corporate Legal Affairs or the head of the Corporate Legal team (or their designee), and their project or team leaders for determination.

D. Use of Confidential Information; Prohibition of "Insider Trading"

1. MNPI and Other Confidential Customer Information Obtained from Third Parties. Insiders, consultants, contractors, and agents may use MNPI obtained from a third party and other Confidential Customer Information only for the specific purpose for which it was provided; any other use without permission from the entity that originally entrusted Robinhood with such information is a misuse in violation of this Policy.

2. Proprietary Information and Other Confidential Information. Insiders may use Proprietary Information and other Confidential Information, regardless of its source, only for the purpose of carrying out their responsibilities on behalf of Robinhood and only in a manner consistent with the purposes for which it was created or obtained by Robinhood. Proprietary Information is the property of Robinhood. The unauthorized use or disclosure of Proprietary Information and other Confidential Information is prohibited (regardless of whether the information is material). For example, Insiders might accidentally overhear a conversation or come across a memo left at a copy machine or receive information erroneously shared with them through email, slack or other electronic communications and thereby learn Proprietary Information about an earnings announcement or a prospective acquisition before it is made public. Using this information for the Insider's financial or other personal benefit or conveying such information to others for their financial or other personal benefit constitutes a violation of this Policy and may violate the law. Similarly, Insiders must not trade securities of other companies based on Proprietary Information about Robinhood. (For example, if an Insider becomes aware of a material undisclosed trend at Robinhood that could be affecting the entire brokerage industry, then the Insider must not trade in securities issued by any brokerage until the information has been publicly disclosed or is no longer material.)

3. Trading Prohibitions. Insiders, consultants, contractors, and agents of Robinhood shall not purchase, sell, or otherwise trade, or cause or recommend the purchase, sale, or other trade, for any account (whether their own account, or the account of a Family Member or Controlled Entity, a customer, Robinhood, or any other person or entity), of:

- a security, crypto-asset, event contract, or other financial instrument while in possession of MNPI that relates to such security, crypto-asset, or instrument and that was obtained in the course of the person's affiliation with Robinhood; or

- a security, crypto-asset, event contract, or other financial instrument while in possession of non-public information about aggregated customer trading activity in such security, crypto-asset, or instrument that Robinhood plans to make public.

In order to avoid even the appearance of abuse, all trades of a security, crypto-asset, event contract, or other financial instrument by or for the account of Family Members or Controlled Entities are treated as though they were made by the related Insider. Insiders are therefore advised to make their Family Members aware of this Policy, including that this Policy treats all trades of a security, crypto-asset, event contract, or other financial instrument by Family Members and Controlled Entities as if the transactions were made by the Insider. However, such Policy presumption does not apply to transactions by Family Members or Controlled Entities where the Insider demonstrates that the investment decision was made independently by a third party not controlled or influenced by the Insider or the Insider's Family Members.

E. Information Barriers

From time to time, it may be appropriate to adopt and implement more formal information barriers, sometimes called "information screens," designed to prevent the misuse of MNPI, including to prevent MNPI from being passed from one Insider or group of Insiders to another group of Insiders ("**Information Barriers**"). Information Barriers have multiple uses, including to enable the proper management of potential conflicts of interest, to protect the confidentiality of information, to prevent the misuse of MNPI, and/or to comply with certain regulatory requirements. They are often reinforced by physical and functional separation and electronic restrictions and controls.

Where Robinhood has implemented an Information Barrier, a person on one side of the barrier may not communicate (or otherwise give access to) specified categories of Confidential Information acquired or created in that business area to persons on the other side of the barrier, except in accordance with any specific barrier-crossing procedures established for such barrier.

V. Restricted List and Watch List

The RHM Control Room (a designee of the RHM Trading Compliance Officer) is authorized (but not required) to maintain and enforce a Restricted List and a Watch List as described below.

A. Restricted List

The "**Restricted List**" is a list of issuers that are subject to restrictions on trading activity. The Restricted List may generally be viewed by all Insiders. The RHM Control Room may also choose to make the Restricted List viewable by consultants, contractors, or agents of Robinhood who have a duty of confidentiality to Robinhood. The RHM Control Room may place an issuer or crypto-asset on the Restricted List in order to reinforce Information Barriers, to comply with legal or regulatory requirements, to avoid the potential appearance of impropriety, or to meet other compliance or regulatory objectives. Because entries may be placed on the Restricted List for a number of reasons, no inferences should be drawn from the fact that an issuer or crypto-asset is included on the Restricted List.

When an issuer appears on the Restricted List, Insiders (as well as any consultants, contractors, or agents of Robinhood with access to the list) shall not purchase or sell, or cause or recommend the purchase or sale, for any account on the Robinhood platform or any other platform (whether their own account, or the account of a Family Member or a Controlled Entity, a customer, Robinhood, or any other person or entity) of that issuer's securities or that crypto-asset or any related derivatives or other related financial instruments. In appropriate circumstances, the RHM Trading Compliance Officer may grant exceptions from the Restricted List prohibitions. The RHM Control Room is authorized to monitor trading to identify transactions prohibited by the Restricted List.

