

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2025

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-38248



**RideNow Group, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**2677 E Willis Road, Chandler, Arizona**

(Address of principal executive offices)

**46-3951329**

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

**85286**

(Zip Code)

**(480) 755-5200**

(Registrant's telephone number, including area code)

**RumbleOn, Inc., 901 W. Walnut Hill Lane, Suite 110A, Irving, Texas 75038**

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Class B common stock, \$0.001 par value</b>	<b>RDNW</b>	<b>The Nasdaq Stock Market LLC</b>

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

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

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

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

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

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

The number of shares of Class B common stock, \$0.001 par value, outstanding on October 31, 2025 was 38,017,502 shares. In addition, 50,000 shares of Class A common stock, \$0.001 par value, were outstanding on October 31, 2025.

RideNow Group, Inc.

QUARTERLY PERIOD ENDED SEPTEMBER 30, 2025  
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

RideNow Group, Inc.  
Consolidated Balance Sheets  
(\$ in millions, except per share amounts)

	September 30, 2025	December 31, 2024
<b>ASSETS</b>	<i>(Unaudited)</i>	
<b>Current assets:</b>		
Cash	\$ 35.4	\$ 85.3
Restricted cash	16.4	11.4
Accounts receivable, net	33.7	30.5
Inventory, net	266.0	240.6
Prepaid expense and other current assets	6.8	3.6
<b>Total current assets</b>	<b>358.3</b>	<b>371.4</b>
Property and equipment, net	62.0	63.5
Right-of-use assets	150.2	157.1
Franchise rights and other intangible assets	127.8	161.9
Other assets	1.1	1.3
<b>Total assets</b>	<b>\$ 699.4</b>	<b>\$ 755.2</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current liabilities:</b>		
Accounts payable and other current liabilities	\$ 83.9	\$ 75.4
Vehicle floor plan notes payable	235.3	209.9
Current portion of long-term debt	0.4	39.1
<b>Total current liabilities</b>	<b>319.6</b>	<b>324.4</b>
<b>Long-term liabilities:</b>		
Long-term debt, net of current maturities	207.1	212.0
Operating lease liabilities	125.0	129.8
Other long-term liabilities, including finance lease obligation	54.6	52.3
<b>Total long-term liabilities</b>	<b>386.7</b>	<b>394.1</b>
<b>Total liabilities</b>	<b>706.3</b>	<b>718.5</b>
Commitments and contingencies		
Stockholders' equity (deficit):		
Class A common stock, \$0.001 par value, 50,000 shares authorized, 50,000 shares issued and outstanding	—	—
Class B common stock, \$0.001 par value, 100,000,000 shares authorized, 38,002,426 and 37,717,842 shares issued and outstanding as of September 30, 2025 and December 31, 2024, respectively	—	—
Additional paid-in capital	703.3	700.9
Accumulated deficit	(705.9)	(659.9)
Class B common stock in treasury, at cost, 123,089 shares	(4.3)	(4.3)
<b>Total stockholders' equity (deficit)</b>	<b>(6.9)</b>	<b>36.7</b>
<b>Total liabilities and stockholders' equity (deficit)</b>	<b>\$ 699.4</b>	<b>\$ 755.2</b>

See accompanying condensed notes to the unaudited consolidated financial statements.

**RideNow Group, Inc.**  
**Consolidated Statements of Operations**  
(\$ in millions, except per share amounts)  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
<b>Revenue:</b>				
Powersports vehicles	\$ 204.3	\$ 206.4	\$ 595.3	\$ 656.2
Parts, service and accessories	50.8	49.2	149.3	159.0
Finance and insurance, net	24.9	24.3	73.2	79.8
Vehicle transportation services	1.0	15.1	7.8	44.6
<b>Total revenue</b>	<b>281.0</b>	<b>295.0</b>	<b>825.6</b>	<b>939.6</b>
<b>Cost of revenue:</b>				
Powersports vehicles	177.4	182.6	512.6	571.8
Parts, service and accessories	26.9	26.5	79.7	86.5
Vehicle transportation services	0.7	11.6	6.2	34.5
<b>Total cost of revenue</b>	<b>205.0</b>	<b>220.7</b>	<b>598.5</b>	<b>692.8</b>
<b>Gross profit</b>	<b>76.0</b>	<b>74.3</b>	<b>227.1</b>	<b>246.8</b>
Selling, general and administrative	64.4	65.9	192.2	211.2
Depreciation and amortization	2.2	3.1	6.5	9.7
Impairment of franchise rights	—	—	34.0	—
<b>Operating income (loss)</b>	<b>9.4</b>	<b>5.3</b>	<b>(5.6)</b>	<b>25.9</b>
<b>Other income (expense):</b>				
Floor plan interest expense	(3.1)	(4.4)	(8.5)	(12.7)
Other interest expense	(10.4)	(12.2)	(32.1)	(36.2)
Other income	0.1	0.1	0.5	0.4
<b>Total other expense</b>	<b>(13.4)</b>	<b>(16.5)</b>	<b>(40.1)</b>	<b>(48.5)</b>
<b>Loss before income taxes</b>	<b>(4.0)</b>	<b>(11.2)</b>	<b>(45.7)</b>	<b>(22.6)</b>
Income tax expense (benefit)	0.1	—	0.3	(0.4)
<b>Net loss</b>	<b>\$ (4.1)</b>	<b>\$ (11.2)</b>	<b>\$ (46.0)</b>	<b>\$ (22.2)</b>
Weighted average shares - basic and diluted	38,052,057	35,283,033	37,916,526	35,209,785
Net loss per share - basic and diluted	\$ (0.11)	\$ (0.32)	\$ (1.21)	\$ (0.63)

See accompanying condensed notes to the unaudited consolidated financial statements.

**RideNow Group, Inc.**  
**Consolidated Statements of Stockholders' Equity (Deficit)**  
(\$ in millions)  
(Unaudited)

	Common Shares		Additional Paid-in Capital	Accumulated Deficit	Treasury Shares		Total Stockholders' Equity (Deficit)
	Class A	Class B			Shares	Amount	
June 30, 2025	50,000	37,985,270	\$ 701.4	\$ (701.8)	123,089	\$ (4.3)	\$ (4.7)
Stock-based compensation	—	17,156	0.8	—	—	—	0.8
Exchange of warrants	—	—	1.1	—	—	—	1.1
Net loss	—	—	—	(4.1)	—	—	(4.1)
September 30, 2025	50,000	38,002,426	\$ 703.3	\$ (705.9)	123,089	\$ (4.3)	\$ (6.9)

	Common Shares		Additional Paid-in Capital	Accumulated Deficit	Treasury Shares		Total Stockholders' Equity (Deficit)
	Class A	Class B			Shares	Amount	
December 31, 2024	50,000	37,717,842	\$ 700.9	\$ (659.9)	123,089	\$ (4.3)	\$ 36.7
Stock-based compensation	—	284,584	1.3	—	—	—	1.3
Exchange of warrants	—	—	1.1	—	—	—	1.1
Net loss	—	—	—	(46.0)	—	—	(46.0)
September 30, 2025	50,000	38,002,426	\$ 703.3	\$ (705.9)	123,089	\$ (4.3)	\$ (6.9)

