



NEWS RELEASE

Nerdy Announces Receipt of Notice From NYSE

2026-03-06

ST. LOUIS--(BUSINESS WIRE)-- Nerdy Inc. (NYSE: NRDY) today announced that it received a notice from the New York Stock Exchange ("NYSE") on March 5, 2026 that it is not in compliance with the continued listing criteria under Section 802.01C of the NYSE Listed Company Manual because the average closing price of the Company's Class A Common Stock was less than \$1.00 over a consecutive 30 trading-day period.

The Company notified the NYSE on March 6, 2026 that it intends to cure the stock price deficiency and to return to compliance with the NYSE continued listing standard. The Company can regain compliance at any time within the six-month period following receipt of the NYSE notice if on the last trading day of any calendar month during the cure period the Company has a closing share price of at least \$1.00 and an average closing share price of at least \$1.00 over the 30 trading-day period ending on the last trading day of that month.

The Company intends to consider available alternatives, including, but not limited to, a reverse stock split, subject to stockholder approval no later than at the Company's 2027 annual meeting of stockholders, if necessary to cure the stock price non-compliance. Under the NYSE's rules, if the Company determines that it will cure the stock price deficiency by taking an action that will require stockholder approval at its 2027 annual meeting of stockholders, the price condition will be deemed cured if the price promptly exceeds \$1.00 per share, and the price remains above that level for at least the following 30 trading days.

The notice is not anticipated to impact the ongoing business operations of the Company, its reporting requirements with the U.S. Securities and Exchange Commission, or the Company's term loan. The Company's Class A Common Stock will continue to be listed and trade on the NYSE during this period, subject to the Company's compliance with other NYSE continued listing standards.



As of December 31, 2025, the Company's principal sources of liquidity were cash and cash equivalents of \$47.9 million. With its cash on hand and the funding available under its term loan, the Company believes it has ample liquidity to fund its business and pursue growth initiatives.

Cautionary Note Regarding Forward-Looking Statements

All statements contained herein that do not relate to matters of historical fact should be considered forward-looking statements, including, without limitation, statements regarding our plans and intentions to consider alternatives to cure the NYSE continued listing requirement deficiency; as well as statements that include the words "expect," "plan," "believe," "project," "will" and "may," and similar statements of a future or forward-looking nature.

The forward-looking statements made herein relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of this press release or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements.

There are a significant number of factors that could cause actual results to differ materially from statements made herein or in connection herewith, including but not limited to, our offerings continue to evolve, which makes it difficult to predict our future financial and operating results; our level of indebtedness, which could adversely affect our financial condition; our operating activities may be restricted as a result of covenants related to our term loan and failure to comply with these covenants could have a material adverse effect on us; our history of net losses and negative operating cash flows, which could require us to need other sources of liquidity; risks associated with our ability to acquire and retain customers, operate, and scale up our Consumer and Institutional businesses; risks associated with our intellectual property, including claims that we infringe on a third-party's intellectual property rights; risks associated with our classification of some individuals and entities we contract with as independent contractors; risks associated with the liquidity and trading of our securities; risks associated with payments that we may be required to make under the tax receivable agreement; litigation, regulatory and reputational risks arising from the fact that many of our Learners are minors; changes in applicable law or regulation; the possibility of cyber-related incidents and their related impacts on our business and results of operations; risks associated with the development and use of artificial intelligence and related regulatory uncertainty; the possibility that we may be adversely affected by other economic, business, and/or competitive factors; and risks associated with managing our growth.

Our actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to, risks detailed in our filings with the SEC, including our Annual Report on Form 10-K filed on February 26, 2026, as well as other filings that we may make from time to time with the SEC.

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Source: Nerdy Inc.