Anyone with access to the Restricted List should understand that the Restricted List is itself Proprietary Information and MNPI.

B. Watch List

From time to time, the RHM Trading Compliance Officer may determine that an issuer or crypto-asset should be placed on a Watch List. A "**Watch List**" is a highly confidential list of issuers and crypto-assets about which Robinhood may have received or may expect to receive MNPI or with respect to which the RHM Control Room otherwise has determined that there is a reason to monitor activities. The placement of an issuer or crypto-asset on a Watch List generally will not, in and of itself, effect any trading prohibition. (However, the circumstances that gave rise to the listing, such as a confidential merger project, will often result in a trading prohibition applicable to anyone with knowledge of those circumstances, as set forth in other sections of this Policy.) The RHM Control Room is authorized to monitor trading in securities of issuers and in crypto-assets on the Watch List, and in all related financial instruments. Anyone who is aware of one or more entries on the Watch List, should consider that information itself to be MNPI.

C. Compliance Monitoring

In order to monitor Policy compliance, the RHM Trading Compliance Officer may require Insiders, consultants, contractors, and agents to inform Robinhood of any securities (including derivative financial products, contracts, or similar instruments) and crypto-asset accounts that they or their Covered Persons maintain at Robinhood and/or other brokerages or businesses and to consent to surveillance of those accounts. (Additional surveillance procedures may apply to associated persons of certain RHM Subsidiaries under their respective WSPs.)

VI. Trading of Robinhood Securities

A. Prohibitions of Insider Trading and Tipping apply to Robinhood Securities[3]

For the avoidance of doubt, the prohibitions against insider trading set forth in Section IV.D.3 and the prohibition against insider "tipping" set forth in Section IV.B of this Policy apply to Robinhood Securities (as defined in the footnote) and information relating to Robinhood Securities.

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[3] "**Robinhood Securities**" means (i) all securities that Robinhood has issued, including common stock and warrants to purchase common stock (and any other securities that Robinhood may issue in the future, including but not limited to, preferred shares, notes, and debentures); (ii) any derivative financial products, contracts, or similar instruments pertaining to Robinhood's securities, whether or not issued by Robinhood, such as options and forward contracts; and (iii) any derivative financial products, contracts, or similar instruments that are tied to Robinhood metrics, performance, or events, whether or not issued by Robinhood, such as event contracts (the derivative financial products, contracts, or similar instruments set forth in (ii) and (iii) of this definition are collectively referred to as "**Robinhood Derivatives**"). Securities of broadly diversified funds and index funds (i.e., funds that track an established broad-based index) will *not* be considered "Robinhood Securities." Securities of any other fund that has invested in Robinhood Securities will not be considered to pertain to Robinhood's securities (and thus will not be considered "**Robinhood Securities**" or "**Robinhood Derivatives**"), provided that Robinhood Securities comprise less than 5% of the fund by value at the time of the Covered Person's investment decision. Please refer any questions about this definition to the Employee Trading Helpline.

B. 10b5-1 Trading Plans

Robinhood has adopted a Rule 10b5-1 Trading Plan Policy under which certain Insiders are required or eligible to adopt trading plans ("**10b5-1 Plans**") for Robinhood Securities. In accordance with federal law, that policy allows securities trades to be made pursuant to a *pre-existing* 10b5-1 Plan (even if the trader possesses MNPI when the trade occurs), so long as the plan was adopted in accordance with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended, and Robinhood's Rule 10b5-1 Trading Plan Policy.

Therefore, the prohibitions against insider trading set forth in Section IV.D.3 of this Policy, the Quarterly Closed Windows of Section VI.G, the pre-clearance requirements of Section VI.J, and the Special Closed Windows of Section VI.K do not apply to transactions in Robinhood Securities effected as part of a valid 10b5-1 Plan.

C. General Prohibition of Hedging Robinhood Securities

Robinhood recognizes that hedging against losses in Robinhood shares may disturb the alignment between shareholders and Insiders that the Company's equity awards and stock ownership policies are intended to build. As a matter of Robinhood policy, Covered Persons are prohibited from purchasing financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds), or otherwise engaging in transactions, with the purpose or effect of limiting or eliminating economic risks associated with owning Robinhood Securities. Such hedging transactions are prohibited regardless of whether the Covered Person possesses MNPI when implementing the hedge.

The RHM Trading Compliance Officer may grant an exception to the prohibition set forth in this Section VI.C on a case-by-case basis, subject to such internal approvals as the RHM Trading Compliance Officer, in his or her sole discretion, may request. Such requests are discouraged and would be granted rarely.