	Common Shares		Additional Paid-in Capital	Accumulated Deficit	Treasury Shares		Total Stockholders' Equity
	Class A	Class B			Shares	Amount	
June 30, 2024	50,000	35,226,730	\$ 690.0	\$ (592.3)	123,089	\$ (4.3)	\$ 93.4
Stock-based compensation	—	73,964	1.1	—	—	—	1.1
Net loss	—	—	—	(11.2)	—	—	(11.2)
September 30, 2024	50,000	35,300,694	\$ 691.1	\$ (603.5)	123,089	\$ (4.3)	\$ 83.3

	Common Shares		Additional Paid-in Capital	Accumulated Deficit	Treasury Shares		Total Stockholders' Equity
	Class A	Class B			Shares	Amount	
December 31, 2023	50,000	35,071,955	\$ 701.0	\$ (591.1)	123,089	\$ (4.3)	\$ 105.6
Cumulative effect adjustment from adoption of ASU 2020-06	—	—	(13.5)	9.8	—	—	(3.7)
Stock-based compensation	—	228,739	3.9	—	—	—	3.9
Other	—	—	(0.3)	—	—	—	(0.3)
Net loss	—	—	—	(22.2)	—	—	(22.2)
September 30, 2024	50,000	35,300,694	\$ 691.1	\$ (603.5)	123,089	\$ (4.3)	\$ 83.3

See accompanying condensed notes to the unaudited consolidated financial statements.

**RideNow Group, Inc.**  
**Consolidated Statements of Cash Flows**  
(\$ in millions)  
(Unaudited)

	Nine Months Ended September 30,	
	2025	2024
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (46.0)	\$ (22.2)
<b>Adjustments to reconcile net loss to net cash provided by operating activities:</b>		
Depreciation and amortization	6.5	9.7
Amortization of debt discount and issuance costs	7.2	6.9
Stock-based compensation	1.3	3.9
Impairment of franchise rights	34.0	—
Deferred taxes	—	(0.4)
Interest paid-in-kind capitalized to debt principal	1.9	0.7
Gain on lease termination	(0.4)	(0.9)
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable	(3.2)	20.3
Inventory	(25.4)	54.7
Prepaid expenses and other assets	(3.0)	1.8
Other liabilities	2.5	2.8
Accounts payable and accrued liabilities	9.4	1.7
Floor plan trade note borrowings	30.7	(10.4)
<b>Net cash provided by operating activities</b>	<b>15.5</b>	<b>68.6</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition, net of cash received	—	(0.7)
Purchase of property and equipment	(5.0)	(1.6)
Technology development	(0.1)	(0.4)
<b>Net cash used in investing activities</b>	<b>(5.1)</b>	<b>(2.7)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of debt	10.0	—
Repayments of debt	(59.1)	(35.5)
Net increase in borrowings from non-trade floor plans	(5.3)	(39.3)
Other	(0.9)	(1.4)
<b>Net cash used in financing activities</b>	<b>(55.3)</b>	<b>(76.2)</b>
<b>NET CHANGE IN CASH AND RESTRICTED CASH</b>	<b>(44.9)</b>	<b>(10.3)</b>
<b>Cash and restricted cash at beginning of period</b>	<b>96.7</b>	<b>77.0</b>
<b>Cash and restricted cash at end of period</b>	<b>\$ 51.8</b>	<b>\$ 66.7</b>

See accompanying condensed notes to the unaudited consolidated financial statements.

**CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

**NOTE 1 –DESCRIPTION OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES**

**Description of Business**

Effective August 13, 2025, we changed our corporate name to RideNow Group, Inc. (the "Company"). In connection with our name change and effective as of the same day, the ticker symbol for our Class B common stock changed to RDNW. The Company's Class B common stock will continue to be listed on The NASDAQ Stock Market.

RideNow Group, Inc. operates through two operating segments: a powersports dealership group and a vehicle transportation services entity, Wholesale Express, LLC ("Express"). The Company was incorporated in 2013, completed its initial public offering in 2017, and has grown primarily through acquisitions. Beginning August 13, 2025, the Company relocated its headquarters to Chandler, Arizona (Metro Phoenix) from Irving, Texas (the Dallas Metroplex). Unless the context requires otherwise, references in these financial statements to "RideNow Group," the "Company," "we," "us," "our," and "us" refer to RideNow Group, Inc. and its consolidated subsidiaries.

We offer a wide selection of new and pre-owned motorcycles, all-terrain vehicles ("ATV"), utility terrain or side-by-side vehicles ("SXS"), personal watercraft ("PWC"), snowmobiles, and other powersports products, including parts, apparel, accessories, finance & insurance products and services ("F&I"), and aftermarket products from a wide range of manufacturers. Additionally, we offer a full suite of repair and maintenance services. We operated 53 locations as of September 30, 2025, primarily in the Sunbelt region. We source high quality pre-owned inventory directly from consumers via our proprietary RideNow Cash Offer technology.

Express provides asset-light brokerage services facilitating automobile transportation primarily between and among dealerships and auctions throughout the United States.

**Basis of Presentation**

The accompanying unaudited consolidated financial statements of the Company and its wholly owned subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim information and with the instructions on Form 10-Q and Rule 8-03 of Regulation S-X pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for smaller reporting companies. In accordance with those rules and regulations, the Company has omitted certain information and notes required by GAAP for annual consolidated financial statements. In the opinion of management, these consolidated financial statements contain all normal, recurring adjustments necessary for the fair presentation of the Company's financial position and results of operations for the periods presented. The year-end balance sheet data was derived from audited financial statements. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024 (the "2024 10-K"). The results of operations for the three and nine months ended September 30, 2025 are not necessarily indicative of the results expected for the entire fiscal year. Intercompany accounts and material intercompany transactions have been eliminated.

**Reclassifications**

Certain prior year amounts have been reclassified to conform to the current year's presentation.

**Use of Estimates**

The preparation of financial statements in conformity with 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, as well as the reported amounts of revenues and expenses during the reporting period. These estimates are based on management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. As additional information becomes available, or actual amounts are determinable, the recorded estimates are revised. Consequently, operating results can be affected by revisions to prior accounting estimates.

## Disaggregated Revenue

(\$ in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
New retail vehicles	\$ 147.1	\$ 147.1	\$ 422.0	\$ 477.9
Pre-owned retail vehicles	53.5	52.7	160.8	160.8
Wholesale vehicles	3.7	6.6	12.5	17.5
Total powersports vehicles	204.3	206.4	595.3	656.2
Parts, service and accessories	50.8	49.2	149.3	159.0
Finance and insurance, net	24.9	24.3	73.2	79.8
Vehicle transportation services	1.0	15.1	7.8	44.6
Total revenue	\$ 281.0	\$ 295.0	\$ 825.6	\$ 939.6

### Timing of revenue recognition:

Point in time	\$ 260.9	\$ 260.8	760.8	827.5
Over time	20.1	34.2	64.8	112.1
Total revenue	\$ 281.0	\$ 295.0	\$ 825.6	\$ 939.6

## Accounts Receivable

(\$ in millions)	September 30, 2025	December 31, 2024
Contracts in transit <sup>(1)</sup>	\$ 19.3	\$ 10.2
Trade receivables	5.8	13.7
Factory receivables <sup>(2)</sup>	8.8	6.9
	33.9	30.8
Less: allowance for doubtful accounts	0.2	0.3
Accounts receivable, net	\$ 33.7	\$ 30.5

(1) Balance as of September 30, 2025 includes \$7.1 million due from the United States government for fleet purchases.

(2) Primarily amounts due from manufacturers for holdbacks, rebates, co-op advertising, warranty and supplies returns.

