

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

FORM 10-K

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

For The Year Ended: **December 31, 2025**

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

For the Transition Period from _____ to _____



ACCESS Newswire Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-10185

(Commission File Number)

26-1331503

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

One Glenwood Avenue, Suite 1001, Raleigh, NC 27603

(Address of Principal Executive Office) (Zip Code)

888-808-ACCS (2227)

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	ACCS	NYSE American.

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

None

(Title of Class)

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 and posted 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 and post such files). Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated Filer	☐ (Do not check if a smaller reporting company)	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 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 Act). Yes ☐ No ☒

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2025, the last business day of the registrant's second fiscal quarter, was approximately \$47,586,560 based on the closing price reported on the NYSE American as of such date.

As of March 19, 2026, the number of outstanding shares of the registrant's common stock was 3,859,211.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement relating to its 2026 annual meeting of stockholders (the "2026 Proxy Statement") are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. The 2026 Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the year to which this report relates.

CAUTIONARY STATEMENT

All statements, other than statements of historical fact, included in this Annual Report on Form 10-K (this “Form 10-K”), including without limitation the statements under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Description of Business,” are, or may be deemed to be, forward-looking statements. Such forward-looking statements involve assumptions, known and unknown risks, uncertainties, and other factors, which may cause the actual results, performance or achievements of ACCESS Newswire Inc., to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements contained in this Form 10-K.

In our capacity as Company management, we may from time to time make written or oral forward-looking statements with respect to our long-term objectives or expectations which may be included in our filings with the Securities and Exchange Commission (the “SEC”), reports to stockholders and information provided on our web site.

The words or phrases “will likely,” “are expected to,” “is anticipated,” “is predicted,” “forecast,” “estimate,” “project,” “plans to continue,” “believes,” or similar expressions identify “forward-looking statements.” Such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. We wish to caution you not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We are calling to your attention important factors that could affect our financial performance and could cause actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements.

The following list of important risk factors is not all-inclusive, and we specifically decline to undertake an obligation to publicly revise any forward-looking statements that have been made to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. Among the factors that could have an impact on our ability to achieve expected operating results and growth plan goals and/or affect the market price of our stock are (please see full list of risk factors in Item 1A):

- Dependence on key personnel.
- Fluctuation in quarterly operating results related to transaction-based revenue.
- Our ability to successfully integrate and operate acquired assets, businesses, ventures and/or subsidiaries.
- Our ability to successfully develop new products and introduce them to the markets in which we operate.
- Changes in laws and regulations that affect our operations and demand for our products and services.

Available Information

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Financial Data in iXBRL, Current Reports on Form 8-K, proxy statements and amendments to those reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available, free of charge, in the investor relations section of our website at www.accessnewswire.com.

The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov. The public may read and copy any materials we file with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

PART I

ITEM 1. DESCRIPTION OF BUSINESS.

Company History

ACCESS Newswire Inc. and its subsidiaries are hereinafter collectively referred to as “ACCESS”, “ACCESS Newswire”, the “Company”, “We” or “Our” unless otherwise noted.

We are a Delaware corporation formed in October 1988 under the name Docucon Incorporated. In December 2007, we changed our name to Issuer Direct Corporation, and then effective on January 27, 2025, we changed our name from Issuer Direct Corporation to ACCESS Newswire Inc.

Our principal executive offices are located at One Glenwood Ave., Suite 1001, Raleigh, North Carolina, 27603, and our main telephone number is 888-808-ACCS (2227). Our website address is <https://www.accessnewswire.com>.

Company Overview

Both the Company and its executive officers, announce material financial information to our investors using our investor relations website, SEC filings, investor events, news and earnings releases, public conference calls, webcasts, and social media. We use these channels to communicate with our investors and the public about our company, our products and services and other related matters. It is possible that information we post on some of these channels could be deemed to be material information. Therefore, we encourage investors, the media and others interested in ACCESS to review the information we post to all our channels, including our social media accounts.

We offer a dynamic customer platform that empowers businesses to connect, engage and build their brands. Our platform streamlines Public Relations (PR) and Investor Relations (IR), helping organizations manage events, enhance communication and strategically distribute their messaging to key stakeholders, including investors, media professionals, markets, and regulatory systems worldwide. Today, thousands of customers—from emerging startups to multi-billion-dollar global brands—trust our ACCESS platforms to elevate their reach and impact.

Specifically, the core products that encompass our platform are the following: Press Release Distribution, Media Monitoring, Database and Pitching, as well as Investor Relations Websites and Earnings and Event technologies.

We focus on selling to small and mid-market businesses, which we define as companies that have between 2 and 2,000 employees. In late 2024, we launched our new subscription platform to existing customers only, and at the beginning of 2025, officially released it as part of our rebrand to ACCESS Newswire. As of December 31, 2025, we have 974 subscriptions with an annual recurring revenue (“ARR”) of approximately \$12.2 million.

Sale of our Compliance Business

On February 28, 2025, the Company and Direct Transfer, LLC, its wholly owned subsidiary, entered into and closed an Asset Purchase Agreement (the “Purchase Agreement”) with Equiniti Trust Company, LLC (the “Buyer”). Pursuant to, and subject to the terms and conditions of, the Purchase Agreement, the Buyer purchased certain assets related to the Company’s Compliance business (the “Purchased Assets”). The Purchased Assets consisted of certain accounts receivable, prepaid assets, contracts and intellectual property, among other things, related to the Company’s services of providing i) disclosure software and services for financial reporting, ii) stock transfer services, iii) annual meeting, print and shareholder distribution and fulfillment services and iv) virtual annual meeting services (but not the intellectual property relating to the virtual annual meeting services). Revenue related to these services was previously included in the Company’s “compliance revenue” stream as reported with the SEC in previous filings, except revenue related to virtual annual meeting services, which was previously reported in the “communications revenue” stream in previous SEC filings. Additionally, revenue related to providing SEDAR services and revenue related to our whistleblower hotline, which was previously reported as “Compliance revenue” was retained by the Company. The Buyer only assumed certain liabilities related to the Purchased Assets, which includes certain accounts payable, accrued liabilities and deferred revenue. As a result, assets associated with our Compliance business, and revenue and expenses associated with the assets, have been categorized as discontinued operations in our financial statements for the years ended December 31, 2025 and 2024, while the remaining assets associated with our Communications business are included in continuing operations.

Our Platform

In previous periods we have sold our products in different bundles and names, such as Media Suite and/or as a Communications platform. As part of our rebrand, in January 2025 we consolidated the naming conventions, product sets and subscriptions to be less onerous on the customers, easier to subscribe to and significantly clearer to the investment community.

Our communications platform consists of the following subscriptions:

ACCESS PR – a subscription that includes press release distribution, media monitoring, pitching and database.

ACCESS IR – a subscription that includes investor relations website, quarterly earnings calls, and press release distribution to cover the announcement of your earnings date and actual earnings releases.

ALL ACCESS – encompasses the best of both ACCESS PR and ACCESS IR into a customized platform for each customer.

As an option, the Company provides customers with the ability to purchase stand-alone solutions to try each of its products before subscribing to our platform. For example, a small company looking to build their brand and tell their story would utilize the press release distribution product from ACCESS Newswire in a pay-as-you-go option.

Products in the Platform

Press Release Distribution. Our flagship press release distribution service—marketed under the brands **ACCESS Newswire, Newswire.com, and PressRelease.com**—offers comprehensive news dissemination and media outreach solutions for both private and public companies worldwide. We believe ACCESS is emerging as a competitive force in the newswire industry, leveraging advanced technology to provide customers with greater control and flexibility. Users can choose self-publishing or AI-assisted creations of their press releases, which is reviewed by our expert editorial team for compliance and professional review. We continue to expand our distribution network, refine targeting capabilities, and enhance analytics reporting to maximize impact.

Our platform also includes a seamless e-commerce experience, allowing customers to **self-select distribution options, register, and upload their press releases for editorial review within minutes**. These innovations have contributed to the **historical growth of press release distribution products**, a trend we anticipate will continue in the coming years.

Additionally, we maintain **high gross margins** while offering **flexible pricing options**, enabling customers to pay per release or opt for long-term contract commitments. Our core **press release distribution** service is integrated into all three **ACCESS subscription plans**, ensuring greater value for our customers.

Media Database. Our media database is based on the idea that pitching the media should be a targeted endeavor. Our dataset includes only the journalists that are actively writing and publishing articles. We built this component in reverse, looking at the tens of millions of articles published annually and sorted articles by industry, publication and journalist, then curated the most accurate data of each contact and made it available within our media database. Additionally, within the interface we made it easy to see each article published by every journalist a user may want to connect with, making our media suite a compelling combination of the right features and intelligence between database, pitching, and monitoring.

Media Pitching. Pitching is a critical part of our media suite because it allows the user to contact and connect with the most active journalists in their industry. Our media suite not only gives the user the professionals to pitch, it also offers AIMee, our AI writing and recommendation engine, to enhance the user's message, write a new message and highlight engage-able content to help bring their pitch to the forefront.

Media Monitoring. A brand monitoring solution is extremely important, and every company should consider monitoring not only their brands, but their products, executives and competitors mentioned in all mediums – print, broadcast media and television, web, radio, video, blogs and social media. Our monitoring solution offers many of these mediums and we will continue to undergo expansion in each of these mediums with a goal of being a comprehensive media monitoring solution within the next year. Our media monitoring solution ties together our journalist contacts and mention analytics into and with a customer's dashboard of daily activity.

Media Room. A natural addition to our public relations and investor relations website business. This product offering can be an add-on to any customer's subscription. The media room suite includes a custom newsroom page builder, a brand asset manager and contact manager.

Press Release Optimizer ("PRO"). Our PRO offering, formally Media Advantage Platform, automates media and marketing communications for businesses seeking to deliver the right message to the right audience at the right time for the right purpose. Through the PRO offering, we provide content and media communications services that provide customers the opportunity to optimize their content and increase their media visibility, therefore building their brand awareness and engaging a larger audience. With the flexibility of these offerings, customers have the ability to now choose to add a PRO solution to any of their ACCESS subscriptions.

Our media room addresses the needs of our customers looking to build connections with media, journalists, customers and if applicable the investment community. According to TekGroup's latest survey in 2023, a majority of journalists and media professionals indicated the importance of media rooms that include digital media, press kits and video. We believe our media room accomplishes this by making it a part of our subscription platform or stand-alone offering, giving us a further competitive advantage in the market. This also allows our customers to have one media platform to manage all their assets, brands and outreach.

Webcasting & Events. Our webcasting and events business is comprised of our earnings call webcasting solutions and our virtual meeting and events software (such as deal/non-deal road shows, analyst days and shareholder days).

Our Webcasting Platform is a cloud-based webcast, webinar and virtual meeting platform that delivers live and on-demand streaming of events to audiences of all sizes. Our solution allows customers to create, produce and deliver events, which we feel has significantly strengthened our webcasting product and overall offering. The platform architecture gives us the ability to host thousands of webcasts each year, expanding and diversifying our webcast business from our historical earnings-based events to include any type of virtual event.

Traditional earnings calls and webcasts are a highly competitive market with the majority of the business being driven from practitioners in investor relations and communications firms. We estimate there are approximately 4,000 companies in North America conducting earnings events each quarter that include a teleconference, webcast or both as part of their events. Our platform incorporates other elements of the earnings event, including earnings date/call announcement, and earnings press release. There are a handful of our competitors that can offer this integrated full-service solution today, however, we believe our real-time event setup and integrated approach offers a more effective way to manage the process. As we expand our platform, it is vital for us to have solutions that service both our core public companies but also a growing segment of private customers.

Professional Conference and Events Software. Our professional conference and events software is a subscription offering we currently license to investor conference organizers. This software, which is also available as a native mobile app, offers organizers, issuers and investors the ability to register, request and approve one-on-one meetings, manage schedules, perform event promotion and sponsorship, print attendee badges and manage lodging. This cloud-based product can be used in a virtual or in person conference setting and is integrated within other offerings of press release distribution, media rooms and webcasting and events. We believe this integration gives us a unique offering for professional conference organizers that is not available elsewhere in the market.

Investor Relations Websites. Our investor relations content network is another component of our platform, which is used to create the investor relations' tab of a company's website. This investor relations content network is a robust series of data feeds including news feeds, stock feeds, fundamentals, regulatory filings, corporate governance and many other components which are aggregated from most of the major exchanges and news distribution outlets around the world. Customers can subscribe to one or more of these data feeds or as a component of a fully designed and hosted website for pre-IPO companies, SEC reporting companies and partners seeking to display our content on their corporate sites. The clear benefit to our investor relations content network is its integration with our other offerings. As such, companies can produce content for public distribution and it is automatically linked to their corporate website, distributed to targeted groups and placed into our data feed partners.

During 2023, we released significant upgrades to our investor relations website that included ADA Compliance (Americans with Disabilities Act) and AODA Compliance (Accessibility for Ontarians with Disabilities Act) which ensures that people with disabilities have the same access to all areas of a business's premises, specifically, customers' websites. This add-on requires a recurring annual subscription and is delivered fully integrated into and with our investor relations website offering.

Incident Hotline. Formally our whistleblower hotline offering, this is an add-on product within our subscription platform. This system delivers secure notifications and basic incident workflow management processes that align with a company's corporate governance policies. As a supported and subsidized bundle product of the New York Stock Exchange ("NYSE") offerings, we are introduced to new IPO customers and other larger cap customers listed on the NYSE. Since 2014, we have been a named NYSE subsidy provider of this incident response and management solution.

Our Competitive Strengths

We believe that our market leadership position is based on the following key strengths:

Designed to Help Companies Communicate Better. Our platform was architected from the ground up to enable businesses to bring their brand voice and storytelling to life, by using an all-in-one solution that integrates our news distribution, media room, database, pitching, monitoring, and reporting functionalities into and with our investor relations websites and webcasting event technology.

Ease of Use of a Single, Platform that Drives Clear Value. We have designed and built a world-class platform that stands out for its seamless integration, powerful capabilities, and ease of use. We believe customers choose the ACCESS Platform because it offers a unified and intuitive experience, from press release creation to targeting and monitoring, which we believe sets it apart from many traditional point solutions. Additionally, we are continuously enhancing our platform with new products and advanced AI capabilities, empowering customers to work smarter and maximize efficiency.

Rebrand and Market Leadership. In November 2024, we launched a rebranding initiative to redefine our identity and ensure continued relevance with our evolving customer base in the communications industry. This rebrand was completed on January 16, 2025, through a phased integration of our brands under our new name, ACCESS Newswire Inc. Effective January 27, 2025, Issuer Direct Corporation officially became ACCESS Newswire Inc. As part of this transition, the ACCESSWIRE and Issuer Direct brands were retired from the marketplace, with all customers seamlessly migrated to the ACCESS Newswire platform. Additionally, the Company continues to maintain infrastructure and serve customers under other brands, such as Newswire.com and pressrelease.com, which have been fully integrated into the ACCESS Newswire brand.

Partner & Reseller Programs. We derive referrals and revenues from our partners and resellers. We engage each partner and reseller in one of two ways, i) we resell our products at a discount for the reseller to incorporate our offerings into their go-to-market strategy and ii) we partner with leading IR and PR firms whereby they refer ACCESS to their customers, who enter into contracts with us directly. In 2026 and beyond, we believe our brand will continue to benefit from these programs, and we will look to continue to invest and maintain our presence across both IR and PR. As of December 31, 2025, approximately 10% of revenues came from our partner and reseller programs.

Our overall strategy includes:

Grow Our Customer Base. We continue to see a significant opportunity in the market for our platform, particularly among small-to-mid-sized businesses that are underserved by existing point-solution vendors. Many of these businesses lack the resources to implement complex systems, making our **all-in-one customer platform** an ideal solution for driving growth and expansion. By offering a **streamlined, cost-effective, and easy-to-adopt platform**, we empower small-mid-market businesses to execute successful strategies with efficiency. Moving forward, we will continue to fuel our growth by leveraging our **go-to-market strategies, competitive flat-fee pricing model, and strong network of Resellers and Partners.**

Increase Revenue from Existing Customers. With over 10,000 customers in more than 135 countries spanning many industries, we believe we have a significant opportunity to increase revenue from our existing customers. We plan to increase revenue from our existing customers by expanding their use of our platform, and upselling additional offerings and features, including future planned adjacencies coming this year. We believe our flat-fee pricing model will allow us to capture more subscription revenues as point solutions continue to struggle in the market.

Keep Expanding Internationally. We believe there is a significant opportunity for our platform outside of the North American. As of December 31, 2025, approximately 11% of our customers were located outside of the North America and these Customers generated approximately 9% of our total revenue for the year ended December 31, 2025. We sell, support and work with our international customers from North American. We intend to grow our presence in international markets through additional investments in partners, resellers and our direct sales and marketing channel.

Continue to Innovate and Expand Our Platform. Small-mid-market businesses are increasingly realizing the value of having an integrated platform for both PR and IR. We believe we are well positioned to capitalize on this opportunity by introducing new products and solutions to improve the functionality of our platform, that addresses the lifecycle of a customer's storytelling initiatives. As engagement is becoming more and more important to our customers' it is going to become critical to continually differentiate our offerings and technology by introducing new and innovative ways to express interest in a brand, by bringing real-time engagement to our customers.

Selectively Pursue Acquisitions. We plan to selectively pursue acquisitions of complementary businesses, technologies and teams that would allow us to add new features and functionalities to our platform and accelerate the pace of our innovation, while continuing to stay focused on the customer experience. Our last acquisition was the Newswire brand, which was acquired on November 1, 2022, as part of the iNewswire, LLC transaction.