(For the avoidance of doubt, outright sales of Robinhood shares are permitted, provided they comply with the other requirements of this Policy.)

D. Prohibition of Short Sales of Robinhood Securities

As a matter of Robinhood policy, Covered Persons, consultants, contractors, and agents are not permitted to engage in "short sales" or sales "against the box" of Robinhood Securities. These types of trades are prohibited regardless of whether the Covered Person possesses MNPI when placing the trade. In general, short sales are transactions whereby a trader will benefit from a decline in the price of the security. Robinhood believes it is inappropriate for anyone covered by this Policy to engage in such transactions in Robinhood Securities, because it would create a conflict of interest for the person, and could incentivize the person to take actions that are contrary to Robinhood's interests.

Specifically, a short sale is a sale of securities that the trader does not yet own. In a short sale, the trader sells securities for a particular price, which the trader is expecting will be higher than the price at which the trader must later buy the securities to cover the sale. Short sales are profitable only if the price of the securities declines. A sale "against the box" is a sale of securities that are owned but are not delivered within twenty days or deposited in the mail for delivery within five days of the sale. A sale "against the box" has the same effect as a short sale.

E. Prohibition of Trading in Robinhood Derivatives

As a matter of Robinhood policy, Covered Persons, consultants, contractors, and agents are not permitted to hold or trade in Robinhood Derivatives. This prohibition exists regardless of whether the

Covered Person possesses MNPI when placing the trade. Similar to short sales, holding or trading in Robinhood Derivatives could create conflicts of interest between the Insider and Robinhood. For example, a trader who writes a call option on Robinhood stock would have an economic incentive to prevent Robinhood's stock price from increasing beyond a certain point; a trader who buys a put option on Robinhood stock would generally profit if the price of Robinhood stock declines; and a trader who enters into an event contract to trade their negative opinion on certain Robinhood metrics could benefit from a decline in Robinhood's financial performance. Robinhood recognizes that not all Robinhood Derivatives create conflicts of interest, but Robinhood has adopted this prohibition in order to prevent any appearance of impropriety.

Securities of any fund that has invested in Robinhood Derivatives will also be excluded from this rule and shall be considered Robinhood Securities for purposes of this policy, provided that Robinhood Derivatives and Robinhood Securities in the aggregate comprise less than 5% of the fund by value at the time of the Covered Person's investment decision. Please refer any questions about this definition to the Employee Trading Helpline.

Restricted stock units ("**RSUs**"), employee stock options, and other derivative securities granted to Insiders under Robinhood's equity incentive plans are excluded from this rule (but are generally non-transferrable according to their terms).

F. Prohibition of Pledging Robinhood Securities; Prohibition of Holding Robinhood Securities in a Margin Account

As a matter of Robinhood policy, Covered Persons are not permitted to pledge Robinhood Securities. Pledging of Robinhood Securities is prohibited regardless of whether the Covered Person possesses MNPI when making the pledge. If Robinhood Securities were pledged as collateral for a loan, there would be a risk that the securities could be foreclosed upon (if the Insider defaults on the loan) at a time when this Policy prohibits the Covered Person from trading the securities. And some loans backed by pledged securities (particularly on a non-recourse basis) resemble sales in many respects and, if not prohibited, could potentially be used to circumvent the prohibitions on hedging and insider trading generally.

Similarly, there is a risk that securities held by a Covered Person in a margin account might be sold without the Covered Person's consent if the Covered Person fails to meet a margin call. Because such a sale could occur when a Covered Person has MNPI about Robinhood or is otherwise not permitted to trade in Robinhood Securities, Covered Persons are prohibited from purchasing Robinhood Securities on margin and/or holding Robinhood Securities in accounts that are authorized for margin trading.

The RHM Trading Compliance Officer may grant an exception to the prohibitions set forth in this Section VI.F on a case-by-case basis, subject to such internal approvals as the RHM Trading Compliance Officer, in his or her sole discretion, may request.

G. Quarterly Closed Trading Windows

In order to avoid any appearance that Covered Persons, consultants, contractors, and agents are trading with an informational advantage relating to Robinhood's financial results, Robinhood has established a "**Quarterly Closed Window**" during which Covered Persons (as well as any consultants, contractors, and agents to whom the RHM Trading Compliance Officer provides a closed window notice) must not trade Robinhood Securities. The Quarterly Closed Window commences on (and includes) the 15th day of the last month of a quarterly or annual financial reporting period and ends when the Nasdaq stock market closes one full regular trading session after Robinhood issues a press release or a filing with the SEC announcing its full quarterly or annual financial results for that reporting period (which, for the avoidance of doubt, would not include the RHM broker-dealer subsidiaries' Rule 606 reports).