## Recent Pronouncements Not Yet Adopted

### Improvements to Income Tax Disclosures

Issued in December 2023, ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, focuses on the rate reconciliation and income taxes paid. This ASU requires disclosure, on an annual basis, a tabular rate reconciliation using both percentages and currency amounts, broken out into specified categories with certain reconciling items further broken out by nature and jurisdiction to the extent those items exceed a specified threshold. In addition, the ASU requires disclosure of income taxes paid, net of refunds received disaggregated by federal, state/local, and foreign and by jurisdiction if the amount is at least 5% of total income tax payments, net of refunds received. The new standard is effective for the Company for 2025, with early adoption permitted. Amendments in this ASU may be applied prospectively for the revised disclosures for the period ending December 31, 2025 and continuing to provide the pre-ASU disclosures for the prior periods or may be applied retrospectively by providing the revised disclosures for all periods presented. We expect this ASU to only impact our disclosures, with no impacts to our results of operations, cash flows, and financial condition.

**Disaggregation of Income Statement Expenses**

Issued in November 2024, ASU 2024-03, *Disaggregation of Income Statement Expenses (Subtopic 220-40)*, requires the disaggregated disclosure of specific expense categories, including purchases of inventory, employee compensation, depreciation, and amortization, within relevant income statement captions. This ASU also requires disclosure of the total amount of selling expenses along with the definition of selling expenses. The ASU is effective for annual periods beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Adoption of this ASU can either be applied prospectively to consolidated financial statements issued for reporting periods after the effective date of this ASU or retrospectively to any or all prior periods presented in the consolidated financial statements. While early adoption is permitted, we do not plan to adopt this standard early. This ASU will likely result in additional disclosures being included in our consolidated financial statements once adopted. We are currently evaluating the provisions of this ASU.

**NOTE 2 – INVENTORY AND VEHICLE FLOOR PLAN NOTES PAYABLE**

(\$ in millions)	September 30, 2025	December 31, 2024
New powersports vehicles	\$ 199.8	\$ 184.9
Pre-owned powersports vehicles	42.9	34.3
Parts, accessories and other	23.3	21.4
Inventory, net	<u>\$ 266.0</u>	<u>\$ 240.6</u>

Floor plan notes payable as of September 30, 2025 and December 31, 2024 were as follows:

(\$ in millions)	September 30, 2025	December 31, 2024
Floor plans notes payable - trade	\$ 104.2	\$ 73.5
Floor plans notes payable - non-trade <sup>(1)</sup>	131.1	136.4
Floor plan notes payable	<u>\$ 235.3</u>	<u>\$ 209.9</u>

<sup>(1)</sup> Includes amounts borrowed under related-party pre-owned inventory floor plan line. See Note 10.

Floor plan notes payable - trade reflects amounts borrowed to finance the purchase of specific new and, to a lesser extent, pre-owned vehicle inventory with corresponding manufacturers' captive finance subsidiaries ("trade lenders"). Floor plan notes payable-non-trade represents amounts borrowed to finance the purchase of specific new and pre-owned vehicle inventories with non-trade lenders. Changes in vehicle floor plan notes payable-trade are reported as operating cash flows and changes in floor plan notes payable-non-trade are reported as financing cash flows in the accompanying Consolidated Statements of Cash Flows.

New inventory costs are generally reduced by manufacturer holdbacks, incentives, floor plan assistance, and non-reimbursement-based manufacturer advertising rebates, while the related vehicle floor plan payables are reflective of the gross cost of the vehicle. The vehicle floor plan payables may be higher than the inventory cost due to the timing of the sale of a vehicle and payment of the related liability. Vehicle floor plan facilities are due on demand, but in the case of new vehicle inventories, are generally paid within a few business days after the related vehicles are sold.

New vehicle floor plan facilities generally utilize Secured Overnight Financing Rate ("SOFR")-based interest rates, which ranged between 7.8% and 19.5% as of September 30, 2025. Pre-owned vehicle floor plan facilities utilize prime or SOFR-based interest rates, which ranged between 8.0% and 10.8% as of September 30, 2025. The aggregate capacity to finance our inventory under the new and pre-owned vehicle floor plan facilities was \$366.4 million as of September 30, 2025.

Inventory serves as collateral under floor plan notes payable borrowings. The inventory balance in its entirety also serves as collateral under the Credit Agreement. Refer to Note 4 for further detail.

**NOTE 3 –FRANCHISE RIGHTS AND OTHER INTANGIBLE ASSETS**

The carrying amount of franchise rights and other intangible assets was as follows:

(\$ in millions)	September 30, 2025	December 31, 2024
Indefinite-lived intangible assets:		
Franchise rights <sup>(1)</sup>	\$ 127.0	\$ 161.0
Goodwill <sup>(2)</sup>	0.8	0.8
Total indefinite-lived intangible assets	127.8	161.8
Definite-lived intangible assets, net	\$ —	\$ 0.1
Intangible assets, net	\$ 127.8	\$ 161.9

*(1) Attributed to the Company's powersports reporting unit and powersports reportable segment. Gross amount of \$343.0 million was net of accumulated impairment of \$216.0 million as of September 30, 2025 and \$182.0 million as of December 31, 2024.*

*(2) Balance was attributed to the Company's vehicle transportation services reporting unit. Goodwill of \$241.7 million attributed to the powersports reporting unit was fully impaired as of December 31, 2023.*

Franchise rights and other intangible assets are tested for impairment annually as of October 1, or whenever events or changes in circumstances indicate that an impairment may exist. For the quarter ended June 30, 2025, management determined that a triggering event had occurred resulting from the prolonged economic uncertainty and our sustained depressed stock price through the last day of the second quarter of 2025. We elected to bypass the qualitative test at that time, and we performed a quantitative interim impairment test for our franchise rights and goodwill.

The fair value of franchise rights was determined using an excess earnings method. This analysis incorporates estimates and forward-looking projections, such as future revenue growth rates, corresponding gross margin, return on debt-free working capital, contributory asset returns, and the discount rate. Based on the interim impairment test, the carrying value of the franchise rights exceeded their fair value, and an impairment charge of \$34.0 million was recorded to impairment of franchise rights on the consolidated statement of operations in the second quarter of 2025. The Company also tested its goodwill for impairment and determined that the fair value of its vehicle transportation reporting unit exceeded its carrying value as of June 30, 2025, and no impairment of goodwill was recorded.

The fair value measurements associated with the quantitative franchise rights and goodwill tests are based on significant inputs that are not observable in the market and are thus considered Level 3 inputs. Significant changes in the underlying assumptions used to value franchise rights and goodwill could significantly increase or decrease the fair value estimates used for impairment assessments.

For the quarter ended September 30, 2025, management determined that there were no triggering events that would require the intangible assets be tested for impairment.

**NOTE 4 – LONG-TERM DEBT**

Long-term debt consisted of the following as of September 30, 2025 and December 31, 2024:

(\$ in millions)	September 30, 2025	December 31, 2024
Term loan credit agreement <sup>(1)</sup>	\$ 209.1	\$ 227.1
Subordinated Loans <sup>(2)</sup>	10.0	—
6.75% convertible senior notes	—	38.8
Fleet notes and other	1.2	1.5
<b>Total principal amount</b>	<b>220.3</b>	<b>267.4</b>
Less: unamortized debt discount and issuance costs	(12.8)	(16.3)
<b>Total long-term debt</b>	<b>207.5</b>	<b>251.1</b>
Less: current portion of long-term debt	(0.4)	(39.1)
<b>Long-term debt, net of current portion</b>	<b>\$ 207.1</b>	<b>\$ 212.0</b>

(1) Fair value of \$222.3 million and \$243.8 million, respectively.