Sales and Marketing. During 2025, we continued to strengthen our brands in the market by working aggressively to expand our customer footprint and continue to cross sell to increase average revenue per customer in our subscription business. Since our platform, systems and operations are built to handle growth, we have been leveraging them to produce reasonable gross margins and cash flows without a proportional increase in our capital or operating expenses.

Our sales organization is responsible for generating new customer opportunities and expanding our current customers. We ended 2025 with a multi-tier organization of sales personnel, consisting of Client Success Managers (CSM's), Account Executives, and strategic agency and reseller executives. Our CSM's are split between those focused on publicly traded customers and private customers and are also responsible for a certain territory or geographic region, with a singular CSM per region that does both account development and new business. We believe this approach is the most efficient and effective way for us to reach new customers and grow our current install base. The total compensation packages for these teams are heavily weighted with commission compensation to incent sales and retention. All members of the sales team have quotas. As of December 31, 2025, we employed 25 full-time equivalent sales and marketing personnel compared to 27 as of December 31, 2024.

Our marketing organization is dedicated to both driving prospects and engaging existing ones through targeted campaigns and industry updates. These efforts aim to highlight the advantages of our platform and encourage customers to enhance their subscriptions by adding additional components. To achieve these goals, our team employs a customer-centric omni-channel strategy, which integrates multiple channels—such as online platforms, mobile apps, social media, email, and customer service—into a seamless and consistent experience. The goal is to

ensure that customers can interact with a brand effortlessly across different touchpoints while maintaining continuity in their journey. Additionally, we leverage strategic partnerships and specialized private company marketing activities to expand our reach and strengthen brand awareness. By integrating these approaches, we aim to drive sustainable long-term growth and continuously scale our business in an evolving marketplace.

Industry Overview

Based on information last obtained from the Burton-Taylor Media Intelligence report in early 2023, the global communications technology market is approximately \$5.5 to \$6.0 billion in annual revenue. This total includes spending on social media solutions, media monitoring, press release targeting and distribution, and investor relations platforms globally. A key driver of growth in our industry is the introduction of new innovative technologies and solutions. We believe by expanding our technology and products will help us gain market share within the industry as well as further expand our news distributions brands.

The industry, along with Artificial Intelligence (AI) and Large Language Models (LLMs), have matured considerably over the past two years, whereby communication professionals are seeking platforms and systems to assist with content creation, analysis, and optimization. With the advancement of Aimee, our closed network LLM, and connectivity into public LLMs, we believe we are well positioned in this new environment to benefit from subscription growth and further advancements of our platform because of what AI has afforded the industry.

Competition

Despite some significant consolidation in recent years, the communications industry remains both fragmented and extremely competitive. The success of our products and services are generally based on quality of service through the ability to service customer demands, as well as, price in certain markets Management has been focused this past year on offsetting the risks relating to competition, as well as, the seasonality of pay-as-you-go services by introducing our recurring subscription platform, with higher margins, clear competitive advantages, higher customer stickiness and scalability to withstand market and pricing pressures.

We also review our operations on a regular basis to balance growth with opportunities to maximize efficiencies and support our long-term strategic goals. We believe by blending our workflow technologies with our legacy service offerings we can offer a comprehensive set of products and solutions to each of our customers within one platform that most competitors cannot offer today. During the first quarter of 2026, we launched ACCESS Verified, a proprietary, AI-driven verification and distribution enhancement designed to improve the speed, accuracy and integrity of content from our press release distribution across the ACCESS Newswire platform and thousands of our distribution partners and licensees. ACCESS Verified leverages advanced AI and LLM-style word and phrase matching to verify content with 99.999% accuracy, delivering what we believe to be a first-to-market, industry-leading speed-to-wire enhancement, while supporting consistency with established disclosure practices and editorial standards. The solution is fully integrated into the ACCESS Newswire workflow and is available at no additional cost to customers. ACCESS Verified acts as an intelligent first line of review, helping ensure our customer's news is credible, compliant, and newsroom-ready. This evolution evidences our focus on maturing our platform to include advancements that allow us to scale operations, increase gross margin and leverage AI to assist in the creation, review and approval of customers messaging, but not replace human evaluation and review.

We believe we are positioned to be one of the communications platforms of choice as a cost-effective alternative to both small regional providers and global customers. As of December 31, 2025, our workforce is fully remote, which we believe is a benefit to have the flexibility to hire and retain customer service or production personnel anywhere and at a reasonable cost.

Customers

Our customers include a wide variety of public and private companies. For the year ended December 31, 2025, we worked with 12,802 customers, compared to 12,349 for the year ended December 31, 2024. We did not have any customers during the year ended December 31, 2025 that accounted for more than 10% of our revenue or more than 10% of our year end accounts receivable balance as of December 31, 2025.

Human Capital and Culture

As of December 31, 2025, we had 91 employees and independent contractors. None of our workforce is represented by a union. Our employees work remotely in designated regions worldwide.

We recognize and value our people as our most important asset in achieving our strategic goals and growing an industry leading communications company. We are continually working on a human resources strategy that helps drive the right culture, leadership, talent management, performance, reward and recognition, personal development, and ways of working to ensure we achieve our strategic goals while our people benefit from an exceptional experience. Our efforts in creating a working environment that draws out the best in our employees and allows them to fulfil their potential and support our goals focus on the following:

- Attract, identify, develop and retain high-performing employees across all areas.
- Develop and support the growth of management and leadership.
- Enable the development of a high-performance culture in which staff performance can be supported, rewarded, enhanced and managed effectively.

- Foster a values-based culture focused on diversity, equity, inclusion, well-being, and positive staff engagement.
- Develop a total reward approach which is valued by staff and facilitates company objectives.
- Provide excellent core human resources, professional development and health and safety services across all departments to enable the effective operation of the Company.

Facilities

Our headquarters are located in Raleigh, North Carolina. In October 2019, we began a lease for 9,766 square feet of office space, which expires December 31, 2027.

On December 18, 2025, the Company entered into a Commercial Sublease Agreement (the “Sublease”), to lease 100% of the corporate headquarters for the remaining term of the lease, commencing on March 1, 2026, through December 31, 2027. As a result, as of December 31, 2025, our entire workforce is now remote.

Insurance

We maintain a general business liability, cyber-security and an errors and omissions policies specific to our industry and operations. We believe that our insurance policies provide adequate coverages for all reasonable risks associated with operating our business. Additionally, we maintain a Directors and Officers insurance policy, which is standard for our industry and size. We also maintain key person life insurance on our C level executives.

Regulations

The securities and financial services industries generally are subject to regulation in the United States and elsewhere. Regulatory policies in the United States and the rest of the world are tasked with safeguarding the integrity of the securities and financial markets and with protecting the interests of both issuers and shareholders.

In the United States, corporate issuers are subject to regulation under both federal and state laws, which often require public disclosure and regulatory filings. At the federal level, the SEC regulates the securities industry, along with the Financial Industry Regulatory Authority, or FINRA, formally known as NASD, and NYSE market regulations, various stock exchanges, and other self-regulatory organizations (“SRO”).

ITEM 1A. RISK FACTORS.

Forward-Looking and Cautionary Statements

Investing in our common stock involves a high degree of risk. Prospective investors should carefully consider the following risks and uncertainties and all other information contained or referred to in this Form 10-K before investing in our common stock. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us. If any of the following risks occur, our business, financial condition or results of operations could be materially and adversely affected. In that case, the trading price of our common stock could decline, and you could lose some or all your investment.

Risks related to our business

The environment in which we compete is highly competitive, which creates adverse pricing pressures and may harm our business and operating results if we cannot compete effectively.

Competition across all of our businesses is intense. The speed and accuracy with which we can meet customers’ needs, the price of our services, and the quality of our products and supporting services are factors in this competition.

Some of our competitors have longer operating histories, greater name recognition, more established customer bases and significantly greater financial, technical, marketing and other resources than we do. As a result, they may be able to respond more quickly and effectively than we can to new or changing market demands and requirements. We could also be negatively impacted if our competitors reduce prices, add new features, form strategic alliances with other companies, or are acquired by other companies with greater available resources.

These competitive pressures to any aspect of our business could reduce our revenue and earnings.

Our revenue growth rate in past periods relating to our historical Communications revenue stream may not be indicative of its future performance.

With respect to our historical Communications revenue stream, we have experienced an annual revenue growth rate ranging from 13% to 55% between 2016 and 2023, however in 2024 and 2025 it decreased 7% and 2%, respectively. Historically, the majority of our growth has been attributable to the success of our ACCESSWIRE newswire brand. In 2023 and 2022, we also had additional growth from our acquisition

of Newswire. In 2020, much of the growth came from demand for our events products that were upgraded to handle virtual needs in the industry as a result of the COVID-19 pandemic. Additionally, acquisitions of VWP in January 2019 and FSCwire in July 2018 have contributed to the growth. Our historical revenue growth rate of the Communications revenue stream is not indicative of future growth, and we may not achieve similar revenue growth rates in future periods. You should not rely on our revenue or revenue growth for any prior quarterly or annual periods as an indication of our future revenue or revenue growth. If we are unable to maintain consistent revenue or revenue growth, it may be difficult to achieve and maintain profitability and our stock price may be negatively impacted.

The success of our cloud-based software largely depends on our ability to provide reliable solutions to our customers. If a customer were to experience a product defect, a disruption in its ability to use our solutions or a security flaw, demand for our solutions could be diminished, we could be subject to substantial liability and our business could suffer.

Our product solutions are complex, and we often release new features. As such, our solutions could have errors, defects, viruses or security flaws that could result in unanticipated downtime for our customers and harm our reputation and our business. Internet-based software may contain undetected errors or security flaws when first introduced or when new versions or enhancements are released. We might from time to time find such defects in our solutions, the detection and correction of which could be time-consuming and costly. Since our customers use our solutions for important aspects of their business, any errors, defects, disruptions in access, security flaws, viruses, data corruption or other performance problems with our solutions could hurt our reputation and may damage our customers' businesses. If that occurs, customers could elect not to renew, could delay or withhold payment to us or may make claims against us, which could result in an increase in our provision for credit losses, an increase in collection cycles for accounts receivable or the expense and risk of litigation. We could also lose future sales. In addition, a security breach of our solutions could result in our future business prospects being materially adversely impacted.

A substantial portion of our business is derived from our press release distribution business, which is dependent on our technology and key partners.

As noted, our ACCESS Newswire brand has been a major contributor to the increase in revenue associated with our business. For the year ended December 31, 2025, our press release distribution business contributed over 80% of overall revenue. We also operate two leading-brand sister platforms, Newswire.com and PressRelease.com. These brands, combined into our new brand of ACCESS Newswire, are dependent upon several key partners for news distribution, some of which are also partners that we rely on for other shareholder communications services. From time-to-time distribution changes can impact the industry, by some partners opting not to accept certain content, which can cause significant fluctuations in revenue and volumes, for not only ACCESS Newswire, but the industry as a whole. Additionally, ACCESS Newswire is highly dependent on technology and any performance issues with this technology could have a material impact on our ability to serve our customers and thus our ability to generate revenue.

Failure to manage our growth may adversely affect our business or operations.

Since 2013, we have experienced overall growth in our business, customer base, employee headcount and operations, and we expect to continue to grow our business over the next several years. This growth places a significant strain on our executive management team and employees and on our operating and financial systems. To manage our future growth, we must continue to scale our business functions, improve our financial and management controls and our reporting systems and procedures and expand and train our work force. In particular, we grew from 24 employees and contractors as of December 31, 2012 to 91 (including 33 independent contractors) as of December 31, 2025. We anticipate that additional investments in sales and marketing personnel, infrastructure and research and development spending will be required to:

- scale our operations and increase productivity;
- address the needs of our customers;
- further develop and enhance our existing solutions and offerings; and
- develop new technology.

We cannot assure you that our controls, systems and procedures will be adequate to support our future operations or that we will be able to manage our growth effectively. We also cannot assure you that we will be able to continue to expand our market presence in the United States and other current markets or successfully establish our presence in other markets. Failure to effectively manage growth could result in difficulties or delays in deploying customers, declines in quality or customer satisfaction, increases in costs, difficulties in introducing new features or other operational difficulties, and any of these difficulties could adversely impact our business performance and results of operations.

There are risks and uncertainties associated with the sale of our Compliance business.

On February 28, 2025, we sold our Compliance business to the Buyer for aggregate cash consideration of \$12,500,000, with \$12,000,000 of the purchase price paid at closing and \$500,000 retained by the Buyer as a holdback for a period of 12 months post-closing to satisfy potential indemnification claims by the Buyer under the Purchase Agreement if any. We used the entire \$12,000,000 in closing cash to reduce our indebtedness to Pinnacle Bank. As such, we did not receive any cash at closing as a result of the sale of our Compliance business.

Our Compliance business has historically provided strong revenue, cash flow and gross margins. While we believe our Communications business, which has been our primary focus for approximately the last 10 years, will be a strong stand-alone business, there can be no guaranty

that it will be able to replace the revenue and cash flow of the Compliance business, which would result in a material adverse effect on our business, financial condition and results of operations.

Additionally, the sale of our Compliance business required us to separate and allocate specific assets to the business, including some shared assets. We could face disputes with the Buyer regarding whether or not certain assets were included in the sale. We also agreed to indemnify the Buyer against certain losses suffered as a result of the certain breaches of our representations, warranties, covenants and agreements in the Purchase Agreement and related documents. Any event that results in a right for the buyer to seek indemnity from us could result in substantial liability to us and could adversely affect our financial position and results of operations. Although the Buyer agreed to assume certain liabilities associated with the Compliance business, it did not assume all such liabilities, which could lead to a dispute.

On February 26, 2026, the Buyer submitted an indemnification notice to us alleging indemnity claims under the Purchase Agreement in the aggregate amount of \$549,000. While we dispute this amount and are in the process of discussing and negotiating the matter with the Buyer, there is no guaranty that we will receive all or a substantial portion of the \$500,000 holdback from the Buyer. Moreover, this dispute and any other future disputes with the Buyer related to the sale of our Compliance business could divert the attention of our management or otherwise have a material adverse effect on our business, financial condition and results of operations.

Our business could be harmed if we do not successfully manage the integration of any business that we have acquired or may acquire in the future. These risks include, among other things:

- the difficulty of integrating the operations and personnel of the acquired businesses into our ongoing operations;
- the potential disruption of our ongoing business and distraction of management;
- the potential for new cyber-security risks to existing operations that weren't previously mitigated;
- the difficulty in incorporating acquired technology and rights into our products and technology;
- unanticipated expenses and delays relating to completing acquired development projects and technology integration;
- a potential increase in our indebtedness and contingent liabilities, which could restrict our ability to access additional capital when needed or to pursue other important elements of our business strategy;
- the management of geographically remote units;
- the establishment and maintenance of uniform standards, controls, procedures and policies;
- the impairment of relationships with employees and customers as a result of any integration of new management personnel;
- risks of entering markets or types of businesses in which we have either limited or no direct experience;
- the potential loss of key employees and/or customers of the acquired businesses; and
- potential unknown liabilities, such as liability for hazardous substances, or other difficulties associated with acquired businesses.

If we are unable to retain our key employees and attract and retain other qualified personnel, our business could suffer.

Our ability to grow and our future success will depend to a significant extent on the continued contributions of our key executives, managers and employees. In addition, many of our individual technical and sales personnel have extensive experience in our business operations and/or have valuable customer relationships that would be difficult to replace. Their departure, if unexpected and unplanned, could cause disruption to our business. Our competition for these individuals is intense in certain areas of our business. We may not succeed in identifying and retaining the appropriate personnel in key positions. Further, competitors and other entities have in the past recruited and may in the future attempt to recruit our employees, particularly our sales personnel. The loss of the services of our key personnel, the inability to identify, attract and retain qualified personnel in the future or delays in hiring qualified personnel, particularly technical and sales personnel, could make it difficult for us to manage our business and meet key objectives, such as the timely introduction of new technology-based products and services, which could harm our business, financial condition and operating results.

If we fail to keep our customers' information confidential or if we handle their information improperly, our business and reputation could be significantly and adversely affected.

If we fail to keep customers' proprietary information and documentation confidential, we may lose existing customers and potential new customers and may expose them to significant loss of revenue based on the premature release of confidential information. While we have security measures in place to protect customer information and prevent data loss and other security breaches, these measures may be breached as a result of third-party action, employee error, malfeasance or otherwise. Because the techniques used to obtain unauthorized access or sabotage systems change frequently and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques or implement adequate preventative measures.

In addition, our service providers (including, without limitation, hosting facilities, disaster recovery providers and software providers) may have access to our customers' data and could suffer security breaches or data losses that affect our customers' information.

If an actual or perceived security breach or premature release occurs, our reputation could be damaged, and we may lose future sales and customers. We may also become subject to civil claims, including indemnity or damage claims in certain customer contracts, or criminal investigations by appropriate authorities, any of which could harm our business and operating results. Furthermore, while our errors and omissions

insurance policies include liability coverage for these matters, if we experienced a widespread security breach that impacted a significant number of our customers for whom we have these indemnity obligations, we could be subject to indemnity claims that exceed such coverage.

We must adapt to rapid changes in technology and customer requirements to remain competitive.

The market and demand for our products and services, to a varied extent, have been characterized by:

- technological change;
- frequent product and service introductions; and
- evolving customer requirements.