As an exception to the general rule, Robinhood Securities may be transferred to a non-margin account during a Quarterly Closed Window pursuant to a 10b5-1 Plan (as described in Section VI.B) and/or the exceptions of Section VI.L below.

Even if a Quarterly Closed Window is not in effect as specified herein, you must not trade in Robinhood Securities if you are aware of MNPI about Robinhood or Robinhood Securities.

H. Standing Orders to Trade Robinhood Securities

Standing orders to trade securities (like limit orders or stop orders) generally do not get filled when placed but rather get triggered later, when the security's market price reaches a level specified in the standing order instruction. Because of the risk that purchases or sales under standing orders could be triggered at a time when the trader possesses MNPI, you should use standing orders to trade Robinhood Securities, if at all, only for brief periods of time when you can be reasonably certain that the order will not execute during a Quarterly Closed Window and will not execute at a time when you otherwise possess MNPI (except that standing orders may be used for longer periods under 10b5-1 Plans implemented in accordance with the Rule 10b5-1 Trading Plan Policy).

With respect to Robinhood Securities, it is the responsibility of each Covered Person, consultant, contractor, and agent to terminate any standing orders with their brokers (except under approved 10b5-1 Plans) prior to the beginning of each Quarterly Closed Window to which they are subject, promptly upon being notified of any Special Closed Window to which they are subject, and promptly upon becoming aware of MNPI relating to Robinhood Securities. As a courtesy at the beginning of each Quarterly Closed Window, Robinhood's captive stock-plan broker, E*Trade, may automatically cancel any standing orders for Robinhood shares placed through a stock-plan linked account (except under approved 10b5-1 Plans); but it is your responsibility to comply with respect to all brokerage accounts.

I. Family Members and Controlled Entities are Subject to these Policies

In order to avoid even the appearance of abuse, all trades of securities or crypto-assets by or for the account of Family Members or Controlled Entities are treated as though they were made by the related Insider and are therefore attributable to the Insider for purposes of this Policy (as stated in Section IV.D). This means that Insiders are subject to discipline (up to and including termination of employment) if they fail to prevent Family Members and Controlled Entities from making trades that would violate this Policy if made by the Insider.

With respect to trading in other companies' securities by Family Members and Controlled Entities, an Insider can avoid discipline by demonstrating that the investment decision was made independently by a third party not controlled or influenced by the Insider or the Insider's Family Members (as stated in Section IV.D). However, such defense does *not* apply to Robinhood Securities. For purposes of this Policy, all trades in Robinhood Securities by Family Members and Controlled Entities are treated as if they were made by the related Insider, and therefore may be prohibited *even if* the trading is directed by an independent third party. Insiders are therefore advised to instruct (and to advise their Family Members to instruct) any investment manager retained to trade securities for their accounts never to trade in Robinhood Securities on their behalf or on behalf of any other Covered Person.

J. Pre-Clearance Procedures

The Company will maintain a "Pre-Clearance List." The RHM Trading Compliance Officer (or their delegate) will update the Pre-Clearance List at least once per fiscal quarter (and notify any newly added persons) to include all members of the Board of Directors, all employees at a level equivalent or senior to vice-president (level 10 or above or their future equivalents), and all general managers, as well as any other employees that may be designated by the RHM Trading Compliance Officer or Corporate Secretary (who may identify other individuals with regular access to MNPI during open trading windows). Persons on the Pre-Clearance List and all of their Family Members and Controlled Entities are required to receive clearance prior to trading, transferring, gifting, or donating Robinhood Securities and/or implementing a 10b5-1 Plan. Such pre-clearance is obtained by submitting a Pre-Clearance Request Form (as attached to this Policy) for approval by the appropriate reviewer(s) following the process directed by the Corporate Secretary or the RHM Trading Compliance Officer (or their delegate). Requests submitted by members of the Board of Directors, senior executives (levels 11 or 12 or their future equivalents), or anyone with an active 10b5-1 Plan (or by their related Covered Persons) require approval from the chief financial officer, chief legal officer, and the RHM Trading Compliance Officer (or their delegate); and requests submitted by anyone else require approval from the Corporate Secretary and the RHM Trading Compliance Officer (or their delegate); provided however, that no one should participate in clearing their own request.

Requests for pre-clearance should be submitted at least two business days in advance of the proposed transaction. An approval of a trade or 10b5-1 Plan will be valid only for the time specified in the approval and trades not placed or 10b5-1 Plans not adopted within the specified time must be resubmitted through the pre-clearance procedures and approved again before the trade or 10b5-1 Plan may proceed. (For the avoidance of doubt, limit orders and other standing orders require pre-clearance when placed and must be promptly cancelled if they do not execute by the deadline specified in the preclearance approval. A separate pre-clearance is not required to cancel a standing order.) Insiders subject to pre-clearance must promptly notify the Employee Trading Helpline of any trade of Robinhood Securities that has been executed or any Trading Plan that has been adopted, but only to the extent the trade or plan is inconsistent with the pre-clearance approval or was executed or adopted without the required preclearance, in violation of this Policy. (Reporting persons subject to Section 16 of the Exchange Act should also alert the Company's Form 4 reporting team regarding all trades and transfers of Robinhood Securities.) Robinhood's approval of a request for pre-clearance does not constitute legal advice and does not relieve the Insider of their legal obligation to refrain from trading in Robinhood Securities if in possession of MNPI.