(2) Fair value of \$8.6 million as of September 30, 2025. See Note 10 for a description of the Subordinated Loans, which are with related parties.

**Term Loan Credit Agreement**

The Company has a term loan credit agreement (as amended, the "Credit Agreement") among the Company, as borrower, the lenders party thereto, and Oaktree Fund Administration, LLC ("Oaktree"), as administrative agent and collateral agent. Borrowings under the Credit Agreement bear interest at a rate per annum equal, at the Company's option, to either (a) SOFR with a floor of 3.00%, plus an applicable margin of 7.75%, or (b) a fluctuating adjusted base rate in effect from time to time, plus an applicable margin of 6.75%. At the Company's option, up to 1.0% of interest may be paid in kind. The interest rate on September 30, 2025 was 12.3%. The Company was in compliance with all financial and non-financial covenants with the Credit Agreement at September 30, 2025.

Obligations under the Credit Agreement are secured by a first-priority lien on substantially all of the assets of the Company and its wholly owned subsidiaries (the "Subsidiary Guarantors"), although certain assets of the Company and Subsidiary Guarantors are subject to a first-priority lien in favor of floor plan lenders, and such liens and priority are subject to certain other exceptions. The Subsidiary Guarantors also guarantee the obligations of the Company under the Credit Agreement.

On August 10, 2025, the parties to the Credit Agreement executed Amendment No. 10 to the Credit Agreement ("Amendment No. 10"), which, among other things: (i) extended the maturity date of the Credit Agreement from August 31, 2026 to September 30, 2027; (ii) required the Company to prepay \$20.0 million of the borrowings under the Credit Agreement ("Senior Loans") using the proceeds of the Subordinated Loans, as defined in Note 10, and other funds; (iii) reduced the interest rate applicable to the Senior Loans by 0.5% per annum, which is reflected in the interest rates described above; (iv) added certain reporting covenants; (v) added milestones requiring the Company to commence a refinancing process prior to September 30, 2026 and complete the refinancing on or prior to November 30, 2026, and provided that failure to achieve such milestones will be an event of default under the Credit Agreement unless, prior to such milestone dates the Company (a) reduces the outstanding principal amount of the Senior Loans to the lesser of (1) \$150 million and (2) 3.25x Consolidated EBITDA or (b) both (1) forms a special committee of the Company's board of directors (the "Board") to negotiate and recommend to the Board for approval any strategic alternatives, including any recapitalization, refinancing, any transaction resulting in a change of control or a sale of all or substantially all assets of the Company and its subsidiaries and (2) engages an investment banker or financial advisor acceptable to the Administrative Agent to evaluate and execute the strategic alternatives of the Company, and (vi) modified the financial maintenance covenants in the Credit Agreement. In connection with Amendment No. 10, the Company will pay a customary exit fee equal to \$2.1 million, representing 1.0% of the aggregate outstanding principal amount due under the Credit Agreement at the time of the execution of the amendment after giving effect to the aforementioned prepayment of borrowings, that is due at the maturity of the Credit Agreement. Due to the extension of the maturity date and the reduced rate described above, the new effective interest rate for borrowings under the Credit Agreement is lower than it was prior to the debt modification.

Pursuant to Amendment No. 10, on August 28, 2025, the Company amended and restated warrants, dated August 14, 2023, between the Company and each applicable Lender to (i) reset the strike price at a 25% premium to the 30-day post-announcement volume weighted average trading price of the Company Class B common stock and (ii) extended the term of such warrants to August 10, 2030, which was the effective date of Amendment No. 10. See Note 6. Following the measurement period, the new strike price was determined to be \$4.02.

### 6.75% Convertible Senior Notes

The 6.75% convertible senior notes (the "Notes") were outstanding pursuant to an Indenture (the "Indenture"), by and between the Company and Wilmington Trust, the National Association as the Trustee and collateral agent for the Trustee and the holders of the Notes. The Indenture included customary representations, warranties and covenants by the Company and customary closing conditions. The Notes matured on January 1, 2025 and were repaid on January 2, 2025, as permitted.

### Other Interest Expense

(\$ in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
<b>Interest expense on:</b>				
Term loan <sup>(1)</sup>	\$ 9.2	\$ 10.8	\$ 28.8	\$ 31.8
Finance lease obligation <sup>(2)</sup>	1.1	1.1	3.4	3.4
Subordinated Loans <sup>(3)</sup>	0.1	—	0.1	—
6.75% convertible senior notes	—	0.7	—	2.0
Other, net	—	(0.4)	(0.2)	(1.0)
<b>Total</b>	<b>\$ 10.4</b>	<b>\$ 12.2</b>	<b>\$ 32.1</b>	<b>\$ 36.2</b>

(1) Includes the amortization of debt discount and issuance costs of \$2.2 million and \$7.1 million for the three and nine months ended September 30, 2025, respectively, and \$2.1 million and \$6.5 million for the three and nine months ended September 30, 2024, respectively.

(2) Finance lease obligation is reported in other long-term liabilities on the consolidated balance sheets.

(3) Interest will be paid in kind on interest payment dates. See Note 10.

### NOTE 5 – SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

(\$ in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Compensation and related costs	\$ 36.9	\$ 37.1	\$ 110.0	\$ 122.3
Facilities	11.1	12.0	33.6	33.9
General and administrative	7.6	7.4	22.7	25.0
Professional fees	3.8	3.7	11.8	8.9
Advertising, marketing and selling	3.8	4.1	11.6	15.9
Stock-based compensation	0.8	1.1	1.3	3.9
Technology development and software	0.4	0.5	1.2	1.3
<b>Total</b>	<b>\$ 64.4</b>	<b>\$ 65.9</b>	<b>\$ 192.2</b>	<b>\$ 211.2</b>

**NOTE 6 – SHAREHOLDERS' EQUITY (DEFICIT)**
**Stock-Based Compensation**

(\$ in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Restricted Stock Units	\$ 0.8	\$ 0.9	\$ 2.0	\$ 3.3
Stock Options <sup>(1)</sup>	—	0.2	(0.7)	0.6
Total	\$ 0.8	\$ 1.1	\$ 1.3	\$ 3.9

(1) Amount for the nine months ended September 30, 2025 represents the reversal of expense for stock options forfeited by our former CEO.

On June 4, 2025, the Company's stockholders approved a proposal to increase the number of shares available for grant under the Company's 2017 Stock Incentive Plan by 2,500,000 shares.

During the nine months ended September 30, 2025, the Company granted a total of 1,664,272 time-vested restricted stock units (predominantly on a pro rata basis over three years) and 729,856 performance-based restricted stock units that vest if and when the Company's Class B common stock price reaches and sustains target prices ranging from \$11 to \$23 per share for a 20-day trading period within three years. The fair value of the performance-based restricted stock units was estimated using a Monte Carlo model. Unamortized stock compensation expense for all outstanding awards as of September 30, 2025 totalled \$3.9 million.