We believe that these trends will continue into the foreseeable future. Our success will depend, in part, upon our ability to:

- enhance our existing products and services;
- gain market acceptance; and
- successfully develop new products and services that meet increasing customer requirements.

To achieve these goals, we will need to continue to make substantial investments in sales and marketing. We may not:

- be successful in developing product and service enhancements or new products and services on a timely basis, if at all; or
- be able to successfully market these enhancements and new products once developed.

Further, our products and services may be rendered obsolete or uncompetitive by new industry standards or changing technology.

Revenue from subscriptions and many of our service contracts is recognized ratably over the term of the contract or subscription period. As a result, downturns or upturns in sales may not be immediately reflected in our operating results.

We generally recognize subscription and support revenue from customers ratably over the terms of their subscription agreements, which are typically on a quarterly or annual cycle and automatically renew for additional periods. As a result, a substantial portion of the revenue we report in each quarter will be derived from the recognition of deferred revenue relating to subscription agreements entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in any one quarter may not be immediately reflected in our revenue results for that quarter. This decline, however, will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our solutions and potential changes in our rate of renewals may not be fully reflected in our results of operations until future periods. Our subscription model also makes it difficult for us to rapidly increase our subscription revenue through additional sales in any period, as revenue from new customers must be recognized over the applicable subscription term. In addition, we may be unable to adjust our cost structure to reflect the changes in revenue, which could adversely affect our operating results.

Our subscription renewal or upgrade rates may decline due to various factors which may impact our future revenue and operating results.

Our business depends substantially on customers renewing their subscriptions with us and expanding their use of our products. Our customers have no obligation to renew their subscriptions for our products after the expiration of their initial subscription period. We may not accurately predict new subscription or expansion rates and the impact these rates may have on our future revenue and operating results. Our renewal rates may decline or fluctuate as a result of a number of factors, including customer dissatisfaction with our service, customers' ability to continue their operations and spending levels and deteriorating general economic conditions. If our customers do not renew their subscriptions for our products, purchase fewer solutions at the time of renewal, or negotiate a lower price upon renewal, our revenue will decline, and our business will suffer. Our future success also depends in part on our ability to sell additional solutions and products, more subscriptions, or enhanced editions of our products to our current customers. If our efforts to sell additional solutions and products to our customers are not successful, our growth and operations may be impeded. In addition, any decline in our customer renewals or failure to convince our customers to broaden their use of our products would harm our future operating results.

We are subject to general litigation and regulatory requirements that may materially adversely affect us.

From time to time, we may be involved in disputes or regulatory inquiries that arise in the ordinary course of business. We expect that the number and significance of these potential disputes may increase as our business expands and we grow larger. While most of our agreements with customers limit our liability for damages arising from our solutions, we cannot assure you that these contractual provisions will protect us from liability for damages in the event we are sued. Although we carry general liability insurance coverage, our insurance may not cover all potential claims to which we are exposed or may not be adequate to indemnify us for all liability that may be imposed. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time, and result in the diversion of significant operational resources. Because litigation is inherently unpredictable, we cannot assure you that the results of any of these actions will not have a material adverse effect on our business, financial condition, results of operations and prospects.

New and existing laws make determining our sales and use taxes and income tax rate complex and subject to uncertainty.

The computation of sales and use taxes and our provision for income tax is complex, as it is based on the laws of multiple taxing jurisdictions and requires significant judgment on the application of complicated rules governing accounting for such tax provisions under U.S. generally accepted accounting principles. Since sales and use tax varies by state, it may be difficult to determine taxability of our products and services in each state and remain current on frequently changing laws. Additionally, provisions for income tax for interim quarters are based on forecasts of our U.S. and non-U.S. effective tax rates for the year and contain numerous assumptions. Various items cannot be accurately forecasted, and future events may be treated as discrete to the period in which they occur. Our provision for income tax can be materially impacted by things such as changes in our business, internal restructuring and acquisitions, changes in tax laws and accounting guidance and other regulatory, legislative developments, tax audit determinations, changes in uncertain tax positions, tax deductions attributed to equity compensation and changes in our determination for a valuation allowance for deferred tax assets. For all of these reasons, our actual income taxes may be materially different than our provision for income tax.

We are subject to U.S. and foreign data privacy and protection laws and regulations as well as contractual privacy obligations, and our failure to comply could subject us to fines and damages and would harm our reputation and business.

We manage private and confidential information and documentation related to our customers' finances and transactions, often prior to public dissemination. The use of insider information is highly regulated in the United States and abroad, and violations of securities laws and regulations may result in civil and criminal penalties. In addition, we are subject to the data privacy and protection laws and regulations adopted by federal, state and foreign legislatures and governmental agencies. Data privacy and protection is highly regulated and may become the subject of additional regulation in the future. Privacy laws restrict our storage, use, processing, disclosure, transfer and protection of non-public personal information by our customers or collected from visitors of our website. We strive to comply with all applicable laws, regulations, policies and legal obligations relating to privacy and data protection. However, it is possible that these requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. Any failure, or perceived failure, by us to comply with federal, state or international laws, including laws and regulations regulating privacy, payment card information, personal health information, data or consumer protection, could result in proceedings or actions against us by governmental entities or others.

The regulatory framework for privacy and data protection issues worldwide is evolving, and various government and consumer agencies and public advocacy groups have called for new regulation and changes in industry practices, including some directed at providers of mobile and online resources in particular. Our obligations with respect to privacy and data protection may become broader or more stringent. If we are required to change our business activities or revise or eliminate services, or to implement costly compliance measures, our business and results of operations could be harmed.

If potential customers take a long time to evaluate the use of our products, we could incur additional selling expenses and decrease our profitability.

The acceptance of our services depends on a number of factors, including the nature and size of the potential customer base, the effectiveness of our system, and the extent of the commitment being made by the potential customer, and is difficult to predict. Currently, our sales and marketing expenses per customer are fairly low. If potential customers take longer than we expect to decide whether to use our services and require that we travel to their sites, present more marketing material, or spend more time in completing the sales process, our selling expenses could increase, and decrease our profitability.

If we are unable to successfully develop and timely introduce new technology-based products or enhance existing technology-based products, our business may be adversely affected.

In the past few years, we have expended significant resources to develop and introduce new technology-based products and improve and enhance our existing technology-based products in an attempt to maintain or increase our sales. The long-term success of new or enhanced technology-based products may depend on a number of factors including, but not limited to, the following: anticipating and effectively addressing customer preferences and demand, the success of our sales and marketing efforts, timely and successful development, changes in governmental regulations and the quality of or defects in our products.

The development of our technology-based products is complex and costly, and we typically have multiple technology-based products in development at the same time. Given the complexity, we occasionally have experienced, and could experience in the future, delays in completing the development and introduction of new and enhanced technology-based products. Problems in the design or quality of our products or services may also have an adverse effect on our brand, business, financial condition, and operating results. Unanticipated problems in developing technology-based products could also divert substantial development resources, which may impair our ability to develop new technology-based products and enhancements of such products and could substantially increase our costs. If new or enhanced product and service introductions are delayed or not successful, we may not be able to achieve an acceptable return, if any, on our development efforts, and our business may be adversely affected.

Risks Related to Our Credit Agreement

Our obligations under the Credit Agreement, as amended, with Pinnacle Bank are secured by a first priority security interest in substantially all of our assets. Additionally, all of our subsidiaries agreed to guarantee our obligations under the Credit Agreement. As of December 31, 2025, the outstanding balance under our credit agreement amounted to \$2,608,000. As such, our creditor may enforce its security interests over our assets and/or our subsidiaries which secure the repayment of such obligations and potentially take control of certain of our assets and operations or force us to use a substantial portion of our current cash-on-hand to repay the amounts due under the Credit Agreement. If that were to happen we may be forced to curtail our current business plans and operations, which could decrease the value of any investment in our Company.

In connection with the Credit Agreement, we agreed to comply with certain affirmative and negative covenants and agreed to meet certain financial covenants. The Credit Agreement contains customary indemnification requirements, representations and warranties and customary affirmative and negative covenants applicable to the Loan Parties and their subsidiaries, including, among other things, restrictions on indebtedness, liens, investments, mergers, dispositions, prepayment of other indebtedness, transactions with affiliates, and dividends and other distributions. In addition, the Credit Agreement contains financial covenants, tested quarterly, that require a Fixed Charge Ratio (as defined in the Credit Agreement) to be maintained at certain levels and certain unrestricted liquidity requirements.

A breach of any of the covenants of the Credit Agreement, if uncured or unwaived, could lead to an event of default under any such document, which in some circumstances could give our creditors the right to demand that we accelerate repayment of amounts due and/or enforce their security interests over certain of our assets. This would likely in turn trigger cross-acceleration or cross-default rights in other documents governing our indebtedness. Therefore, in the event of any such breach, we may need to seek covenant waivers or amendments from our creditors and we may not be able to obtain any such waivers or amendments. In addition, any covenant breach or event of default could harm our credit rating and our ability to obtain additional financing on acceptable terms. The occurrence of any of these events could have a material adverse effect on our financial condition and liquidity, which could have a material adverse effect on our operations and the value of our securities.

Risks Related to Our Common Stock; Liquidity Risks

The price of our common stock may fluctuate significantly, which could lead to losses for stockholders.

The stock prices of smaller public companies can experience extreme price and volume fluctuations. These fluctuations often have been unrelated or out of proportion to the operating performance of such companies. We expect our stock price to be similarly volatile. These broad market fluctuations may continue and could harm our stock price. Any negative change in the public's perception of our prospects or companies in our market could also depress our stock price, regardless of our actual results. Factors affecting the trading price of our common stock may include:

- variations in operating results;
- announcements of strategic alliances or significant agreements by the Company or by competitors;
- recruitment or departure of key personnel;
- litigation, legislation, regulation of all or part of our business; and
- changes in the estimates of operating results or changes in recommendations by any securities analyst that elect to follow our common stock.

If securities or industry analysts issue an adverse opinion regarding our stock, our stock price and trading volume could decline.

The trading market for our common stock is influenced by the research and reports that securities or industry analysts may publish about us, our business, our market or our competitors. If any of the analysts who may cover us adversely change their recommendation regarding our common stock, or provide more favorable relative recommendations about our competitors, the trading price of our common stock could decline. If any analyst who may cover us were to cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the trading price of our common stock or trading volume to decline.

The market price of our common stock may be adversely affected by market conditions affecting the stock markets in general, including price and trading fluctuations on the NYSE American.

Market conditions may result in volatility in the level of, and fluctuations in, market prices of stocks generally and, in turn, our common stock and sales of substantial amounts of our common stock in the market, in each case being unrelated or disproportionate to changes in our operating performance. A weak global economy could also contribute to extreme volatility of the markets, which may have an effect on the market price of our common stock.

There can be no assurances that dividends will be paid in the future.

We have not paid dividends since 2018, when we announced that we would no longer be declaring quarterly dividends for the foreseeable future in order to invest such money in our business. The declaration and payment of dividends in the future will be determined by our Board of Directors in light of conditions then existing, including our earnings, financial condition, capital requirements and other factors. There can be no assurances that dividends will be paid in the future in the form of either cash or stock.

Our Board of Directors has the ability without stockholder approval to issue shares of preferred stock with terms detrimental to the holders of our common stock.

We currently have authorized but unissued “blank check” preferred stock. Without the vote of our shareholders, the Board of Directors may issue such preferred stock with both economic and voting rights and preferences senior to those of the holders of our common stock. Any such issuances may negatively impact the ultimate benefits to the holders of our common stock in the event of a liquidation event and may have the effect of preventing a change of control and could dilute the voting power of our common stock and reduce the market price of our common stock.

Future sales and issuances of our capital stock or rights to purchase capital stock could result in additional dilution of the percentage ownership of our stockholders and could cause our stock price to decline.

Our certificate of incorporation authorizes us to issue up to 20,000,000 shares of common stock. Future sales and issuances of our capital stock or rights to purchase our capital stock could result in substantial dilution to our existing stockholders. We may sell common stock, convertible securities, and other equity securities in one or more transactions at prices and in a manner as we may determine from time to time. If we sell any such securities in subsequent transactions, investors may be materially diluted, which could result in downward pressure on the price of our common stock. New investors in subsequent transactions could gain rights, preferences, and privileges senior to those of holders of our common stock. In addition, if outstanding stock options are exercised or when outstanding restricted stock units are settled in shares, current shareholders will experience dilution.

We will continue to incur significantly increased costs and devote substantial management time as a result of operating as a public company.

As a public company, we incur significant legal, accounting, and other expenses that would not be incurred as a private company. We estimate these costs to be approximately \$625,000 per year and are included in General & Administrative expenses in our Consolidated Statements of Income (Loss). For example, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (Exchange Act), and are required to comply with the applicable requirements of the Sarbanes-Oxley Act and the Dodd-Frank Act, as well as rules and regulations subsequently implemented by the SEC and the New York Stock Exchange, including the establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. Compliance with these requirements has increased our legal and financial compliance costs and made some activities more time consuming and costly. Many of these costs recur annually. As a result, management’s attention may be diverted from other business concerns, which could adversely affect our business and operating results.

A failure to maintain adequate internal controls over our financial and management systems could cause errors in our financial reporting, which could cause a loss of investor confidence and result in a decline in the price of our common stock.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. If we have a material weakness or significant deficiency in our internal control over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated. Effective internal controls are necessary for us to produce reliable financial reports and are important to prevent fraud. As a result, our failure to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act on a timely basis could result in us being subject to regulatory action and a loss of investor confidence in the reliability of our financial statements, both of which in turn could cause the market value of our common stock to decline and affect our ability to raise capital.

Because we are a smaller reporting company, our independent registered public accounting firm was not required to and did not perform an audit of our internal control over financial reporting for the fiscal year ended December 31, 2025.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 1C. CYBERSECURITY.

Cybersecurity Risk Management and Strategy

We have implemented processes for assessing, identifying, and managing material risks from cybersecurity threats, which are integrated into the Company’s overall risk management systems and processes. The Company regularly assesses the threat landscape and takes a holistic view of cybersecurity risks, with a layered cybersecurity strategy based on prevention, detection, and containment. The Company has other policies and procedures which directly or indirectly relate to cybersecurity, including those related to remote access monitoring, encryption standards, antivirus protection, multifactor authentication, confidential information, and the use of the internet, social media, email, and wireless devices.

Our information technology security professionals, working closely with our Chief Technology Officer (“CTO”), are responsible for the detection and initial assessment of cybersecurity threats and incidents (collectively, “cyber incidents”), whether internal or experienced by significant third-party service providers, using, among other tools, third-party software. The team classifies detected cyber incidents based on potential impact to the functionality of the affected systems, possible or known information involved, and recoverability effort. The classification of a cyber incident is designed to allow rapid prioritization, response, and escalation. The CTO and Chief Executive Officer (“CEO”) are alerted as to any detected cyber incident that is potentially significant. Incidents are documented for regular internal reporting processes including notations and considerations of related attacks.

The CTO and CEO are required to engage the cybersecurity incident review if a cyber incident has materially affected, or is reasonably likely to materially affect, the Company, including its business strategy, results of operations, or financial condition. The CTO and CEO are responsible for performing a materiality assessment, and overseeing the public disclosure of material cybersecurity matters, as appropriate.

We deploy quarterly cybersecurity training for employees and consider this a critical step in safeguarding the Company’s data and assets. The training provides employees and contractors with a baseline understanding of cybersecurity fundamentals to prevent security breaches and safely identify potential threats. The training techniques to strengthen our defensive stance against the increasing number and sophistication of cyberattacks worldwide and includes interactive modules covering various areas, including insider attacks, phishing and email attacks, preventing malware attacks, data protection, data handling, passwords, cloud and internet security, and cybersecurity fundamentals for mobile devices.

Like other major corporations, we are the target of cyber-attacks from time to time. However, risks from previous cybersecurity incidents, have not materially affected, and are not reasonably likely to materially affect, the Company, including its business strategy, results of operations or financial condition. For additional information about risks related to cybersecurity, see “If we fail to keep our customers’ information confidential or if we handle their information improperly, our business and reputation could be significantly and adversely affected” in Item 1A. Risk Factors of this Annual Report.

Cybersecurity Governance

Cybersecurity is a significant part of our risk management processes and an area of focus of our Board of Directors and management. Our CTO is primarily responsible for assessing and managing material risks from cybersecurity threats. Our CTO has eight years of cybersecurity experience.

The full Board is responsible for oversight of cybersecurity risk and receives regular reports from the CTO or CEO. Our CTO also presents his assessment of material risks from cybersecurity threats to the Board at least annually. If a cyber incident is reported to the Board of Directors, our Incident Response Plan is triggered which involves a number of immediate actions be initiated. The impact, if any, of cyber incidents on internal control over financial reporting is discussed with the full Board.

The independent members of the Board, through the Board’s nominating procedures and requirements, consider cyber expertise in vetting nominees for the Board and recommending Board committee appointments.

ITEM 2. PROPERTY.

Our headquarters are located in Raleigh, North Carolina. In October 2019, we began a lease for 9,766 square feet of office space, which expires December 31, 2027.

On December 18, 2025, the Company entered into a Commercial Sublease Agreement (the “Sublease”), to lease 100% of the corporate headquarters for the remaining term of the lease, commencing on March 1, 2026, through December 31, 2027. As a result, as of December 31, 2025, our entire workforce is now remote.

ITEM 3. LEGAL PROCEEDINGS.