The Company is under no obligation to approve a request for pre-clearance or a 10b5-1 Plan and may determine not to approve the transaction or 10b5-1 Plan in its discretion. Insiders must not inform any person (other than a Family Member or Controlled Entity on whose behalf they sought pre-clearance) if the Company denies such Insider's request to trade in Robinhood Securities, as such denial may itself be considered under this Policy to be MNPI.

The following types of transactions are exempt from the pre-clearance requirement: any automatic trade under an approved 10b5-1 Plan, any automatic receipt of shares pursuant to an RSU award (but not any sale of such shares into the market), any automatic sale of vested RSU shares arranged by the Company to cover the Company's tax withholding obligation upon RSU settlement, and any automatic purchase of shares under the Company's Employee Share Purchase Plan (the "**ESPP**") (but not any sale of such shares into the market).

If an Insider is on the Pre-Clearance List and has an outstanding 10b5-1 Plan in effect when such Insider ceases to be employed by or who ceases to provide services to Robinhood, such Insider shall remain on the Pre-Clearance List and be subject to this policy until such 10b5-1 Plan terminates or otherwise expires pursuant to its terms.

K. Special Closed Trading Windows

The RHM Trading Compliance Officer or Corporate Secretary may designate, from time to time, a "**Special Closed Window**" independent of the Quarterly Closed Window described in Section VI.G during which anyone who has been designated as being subject to this Section VI.K (and their related Covered Persons) must not trade Robinhood Securities; and the RHM Trading Compliance Officer or Corporate Secretary may also apply such Special Closed Window to (a) the trading in the securities of certain other companies, as deemed appropriate or advisable, including certain of Robinhood's peers or competitors and/or (b) trading in certain crypto-assets (and related financial instruments). The existence of a Special Closed Window will not be announced to Robinhood generally, should not be communicated to any other person, and may itself be considered under this Policy to be MNPI.

As an exception to the general rule, Robinhood Securities may be transferred during a Special Closed Window pursuant to a 10b5-1 Plan (as described in Section VI.B) and/or the exceptions of Section VI.L below.

L. Exceptions

The following transfers of Robinhood Securities may be made without regard to the insider trading prohibitions of Section IV.D and may be made during a Closed Window[4] (except as otherwise noted below), provided that the pre-clearance requirement of Section VI.J continues to apply in accordance with its terms:

- Exercise for cash of a stock option granted under one of RHM's equity incentive plans (but not any sale of such shares into the market);
- Any receipt of shares from RHM pursuant to a RSU award (but not any sale of such shares into the market);
- Any automatic sale of vested RSU shares arranged by Robinhood to cover tax withholding obligations;
- Any transfer of RHM Securities to Robinhood, including any withholding (or reacquisition) of RHM shares by Robinhood to cover tax withholding obligations;
- Purchases of shares under RHM's ESPP (but not any sale of such shares into the market);
- Bona fide gifts and donations, provided that if a Quarterly Closed Window is in effect at the time of transfer, the donee must expressly agree to be subject to the remainder of the closed window to the same extent as the Insider, and provided that if a Special Closed Window is in effect, the gift/donation requires pre-approval from the RHM Trading Compliance Officer or Corporate Secretary;[5]
- Estate-planning transfers, but only with pre-approval from the RHM Trading Compliance Officer or Corporate Secretary; and

[4] "**Closed Window**" means a Quarterly Closed Window or a Special Closed Window.

[5] Bona fide gifts and donations pursuant to a valid 10b5-1 Plan may occur during Closed Windows without preclearance, without any commitments from the donee, and without pre-approval from the RHM Trading Compliance Officer.

- Transfers that do not involve any change of beneficial ownership.

VII. Crypto-Asset Trading

Section VII applies to all trading of crypto-assets, whether on Robinhood, or on another platform, and is intended to limit even the appearance of impropriety arising from the use of Confidential Information regarding crypto-assets.

Crypto-asset trading restrictions apply to all Insiders, consultants to, and contractors and agents acting on behalf of Robinhood (whether their own account, or the account of a Family Member or Controlled Entity, a customer, Robinhood, or any other person or entity). However, those who have been identified as Coin Aware Individuals (as defined below) are subject to even more restrictive requirements due to their exposure to MNPI during the listing/delisting process.

Note: The specific prohibitions set forth in this Section are in addition to the general rules regarding use of Confidential Information and compliance with the Restricted List, as set forth in Sections IV and V.