**Warrants**

In 2023, the Company issued warrants to Oaktree and the lenders party to the Credit Agreement to purchase up to 1.2 million shares of Class B common stock at an exercise price that was subject to adjustment based on the terms of the Credit Agreement ("Old Warrants"). As disclosed in Note 4, the parties to the Credit Agreement executed Amendment No. 10 on August 10, 2025. As required by Amendment No. 10, the Company amended these warrants and extended their term to August 10, 2030 ("New Warrants"). The new strike price of the warrants was set at \$4.02 following the measurement period and is subject to certain adjustments as defined in the Credit Agreement. These warrants were classified as equity, and the incremental fair value of the New Warrants was determined to be \$1.1 million higher than the Old Warrants using the Black-Scholes option pricing model with the following assumptions as of the valuation date:

	New Warrants	Old Warrants
Strike price	see note <sup>(1)</sup>	\$ 11.09
Stock price on valuation date	\$ 2.00	\$ 2.00
Volatility	90.0%	90.0%
Expected term (years)	5.0	3.0
Risk-free interest rate	3.9%	3.7%
Annual variance	81.0%	81.0%
Dividend yield	—	—

(1) The strike price for the new warrants was estimated using a Monte Carlo simulation, as the actual exercise price was not yet known as of the valuation date (i.e., the lesser of \$11.09 or a 25% premium to the volume-weighted average price of the Company's Class B common stock over trading days that extended beyond the valuation date).

**NOTE 7 – INCOME TAXES**

The Company recognized income tax expense of \$0.1 million and \$0.3 million for the three and nine months ended September 30, 2025, respectively, representing effective income tax rates of (2.5)% and (0.7)%, respectively. The Company recognized no income taxes for the three months ended September 30, 2024 and an income tax benefit of \$0.4 million for the nine months ended September 30, 2024, representing effective tax rates of 0.0% and 1.8%, respectively. The difference between the U.S. federal income tax rate of 21.0% and the Company's overall income tax rate in all periods presented was primarily due to state income tax and a change in the valuation allowance for federal and state tax purposes.

On July 4, 2025, the U.S. federal legislation commonly referred to as the One Big Beautiful Bill Act ("OBBBA") was enacted into law, introducing significant changes to the U.S. tax code. The Company determined that the provisions of the OBBBA are not expected to have a material impact on its effective income tax rate or income tax accounts.

**NOTE 8 – LOSS PER SHARE**

The following common stock equivalents were outstanding as of September 30, and they were excluded from the calculations of loss per share because they were anti-dilutive or because their market condition had not been met:

<i>(Shares in millions)</i>	<b>2025</b>	<b>2024</b>
Unvested restricted stock units	2.5	0.7
Warrants to purchase Class B common stock	1.2	1.2
Shares issuable in connection with 6.75% convertible senior notes	—	1.3
Performance stock options	—	0.8

**NOTE 9 – SUPPLEMENTAL CASH FLOW INFORMATION**

The following table includes supplemental cash flow information, including non-cash investing and financing activity for the nine months ended September 30, 2025 and 2024:

<i>(\$ in millions)</i>	<b>Nine Months Ended September 30,</b>	
	<b>2025</b>	<b>2024</b>
Cash paid for interest	\$ 32.4	\$ 36.8
Cash paid for (refunds from) taxes, net	0.5	(1.0)
Cash payments for operating leases	23.1	23.0
Incremental fair value of warrants issued as financing costs	1.1	—
Right-of-use assets obtained in exchange for operating lease liabilities	8.3	6.8
Capital expenditures included in debt	—	0.2

Of the cash paid for interest, \$8.3 million and \$12.1 million in the nine months ended September 30, 2025 and 2024, respectively, related to floor plan payables to finance inventory.

The following shows cash and restricted cash for the Statements of Cash Flows:

<i>(\$ in millions)</i>	<b>September 30, 2025</b>	<b>December 31, 2024</b>	<b>September 30, 2024</b>
Cash	\$ 35.4	\$ 85.3	\$ 50.1
Restricted cash <sup>(1)</sup>	16.4	11.4	16.6
Total cash and restricted cash	<u>51.8</u>	<u>96.7</u>	<u>66.7</u>

<sup>(1)</sup> Amounts included in restricted cash are primarily comprised of the deposits required under the Company's various floor plan lines of credit.

**NOTE 10 – RELATED-PARTY TRANSACTIONS****Pre-Owned Inventory Floor Plan Line**

In December 2024, the Company entered into a floor plan facility agreement with related parties William Coulter ("Coulter"), Mark Tkach ("Tkach"), and Ridenow Management LLLP, an entity controlled by Coulter and/or Tkach that provides up to \$16.0 million of revolving availability that bears interest based on SOFR plus 5.0%. Coulter and Tkach are holders of the Company's Class B common stock, members of the Board, and former executive officers of the Company. In August 2025, as conditioned by Amendment No. 10, this floor plan facility agreement was extended to October 1, 2029. As of September 30, 2025, the amount owed by the Company to the related parties under this facility was \$9.1 million.

**Leases**

As of September 30, 2025, the Company had 26 leases of properties consisting primarily of dealerships and offices with related parties. Each related-party lease is with a wholly owned subsidiary of the Company as the tenant and an entity controlled by Coulter and/or Tkach, as the landlord. The leases generally have 20-year terms, most of which commenced on September 1, 2021, with base rent increasing 2% annually. Two of the leases were entered into in 2024, one of which has a purchase option. Rent expense associated with the related-party operating leases was \$4.8 million and \$4.8 million for the three months ended September 30, 2025 and 2024, respectively, and \$14.5 million and \$14.3 million for the nine months ended September 30, 2025 and 2024, respectively, and is included in selling, general and administrative expenses on the consolidated statements of operations.

The following table provides the amounts for related party leases that were included on the balance sheets:

(\$ in millions)	September 30, 2025		December 31, 2024	
Right-of-use assets	\$	101.1	\$	106.3
Current portion of operating lease liabilities <sup>(1)</sup>		14.2		14.6
Long-term portion of operating lease liabilities		98.0		101.5

<sup>(1)</sup> Included in accounts payable and other current liabilities.

**Termination Payment Associated with Related Party Lease**

In September 2025, the Company paid a \$0.5 million fee that was associated with the termination of a lease for a property that was no longer being used in operations. The lease was with an entity controlled by Coulter and Tkach, as the landlord.

**Employment of Immediate Family Members**

Mr. Tkach has two immediate family members that are employed by the Company: one as an executive vice president and one as a commissioned sales representative. The executive vice president received aggregate gross pay, including grants of restricted stock, of \$0.1 million and \$0.4 million for the three and nine months ended September 30, 2025, respectively, and \$0.1 million and \$0.3 million for the three and nine months ended September 30, 2024, respectively. The commissioned sales representative received gross pay of \$0.1 million and \$0.2 million for the three and nine months ended September 30, 2025, respectively, while 2024 amounts for the three and nine months ended September 30, 2024 were below the \$120,000 reporting threshold. All compensation-related decisions for the executive vice president are approved by the compensation committee of the Company's board of directors. In addition, compensation-related decisions for the commissioned sales representative were made in a manner that is consistent with internal practices and policies.

**Subordinated Loans with Related Parties**

On August 25, 2025, the Company issued separate unsecured subordinated promissory notes (collectively, the "Subordinated Loans") payable to each of Stone House Capital Management, LLC (an entity controlled by Mark Cohen who is a holder of the Company's Class B common stock and a member of the Board), Face Canyon LLC (an entity controlled by William Coulter), and Mark Tkach (collectively, the "Lenders") to evidence \$3.3 million of unsecured subordinated loans made by each Lender to the Company. The Company used the aggregate gross proceeds of the Subordinated Loans, or \$10.0 million, to prepay outstanding principal amounts owed under the Credit Agreement (as defined in Note 4), which was a requirement set forth in Amendment No. 10 (as defined in

Note 4). The Subordinated Loans bear interest at a rate of 13.0% per annum, payable semi-annually in arrears on the last business day of each February and August, beginning February 27, 2026. Interest is in-kind and capitalized to the principal balance of the Subordinated Loans. Each Subordinated Loan matures on August 31, 2028, unless earlier repaid or accelerated in accordance with its terms.