From time to time, we may be involved in litigation that arises through the normal course of business. As of the date of this filing, we are neither a party to any litigation nor are we aware of any such threatened or pending litigation that might result in a material adverse effect to our business.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

Holders of Record

As of December 31, 2025, there were approximately 150 registered holders of record of our common stock and 3,850,435 shares outstanding.

Issuer Purchases of Equity Securities

On December 4, 2025, we publicly announced a share repurchase program under which we were authorized to repurchase up to \$1,000,000 of our common shares. As of December 31, 2025, we repurchased 18,391 shares as shown in the table below (\$ in 000's, except share or per share amounts):

Period	Shares Repurchased			
	Total Number of Shares Repurchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Program
December 4 -31, 2025	18,391	\$ 8.89	18,391	\$ 837

Dividends

We did not pay any dividends during the year ended December 31, 2025 and 2024. There can be no assurances that dividends will be paid in the future. The declaration and payment of dividends in the future will be determined by our Board of Directors in light of conditions then existing, including our earnings, financial condition, capital requirements and other factors.

ITEM 6. SELECT FINANCIAL DATA.

Our selected consolidated financial data shown below should be read together with Item7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and respective notes included in Item 8. "Financial Statements and Supplementary Data." The data shown below are not necessarily indicative of results to be expected for any future period. The data below is comprised of results from continuing operations only and does not include results from discontinued operations. For more information regarding continuing and discontinued operations, see Note 3 to our Consolidated Financial Statements for the years ended December 31, 2025 and 2024.

Summary of Operations for the periods ended December 31, 2025 and 2024 (in thousands).

	Year Ended December 31,	
	2025	2024
<i>Statement of Operations</i>		
Revenue	\$ 22,619	\$ 23,057
Cost of revenues	5,305	5,617
Gross margin	17,314	17,440
Operating costs	18,935	19,609
Impairment loss on intangible assets	250	14,150
Operating loss	(1,871)	(16,319)
Other expense	(82)	(1,026)
Loss from continuing operations before taxes	(1,953)	(17,345)
Income tax benefit	(395)	(4,064)
Loss from continuing operations	\$ (1,558)	\$ (13,281)

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

Except for the historical information contained herein, the matters discussed in this Form 10-K include certain forward-looking statements that involve risks and uncertainties, which are intended to be covered by safe harbors. Those statements include, but are not limited to, all statements regarding our and management’s intent, belief and expectations, such as statements concerning our future and our operating and growth strategy. We generally use words such as “believe,” “may,” “could,” “will,” “intend,” “expect,” “anticipate,” “plan,” and similar expressions to identify forward-looking statements. You should not place undue reliance on these forward-looking statements. Our actual results could differ materially from those anticipated in the forward-looking statements for many reasons including our ability to implement our business plan, our ability to raise additional funds and manage consumer acceptance of our products, our ability to broaden our customer base, our ability to maintain a satisfactory relationship with our suppliers and other risks described in our reports filed with the Securities and Exchange Commission, including Item 1A of this Report on Form 10-K. Although we believe the expectations reflected in the forward-looking statements are reasonable, they relate only to events as of the date on which the statements are made, and our future results, levels of activity, performance or achievements may not meet these expectations. Investors are cautioned that all forward-looking statements involve risks and uncertainties including, without limitation, the factors set forth under the Risk Factors section of this report. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved. All forward-looking statements made in this Form 10-K are based on information presently available to our management. We do not intend to update any of the forward-looking statements after the date of this document to conform these statements to actual results or to changes in our expectations, except as required by law.

Results of Operations

The following table presents certain amounts included in our consolidated statements of income, the relative percentage that those amounts represent to revenue, and the change in those amounts from fiscal year 2025 compared to 2024. The data below is comprised of results from continuing operations only and does not include results from discontinued operations. For more information regarding continuing and discontinued operations, see Note 3 to our Consolidated Financial Statements for the years ended December 31, 2025 and 2024.

Comparison of results of operations for the years ended December 31, 2025 and 2024 (in thousands):

	2025	2024	Percentage of Revenue	
			2025	2024
Revenue	\$ 22,619	\$ 23,057		
Cost of revenue	5,305	5,617	23%	24%
Gross margin	17,314	17,440	77%	76%
Operating Expenses:				
General and administrative	7,151	7,000	32%	30%
Sales and marketing	6,405	7,080	28%	31%
Product development	2,692	2,821	12%	12%
Depreciation and amortization	2,687	2,708	12%	12%
Impairment loss on intangible assets	250	14,150	1%	61%
Total operating expenses	19,185	33,759	85%	146%
Operating loss	(1,871)	(16,319)	(8)%	(71)%
Interest expense, net	(2)	(1,107)	—%	(5)%
Other income (expense)	(80)	81	—%	—%
Loss from continuing operations before income taxes	(1,953)	(17,345)	(9)%	(75)%
Income tax benefit	(395)	(4,064)	(2)%	(18)%
Net loss from continuing operations	\$ (1,558)	\$ (13,281)	(7)%	(58)%

Revenue

Total revenue decreased by \$438,000, or 2%, to \$22,619,000 during the year ended December 31, 2025, as compared to \$23,057,000 in 2024. The decrease is primarily related to decrease in revenue from our PRO plan products and webcasting and events business, partially offset by an increase in revenue from our core press release business driven by increases in subscriptions.

Deferred Revenue

As of December 31, 2025, our deferred revenue balance was \$5,265,000, which we expect to recognize primarily over the next twelve months, compared to \$4,743,000 as of December 31, 2024, an increase of 11%. Deferred revenue primarily consists of advance billings for pre-paid packages of our news distribution products as well as advance billings for subscriptions of our cloud-based products.

Cost of Revenue

Cost of revenue consists primarily of direct labor costs, newswire distribution costs, teleconferencing costs and third-party licensing costs. Cost of revenue decreased by \$312,000, or 6%, during the year ended December 31, 2025, as compared to the same period of 2024. The decrease was primarily related to a decrease in headcount and optimization of operational teams, partially offset by an increase in distribution costs of our newswire business. Overall gross margin decreased \$126,000, or 1%, during the year ended December 31, 2025, compared to 2024, primarily due to the decline in revenue. As a result, overall gross margin percentage increased 1% to 77% during the year ended December 31, 2025, as compared to the prior year.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries, stock-based compensation, insurance, fees for professional services, general corporate expenses (including bad debt expense) and facility and equipment expenses. General and administrative expenses were \$7,151,000 for the year ended December 31, 2025, an increase of \$151,000 or 2%, as compared to the prior year. During the year-ended December 31, 2025, general and administrative were impacted by an increase in one-time costs for the year of \$484,000 partially offset by a decrease in employee-related expenses due to a decrease in corporate headcount. During the year ended December 31, 2024, general and administrative expenses were favorably impacted by a benefit of \$340,000 to stock compensation expense as a result of the resignation of an executive officer.

As a percentage of revenue, General and administrative expenses were 32% for the year ended December 31, 2025, as compared to 30% for 2024.

Sales and Marketing Expenses

Sales and marketing expenses consist primarily of salaries, stock-based compensation, sales commissions, advertising expenses and other marketing expenses. Sales and marketing expenses were \$6,405,000 for the year ended December 31, 2025, a decrease of \$675,000, or 10%, as compared to \$7,080,000 in the prior year. This decrease is primarily due to a decrease in employee-related expenses and commissions due to lower headcount and overall revenues.

As a percentage of revenue, sales and marketing expenses were 28% for the year ended December 31, 2025, as compared to 31% for 2024.

Product Development Expenses

Product development expenses consist primarily of salaries, stock-based compensation, bonuses and licenses to develop new products and technology to complement and/or enhance our platform. Product development expenses decreased \$129,000, or 5%, to \$2,692,000 during the year ended December 31, 2025, as compared to \$2,821,000 during the year ended December 31, 2024. This decrease is primarily due to a decrease in headcount and consulting expense, partially offset by a decrease in capitalized costs during the periods. During the year ended December 31, 2025, we capitalized \$172,000 of costs related to the development of our news distribution systems and internal reporting platforms, compared to \$597,000 during the year-ended December 31, 2024.

As a percentage of revenue, product development expenses was consistent at 12% for the year ended December 31, 2025 and 2024, respectively.

Depreciation and Amortization Expenses

During the year ended December 31, 2025, depreciation and amortization expenses decreased by \$21,000 or 1%, to \$2,687,000, as compared to \$2,708,000 during 2024.

Impairment loss

On December 18, 2025, we entered into a Commercial Sublease Agreement (the “Sublease”), to lease 100% of our corporate headquarters for the remaining term of the lease, commencing on March 1, 2026 through December 31, 2027. As a result of the Sublease, the Company recorded an impairment charge of \$250,000 for the year ended December 31, 2025. The impairment loss was allocated between our right-of-use-asset for the office lease in the amount of \$187,000 and our leasehold improvements of \$63,000.

During the year ended December 31, 2025, we performed our annual assessment for impairment of goodwill and intangible assets and determined there was no impairment charge. During the year ended December 31, 2024, an impairment charge of \$14,150,000 associated with the Newswire trademarks was required. As a result of our rebranding to ACCESS Newswire, management determined the useful life of the Newswire trademarks to be 5 years as opposed to the original 15 years upon the initial valuation in 2022. This decrease caused a decrease in the expected cashflows the assets will generate, which resulted in the impairment charge.

Interest Expense, net

We recognized interest expense of \$371,000 and \$1,167,000 during the years ended December 31, 2025 and 2024, respectively, related to our long-term Credit Agreement. Interest expense, net was partially offset by interest income of \$369,000 and \$60,000 for the year ended December 31, 2025, and 2024, respectively, from deposit and money market accounts.

Other income (expense)

Other income (expense) represents the change in fair value of our interest rate swap.

Income Taxes

We recorded income tax benefit of \$395,000 during the year ended December 31, 2025, compared to \$4,064,000 during the year ended December 31, 2024. The difference in our effective tax rate as of December 31, 2025 and 2024, and the statutory rate of 21% is primarily attributable to state income taxes. For the year ended December 31, 2025, this was partially offset by the impact of stock-based compensation and foreign taxes.

Liquidity and Capital Resources

As of December 31, 2025, we had \$3,025,000 in cash and cash equivalents and \$3,884,000 in net accounts receivable. Current liabilities from continuing operations as of December 31, 2025, totaled \$9,538,000 including the current portion of our long-term debt, accounts payable, deferred revenue, accrued payroll liabilities, income taxes payable, current portion of lease liabilities and other accrued expenses.

As of December 31, 2025, our current liabilities from continuing operations exceeded our current assets from continuing operations by \$1,116,000. While our current liabilities from continuing operations exceed current assets from continuing operations, we believe our ability to renegotiate our Credit Agreement and ability to continue to generate cash will benefit us in the future.

As of December 31, 2025, the aggregate principal amount available under our Revolving LOC was \$1,500,000 and is set to expire June 30, 2026. We currently have no plans to utilize the Revolving LOC but may do so in the future. If the Company does utilize any funds under the Revolving LOC, the funds will bear interest at a per annum rate equal to the then current SOFR plus 2.05%. As of December 31, 2025, there was no outstanding balance under the Revolving LOC and the interest rate was 5.74%. See Note 6 to our financial statements for additional information.

Disclosure about Off-Balance Sheet Arrangements

We do not have any transactions, agreements or other contractual arrangements that constitute off-balance sheet arrangements.

Non-GAAP Measures

The non-GAAP adjustments referenced below and herein relate to the exclusion of stock-based compensation, amortization of acquisition-related intangible assets, and other expenses the Company believes to be non-recurring. A reconciliation of GAAP to non-GAAP historical financial measures has been provided in the tables below.

Management believes that the use of EBITDA from continuing operations, Adjusted EBITDA from continuing operations, non-GAAP net income (loss) from continuing operations, non-GAAP net income (loss) from continuing operations per share, free cash flow and adjusted free cash flow is helpful to its investors. These measures, which are referred to as non-GAAP financial measures, are not prepared in accordance with generally accepted accounting principles in the United States, or GAAP. Our management uses these non-GAAP financial measures as tools for financial and operational decision making and for evaluating our own operating results over different periods of time.

EBITDA from continuing operations is calculated by excluding depreciation and amortization, interest expense, net, and income taxes from the loss from continuing operations. Adjusted EBITDA also excludes certain other expenses which the Company believes to be non-recurring as well as the gain or loss on the change in fair value of our interest rate swap.

Non-GAAP net income (loss) from continuing operations is calculated by excluding stock-based compensation expense and amortization expense for acquisition-related intangible assets from loss from continuing operations and certain other adjustments noted in the tables below. Non-GAAP net income (loss) from continuing operations per share is calculated by dividing non-GAAP net income (loss) from continuing operations by the weighted-average diluted shares outstanding as presented in the calculation of GAAP net income (loss) from continuing operations per share. Because of varying available valuation methodologies, subjective assumptions and the variety of equity instruments that can impact a company's non-cash expenses, management believes that providing non-GAAP financial measures that exclude stock-based compensation expense allows for more meaningful comparisons between its operating results from period to period. For business combinations, management generally allocates a portion of the purchase price to intangible assets. The amount of the allocation is based on estimates and assumptions made by management and is subject to amortization. The amount of purchase price allocated to intangible assets and

the term of its related amortization can vary significantly and are unique to each acquisition and thus management does not believe they are reflective of ongoing operations.

Free cash flow, a non-GAAP measure, represents cash flow from operating activities less purchases of property and equipment and capitalized software. Adjusted free cash flow also deducts certain cash payments which the Company believe to be non-recurring in nature. Management considers free cash flow and adjusted free cash flow to be liquidity measures that provide useful information to investors about the amount of cash generated or used by the business.

Non-GAAP financial measures may not provide information that is directly comparable to that provided by other companies in our industry, as other companies in the industry may calculate non-GAAP financial results differently. In addition, there are limitations in using non-GAAP financial measures because the non-GAAP financial measures are not prepared in accordance with GAAP, may be different from non-GAAP financial measures used by other companies and exclude expenses that may have a material impact on our reported financial results.

The presentation of non-GAAP financial information below and herein are not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with GAAP. Investors should review the reconciliation of non-GAAP financial measures to the comparable GAAP financial measures included below and not rely on any single financial measure to evaluate our business.

A reconciliation of net income to adjusted EBITDA for the years ended December 31, 2025 and 2024 is presented in the following table (in thousands):

	Year Ended December 31,	
	2025	2024
	Amount	Amount
Net loss from continuing operations:	\$ (1,558)	\$ (13,281)
Adjustments:		
Impairment loss	250	14,150
Depreciation and amortization	2,965	2,928
Interest expense, net	2	1,107
Income tax benefit	(395)	(4,064)
EBITDA	1,264	840
Acquisition and/or integration costs ⁽¹⁾	256	189
Other non-recurring expenses ⁽²⁾	863	138
Stock-based compensation expense ⁽³⁾	831	639
Adjusted EBITDA:	\$ 3,214	\$ 1,806

- (1) This adjustment gives effect to one-time corporate projects, including divestiture, acquisition and integration related expenses, incurred during the periods.
- (2) For the year ended December 31, 2025, this adjustment gives effect to a loss recorded on the change in fair value of our interest rate swap of \$80,000, as well as corporate re-brand costs of \$154,000 and non-recurring fees of \$629,000. For the year ended December 31, 2024, this adjustment gives effect to a gain recorded on the change in fair value of our interest rate swap of \$81,000, as well as a one-time accounting fees, termination benefits and other non-recurring or unusual expense of \$219,000.
- (3) The adjustments represent stock-based compensation expense related to awards of stock options, restricted stock units, or common stock in exchange for services. Although we expect to continue to award stock in exchange for services, the amount of stock-based compensation is excluded as it is subject to change as a result of one-time or non-recurring projects.

A reconciliation of net income to adjusted net income for the years ended December 31, 2025 and 2024 is presented in the following table (in thousands):

	Year Ended December 31,			
	2025		2024	
	Amount	Per diluted share	Amount	Per diluted share
Net loss from continuing operations:	\$ (1,558)	\$ (0.40)	\$ (13,281)	\$ (3.47)
Adjustments:				
Impairment loss ⁽¹⁾	250	0.06	14,150	3.70
Amortization of intangible assets ⁽²⁾	2,501	0.65	2,559	0.67
Stock-based compensation expense ⁽³⁾	831	0.21	639	0.16
Other unusual items ⁽⁴⁾	1,119	0.29	327	0.08
Tax impact of adjustments ⁽⁵⁾	(987)	(0.25)	(3,712)	(0.96)
Impact of discrete items impacting income tax expense ⁽⁶⁾	41	0.01	38	0.01
Non-GAAP net income:	\$ 2,197	\$ 0.57	\$ 720	\$ 0.19

Weighted average number of common shares
outstanding – diluted

3,859

3,829

- (1) The adjustment represents the impairment loss on right-of-use asset and leasehold improvements due to the Company's sublease for the year ended December 31, 2025, and intangible assets for the year ended December 31, 2024.
- (2) The adjustments represent the amortization of intangible assets related to acquired assets and companies.
- (3) The adjustments represent stock-based compensation expense related to awards of stock options, restricted stock units, or common stock in exchange for services. Although we expect to continue to award stock in exchange for services, the amount of stock-based compensation is excluded as it is subject to change as a result of one-time or non-recurring projects.
- (4) For the year ended December 31, 2025, this adjustment gives effect to a loss recorded on the change in fair value of our interest rate swap of \$80,000, as well as corporate re-brand costs of \$154,000 and one-time non-recurring expenses, including acquisition and/or integration expenses of \$885,000. For the year ended December 31, 2024, this adjustment gives effect to a gain recorded on the change in fair value of our interest rate swap of \$81,000, as well as, one-time accounting fees, termination benefits and other non-recurring or unusual expenses, including acquisition and/or integration expenses of \$408,000.
- (5) This adjustment gives effect to the tax impact of all non-GAAP adjustments at the current Federal tax rate of 21%.
- (6) This adjustment eliminates discrete items impacting income tax expense. For the year ended December 31, 2025 and 2024, discrete items relate to additional income tax expense recorded during the period associated with vesting of stock-based compensation awards.