All Insiders, consultants, contractors or agents acting on behalf of Robinhood are subject to the following crypto-asset trading restrictions:

- They are restricted from trading of a crypto-asset(s) on Robinhood or another platform, from the time Robinhood publicly announces a new listing or delisting of such crypto-asset(s) up to twenty-four (24) hours after such broad public announcement.

- This Policy's prohibitions against trading on Robinhood, or another platform, leading up to, and during, the twenty-four (24) hour period after the first broad public announcement of a new listing or delisting include, without limitation: (a) mining the subject crypto-asset(s), (b) lending or staking the subject crypto-asset(s), and (c) lending or staking other crypto-asset(s) where the subject crypto-asset(s) is received in return; or (d) conducting personal trading.

- All Insiders, consultants, contractors or agents acting on behalf of Robinhood will be subject to both monitoring and restrictions on the Robinhood platform during this twenty-four (24) hour period.

- In connection with new listings, delistings and other trading restrictions, the RHM Trading Compliance Officer is authorized (but not required) to impose additional trading restrictions.

- For the purpose of this Policy, (a) trades of a crypto-asset include transactions denominated in fiat currency as well as transactions denominated in cryptocurrency; and (b) mining of a cryptocurrency is considered a purchase of the cryptocurrency at a then-applicable reasonable market price.

- Anyone who becomes aware of MNPI during the course of their affiliation with Robinhood that relates to a crypto-asset (or any related financial instrument) must not conduct trading on the basis of such MNPI in any account (whether their own account, or the account of a Family Member or Controlled Entity, a customer, Robinhood, or any other person or entity).

- Material information with respect to a crypto-asset may include, but is not limited to, information about:

- large trades that have been placed but not yet executed;
  - other short-term market impacts of customer trading;
  - contemplated listings (whether by Robinhood or any other business);
  - contemplated delistings (whether by Robinhood or any other business);
  - information about another crypto-asset under circumstances in which such information is likely to affect the price of the subject crypto-asset (for example information about bitcoin may be likely to affect the price of other crypto-assets, given how closely the price of some crypto assets track the price of bitcoin); and
  - Information concerning the addition or removal of a crypto-asset's staking availability.

  Material information with respect to stablecoins may include information indicating a likelihood that the fixed or pegged price will not hold. So long as a stablecoin's pegged price is not in doubt, listings and delistings of the stablecoin are unlikely to be material with respect to the stablecoin (because that information would not make a difference to a reasonable investor's decision of whether to buy or sell the stablecoin).

- An Insider, consultant, contractor or agent acting on behalf of Robinhood who is uncertain of whether a potential investment would be considered a "related financial instrument" of a particular crypto-asset must consult with either the RHM Trading Compliance Officer or RHC Chief Compliance Officer.

- Transactions for bona fide testing purposes are exempt from the above prohibitions, provided that all of the following conditions are met (a) the RHC Chief Compliance Officer approves the test in advance, (b) notice of the RHC Chief Compliance Officer's approval is provided to the RHM Trading Compliance Officer in advance of the test (including a list of who is participating in the test), and (c) the transacted amounts are *de minimis*.

As mentioned above, Coin-Aware Individuals, which includes Crypto leaders, are subject to more restrictive requirements as outlined below[6]:

- Crypto leaders, which is a small subset of Coin-Aware Individuals (defined below), whose teams (including, without limitation, the Crypto Listing Committee) generate, receive, or access, or expect to generate, receive, or access, MNPI regarding any future crypto-asset must notify the RHM Trading Compliance Officer (or otherwise ensure he or she is aware) that such MNPI being held within the Company. The RHM Trading Compliance Officer will provide guidance as to the appropriate steps to take, and may add the crypto-asset to Robinhood's Restricted List or Watch List (as described in Section V).

- Coin-Aware Individuals are those who have direct knowledge of MNPI during the course of the work conducted for a new listing or delisting of a crypto-asset(s) and are strictly prohibited from conducting any personal trades, on Robinhood or another platform, of those crypto-asset(s) prior to, and during the twenty-four (24) hours after Robinhood publicly announces a new listing or delisting of such crypto-asset(s). Coin-Aware Individuals that violate this restriction will be subject to disciplinary action, up to and including termination.

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[6] Coin Aware Individuals are also subject to the crypto-asset trading restrictions applicable to all Insiders, consultants, contractors or agents acting on behalf of Robinhood. if conflicting, the stricter limitations and requirements apply.

- Crypto leaders and Coin-Aware Individuals must submit a preclearance request for any personal trades made on the Robinhood platform, or another platform, during the time they have become aware of the crypto asset listing or delisting leading up to, and during, the twenty-four (24) hour period after the first broad public announcement. Any questions or concerns that may arise, please contact cryptocompliance@robinhood.com.