In the event a Lender participates in a Specified Equity Offering (as defined in the Subordinated Loan), the Company is required to use the net cash proceeds received from such Lender in such Specified Equity Offering to make a mandatory prepayment of such Lender's Subordinated Loan.

Each Subordinated Loan is guaranteed on a joint and several basis by the Company's subsidiaries that are guarantors under the Credit Agreement (each, a "Subordinated Guaranty"). Subject to the terms of the corresponding Subordinated Loan, each Subordinated Guaranty is irrevocable and unconditional and will remain in effect until all obligations under such Subordinated Note are satisfied.

The Subordinated Loans are contractually subordinated in right of payment to the loans outstanding under the Company's Credit Agreement. As of September 30, 2025, the balance of the Subordinated Loans was \$10.0 million. Interest expense on the Subordinated Loans was \$0.1 million for the three and nine months ended September 30, 2025.

#### **NOTE 11 - SEGMENT INFORMATION**

Business segments are components of an enterprise about which discrete financial information is available that is evaluated regularly by the chief operating decision maker ("CODM") to assess operating performance and allocate resources. Our CODM is our Chairman, Chief Executive Officer, and President. Our operations are organized by management into operating segments by line of business. The CODM evaluates performance and allocates resources based on the segment operating income (loss) of the operating segments, which excludes impairment charges, amortization and depreciation that are included in operating income (loss) on the consolidated statements of operations and includes floor plan interest expense, which is not included in operating income (loss) on the consolidated statements of operations. The CODM uses segment operating income in the annual budget and forecasting process, and considers budget-to-actual variances on a periodic basis.

We have two reportable segments: (1) powersports dealership group and (2) vehicle transportation services. The powersports dealership group segment is primarily comprised of powersports dealerships that sell new and pre-owned powersports vehicles; parts, service and accessories; and finance and inventory products for powersports vehicles sold. The vehicle transportation services segment provides nationwide transportation brokerage services between dealerships and auctions. Revenue is all from external customers.

The powersports dealership group segment is significantly larger and requires more investment than our vehicle transportation services segment. The operating income of the powersports segment includes certain operating overhead and corporate costs. Assets are not used for purposes of assessing performance or allocating resources and, as a result, such information has not been presented.

(\$ in millions)	Powersports Dealership Group	Vehicle Transportation Services	Unallocated and Adjustments	Total
<b>Three Months Ended September 30, 2025</b>				
Revenue:				
Powersports vehicles	\$ 204.3	\$ —	\$ —	\$ 204.3
Parts, service and accessories	50.8	—	—	50.8
Finance and insurance, net	24.9	—	—	24.9
Vehicle transportation services	—	1.0	—	1.0
Total revenue	280.0	1.0	—	281.0
Cost of revenue:				
Powersports vehicles	177.4	—	—	177.4
Parts, service and accessories	26.9	—	—	26.9
Vehicle transportation services	—	0.7	—	0.7
Total cost of revenue	204.3	0.7	—	205.0
Gross profit	75.7	0.3	—	76.0
Compensation and related costs	36.7	0.2	—	36.9
Facilities	11.0	0.1	—	11.1
Other operating expenses <sup>(1)</sup>	16.3	0.1	—	16.4
Depreciation and amortization	—	—	2.2	2.2
Floor plan interest expense	3.1	—	(3.1)	—
Operating income (loss)	8.6	(0.1)	0.9	9.4
Floor plan interest expense				3.1
Other interest expense				10.4
Other non-operating expense (income)				(0.1)
Loss before income taxes				\$ (4.0)

<sup>(1)</sup> Other operating expenses represent general and administrative expenses, advertising, professional fees and stock-based compensation expenses. The detail for these expenses on a consolidated basis is in Note 5 and is primarily attributable to the Powersports Dealership Group.

(\$ in millions)	Powersports Dealership Group	Vehicle Transportation Services	Unallocated and Adjustments	Total
<b>Three Months Ended September 30, 2024</b>				
Revenue:				
Powersports vehicles	\$ 206.4	\$ —	\$ —	\$ 206.4
Parts, service and accessories	49.2	—	—	49.2
Finance and insurance, net	24.3	—	—	24.3
Vehicle transportation services	—	15.1	—	15.1
Total revenue	279.9	15.1	—	295.0
Cost of revenue:				
Powersports vehicles	182.6	—	—	182.6
Parts, service and accessories	26.5	—	—	26.5
Vehicle transportation services	—	11.6	—	11.6
Total cost of revenue	209.1	11.6	—	220.7
Gross profit	70.8	3.5	—	74.3
Compensation and related costs	35.3	1.8	—	37.1
Facilities	12.0	—	—	12.0
Other operating expenses <sup>(1)</sup>	16.4	0.4	—	16.8
Depreciation and amortization	—	—	3.1	3.1
Floor plan interest expense	4.4	—	(4.4)	—
Operating income (loss)	2.7	1.3	1.3	5.3
Floor plan interest expense				4.4
Other interest expense				12.2
Other non-operating expense (income)				(0.1)
Loss before income taxes				\$ (11.2)

<sup>(1)</sup> Other operating expenses represent general and administrative expenses, advertising, professional fees and stock-based compensation expenses. The detail for these expenses on a consolidated basis is in Note 5 and is primarily attributable to the Powersports Dealership Group.

(\$ in millions)	Powersports Dealership Group	Vehicle Transportation Services	Unallocated and Adjustments	Total
<b>Nine Months Ended September 30, 2025</b>				
Revenue:				
Powersports vehicles	\$ 595.3	\$ —	\$ —	\$ 595.3
Parts, service and accessories	149.3	—	—	149.3
Finance and insurance, net	73.2	—	—	73.2
Vehicle transportation services	—	7.8	—	7.8
Total revenue	817.8	7.8	—	825.6
Cost of revenue:				
Powersports vehicles	512.6	—	—	512.6
Parts, service and accessories	79.7	—	—	79.7
Vehicle transportation services	—	6.2	—	6.2
Total cost of revenue	592.3	6.2	—	598.5
Gross profit	225.5	1.6	—	227.1
Compensation and related costs	108.6	1.4	—	110.0
Facilities	33.4	0.2	—	33.6
Other operating expenses <sup>(1)</sup>	48.2	0.4	—	48.6
Impairment of franchise rights	—	—	34.0	34.0
Depreciation and amortization	—	—	6.5	6.5
Floor plan interest expense	8.5	—	(8.5)	—
Operating income (loss)	26.8	(0.4)	(32.0)	(5.6)
Floor plan interest expense				8.5
Other interest expense				32.1
Other non-operating expense (income)				(0.5)
Loss before income taxes				\$ (45.7)

<sup>(1)</sup> Other operating expenses represent general and administrative expenses, advertising, professional fees and stock-based compensation expenses. The detail for these expenses on a consolidated basis is in Note 5 and is primarily attributable to the Powersports Dealership Group.