For the years ended December 31, 2025 and 2024, free cash flow and adjusted free cash flow were as follows:

	Year Ended December 31,	
	2025	2024
Net cash provided by (used in) operating activities of continuing operations (US GAAP)	\$ 558	\$ 3,160
Payments for purchase of fixed assets and capitalized software	(192)	(616)
Free cash flow (Non-GAAP)	366	2,544
Cash paid for acquisition and integration related items ⁽¹⁾	140	23
Cash paid for other unusual items ⁽²⁾	760	219
Adjusted free cash flow (Non-GAAP)	\$ 1,266	\$ 2,786

- (1) This adjustment gives effect to one-time corporate projects, including acquisition and/or integration related expenses, paid during the periods.
- (2) For the year ended December 31, 2025 and 2024, this adjustment gives effect to payments for one-time accounting fees, termination benefits and other non-recurring or unusual expenses.

Outlook

The following statements are forward-looking and are subject to factors that could cause actual results to differ materially from those suggested here, including, without limitation, demand for and acceptance of our services, new developments, competition and general economic or market conditions, particularly in the domestic and international capital markets. Refer also to the Cautionary Statement Concerning Forward Looking Statements included in this report.

Market factors like the current military conflicts in Ukraine, Israel and the Middle East, tariff wars, instability in global energy markets, global inflation and fluctuations in interest rates have contributed to significant global economic and political uncertainty, disrupted global trade and supply chains, adversely impacted many industries, and contributed to significant volatility in financial markets. Overall, despite many uncertainties in the market regarding the economic and political outlook, we believe the demand for our platforms and services is stable in a majority of the markets we serve.

We believe there is demand for our products around the world as companies seek to find better platforms and tools to disseminate and communicate their messages in a more efficient and collaborative way.

We also believe the continued transition to a platform subscription model has been and will continue to be key for our long-term sustainable growth. We will also continue to focus on the following key strategic initiatives during the remainder of 2026:

- Expanding our products and adapting to this changing industry,
- Expanding customer base,
- Expanding our newswire distribution,
- Investing in technology advancements and upgrades,
- Evaluating acquisitions in areas of strategic focus,
- Generating profitable sustainable growth
- Generating cash flows from operations.

Critical Accounting Policies and Estimates

The consolidated financial statements include the accounts of the Company and our wholly owned subsidiaries. Significant intercompany accounts and transactions are eliminated in consolidation.

Revenue Recognition

Substantially all the Company's revenue comes from contracts with customers for its press release distribution and related products, investor relations website hosting or data feeds, events and webcast offerings and subscriptions to its incident hotline. Customers consist of public corporate issuers and professional firms, such as investor and public relations firms. In the case of news distribution and webcasting offerings, customers also include private companies. The Company accounts for a contract with a customer when there is an enforceable contract between the Company and the customer, the rights of the parties are identified, the contract has economic substance, and collectability of the contract consideration is probable. The Company's revenues are measured based on consideration specified in the contract with each customer.

The Company's contracts include either a subscription to its entire platform, certain modules within the platform or to its Press Release Optimizer Plan ("PRO"), or an agreement to perform services, or any combination thereof, and often contain multiple subscriptions and services. For these bundled contracts, the Company accounts for individual subscriptions and services as separate performance obligations if they are distinct, which is when a product or service is separately identifiable from other items in the bundled package, and a customer can benefit from it on its own or with other resources that are readily available to the customer. Performance obligations include providing subscriptions to certain modules or our entire platform, distributing press releases on a per release basis or conducting webcasts, virtual annual meetings, or other events on a per event basis. PRO subscription contracts contain two performance obligations: (i) the first is a series of distinct services that include, but are not limited to, developing specific media plans, and creating content to be distributed and (ii) the second performance obligation being access to the PRO platform along with distribution of press releases, ongoing support, and assessment of performance as a stand-ready obligation. The Company's subscription and service contracts are generally for one year, with automatic renewal clauses included in the contract until the contract is cancelled. The contracts do not contain any rights of returns, guarantees, or warranties. Since contracts are generally for one year, all the revenue is expected to be recognized within one year from the contract start date. As such, the Company has elected the optional exemption that allows the Company not to disclose the transaction price allocated to performance obligations that are unsatisfied or partially satisfied at the end of each reporting period.

The Company recognizes revenue for subscriptions evenly over the contract period, upon distribution for pay per release or packages of press releases and upon event completion for webcasting and virtual annual meeting events. For service contracts that include stand-ready obligations, revenue is recognized evenly over the contract period. For all other services delivered on a per project or event basis, the revenue is recognized at the completion of the event. The Company believes recognizing revenue for subscriptions and stand ready obligations using a time-based measure of progress, best reflects the Company's performance in satisfying the obligations.

For bundled contracts, revenue is allocated to each performance obligation based on its relative standalone selling price. Standalone selling prices are based on observable prices at which the Company separately sells the subscription or service. If a standalone selling price is not directly observable, the Company uses the residual method to allocate any remaining price to that subscription or service. The Company reviews standalone selling prices, at least annually, and updates these estimates if necessary.

Accounts Receivable and Allowance for Credit Losses

The Company calculates its allowance for credit losses using an expected losses model rather than using incurred losses. The model is based on the credit losses expected to arise over the life of the asset based on the Company's expectations as of the balances sheet date through analyzing historical customer data as well as taking into consideration current economic trends. The Company generally writes-off accounts receivable against the allowance when it determines a balance is uncollectible and no longer actively pursues its collection.

Income Taxes

Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred income tax assets to the amounts expected to be realized. For any uncertain tax positions, the Company recognizes the impact of a tax position, only if it is more likely than not of being sustained upon examination, based on the technical merits of the position. The Company's policy regarding the classification of interest and penalties is to classify them as income tax expense in the financial statements, if applicable.

Capitalized Software

Costs incurred to develop the Company's cloud-based platform products are capitalized when the preliminary project phase is complete, management commits to fund the project and it is probable the project will be completed and used for its intended purposes. Once the software is substantially complete and ready for its intended use, the software is amortized over its estimated useful life, which is typically four years. Costs related to design or maintenance of the software are expensed as incurred.

Impairment of Long-lived Assets

In accordance with the authoritative guidance for accounting for long-lived assets, assets such as property and equipment, trademarks, and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Recoverability of asset groups to be held and used is measured by a comparison of the carrying amount of an asset group to estimated undiscounted future cash flows expected to be generated by the asset group. If the carrying amount of an asset group exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of an asset group exceeds fair value of the asset group.

Lease Accounting

The Company determines if an arrangement is a lease at inception. Operating lease agreements are primarily for office space and are included within lease right-of-use (“ROU”) assets and lease liabilities on the consolidated balance sheet.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Variable lease payments consist of non-lease services related to the lease and payments under operating leases classified as short-term. Variable lease payments are excluded from the ROU assets and lease liabilities and are recognized in the period in which the obligation for those payments is incurred. As most of the leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. ROU assets include any lease payments due and exclude lease incentives. Rental expense for lease payments related to operating leases is recognized on a straight-line basis over the lease term.

Business Combinations, Goodwill, and Intangible Assets

The authoritative guidance for business combinations specifies the criteria for recognizing and reporting intangible assets apart from goodwill. The Company records the assets acquired and liabilities assumed in business combinations at their respective fair values at the date of acquisition, with any excess purchase price recorded as goodwill. Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Intangible assets consist of client relationships, customer lists, distribution partner relationships, software, technology, non-compete agreements and trademarks that are initially measured at fair value. At the time of the business combination, trademarks may be considered an indefinite-lived asset and, as such, are not amortized as there may be no foreseeable limit to cash flows generated from them. For the Newswire acquisition, the Company originally determined the trademarks acquired were considered a definite lived asset which will be amortized over a period of 15 years, however upon the re-brand of the Company to ACCESS Newswire and subsequent review of the trademarks associated with Newswire, determined the life to be 5 years remaining. The goodwill and intangible assets are assessed annually for impairment, or whenever conditions indicate the asset may be impaired, and any such impairment will be recognized in the period identified. The client relationships (5-10 years), customer lists (3 years), distribution partner relationships (10 years), non-compete agreements (5 years) and software and technology (3-7 years) are amortized over their estimated useful lives.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We do not believe that we face material market risk with respect to our cash or cash equivalents, which totaled \$3,025,000 and \$4,103,000 at December 31, 2025 and 2024, respectively. We did not hold any marketable securities as of December 31, 2025 or 2024.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The financial statements required by this Item 8 are set forth in Item 15 of this Annual Report. All information which has been omitted is either inapplicable or not required.

Our Consolidated Balance Sheets as of December 31, 2025, and 2024, and the related Consolidated Statements of Income (Loss), Consolidated Comprehensive Income (Loss), Consolidated Stockholders’ Equity and Consolidated Cash Flows for the two years ended December 31, 2025 and 2024, together with the independent registered public accountants’ reports thereon appear beginning on Page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Management’s Annual Report Regarding Internal Disclosure Controls and Procedures

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) of the Exchange Act. Internal control over financial reporting is designed to provide reasonable assurance regarding the

reliability of financial reporting and the preparation and fair presentation of financial statements for external purposes, in accordance with generally accepted accounting principles. The effectiveness of any system of internal control over financial reporting is subject to inherent limitations and therefore, may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness of future periods are subject to the risk that the controls may become inadequate due to change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

This Form 10-K does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Form 10-K.

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of our management, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act") were effective as of December 31, 2025, to ensure that information required to be disclosed in reports that are filed or submitted under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Inherent Limitations over Internal Controls

Our internal control over financial reporting is 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. Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of our assets; (ii) 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 are being made only in accordance with authorizations of management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of assets that could have a material effect on the financial statements.

Management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of internal controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, any evaluation of the effectiveness of controls in future periods are subject to the risk that those internal controls may become inadequate because of changes in business conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Report of Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria set forth by the Committee of Sponsoring Organizations ("COSO") updated Internal Control—Integrated Framework (2013). Based on this evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2025.

There were no changes in our internal controls that could materially affect the disclosure controls and procedures subsequent to the date of their evaluation, nor were there any material deficiencies or material weaknesses in our internal controls. As a result, no corrective actions were required or undertaken.

ITEM 9B. OTHER INFORMATION.

During the three months ended December 31, 2025, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) 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 set forth under the headings “Directors, Executive Officers and Corporate Governance” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s 2026 Proxy Statement to be filed with the SEC within 120 days after December 31, 2025, in connection with the solicitation of proxies for the Company’s 2026 annual meeting of stockholders and is incorporated herein by reference.

Our board of directors has adopted a Code of Conduct applicable to all officers, directors and employees, which is available on our website (<https://investors.accessnewswire.com/governance-documents>) under “Governance Documents.” We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendment to, or waiver from, a provision of our Code of Conduct by posting such information on the website address and location specified above.

We have adopted an Insider Trading Policy applicable to our directors, officers, employees and other covered persons that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations, and the NYSE American listing standards. Our Insider Trading Policy is filed as Exhibit 19.1 to this Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION.

The information required by this Item is set forth under the heading “Executive Compensation” and under the subheadings “Board Oversight of Risk Management,” “Compensation of Directors,” “Director Compensation-2025,” “Compensation Committee Interlocks and Insider Participation,” and “Practices Related to the Grant of Equity Awards” under the heading “Directors, Executive Officers and Corporate Governance” in the Company’s 2026 Proxy Statement to be filed with the SEC within 120 days after December 31, 2025 and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information required by this Item is set forth under the headings “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in the Company’s 2026 Proxy Statement to be filed with the SEC within 120 days after December 31, 2025 and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required by this Item is set forth under the heading “Review, Approval or Ratification of Transactions with Related Persons” and under the subheading “Board Committees” under the heading “Directors, Executive Officers and Corporate Governance” in the Company’s 2026 Proxy Statement to be filed with the SEC within 120 days after December 31, 2025 and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information required by this Item is set forth under the subheadings “Fees Paid to Auditors” and “Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services Performed by the Independent Registered Public Accounting Firm” under the proposal “Ratification of Appointment of Independent Registered Public Accounting Firm” in the Company’s 2026 Proxy Statement to be filed with the SEC within 120 days after December 31, 2025 and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS.

(a) Financial Statements

The financial statements listed in the accompanying index (page F-1) to the financial statements are filed as part of this Form 10-K.

(b) Exhibits

Exhibit Number	Exhibit Description
3.1	Certificate of Incorporation, as amended. (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed on March 25, 2025).
3.2	Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed on January 27, 2025).
4.1	Credit Agreement dated March 20, 2023 with Pinnacle Bank and the other loan parties thereto (incorporated by referenced to Exhibit 4.1 to the Current Report on Form 8-K filed on March 22, 2023).
4.2	Third Modification to Credit Agreement and Partial Release dated February 28, 2025 with Pinnacle Bank and the other loan parties thereto (incorporated by referenced to Exhibit 10.2 to the Current Report on Form 8-K filed on March 6, 2025).
10.2	Executive Employment Agreement dated April 30, 2015 with Brian R. Balbirnie (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 5, 2014).
10.3	First Amendment to Executive Employment Agreement dated May 4, 2017 with Brian R. Balbirnie (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 5, 2017).
10.4	Membership Interest Purchase Agreement dated November 1, 2022 with Lead Capital, LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on November 3, 2022).
10.5	2023 Equity Incentive Plan (incorporated by reference to Annex A to the Schedule 14A filed on April 28, 2023).
10.6	Executive Employment Agreement with Steven Knerr dated September 16, 2024 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on September 17, 2024).
10.7	Asset Purchase Agreement dated February 28, 2025 with Equiniti Transfer Company, LLC and Direct Transfer, LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on March 6, 2025).
19.1	The Company's Insider Trading Policy. (incorporated by reference to Exhibit 19.1 to the Annual Report on Form 10-K filed on March 25, 2025).
21.1	Subsidiaries of the Registrant. *
31.1	Rule 13a-14(a) Certification of Principal Executive Officer. *
31.2	Rule 13a-14(a) Certification of Principal Financial Officer. *
32.1	Section 1350 Certification of Principal Executive Officer. *
32.2	Section 1350 Certification of Principal Financial Officer. *
97	ACCESS Newswire Inc. Policy for the Recovery of Erroneously Awarded Compensation (incorporated by reference to Exhibit 97 to the Annual Report on Form 10-K filed on March 7, 2024).
101	The following financial information from ACCESS Newswire Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024 formatted in Inline XBRL (Extensible Business Reporting Language) includes: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income (Loss), (iii) the Consolidated Statements of Comprehensive Income (Loss), (iv) the Consolidated Statements of Stockholders Equity, (v) the Consolidated Statements of Cash Flows, and (vi) Notes to the Consolidated Financial Statements.
104	Cover Page Interactive Data File - (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

(c) Financial Statement Schedules omitted

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ACCESS NEWSWIRE INC.

Date: March 19, 2026

By: /s/ Brian R. Balbirnie

Brian R. Balbirnie

Chief Executive Officer, Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated as of the dates set forth below.

<u><i>Signature</i></u>	<u><i>Date</i></u>	<u><i>Title</i></u>
<u>/s/ Brian R. Balbirnie</u> Brian R. Balbirnie	March 19, 2026	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Steven Knerr</u> Steven Knerr	March 19, 2026	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Graeme Rein</u> Graeme Rein	March 19, 2026	Director, Chairman of the Audit Committee
<u>/s/ Joe Staples</u> Joe Staples	March 19, 2026	Director, Chairman of the Compensation Committee
<u>/s/ Wesley Pollard</u> Wesley Pollard	March 19, 2026	Director, Member of the Audit and Compensation Committee

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Report of Independent Registered Public Accounting Firm

To the Board of Directors Stockholders
ACCESS Newswire Inc.
Raleigh, North Carolina

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of ACCESS Newswire Inc. and subsidiaries (the “Company”) as of December 31, 2025 and 2024, and the related statements of income (loss), comprehensive income (loss), stockholders’ equity, and cash flows for each of the years in the two-period ended December 31, 2025, and the related notes. In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“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 consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters 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 matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Newswire Trademark Impairment Assessment

As discussed in Note 5 to the consolidated financial statements, the Company’s Newswire trademark balance was approximately \$7,502,000 as of December 31, 2025. The Company’s evaluation of the Newswire trademark for impairment involves the comparison of the carrying amount to the estimated undiscounted future cash flows expected to be generated by the asset. The undiscounted future cash flows of the Company’s Newswire trademark exceeded its carrying value as of December 31, 2025, and no impairment was recognized during the year ended December 31, 2025. Management’s cash flow forecasts included significant judgments and assumptions relating to revenue growth rates, operating margins, and useful life. As a result, a high degree of auditor judgment and effort was required, including involving the use of our valuation specialists, in performing audit procedures to evaluate the reasonableness of management’s cash flow forecasts and the significant assumptions identified above. Significant uncertainty exists with these assumptions because they are sensitive to future market or economic conditions.