VIII. Prohibition of Manipulation

Robinhood expects Insiders to avoid any activities that may appear to be manipulative. With respect to crypto-asset trading, this means that any trading activity that disrupts or manipulates crypto-asset exchanges or other crypto-asset service providers (e.g., trading platforms, payment processors, market data providers) is prohibited. The list below of specific prohibitions is not exclusive but is intended to provide more clarity on what types of trading activity are prohibited. (And for the avoidance of doubt, the following prohibitions also apply to trading of crypto-assets, securities, event contracts, and other financial instruments.) Do not:

- harass, intimidate, or coerce another person, whether directly or indirectly, to place, amend or cancel an order for any reason including, but not limited to, for the purpose of impacting a market price or to help facilitate another person's execution of a trade based upon MNPI regarding impending transactions or trading activity that has not been publicly disseminated.

- place orders for the purpose of generating unnecessary volatility or creating a condition in which prices do not or will not reflect fair market values. This can include artificially buying and selling around the same price to solely or principally increase volume; splitting an order in efforts to create more trade executions and the appearance of more trading activity; or using successive trade executions to show artificial momentum in a particular direction (e.g., layering).

- place orders with the sole or principal intent of canceling the bid or offer before execution. Such behavior may be interpreted as an attempt to manipulate markets into believing there is more or less demand for a crypto-asset, security, event contracts, or other financial instrument.

- pre-arrange the execution of any order with another person or entity for the sole or principal purpose of creating the appearance of market activity, when in fact the execution of such order is without risk to either party (e.g., do not engage in wash sales -- entering simultaneous buy and sell orders for the same crypto-asset, security, or financial instrument for the same beneficial owner in a manner designed to achieve the same or nearly the same price for both orders).

- place orders for the purpose of assisting another person or entity to engage in transactions and sharing the economic benefit or loss of such transactions.

- make recommendations to customers regarding transactions in crypto-assets, securities, event contracts, or other financial instruments. Even if an RHM subsidiary makes recommendations regarding crypto-assets, securities, event contracts, or other financial instruments, Insiders are prohibited from making recommendations to buy or sell crypto-assets, securities, event contracts, or other financial instruments to any RHM subsidiary customers.

IX. Questions

Questions concerning any aspect of this Policy should be directed to the Employee Trading Helpline at EmployeeTrading@robinhood.com. An Insider who is uncertain of whether information in their possession is MNPI covered by this Policy should consult with the RHM Control Room before using or disclosing the information in question. Requests for exceptions to this Policy should also be referred to the RHM Trading Compliance Officer.

X. Violations

The misuse of Confidential Information is a violation of Robinhood policy. It may also be a violation of federal or state laws or regulations, which provide for civil and criminal penalties against any person who violates the law. Trading while in possession of MNPI or improperly communicating that information to others may expose violators to prison sentences and severe civil and criminal penalties. Federal securities laws in the U.S. currently provide for civil sanctions equal to triple the amount of gain realized or loss avoided as a result of the misconduct, and the laws of other jurisdictions frequently provide for similar penalties. Regulators may proceed against the violator’s supervisors, as well as those who trade, “tip,” or otherwise are engaged in, or assist another who is involved in, violating the law.

Even the appearance of misuse of Confidential Information can have serious implications for an Insider’s career and may be extremely damaging to Robinhood’s reputation. Failure to comply with this Policy may be grounds for disciplinary action, up to and including immediate termination of employment. In appropriate instances, Robinhood may report violations to governmental or regulatory authorities.

Pre-Clearance Request Form

(Board members, VPs and above, and certain others must obtain preclearance before trading Robinhood Securities)

I, the undersigned, hereby request preclearance to trade securities of Robinhood Markets, Inc. (the "**Company**") in accordance with the Company's Confidential Information and Insider Trading Policy (the "**Insider Trading Policy**") as described below:

ame of security I propose to trade:

☐ Class A Common Stock of Robinhood Markets, Inc. (HOOD)

☐ Other: ____

aximum number of such securities I propose to trade: ____________________________

pe of transaction (check all that apply):

☐ Open Market Sale ☐ Open Market Purchase ☐ Standing Order (e.g., Limit Order)

☐ I have a 10b5-1 Trading Plan currently in effect, this transaction will occur outside of that Plan, and I am not proposing to sell any shares that have already been committed to that Plan

☐ Entry into a new 10b5-1 Trading Plan

☐ Gift to: ____ (family member, charity, etc)

☐ Estate Planning Transfer to: ____

☐ Other: ____

epresent and warrant to the Company as follows:

I certify that I do not possess any material nonpublic information about the Company or its securities (provided, however, this Item 1 does not apply if I am proposing only (a) a cash exercise-and-hold of an employee stock option and/or (b) an estate-planning (or other) transfer that does not entail any change of beneficial ownership).