(\$ in millions)	Powersports Dealership Group	Vehicle Transportation Services	Unallocated and Adjustments	Total
<b>Nine Months Ended September 30, 2024</b>				
Revenue:				
Powersports vehicles	\$ 656.2	\$ —	\$ —	\$ 656.2
Parts, service and accessories	159.0	—	—	159.0
Finance and insurance, net	79.8	—	—	79.8
Vehicle transportation services	—	44.6	—	44.6
Total revenue	895.0	44.6	—	939.6
Cost of revenue:				
Powersports vehicles	571.8	—	—	571.8
Parts, service and accessories	86.5	—	—	86.5
Vehicle transportation services	—	34.5	—	34.5
Total cost of revenue	658.3	34.5	—	692.8
Gross profit	236.7	10.1	—	246.8
Compensation and related costs	117.0	5.3	—	122.3
Facilities	33.8	0.1	—	33.9
Other operating expenses <sup>(1)</sup>	54.3	0.7	—	55.0
Depreciation and amortization	—	—	9.7	9.7
Floor plan interest expense	12.7	—	(12.7)	—
Operating income (loss)	18.9	4.0	3.0	25.9
Floor plan interest expense				12.7
Other interest expense				36.2
Other non-operating expense (income)				(0.4)
Loss before income taxes				\$ (22.6)

(1) Other operating expenses represent general and administrative expenses, advertising, professional fees and stock-based compensation expenses. The detail for these expenses on a consolidated basis is in Note 5 and is primarily attributable to the Powersports Dealership Group.

## NOTE 12 – COMMITMENTS AND CONTINGENCIES

### Legal Matters

From time to time, the Company is involved in various claims and legal actions that arise in the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, as of September 30, 2025, the Company does not believe that the ultimate resolution of any legal actions, either individually or in the aggregate, will have a material adverse effect on its financial position, results of operations, liquidity, and capital resources.

Future litigation may be necessary to defend the Company by determining the scope, enforceability and validity of third-party proprietary rights or to establish its own proprietary rights. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors.

### SEC Investigation

On June 28, 2024, the Company received a subpoena from the SEC requesting documents created during or relating to the period from January 1, 2021 through the date of the subpoena. The subpoena covers documents relating to, among other matters, the Company's previously disclosed internal investigation into the use of Company resources by former Chairman and CEO Marshall Chesrown; the Company's review, consideration and approval, and the underlying terms of, related party transactions; employment, compensation, reimbursement and severance arrangements; and disclosures and communications to customers and investors regarding the company's RideNow Cash Offer tool and certain of its technology. The Company intends to continue responding to any information requests and otherwise cooperate with the SEC's inquiry.

The Company cannot predict the ultimate outcome or timing of the SEC investigation, what, if any, actions may be taken by the SEC or the effect that such actions may have on the business, prospects, operating results and financial condition of the Company.

### **Delaware Litigation**

As previously disclosed, the Company began an investigation of certain allegations surrounding Marshall Chesrown's use of Company resources in 2023. On June 11, 2023, Mr. Chesrown delivered a resignation letter to the Board in his capacity as CEO (the "CEO Resignation Letter") and on July 7, 2023, Mr. Chesrown delivered a resignation letter to the Board in his capacity as a member of the Board of Directors (the "Board Resignation Letter" and together with the CEO Resignation Letter, the "Resignation Letters"). In the CEO Resignation Letter, Mr. Chesrown indicated that he was resigning for "good reason" under his employment agreement and described his disagreement with several recent corporate governance, disclosure and other actions taken by the Company, the Board and certain of its members. In the Board Resignation Letter, Mr. Chesrown further detailed his disagreement with actions taken by the Company, the Board and certain of its members and indicated his intent to pursue legal claims. The Company disagrees with the characterization of the allegations and assertions described in the Resignation Letters. The Company and Mr. Chesrown conducted a pre-suit mediation in October 2023, as required in his employment agreement, but did not resolve the matter. On March 13, 2024, Mr. Chesrown filed suit against the Company in Delaware Superior Court for the claims asserted in his Resignation Letters. Mr. Chesrown is seeking a declaratory judgment that he resigned with good reason, termination compensation damages in the amount of \$7.5 million, general and reputational damages in the amount of \$50.0 million, punitive damages, attorney's fees and litigation costs. The parties are now engaged in the initial stages of discovery. The subject matter of the litigation overlaps with the investigation begun by the Company in 2023. As of the date of this filing, the Company has not decided what further actions, if any, may be taken with regard to the investigation allegations.

The Company intends to defend the litigation claims vigorously; however, we can provide no assurance regarding the outcome of this matter.

### **Letters of Credit**

We issue letters of credit to secure the Company's various financial obligations, including floor plan financing arrangements and insurance policy deductibles and other claims. The total amount of outstanding letters of credit as of September 30, 2025 was \$10.5 million. We do not believe that it is probable that any of the letters of credit will be drawn upon.

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

*This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is provided as a supplement to, and should be read in conjunction with, our audited consolidated financial statements and the related notes and the MD&A included in our 2024 10-K, as well as our unaudited consolidated financial statements and the accompanying condensed notes included in Item 1 of this Quarterly Report on Form 10-Q. This discussion may contain forward-looking statements. See "Forward-Looking and Cautionary Statements" for a discussion of the uncertainties and risks associated with these statements. Terms not defined in this MD&A have the meanings ascribed to them in the consolidated financial statements and related footnotes. Unless otherwise noted, comparisons are of results for the quarter ended September 30, 2025, or third quarter, to the quarter ended September 30, 2024 and the nine months ended September 30, 2025 (nine months or year to date), to the nine months ended September 30, 2024.*

### Overview

Effective August 13, 2025, we changed our company name to "RideNow Group, Inc." and our Class B common stock ticker symbol change to "RDNW". Our Class B common stock continues to be listed on The NASDAQ Stock Market.

We operate primarily through two operating segments: a powersports dealership group and Wholesale Express, LLC ("Express"), a vehicle transportation services provider. We were incorporated in 2013. We have grown primarily through acquisitions.

#### **Powersports Segment**

We believe our powersports business is the largest powersports retail group in the United States offering a wide selection of new and pre-owned motorcycles, all-terrain vehicles ("ATV"), utility terrain or side-by-side vehicles ("SXS"), personal watercraft ("PWC"), snowmobiles, and other powersports products. We also offer parts, apparel, accessories, finance & insurance products and services ("F&I"), and aftermarket products from a wide range of manufacturers. Additionally, we offer a full suite of repair and maintenance services. As of September 30, 2025, we operated 53 retail dealerships located predominantly in the Sunbelt region. We source high quality pre-owned inventory online via our proprietary RideNow Cash Offer technology, which allows us to purchase pre-owned units directly from consumers.

#### **Vehicle Transportation Services Segment**

Express provides transportation brokerage services facilitating automobile transportation primarily between and among dealerships and auctions through an asset-light business model.

### Key Operating Metrics

We regularly review a number of key operating metrics such as revenue, volume and gross profit measures, to evaluate our segments, measure our progress, and make operating decisions. Key factors impacting our operating results include increasing brand awareness, maximizing the opportunity to source vehicles from consumers and dealers, and enhancing the selection and timing of vehicles we make available for sale to our customers.

#### **Powersports Segment**

##### Revenue

Revenue is comprised of powersports vehicle sales, finance and insurance products bundled with retail vehicle sales ("F&I"), and parts, service and accessories/merchandise ("PSA"). We sell both new and pre-owned powersports vehicles through retail and wholesale channels. F&I and PSA revenue is earned through retail channels. Retail channels provide the opportunity to maximize profitability by increased sales volume and lower average days to sale and are impacted by customer demand, market conditions and inventory availability. The wholesale channel provides the opportunity to move excess inventory or inventory that does not meet our needs for retail. The number of vehicles sold varies from period to period due to these factors. Factors primarily affecting pre-owned vehicle sales include inventory levels and the availability of inventory, as well as the number of retail pre-owned vehicles sold and the average selling price of these vehicles.