Our audit procedures included the following:

- Obtained an understanding of the internal controls and processes in place over the Company’s impairment review process, including management’s review of the significant assumptions described above.
- Evaluated the reasonableness of management’s revenue, operating margins, and other forecasted amounts by comparing the forecasts to actual historical results and other evidence.
- With the assistance of our valuation specialists, evaluated the valuation methodologies and significant assumptions and developed a range of independent estimates and compared those to the significant assumptions used by management.
- Tested the mathematical accuracy of the calculations.

/s/ Cherry Bekaert LLP

We have served as the Company’s auditor since 2010.

Raleigh, North Carolina
March 19, 2026

ACCESS NEWswire INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

	As of December 31,	
	2025	2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,025	\$ 4,103
Accounts receivable (net of allowance for credit losses of \$1,336 and \$1,059, respectively)	3,884	3,351
Other current assets	1,513	1,234
Current assets held for sale	—	1,338
Total current assets	8,422	10,026
Capitalized software (net of accumulated amortization of \$3,923 and \$3,644, respectively)	828	934
Fixed assets (net of accumulated depreciation of \$669 and \$914, respectively)	136	365
Right-of-use asset – leases (See Note 10)	324	766
Other long-term assets	73	158
Goodwill	19,043	19,043
Intangible assets (net of accumulated amortization of \$9,525 and \$7,024, respectively)	9,475	11,976
Deferred tax asset	3,691	3,793
Non-current assets held for sale	—	3,577
Total assets	\$ 41,992	\$ 50,638
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,501	\$ 1,423
Accrued expenses	1,769	1,699
Income taxes payable	133	56
Current portion of long-term debt	870	4,000
Deferred revenue	5,265	4,743
Current liabilities held for sale	—	893
Total current liabilities	9,538	12,814
Long-term debt (net of debt discount of \$52 and \$70, respectively) (see Note 6)	1,686	11,930
Deferred income tax liability	86	—
Lease liabilities – long-term (See Note 10)	317	668
Other long-term liabilities	20	—
Total liabilities	11,647	25,412
Stockholders' equity:		
Preferred stock, \$0.001 par value, 1,000,000 shares authorized, no shares issued and outstanding as of December 31, 2025 and 2024, respectively.	—	—
Common stock \$0.001 par value, 20,000,000 shares authorized, 3,850,435 and 3,838,743 shares issued and outstanding as of December 31, 2025 and 2024, respectively.	4	4
Additional paid-in capital	25,005	24,259
Other accumulated comprehensive loss	(96)	(178)
Retained earnings	5,432	1,141
Total stockholders' equity	30,345	25,226
Total liabilities and stockholders' equity	\$ 41,992	\$ 50,638

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

ACCESS NEWSWIRE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (LOSS)
(in thousands, except per share amounts)

	Years Ended December 31,	
	2025	2024
Revenues	\$ 22,619	\$ 23,057
Cost of revenues	5,305	5,617
Gross margin	17,314	17,440
Operating costs and expenses:		
General and administrative	7,151	7,000
Sales and marketing	6,405	7,080
Product development	2,692	2,821
Depreciation and amortization	2,687	2,708
Impairment loss (See Notes 5 and 10)	250	14,150
Total operating costs and expenses	19,185	33,759
Operating loss	(1,871)	(16,319)
Other income (expense)		
Interest expense, net	(2)	(1,107)
Other income (expense) (See Notes 6 and 7)	(80)	81
Loss from continuing operations before income taxes	(1,953)	(17,345)
Income tax benefit	(395)	(4,064)
Net loss from continuing operations	\$ (1,558)	\$ (13,281)
Net income from discontinued operations, net of taxes	5,849	2,488
Net income (loss)	4,291	(10,793)
Loss from continuing operations per share – basic	\$ (0.40)	\$ (3.47)
Loss from continuing operations per share – diluted	\$ (0.40)	\$ (3.47)
Income from discontinued operations per share – basic	\$ 1.51	\$ 0.65
Income from discontinued operations per share – diluted	\$ 1.51	\$ 0.65
Income (loss) per share – basic	\$ 1.11	\$ (2.82)
Income (loss) per share – diluted	\$ 1.11	\$ (2.82)
Weighted average number of common shares outstanding – basic	3,858	3,827
Weighted average number of common shares outstanding – diluted	3,859	3,829

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

SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)

	Years Ended December 31,	
	2025	2024
Net income (loss)	\$ 4,291	\$ (10,793)
Foreign currency translation adjustment	82	(129)
Comprehensive (loss) income	<u>\$ 4,373</u>	<u>\$ (10,922)</u>

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

ACCESS NEWSWIRE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 2025 AND 2024
(in thousands, except share and per share amounts)

	Common Stock		Additional	Accumulated			Total
	Shares	Amount	Paid-in	Other	Retained		Stockholders'
			Capital	Comprehensive	Earnings		Equity
				Loss			
Balance on December 31, 2023	3,815,212	\$ 4	\$ 23,531	\$ (49)	\$ 11,934		\$ 35,420
Stock-based compensation expense	—	—	684	—	—		684
Exercise of stock awards, net of tax	18,999	—	—	—	—		—
Stock issued to consultants	4,532	—	44	—	—		44
Foreign currency translation	—	—	—	(129)	—		(129)
Net income	—	—	—	—	(10,793)		(10,793)
Balance on December 31, 2024	<u>3,838,743</u>	<u>\$ 4</u>	<u>\$ 24,259</u>	<u>\$ (178)</u>	<u>\$ 1,141</u>		<u>\$ 25,226</u>
Stock-based compensation expense	—	—	909	—	—		909
Exercise of stock awards, net of tax	30,083	—	—	—	—		—
Stock repurchase and retirement	(18,391)	—	(163)	—	—		(163)
Foreign currency translation	—	—	—	82	—		82
Net income	—	—	—	—	4,291		4,291
Balance on December 31, 2025	<u>3,850,435</u>	<u>\$ 4</u>	<u>\$ 25,005</u>	<u>\$ (96)</u>	<u>\$ 5,432</u>		<u>\$ 30,345</u>

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

ACCESS NEWSWIRE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands, except share and per share amounts)

	Years Ended December 31,	
	2025	2024
Cash flows from operating activities		
Net income (loss)	\$ 4,291	\$ (10,793)
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Gain on disposal of business	(8,974)	–
Loss on impairment	250	14,150
Provision for credit losses	1,335	1,322
Depreciation and amortization	2,993	3,095
Deferred income taxes	188	(3,933)
Stock-based compensation expense – employees and directors	909	684
Stock-based compensation expense - consultants	–	44
Change in fair value of interest rate swap	80	(81)
Amortization of debt issuance costs	17	17
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable	(1,080)	(1,659)
Decrease (increase) in other assets	512	434
Increase (decrease) in accounts payable	154	224
Increase (decrease) in income tax payable	76	45
Increase (decrease) in deferred revenue	208	–
Increase (decrease) in accrued expenses and other liabilities	(401)	(389)
Net cash provided by operating activities	<u>558</u>	<u>3,160</u>
Cash flows from investing activities		
Purchase of fixed assets	(20)	(19)
Capitalized software	(172)	(597)
Proceeds from Sale of Compliance business	12,000	–
Net cash provided by investing activities	<u>11,808</u>	<u>(616)</u>
Cash flows from financing activities		
Payment of long-term debt (see Note 6)	(13,391)	(4,000)
Payment for stock repurchase and retirement	(163)	–
Net cash used in financing activities	<u>(13,554)</u>	<u>(4,000)</u>
Net change in cash and cash equivalents	(1,188)	(1,456)
Cash and cash equivalents - beginning	4,103	5,714
Currency translation adjustment	110	(155)
Cash and cash equivalents - ending	<u>\$ 3,025</u>	<u>\$ 4,103</u>
Supplemental disclosures:		
Cash paid for income taxes	<u>\$ 2,208</u>	<u>\$ 342</u>
Cash paid for interest	<u>\$ 413</u>	<u>\$ 1,387</u>

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

ACCESS NEWswire INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Description, Background and Basis of Operations

Nature of Operations

ACCESS Newswire Inc. (the “Company” or “ACCESS”) was incorporated in the State of Delaware in October 1988 under the name Docucon Inc. Subsequent to the December 13, 2007 merger with My EDGAR, Inc., the Company changed its name to Issuer Direct Corporation and on January 27, 2025, changed its name to ACCESS Newswire Inc. Today, ACCESS is a leading communications company providing solutions for both public relations and investor relations professionals. The Company operates under several brands in the market, including Direct Transfer, Interwest, ACCESSWIRE, Pressrelease.com and Newswire..

Note 2: Summary of Significant Accounting Policies

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Significant intercompany accounts and transactions are eliminated in consolidation.

Cash Equivalents

For purposes of the Company’s financial statements, the Company considers all highly liquid investments purchased with an original maturity date of three months or less to be cash equivalents.

Accounts Receivable and Allowance for Credit Losses

The Company calculates its allowance for credit losses using an expected losses model rather than using incurred losses. The model is based on the credit losses expected to arise over the life of the asset based on the Company’s expectations as of the balances sheet date through analyzing historical customer data as well as taking into consideration current economic trends. The Company generally writes-off accounts receivable against the allowance when it determines a balance is uncollectible and no longer actively pursues its collection.

The following is a summary of the allowance for credit losses during the years ended December 31, 2025 and 2024 (in thousands):

	Years Ended December 31,	
	2025	2024
Beginning balance	\$ 1,059	\$ 721
Provision for credit losses	915	1,083
Write-offs	(638)	(745)
Ending balance	<u>\$ 1,336</u>	<u>\$ 1,059</u>

Concentrations of Credit Risk & Customers

Financial instruments and related items which potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents and accounts receivables. The Company places its cash and temporary cash investments with credit quality institutions. As of December 31, 2025, the Company’s domestic cash balance is spread among different depository institutions such that there is no balance which exceeds the FDIC insurance limit of \$250,000. The Company also had cash-on-hand of \$1,943,000 in Canada as of December 31, 2025. As of December 31, 2024, the Company had cash-on-hand of \$1,691,000 in Canada and \$68,000 in Europe.

The Company believes it did not have any financial instruments that could have potentially subjected us to significant concentrations of credit risk for any relevant period.

The Company did not have any customers during the years ended December 31, 2025 or 2024 that accounted for more than 10% of revenue.

Revenue Recognition

Substantially all the Company’s revenue comes from contracts with customers for its press release distribution and related products, investor relations website hosting or data feeds, events and webcast offerings and subscriptions to its incident hotline. Customers consist of public corporate issuers and professional firms, such as investor and public relations firms. In the case of news distribution and webcasting offerings, customers also include private companies. The Company accounts for a contract with a customer when there is an enforceable contract between the Company and the customer, the rights of the parties are identified, the contract has economic substance, and collectability of the contract consideration is probable. The Company's revenues are measured based on consideration specified in the contract with each customer.

The Company's contracts include either a subscription to its entire platform, certain modules within the platform or to its Press Release Optimizer Plan ("PRO"), or an agreement to perform services, or any combination thereof, and often contain multiple subscriptions and services. For these bundled contracts, the Company accounts for individual subscriptions and services as separate performance obligations if they are distinct, which is when a product or service is separately identifiable from other items in the bundled package, and a customer can benefit from it on its own or with other resources that are readily available to the customer. Performance obligations include providing subscriptions to certain modules or our entire platform, distributing press releases on a per release basis or conducting webcasts, virtual annual meetings, or other events on a per event basis. PRO subscription contracts contain two performance obligations: (i) the first is a series of distinct services that include, but are not limited to, developing specific media plans, and creating content to be distributed and (ii) the second performance obligation being access to the PRO platform along with distribution of press releases, ongoing support, and assessment of performance as a stand-ready obligation. The Company's subscription and service contracts are generally for one year, with automatic renewal clauses included in the contract until the contract is cancelled. The contracts do not contain any rights of returns, guarantees, or warranties. Since contracts are generally for one year, all the revenue is expected to be recognized within one year from the contract start date. As such, the Company has elected the optional exemption that allows the Company not to disclose the transaction price allocated to performance obligations that are unsatisfied or partially satisfied at the end of each reporting period.

The Company recognizes revenue for subscriptions evenly over the contract period, upon distribution for pay per release or packages of press releases and upon event completion for webcasting and virtual annual meeting events. For service contracts that include stand-ready obligations, revenue is recognized evenly over the contract period. For all other services delivered on a per project or event basis, the revenue is recognized at the completion of the event. The Company believes recognizing revenue for subscriptions and stand ready obligations using a time-based measure of progress, best reflects the Company's performance in satisfying the obligations.

For bundled contracts, revenue is allocated to each performance obligation based on its relative standalone selling price. Standalone selling prices are based on observable prices at which the Company separately sells the subscription or service. If a standalone selling price is not directly observable, the Company uses the residual method to allocate any remaining price to that subscription or service. The Company reviews standalone selling prices, at least annually, and updates these estimates if necessary.

The Company invoices its customers based on the billing schedules designated in its contracts, typically upfront on either a monthly, quarterly or annual basis or per transaction at the completion of the performance obligation. Deferred revenue for the periods presented was primarily related to press release packages which have been invoiced or paid, however the releases have not yet been disseminated, as well as, subscription and service contracts, which are billed upfront, quarterly, or annually, however the revenue has not yet been recognized. The associated deferred revenue is generally recognized as releases are disseminated for press release packages and ratably over the billing period for subscriptions. Deferred revenue as of December 31, 2025 and 2024, was \$5,265,000 and \$4,743,000, respectively, and is expected to be recognized primarily within one year. Approximately \$845,000 of the deferred revenue balance as of December 31, 2025, relates to contracts for press release packages with an expiration date after December 31, 2026, however the customer may use the balance within one year. As of January 1, 2024, deferred revenue was \$4,750,000. Revenue recognized for the year ended December 31, 2025 and 2024, which was included in the deferred revenue balance at the beginning of each reporting period, was approximately \$4,455,000 and \$4,750,000, respectively. Accounts receivable, net of allowance for credit losses, related to contracts with customers was \$3,884,000 and \$3,351,000 as of December 31, 2025 and 2024, respectively. As of January 1, 2024, accounts receivable, net of allowance for credit losses was \$3,005,000. Since substantially all the contracts have terms of one year or less, the Company has elected to use the practical expedient regarding the existence of significant financing.

Costs to obtain contracts with customers consist primarily of sales commissions. As of December 31, 2025 and 2024, the Company has capitalized \$45,000 and \$69,000, respectively, of costs to obtain contracts that are expected to be amortized over more than one year. For contract costs expected to be amortized in less than one year, the Company has elected to use the practical expedient allowing the recognition of incremental costs of obtaining a contract as an expense when incurred. The Company has considered historical renewal rates, expectations of future renewals and economic factors in making these determinations.

Fixed Assets

Fixed assets are recorded at cost and depreciated over the estimated useful lives of the assets using principally the straight-line method. When items are retired or otherwise disposed of, income is charged or credited for the difference between net book value and proceeds realized thereon. Ordinary maintenance and repairs are charged to expense as incurred, and replacements and betterments are capitalized. The range of estimated useful lives used to calculate depreciation for principal items of property and equipment are as follows:

Asset Category	Depreciation / Amortization Period
Computer equipment	3 years
Furniture & equipment	3 to 7 years
Leasehold improvements	lesser of 8 years or the lease term

Earnings per Share

Earnings per share accounting guidance requires that basic net income per common share be computed by dividing net income for the period by the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by dividing

the net income for the period by the weighted average number of common and dilutive common equivalent shares outstanding during the period. Shares issuable upon the exercise of stock options totaling 45,000 and 52,750 were excluded in the computation of diluted earnings per common share during the years ended December 31, 2025 and 2024, respectively, because their impact was anti-dilutive.

Use of Estimates

The preparation of financial statements in conformity with United States Generally Accepted Accounting Principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the allowance for credit losses and the valuation of goodwill, intangible assets, deferred tax assets, and stock-based compensation. Actual results could differ from those estimates.

Income Taxes

Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred income tax assets to the amounts expected to be realized. For any uncertain tax positions, the Company recognizes the impact of a tax position, only if it is more likely than not of being sustained upon examination, based on the technical merits of the position. The Company’s policy regarding the classification of interest and penalties is to classify them as income tax expense in the financial statements, if applicable.

Capitalized Software

Costs incurred to develop the Company’s cloud-based platform products are capitalized when the preliminary project phase is complete, management commits to fund the project and it is probable the project will be completed and used for its intended purposes. Once the software is substantially complete and ready for its intended use, the software is amortized over its estimated useful life, which is typically four years. Costs related to design or maintenance of the software are expensed as incurred. Capitalized costs and amortization for the years ended December 31, 2025 and 2024, are as follows (in thousands):

	December 31,	
	2025	2024
Capitalized software development costs	\$ 172	\$ 597
Amortization included in cost of revenues	278	220

Impairment of Long-lived Assets

In accordance with the authoritative guidance for accounting for long-lived assets, assets such as property and equipment, trademarks, and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Recoverability of asset groups to be held and used is measured by a comparison of the carrying amount of an asset group to estimated undiscounted future cash flows expected to be generated by the asset group. If the carrying amount of an asset group exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of an asset group exceeds fair value of the asset group.