I certify that I have read the Insider Trading Policy and that my proposed trade complies with the Policy.

I understand that if I trade Company Securities while I am in possession of material nonpublic information about the Company or its securities or otherwise in violation of any trading restrictions, I may be subject to severe civil and/or criminal penalties and may be subject to discipline by the Company, including termination. I understand that approval of this Pre-Clearance Request Form does not eliminate the possibility that the Securities and Exchange Commission (or other government agency) may later: (a) challenge the proposed transaction and (b) attempt to bring civil and/or criminal charges against me.

I acknowledge that if any proposed trade does not execute within four (4) trading days of receiving pre-clearance (or such other deadline as may be specified in the approval) then the preclearance will no longer be valid, I must promptly cancel any standing order, and I will need to submit a new preclearance request in order to execute the trade.

Print Name: ____________________________

Signature: ______________________________

Date: _________________________________

ease submit the completed form for approval following the process directed by the Corporate Secretary or the RHM Trading Compliance Officer (or their delegate). The pre-clearance process might take up to two (2) trading days and clearances generally expire after four (4) trading days.

Subsidiaries of the Registrant*

As of December 31, 2025, the following entities are wholly owned direct or indirect subsidiaries of Robinhood Markets, Inc.

Name of Subsidiary	State/Country of Organization
Bitstamp USA, Inc.	Delaware
RHX, LLC	Delaware
Robinhood Asset Management, LLC	Delaware
Robinhood Credit, Inc.	Delaware
Robinhood Crypto, LLC	Delaware
Robinhood Derivatives, LLC	Delaware
Robinhood Financial LLC	Delaware
Robinhood Gold, LLC	Delaware
Robinhood Money, LLC	Delaware
Robinhood Securities, LLC	Delaware
Robinhood Ventures DE, LLC	Delaware
Robinhood Ventures Fund I	Delaware
Trade-PMR, Inc.	Florida
TradePMR Insurance Agency, LLC	Florida
Sherwood Reinsurance Company, Inc.	Hawaii
SRC All Other Cell, LLC	Hawaii
SRC D&O Cell, LLC	Hawaii

* In accordance with Item 601(b)(21)(ii) of Regulation S-K, the Company has omitted from this Exhibit the names of certain subsidiaries which, considered in the aggregate as a single subsidiary, would not constitute a “significant subsidiary” (as defined in Rule 1-02(w) of Regulation S-X) as of December 31, 2025.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Form S-8 No. 333-285037 pertaining to the 2021 Omnibus Incentive Plan and the 2021 Employee Share Purchase Plan of Robinhood Markets, Inc.,
(2) Form S-8 No. 333-277408 pertaining to the 2021 Omnibus Incentive Plan and the 2021 Employee Share Purchase Plan of Robinhood Markets, Inc.,
(3) Form S-8 No. 333-270062 pertaining to the 2021 Omnibus Incentive Plan and the 2021 Employee Share Purchase Plan of Robinhood Markets, Inc.,
(4) Form S-8 No. 333-262968 pertaining to the 2021 Omnibus Incentive Plan and the 2021 Employee Share Purchase Plan of Robinhood Markets, Inc., and
(5) Form S-8 No. 333-258250 pertaining to the 2021 Omnibus Incentive Plan, the 2021 Employee Share Purchase Plan, the 2020 Equity Incentive Plan, and the Amended and Restated 2013 Stock Plan of Robinhood Markets, Inc.

of our reports dated February 18, 2026, with respect to the consolidated financial statements of Robinhood Markets, Inc. and the effectiveness of internal control over financial reporting of Robinhood Markets, Inc. included in this Annual Report (Form 10-K) of Robinhood Markets, Inc. for the year ended December 31, 2025.

/s/ Ernst & Young LLP

San Francisco, California
February 18, 2026

Exhibit 31.1

CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Vladimir Tenev, certify that:

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

Date: February 20, 2026
/s/Vladimir Tenev
Vladimir Tenev
Chief Executive Officer

CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Shiv Verma, certify that:

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

Date: February 20, 2026
/s/Shiv Verma
Shiv Verma
Chief Financial Officer

Exhibit 32.1

CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS
ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, I, Vladimir Tenev, hereby certify that, to the best of my knowledge, Robinhood Markets, Inc.'s Annual Report on Form 10-K/A for the year ended December 31, 2025 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Robinhood Markets, Inc.

Date: February 20, 2026

/s/Vladimir Tenev
Vladimir Tenev
Chief Executive Officer

Exhibit 32.2

CERTIFICATION BY THE CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS
ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, I, Shiv Verma, hereby certify that, to the best of my knowledge, Robinhood Markets, Inc.'s Annual Report on Form 10-K/A for the year ended December 31, 2025 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Robinhood Markets, Inc.

Date: February 20, 2026

/s/Shiv Verma
Shiv Verma
Chief Financial Officer