Lease Accounting

The Company determines if an arrangement is a lease at inception. Operating lease agreements are primarily for office space and are included within lease right-of-use (“ROU”) assets and lease liabilities on the consolidated balance sheet.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Variable lease payments consist of non-lease services related to the lease and payments under operating leases classified as short-term. Variable lease payments are excluded from the ROU assets and lease liabilities and are recognized in the period in which the obligation for those payments is incurred. As most of the leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. ROU assets include any lease payments due and exclude lease incentives. Rental expense for lease payments related to operating leases is recognized on a straight-line basis over the lease term.

Fair Value Measurements

Accounting Standards Codification (“ASC”) Topic 820 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Assets and liabilities recorded at fair value in the financial statements are categorized based upon the hierarchy of levels of judgment associated with the inputs used to measure their fair value.

Hierarchical levels directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities, are as follows:

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities at the reporting date. Generally, this includes debt and equity securities that are traded in an active market. Cash and cash equivalents are quoted at Level 1.
- Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. The fair value of the Company's interest rate swap is quoted at Level 2.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or other valuation techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

As of December 31, 2025 and 2024, the Company believes the fair value of its financial instruments, such as, accounts receivable, long-term debt, the line of credit, and accounts payable approximate their carrying amounts.

Stock-based Compensation

The authoritative guidance for stock compensation requires that companies estimate the fair value of share-based payment awards on the date of the grant using an option-pricing model. The associated cost is recognized over the period during which an employee or director is required to provide service in exchange for the award.

Translation of Foreign Financial Statements

The financial statements of the foreign subsidiaries of the Company have been translated into U.S. dollars. All assets and liabilities have been translated at current rates of exchange in effect at the end of the period. Income and expense items have been translated at the average exchange rates for the year or the applicable interim period. The gains or losses that result from this process are recorded as a separate component of other accumulated comprehensive income until the entity is sold or substantially liquidated.

Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) related to changes in the cumulative foreign currency translation adjustment.

Business Combinations, Goodwill, and Intangible Assets

The authoritative guidance for business combinations specifies the criteria for recognizing and reporting intangible assets apart from goodwill. The Company records the assets acquired and liabilities assumed in business combinations at their respective fair values at the date of acquisition, with any excess purchase price recorded as goodwill. Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Intangible assets consist of client relationships, customer lists, distribution partner relationships, software, technology, non-compete agreements and trademarks that are initially measured at fair value. At the time of the business combination, trademarks may be considered an indefinite-lived asset and, as such, are not amortized as there may be no foreseeable limit to cash flows generated from them. For the Newswire acquisition, the Company originally determined the trademarks acquired were considered a definite lived asset which will be amortized over a period of 15 years, however upon the re-brand of the Company to ACCESS Newswire and subsequent review of the trademarks associated with Newswire, determined the life to be 5 years remaining. The goodwill and intangible assets are assessed annually for impairment, or whenever conditions indicate the asset may be impaired, and any such impairment will be recognized in the period identified. The client relationships (5-10 years), customer lists (3 years), distribution partner relationships (10 years), non-compete agreements (5 years) and software and technology (3-7 years) are amortized over their estimated useful lives.

Advertising

The Company expenses advertising as incurred. During the years ended December 31, 2025 and 2024, advertising expense was \$1,255,000 and \$1,267,000, respectively. Additionally, during the year ended December 31, 2025, the Company incurred \$154,000 in costs associated with its corporate re-brand.

Liquidity and Capital Resources

As of December 31, 2025, we had \$3,025,000 in cash and cash equivalents and \$3,884,000 in net accounts receivable. Current liabilities from continuing operations as of December 31, 2025, totaled \$9,538,000 including the current portion of our long-term debt, accounts payable, deferred revenue, accrued payroll liabilities, income taxes payable, current portion of lease liabilities and other accrued expenses.

As of December 31, 2025, our current liabilities from continuing operations exceeded our current assets from continuing operations by \$1,116,000. While our current liabilities from continuing operations exceed current assets from continuing operations, we believe our ability to renegotiate our Credit Agreement and ability to continue to generate cash will benefit us in the future.

Newly Adopted Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures”, which requires the Company to disclose specified additional information in its income tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. ASU 2023-09 also requires the Company to disaggregate its income taxes paid disclosure by federal, state and foreign taxes, with further disaggregation required for significant individual jurisdictions. The Company adopted ASU 2023-09 for the year ending December 31, 2025, using the prospective transition method. The adoption of this standard did not have a significant impact on the Company’s financial position, results of operations or cash flows, however the updated disclosure can be found in Note 13.

Accounting Pronouncements Not Yet Effective

In November 2024, the FASB issued ASU 2024-03, Disaggregation of Income Statement Expenses. This update requires enhanced disclosures of certain costs and expenses in the notes to the financial statements. This update is applicable to all public entities and is effective for fiscal years beginning after December 15, 2026, and interim periods beginning after December 15, 2027. Early adoption is permitted. The amendments in this update should be applied prospectively; however, retrospective application is permitted. The Company is currently evaluating the impact the new accounting guidance will have on its disclosures.

Note 3: Discontinued Operations

On February 28, 2025 (the “Closing Date”), the Company and Direct Transfer, LLC, its wholly owned subsidiary, entered into and closed an Asset Purchase Agreement (the “Purchase Agreement”) with Equiniti Trust Company, LLC (the “Buyer”). Pursuant to, and subject to the terms and conditions of, the Purchase Agreement, the Buyer purchased certain assets related to the Company’s compliance business (the “Purchased Assets”). The Purchased Assets consisted of certain accounts receivable, prepaid assets, contracts and intellectual property, among other things, related to the Company’s services of providing i) disclosure software and services for financial reporting, ii) stock transfer services, iii) annual meeting, print and shareholder distribution and fulfillment services and iv) virtual annual meeting services (but not the intellectual property relating to the virtual annual meeting services). Revenue related to these services was previously included in the Company’s “compliance revenue” stream as reported with the SEC in previous filings, except revenue related to virtual annual meeting services, which was previously reported in “communications revenue” stream in previous SEC filings. Additionally, revenue related to providing SEDAR services and revenue related to our whistleblower hotline, which was previously reported as “compliance revenue” was retained by the Company. The Buyer assumed certain liabilities related to the Purchased Assets, which included certain accounts payable, accrued liabilities and deferred revenue.

The Company reviewed ASC 205-20-45, which provides guidance over the disposal of a component of an entity and determined that the criteria were met to classify the assets of the compliance business as held-for-sale as of December 31, 2024. Further guidance states that once a group of assets are determined to be held-for-sale, then they should be recorded as discontinued operations in the financial statements of the entity.

Performance obligations of contracts included in discontinued operations include providing subscriptions to certain modules of our compliance software or other stand-ready obligations to deliver services and annual report printing and distribution. Additionally, services are provided on a per project basis. Set up fees for disclosure services are considered a separate performance obligation and are satisfied upfront. Set up fees for the transfer agent module and investor relations content management module are immaterial. For service contracts that include stand-ready obligations, revenue is recognized evenly over the contract period. For all other services delivered on a per project or event basis, the revenue is recognized at the completion of the event. The Company believes recognizing revenue for subscriptions and stand-ready obligations using a time-based measure of progress, best reflects the Company’s performance in satisfying the obligations.

On February 26, 2026, the Buyer submitted an indemnification notice to the Company alleging indemnity claims under the Purchase Agreement in the aggregate amount of \$549,000. While the Company disputes this amount and is in the process of discussing and negotiating the matter with the Buyer, there is no guaranty that we will receive all or a substantial portion of the \$500,000 holdback from the Buyer.

As of the Closing Date, there was \$1,227,000 of gross accounts receivable that did not transfer to the Buyer as a result of the Purchase Agreement. The following table sets forth the assets and liabilities included in discontinued operations as of December 31, 2025 and 2024 as presented in the Consolidated Balance Sheets (in thousands):

	December 31,	
	2025	2024
Accounts Receivable (net of provision for credit losses of \$559 as of December 31, 2024)	\$ —	\$ 1,321
Other current assets	—	17
Total current assets	—	1,338
Goodwill	—	2,885
Intangible Assets (net of accumulated amortization of \$5,265 at December 31, 2024)	—	637

Other non current assets	–	55
Total assets	\$ –	\$ 4,915
Accounts Payable	\$ –	\$ 107
Accrued Expenses	–	168
Deferred Revenue	–	618
Total liabilities	\$ –	\$ 893

The following table sets forth the details of income from discontinued operations for the years ended December 31, 2025 and 2024 as presented in the Consolidated Statement of Operations (in thousands):

	Years Ended December 31,	
	2025	2024
Revenues	\$ 650	\$ 5,831
Cost of revenues	315	1,690
Gross margin	335	4,141
Operating costs and expenses:		
General and administrative	560	666
Sales and marketing	17	104
Product development	–	–
Depreciation and amortization	28	168
Total operating costs and expenses	605	938
Operating income	(270)	3,203
Other income (expense)		
Interest income, net	8	31
Other income, net	8,974	–
Income before income taxes	8,712	3,234
Income tax expense	2,863	746
Net income from discontinued operations	\$ 5,849	\$ 2,488

The following table presents the significant non-cash items related to discontinued operations for the year ended December 31, 2025 and 2024 that are included in the accompanying statement of cash flows (in thousands):

	December 31,	
	2025	2024
Depreciation and amortization	\$ 28	\$ 168
Provision for credit losses	420	240
Stock-based compensation expense	78	89
Gain on disposal of business	8,974	–

Note 4: Fixed Assets

The components of fixed assets are as follows (in thousands):

	December 31,	
	2025	2024
Computer equipment	\$ 100	\$ 243
Furniture & equipment	–	331
Leasehold improvements	705	705
Total fixed assets, gross	805	1,279
Less: Accumulated depreciation	(669)	(914)
Total fixed assets, net	\$ 136	\$ 365

Included in leasehold improvements is \$488,000 of tenant improvement allowance associated with a lease signed in March 2019 related to the Company's corporate headquarters. Depreciation expense on fixed assets for the years ended December 31, 2025 and 2024 totaled \$249,000 (including impairment charge of \$63,000 on the leasehold improvements – See Note 10) and \$149,000, respectively. Disposals amounted to \$494,000 during the year ended December 31, 2025 and mostly related to computer equipment and office furniture and equipment which the Company abandoned as part of the sublease entered into in December 2025 (see Note 10). No disposals were made during the years ended December 31, 2024.

Note 5: Goodwill and Other Intangible Assets

The components of intangible assets are as follows (in thousands):

	December 31, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	\$ 1,998	\$ (1,677)	\$ 321
Proprietary software	3,198	(1,817)	1,381
Distribution partner relationships	153	(114)	39
Non-compete agreement	69	(69)	—
Trademarks – definite-lived	13,350	(5,848)	7,502
Trademarks – indefinite-lived	232	—	232
Total intangible assets	<u>\$ 19,000</u>	<u>\$ (9,525)</u>	<u>\$ 9,475</u>

	December 31, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	1,998	(1,426)	572
Proprietary software	3,198	(1,458)	1,740
Distribution partner relationships	153	(99)	54
Non-compete agreement	69	(69)	—
Trademarks – definite-lived	13,350	(3,972)	9,378
Trademarks – indefinite-lived	232	—	232
Total intangible assets	<u>\$ 19,000</u>	<u>\$ (7,024)</u>	<u>\$ 11,976</u>

The Company performed its annual assessment for impairment of intangible assets and determined there was no impairment for the year ended December 31, 2025, however, recorded an impairment charge of \$14,150,000 associated with the Newswire trademarks for the year ended December 31, 2024. As a result of the Company's rebranding to ACCESS Newswire, management determined the useful life of the Newswire trademarks to be 5 years as opposed to the original 15 years upon the initial valuation in 2022. This decrease in the useful life caused a decrease in the expected cashflows the assets are expected to generate, which resulted in the impairment charge.

The amortization of intangible assets is a charge to operating expenses and totaled \$2,501,000 and \$2,559,000 for the years ended 2025 and 2024, respectively.

The future amortization of the identifiable intangible assets is as follows (in thousands):

Years Ending December 31:

2026	\$ 2,475
2027	2,347
2028	2,243
2029	2,178
Thereafter	—
Total	<u>\$ 9,243</u>

During the year ended December 31, 2022, we acquired Newswire, which added \$16,122,000 of goodwill based on our preliminary purchase price allocation. During the year ending December 31, 2023, we concluded our purchase price allocation, which resulted in a reduction in goodwill of \$571,000. Along with Newswire, the goodwill balance of \$19,043,000 is related to the stock acquisitions of ACCESSWIRE in 2014, Filing Services Canada, Inc. in 2018 and Newswire in 2022, and the assets of the Visual Webcasting Platform in 2019. The Company conducted its annual impairment analyses as of December 31, 2025 and 2024 and determined that no goodwill was impaired.

Note 6: Credit Agreement

On March 20, 2023 (the "Closing Date"), the Company entered into a \$25 million Credit Agreement, as amended (the "Credit Agreement") with Pinnacle Bank ("Pinnacle"). The Credit Agreement provides for the following: (i) term loan facility in an aggregate principal amount of \$20 million (the "Term Loan"), and (ii) revolving line of credit in an up to aggregate principal amount of \$5 million (the "Revolving LOC"), subject to an 85% limit based on the current eligible accounts receivable (as defined in the Credit Agreement).

Pursuant to the terms of the Credit Agreement, the per annum interest rate of the Term Loan is variable based on the one-month secured overnight financing rate ("SOFR") plus 2.35%, subject to a minimum SOFR of 2.00%. However, the Term Loan issued on the Closing Date has

a per annum interest rate of 6.217%, which was fixed with respect to the entire principal amount as a result of an interest rate swap agreement entered into between the Company and Pinnacle on the Closing Date in accordance with the terms of the Credit Agreement.

Effective June 25, 2024, the aggregate principal amount of the Revolving LOC was reduced to \$1,500,000. The Company currently has no plans to utilize the Revolving LOC but may do so in the future. If the Company does utilize any funds under the Revolving LOC, the funds will bear interest at a per annum rate equal to the then current SOFR plus 2.05%. Effective June 25, 2024, Pinnacle's commitment to fund under the Revolving LOC was amended to terminate on June 30, 2025, unless terminated earlier pursuant to the terms of the Credit Agreement. As of December 31, 2025, there was no outstanding balance under the Revolving LOC and the interest rate was 5.74%.

On February 28, 2025 and in connection with the Purchased Assets transaction described above, the Company and each of its wholly-owned subsidiaries entered into a Third Modification to Credit Agreement and Partial Release (the "Third Modification to Credit Agreement") with Pinnacle with respect to the Credit Agreement.

Pursuant to the terms of the Third Modification to Credit Agreement and a subsequent amendment, the Company and Pinnacle agreed to the following: (i) to pay down the current principal balance of the Term Loan (as defined in the Credit Agreement) by \$12,000,000 as of the closing of the Purchased Assets transaction such that the current principal balance was reduced from \$15,333,333 to \$3,333,333; (ii) beginning on March 1, 2025, to reduce the monthly principal payments due by the Company to Pinnacle under the Term Loan from \$333,333 to \$72,464; (iii) to amend the financial covenants set forth in the Credit Agreement, as amended; (iv) to release the Liens (as defined in the Credit Agreement) relating to the Purchased Assets; and (v) to extend the maturity of the Revolving LOC to June 30, 2026.

The Credit Agreement, as amended, currently contains the following financial covenants:

Fiscal Quarter	As Amended Fixed Charge Coverage Ratio
Each fiscal quarter ending on or after June 30, 2025	1:2:1.0

Additionally, the Company is required to maintain unrestricted liquidity, as follows.

Leverage Ratio	Unrestricted Liquidity
If the Leverage Ratio is less than or equal to 1.5:1.00	\$ 1,500,000
If the Leverage Ratio is greater than 1.5:1.00 but less than or equal to 1.75:1.00	\$ 1,000,000
If the Leverage Ratio is greater than 1.75:1.00	\$ 500,000

The Credit Agreement also contains customary affirmative covenants for a transaction of this nature, including among other things, covenants relating to: maintenance of adequate financial and accounting books and records, delivery of financial statements and other information, preservation of existence of the Company and subsidiaries, payment of taxes and claims, compliance with laws, maintenance of insurance, foreign qualification, use of proceeds, cash management system, maintenance of properties, and conduct of business.

The Credit Agreement also contains customary negative covenants for a transaction of this nature, including, among other things, covenants relating to debt, liens, investments, negative pledges, dividends and other debt payments, restriction on fundamental changes, sale of assets, transactions with affiliates, restrictive agreements, and changes in fiscal year.

The Credit Agreement also contains various Events of Default (subject to certain grace periods, to the extent applicable), including among other things, Events of Default for the nonpayment of principal, interest or fees; breach of certain covenants; inaccuracy of the representations or warranties in any material respect; bankruptcy or insolvency; dissolution or change of control; certain unsatisfied judgments; defaults under material agreements; certain unfunded liabilities under employee benefit plans; certain unsatisfied judgments; certain ERISA violations; and the invalidity or unenforceability of the Credit Agreement. If an Event of Default occurs, the Company may be required to repay all amounts outstanding under the Credit Agreement. The Term Loan and any advances under the Revolving LOC are secured by a first priority lien and security interest to the benefit of Pinnacle in the Event of Default on all of the Company's current or future assets and each of the Guarantor's current or future assets.

Note 7: Interest Rate Swap

The Company entered into an interest rate swap agreement to convert its interest rate exposure from variable rate to fixed rate to control cash outflows related to interest on its variable rate debt. The Company originally had \$20,000,000 of notional amount interest rate swap agreement, which amortized in-line with its long-term Credit Agreement. Under the swap agreement, the Company pays a fixed rate of interest at 6.217% and receives an average variable rate of SOFR + 2.35% adjusted monthly. As of December 31, 2025, the variable rate was 6.04%.

The carrying amount for the Company's derivative financial instrument is the estimated fair value of the financial instrument. The Company's derivative is not exchange listed and therefore the fair value is estimated under a mark-to-market approach using an analytics model that is a readily observable market input. This model reflects the contractual terms of the derivative, such as notional value and expiration date, as well as market-based observables including interest rates, yield curves, and the credit quality of the counterparty. The model also incorporates

the Company's creditworthiness in order to appropriately reflect non-performance risk. Inputs to the derivative pricing model are generally observable and do not contain a high level of subjectivity, and accordingly, the Company's derivative is classified within Level 2 of the fair value hierarchy. While the Company believes its estimate results in a reasonable reflection of the fair value of the instrument, the estimated value may not be representative of actual value that could have been realized or that will be realized in the near future.

In accounting for the interest rate swap, the Company has determined it does not qualify for hedge accounting. The fair value of the swap agreement as of December 31, 2025 was a liability of \$20,000 and December 31, 2024 was an asset of \$60,000 and is included in either Other long-term assets or liabilities, accordingly, in the Consolidated balance sheets. The fair value of the interest rate swap agreement excludes accrued interest and takes into consideration current interest rates and current likelihood of the swap counterparty's compliance with its contractual obligations. As a result of the interest rate swap, the Company recognized a net unrealized loss of \$80,000 during the year ended December 31, 2025, respectively, compared to a net unrealized gain of \$81,000 during the year ended December 31, 2024, which are included in Other income (expense), net in the Consolidated statements of operations.

Note 8: Equity

Dividends

The Company did not pay any dividends during the years ended December 31, 2025 and 2024.

Preferred stock and common stock

During the year ended December 31, 2024, there was 4,532 shares of common stock issued to a consultant in exchange for services. There were no other issuances of preferred stock or common stock during the years ended December 31, 2025 and 2024 other than stock awarded to employees and the Board of Directors.

Stock repurchase and retirement

On December 4, 2025, the Company's board of directors authorized a stock repurchase program under which the Company was authorized to repurchase up to \$1,000,000 of its common shares. As of December 31, 2025, the Company purchased a total of 18,391 shares for a total amount of \$163,000 at an average price of \$8.89 per share.

Note 9: Stock Options and Restricted Stock Units

On June 7, 2023, the shareholders of the Company approved the 2023 Equity Incentive Plan (the "2023 Plan"). Under the terms of the 2023 Plan, the Company is authorized to issue incentive awards for common stock up to 300,000 shares to employees and other personnel. The awards may be in the form of incentive stock options, nonqualified stock options, restricted stock, restricted stock units and performance awards. The 2023 Plan is effective through April 1, 2033. As of December 31, 2025, there are 318,166 shares which remain to be granted under the 2023 Plan, including 131,826 shares assumed under the Company's previous 2014 Equity Incentive Plan, as amended.

The following is a summary of stock options issued during the year ended December 31, 2025 and 2024:

	Number of Options Outstanding	Range of Exercise Price	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balance on December 31, 2023	106,750	\$ 6.80 – 27.71	\$ 22.32	\$ 176,360
Options granted	–	–	–	–
Options exercised	–	–	–	–
Options forfeited/cancelled	(47,000)	9.26 – 26.00	21.97	–
Balance on December 31, 2024	59,750	6.80 – 27.71	22.60	10,700
Options granted	–	–	–	–
Options exercised	–	–	–	–
Options forfeited/cancelled	(9,750)	10.75 – 27.71	20.51	–
Balance on December 31, 2025	50,000	\$ 6.80 – 27.71	\$ 23.01	\$ 11,800

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (i.e. the aggregate difference between the closing price of the Company's common stock on December 31, 2025 and 2024 of \$9.30 and \$8.94, respectively, and the exercise price for in-the-money options) that would have been received by the holders if all instruments had been exercised on December 31, 2025 and 2024. As of December 31, 2025, there was \$105,000 of unrecognized compensation cost related to stock options, which will be recognized through 2027.

The following is a summary of unvested stock options during the year ended December 31, 2025 and 2024:

	Number of Options Outstanding	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value
Balance on December 31, 2023	65,250	26.78	13.12
Options granted	—	—	—
Options vested	(27,750)	27.05	13.18
Options forfeited/cancelled	(15,000)	26.00	11.87
Balance on December 31, 2024	22,500	26.98	13.89
Options granted	—	—	—
Options vested	(7,500)	26.98	13.89
Options forfeited/cancelled	—	—	—
Balance on December 31, 2025	15,000	26.98	13.89

The following table summarizes information about stock options outstanding and exercisable on December 31, 2025:

Exercise Price Range	Options Outstanding			Options Exercisable
	Number	Weighted Average Remaining Contractual Life (in Years)	Weighted Average Exercise Price	Number
\$0.01 - 8.00	5,000	0.89	6.80	5,000
\$8.01 - 11.00	—	—	—	—
\$11.01 - 16.00	7,500	3.16	13.21	7,500
\$16.01 - 27.00	30,000	7.01	26.98	15,000
\$27.01 – 27.71	7,500	6.05	27.71	7,500
Total	50,000	5.68	23.01	35,000

Of the 50,000 stock options outstanding, 20,926 are non-qualified stock options. All options have been registered with the SEC.

The following is a summary of restricted stock units issued during the years ended December 31, 2025 and 2024:

	Number of RSUs Outstanding	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Balance on December 31, 2023	94,832	\$ 25.90	\$ 2,456,149
Units granted	43,666	12.41	541,932
Units vested/issued	(18,999)	20.26	(384,830)
Units forfeited	(24,333)	25.85	(628,984)
Balance on December 31, 2024	95,166	20.85	1,984,267
Units granted	56,662	10.93	619,316
Units vested/issued	(30,083)	15.62	(469,896)
Units forfeited	—	—	—
Balance on December 31, 2025	121,745	17.53	2,134,190

During the year ended December 31, 2025, the Company granted 56,662 shares of restricted stock units to employees, contractors and the Board of Directors, which vest at various intervals over the next 3 years. The average grant date fair value of these grants was \$10.93 per share during the year ended December 31, 2025. During the year ended December 31, 2025, 30,083 restricted stock units with a grant date average intrinsic value of \$15.62 per share, vested and exercised. As of December 31, 2025, there was \$669,000 of unrecognized compensation cost related to our unvested restricted stock units, which will be recognized through 2028.

During the years ended December 31, 2025 and 2024, the Company recorded compensation expense of \$884,000 and \$684,000, respectively, related to stock options and restricted stock units.

Note 10: Leases

Leasing activity generally consists of office leases. In March 2019, a lease was signed to move the corporate headquarters to Raleigh, North Carolina. The lease had a lease commencement date of October 2, 2019 and expires December 31, 2027. Minimum lease payments are \$2,997,000, not including a tenant improvement allowance of \$488,000, which is included in fixed assets as of December 31, 2025 and 2024.

The Company recognized a ROU asset and corresponding lease liability of \$2,596,000, which represents the present value of minimum lease payments discounted at 3.77%, the Company's incremental borrowing rate at lease inception.

Lease liabilities totaled \$717,000 as of December 31, 2025. The current portion of this liability of \$400,000 is included in Accrued expenses on the Consolidated balance sheets and the long-term portion of \$317,000 is included in Lease liabilities on the Consolidated balance sheets. Rent expense consists of both operating lease expense from amortization of our ROU assets as well as variable lease expense which consists of non-lease components of office leases (i.e. common area maintenance) or rent expense associated with short-term leases. The components of lease expense were as follows (in thousands):

	Year Ended December 31,	
	2025	2024
<i>Lease expense</i>		
Operating lease expense	\$ 304	\$ 304
Variable lease expense	58	64
Rent expense	<u>\$ 362</u>	<u>\$ 368</u>

The weighted-average remaining non-cancelable lease term for our operating leases was 2 years as of December 31, 2025. As of December 31, 2025, the weighted-average discount rate used to determine the lease liability was 3.77%. Total required lease payments were \$389,000 and \$379,000 during the years ended December 31, 2025 and 2024, respectively. The future minimum lease payments to be made under non-cancelable operating leases on December 31, 2025, are as follows (in thousands):

Year ended December 31:

2026	400
2027	414
Total lease payments	<u>814</u>
Present value adjustment	(97)
Lease liability	<u>\$ 717</u>

We have performed an evaluation of our other contracts with customers and suppliers in accordance with Topic 842 and have determined that, except for the leases described above, none of our contracts contain a lease.

On December 18, 2025, the Company entered into a Commercial Sublease Agreement (the "Sublease"), to lease 100% of the corporate headquarters for the remaining term of the lease, commencing on March 1, 2026 through December 31, 2027. Under the terms of the Sublease, future minimum lease payments are \$486,000. As a result of the Sublease, the Company recorded an impairment charge of \$250,000, with \$187,000 allocated to its right-of-use asset for the office lease and \$63,000 allocated to its leasehold improvements.

Note 11: Commitments and Contingencies

From time to time, the Company may be involved in litigation that arises through the normal course of business. The Company is neither a party to any litigation nor is aware of any such threatened or pending litigation that might result in a material adverse effect to the Company's business.

Note 12: Segment Reporting

Operating segments are components of an enterprise about which separate financial information is available and is evaluated periodically by management, namely the Chief Operating Decision Maker ("CODM") of an organization, in order to determine operating and resource allocation decisions. By this definition, the Company has identified its Chief Executive Officer as the CODM. The Company considers itself to be in a single reportable segment under the authoritative guidance for segment reporting, specifically a communications company for publicly traded and private companies. The CODM uses operating income to evaluate our capital allocation, which could be re-investing income back into the Company, executing a share-repurchase, paying dividends or acquiring other entities. Operating income is used to monitor budget versus actual results. The CODM also uses operating income in competitive analysis by benchmarking to the Company's competitors. The competitive analysis along with the monitoring of budgeted versus actual results are used in assessing performance of the Company. Below provides a breakdown of costs and expenses of our one operating unit (in thousands):

	Years Ended December 31,	
	2025	2024
Revenues	\$ 22,619	\$ 23,057
Cost of revenues		
Costs to deliver products	3,111	2,623
Employee costs	1,684	2,462
Teleconference costs	232	252
Amortization of capitalized software	278	220

Other segment costs	–	60
Total cost of revenue	5,305	5,617
Operating costs and expenses:		
Employee costs	6,722	8,103
Consultants and professional services	2,532	3,035
Depreciation and amortization	2,687	2,708
Advertising, Trade Shows & Rebranding	1,647	1,267
Provision for credit losses	915	1,083
Software licensing	835	938
Stock compensation	808	703
Hosting	566	461
Merchant and bank fees	443	481
Acquisition/integration and other non-recurring costs	800	408
Rent	362	368
Impairment loss	250	14,150
Other operating expenses (1)	618	54
Total operating costs and expenses	19,185	33,759
Operating loss	\$ (1,871)	\$ (16,319)

(1) Other operating expenses include insurance, travel, reseller commissions, tradeshow expense and other miscellaneous selling, general and administrative expenses

Note 13: Income Taxes

The components of the Company's loss from continuing operations before income taxes for the years ended December 31, 2025 and 2024 are as follows (in thousands):

	2025	2024
Loss from continuing operations		
United States	\$ (2,060)	\$ (18,215)
International	107	306
Loss from continuing operations before income taxes	<u>\$ (1,953)</u>	<u>\$ (17,909)</u>

The provision for income taxes consisted of the following components for the years ended December 31 (in thousands):

	2025	2024
Current:		
Federal	\$ (629)	\$ 20
State	(117)	5
Foreign	18	12
Total Current	(728)	37
Deferred:		
Federal	325	(3,611)
State	2	(590)
Foreign	6	100
Total Deferred	333	(4,101)
Total benefit for income taxes	<u>\$ (395)</u>	<u>\$ (4,064)</u>

Reconciliation between the statutory rate and the effective tax rate is as follows on December 31 (in thousands, except percentages):

	2025	
	Amount	Percentage
Federal statutory tax rate	\$ (405)	21.0%
State and local income taxes, net of federal benefit	(100)	5.2%
Foreign Tax Effects		
Other foreign jurisdictions	2	(0.1)%
Effect of changes in tax law	–	–
Effect of cross-border tax laws		
GILTI	45	(2.3)%
Tax Credits		
Foreign tax credits	(5)	0.2%
Changes in valuation allowance	–	–

Nontaxable or nondeductible items		
Goodwill Amortization	–	–
Equity-based compensation	45	(2.3)%
Nondeductible parking	19	(1.0)%
Other nontaxable or nondeductible items	4	(0.2)%
Changes in unrecognized tax benefits	–	–
Other adjustments	–	–
Total	<u>\$ (395)</u>	<u>20.5%</u>

	2024	
	Amount	Percentage
Federal statutory tax rate	\$ (3,642)	21.0%
State tax rate	(586)	3.3%
Permanent differences – stock-based compensation	56	(0.3)%
Permanent differences – other	19	(0.1)%
Foreign tax credit generated	–	–
Tax on foreign earnings – tax reform	40	(0.2)%
Foreign rate differential	4	(0.1)%
FDII Deduction	–	—%
Other	45	(0.3)%
Total	<u>\$ (4,064)</u>	<u>23.4%</u>

Cash paid for income taxes, net of refunds, were as follows for the year ended December 31, 2025 (in thousands):

	Year ended December 31, 2025
Federal	\$ 1,776
State	366
Foreign	66
Total	<u>\$ 2,208</u>

California, New York and New York City make up 50% of the state and local income tax line. No state or foreign jurisdiction makes up 5% of total taxes paid.

Components of net deferred income tax assets are as follows on December 31 (in thousands):

	2025	2024	Change
<i>Assets:</i>			
Deferred revenue	\$ 124	\$ 129	\$ (5)
Allowance for doubtful accounts	277	350	(73)
Stock options	484	385	99
Transaction costs	56	61	(5)
IRC Section 174 capitalized costs	532	936	(404)
ROU lease liability	149	279	(130)
Purchase of intangible assets	2,211	2,144	67
Other	10	12	(2)
Total deferred tax asset	<u>3,843</u>	<u>4,296</u>	<u>(453)</u>
<i>Liabilities</i>			
Prepaid expenses	(3)	(3)	–
Basis difference in fixed assets	(33)	(88)	55
Capitalized software	(45)	(63)	18
ROU Assets	(80)	(251)	171
Other	(77)	(98)	21
Total deferred tax liability	<u>(238)</u>	<u>(503)</u>	<u>265</u>
Total net deferred tax asset / (liability)	<u>\$ 3,605</u>	<u>\$ 3,793</u>	<u>\$ (188)</u>

As of each reporting date, the Company's management considers new evidence, both positive and negative, that could impact management's view with regard to future realization of deferred tax assets. In assessing the recovery of the deferred tax assets, management considers whether it is more likely than not that some portion or all the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in the periods in which those temporary differences become deductible. Management considers the scheduled reversals of future deferred tax assets, projected future taxable income, and tax planning strategies in making this assessment. It has been determined that it is more likely than not that the Company's deferred tax assets are able to be realized based on future positive earnings and reversal of existing temporary differences.

The One Big Beautiful Bill Act (or "OBBB Act"), enacted on July 4, 2025, permits the deduction of certain U.S. research and development expenditures incurred in tax years beginning on or after January 1, 2025. However, expenditures attributable to research and development conducted outside the U.S. must continue to be capitalized and amortized over fifteen years. The OBBB Act also provides the option to accelerate the amortization of any remaining unamortized U.S. research and development expenditures incurred in tax years beginning on or after January 1, 2022, and before January 1, 2025, over a one or two year period beginning with the first taxable year beginning after December 31, 2024. Under US GAAP, the effects of the changes in tax laws are recognized in the period in which the tax laws are enacted. Accordingly, the Company has reflected the impact of provisions of the OBBB Act in the Company's financial statements for the year ended December 31, 2025, which resulted in a decrease in our deferred tax asset associated with research and development expenditures.

The OBBB Act also enacted changes to rules governing global intangible low-taxed income (GILTI) and foreign-derived intangible income (FDII). Those changes will go into effect for tax years beginning after December 31, 2025; and thus do not impact current financial statements.

The Company had no unrecognized tax benefits as of December 31, 2025 or December 31, 2024. Interest and, if applicable, penalties are recognized related to unrecognized tax benefits in income tax expense. There are no accruals for interest and penalties on December 31, 2025.

Undistributed earnings of the Company are insignificant as of December 31, 2025. With the enactment of the 2017 Act, the Company does not consider any of its foreign earnings as indefinitely reinvested.

The Company is subject to income taxation by both federal and state taxing authorities. Income tax returns for the years ended December 31, 2024, 2023 and 2022 are open to audit by federal and state taxing authorities.

Note 14: Employee Benefit Plans

The Company sponsors a defined contribution 401(k) Profit Sharing Plans and allows all employees in the United States to participate. Matching and profit-sharing contributions to the plan are at the discretion of management but are limited to the amount deductible for federal income tax purposes. The Company made contributions to the plan of \$92,000 and \$135,000 during the years ended December 31, 2025 and 2024, respectively.

Note 15: Subsequent Events

In accordance with ASC 855 "Subsequent Events", the Company evaluated subsequent events after December 31, 2025, through the date these Consolidated Financial Statements were issued and has no transactions or events requiring disclosure.