### Gross Profit

Gross profit generated on vehicle sales reflects the difference between the vehicle selling price and the cost of revenue associated with acquiring the vehicle and preparing it for sale. Cost of revenue includes the vehicle acquisition cost, inbound transportation cost, and particularly for pre-owned vehicles, reconditioning costs. The aggregate gross profit and gross profit per vehicle vary across vehicle type, make, model, etc. as well as through retail and wholesale channels, and with regard to gross profit per vehicle, are not necessarily correlated with the sale price. Vehicles sold through retail channels generally have the highest dollar gross profit per vehicle given the vehicle is sold directly to the consumer. Pre-owned vehicles sold through wholesale channels generally have lower margins and do not enable any other ancillary gross profit attributable to financing and accessories. Factors affecting gross profit from period to period include the mix of new versus pre-owned vehicles sold, the distribution channel through which they are sold, the sources from which we acquired such inventory, retail market prices, our average days to sale, and our pricing strategy. We may opportunistically choose to shift our inventory mix to higher or lower cost vehicles, or to opportunistically raise or lower our prices relative to market to take advantage of demand/supply imbalances in our sales channels, which could temporarily lead to gross profits increasing or decreasing in any given channel.

### Vehicles Sold

We define vehicles sold as the number of vehicles sold through retail and wholesale channels in each period. Vehicles sold is the primary driver of our revenue and gross profit. Vehicles sold also impacts complementary revenue streams, such as F&I and PSA. Vehicles sold increases our base of customers and improves brand awareness, which can lead to future sales.

### Total Gross Profit Per Unit

Total gross profit per unit is the aggregate gross profit of the powersports segment in a given period, divided by retail powersports units sold in that period. The aggregate gross profit of the powersports segment includes gross profit generated from the sale of new and pre-owned vehicles; any income related to loans originated to finance the vehicle; revenue earned from the sale of F&I products including extended service contracts, maintenance programs, guaranteed auto protection, tire and wheel protection, and theft protection; gross profit on the sale of parts, service and accessories/merchandise; and gross profit generated from wholesale sales of vehicles.

### ***Vehicle Transportation Services Segment***

#### Revenue

Revenue is derived from freight brokerage agreements with dealers, distributors, or private party individuals to transport vehicles from a point of origin to a designated destination. The freight brokerage agreements are fulfilled by independent third-party transporters who must meet our performance obligations and standards. Express is considered the principal in the delivery transactions since it is primarily responsible for fulfilling the service.

#### Vehicles Delivered

We define vehicles delivered as the number of vehicles delivered from a point of origin to a designated destination under freight brokerage agreements with dealers, distributors, or private parties. Vehicles delivered are the primary driver of revenue and, in turn, profitability in the vehicle transportation services segment.

#### Total Gross Profit Per Unit

Total gross profit per vehicle transported represents the difference between the price received from non-affiliated customers and our cost to contract an independent third-party transporter divided by the number of third-party vehicles transported.

## Results of Operations

(\$ in millions)	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025	2024	YoY Change	%Change	2025	2024	YoY Change	%Change
Revenue								
Powersports vehicles	\$ 204.3	\$ 206.4	\$ (2.1)	(1.0)%	\$ 595.3	\$ 656.2	\$ (60.9)	(9.3)%
Parts, service and accessories	50.8	49.2	1.6	3.3 %	149.3	159.0	(9.7)	(6.1)%
Finance and insurance, net	24.9	24.3	0.6	2.5 %	73.2	79.8	(6.6)	(8.3)%
Vehicle transportation services	1.0	15.1	(14.1)	(93.4)%	7.8	44.6	(36.8)	(82.5)%
Total Revenue	281.0	295.0	(14.0)	(4.7)%	825.6	939.6	(114.0)	(12.1)%
Gross Profit								
Powersports	26.9	23.8	3.1	13.0 %	82.7	84.4	(1.7)	(2.0)%
Parts, service and accessories	23.9	22.7	1.2	5.3 %	69.6	72.5	(2.9)	(4.0)%
Finance and insurance, net	24.9	24.3	0.6	2.5 %	73.2	79.8	(6.6)	(8.3)%
Vehicle transportation services	0.3	3.5	(3.2)	(91.4)%	1.6	10.1	(8.5)	(84.2)%
Total Gross Profit	76.0	74.3	1.7	2.3 %	227.1	246.8	(19.7)	(8.0)%
SG&A expenses	64.4	65.9	(1.5)	(2.3)%	192.2	211.2	(19.0)	(9.0)%
Depreciation and amortization	2.2	3.1	(0.9)	(29.0)%	6.5	9.7	(3.2)	(33.0)%
Impairment of franchise rights	—	—	—	NM	34.0	—	34.0	NM
Operating Income (Loss)	9.4	5.3	4.1	77.4 %	(5.6)	25.9	(31.5)	(121.6)%
Other income (expense):								
Floor plan interest expense	(3.1)	(4.4)	1.3	(29.5)%	(8.5)	(12.7)	4.2	(33.1)%
Other interest expense	(10.4)	(12.2)	1.8	(14.8)%	(32.1)	(36.2)	4.1	(11.3)%
Other income	0.1	0.1	—	0.0 %	0.5	0.4	0.1	25.0 %
Total other expense	(13.4)	(16.5)	3.1	(18.8)%	(40.1)	(48.5)	8.4	(17.3)%
Loss before income taxes	(4.0)	(11.2)	7.2	64.3 %	(45.7)	(22.6)	(23.1)	(102.2)%
Income tax expense (benefit)	0.1	—	0.1	NM	\$ 0.3	(0.4)	0.7	(175.0)%
Net loss	\$ (4.1)	\$ (11.2)	\$ 7.1	63.4 %	\$ (46.0)	\$ (22.2)	\$ (23.8)	(107.2)%

NM= not meaningful.

**Powersports Segment**

(\$ in millions except per vehicle)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	Change	2025	2024	Change
<b>Revenue</b>						
New retail vehicles	\$ 147.1	\$ 147.1	\$ —	\$ 422.0	\$ 477.9	\$ (55.9)
Pre-owned retail vehicles	53.5	52.7	0.8	160.8	160.8	—
Total retail vehicles	200.6	199.8	0.8	582.8	638.7	(55.9)
Wholesale vehicles	3.7	6.6	(2.9)	12.5	17.5	(5.0)
Parts, service, accessories	50.8	49.2	1.6	149.3	159.0	(9.7)
Finance and insurance, net	24.9	24.3	0.6	73.2	79.8	(6.6)
Total revenue	\$ 280.0	\$ 279.9	\$ 0.1	\$ 817.8	\$ 895.0	\$ (77.2)
<b>Gross Profit</b>						
New retail vehicles	\$ 18.5	\$ 16.6	\$ 1.9	\$ 55.3	\$ 57.4	\$ (2.1)
Pre-owned retail vehicles	8.6	7.7	0.9	27.5	27.4	0.1
Total retail vehicles	27.1	24.3	2.8	82.8	84.8	(2.0)
Wholesale vehicles	(0.2)	(0.5)	0.3	(0.1)	(0.4)	0.3
Parts, service, accessories	23.9	22.7	1.2	69.6	72.5	(2.9)
Finance and insurance	24.9	24.3	0.6	73.2	79.8	(6.6)
Total gross profit	\$ 75.7	\$ 70.8	\$ 4.9	\$ 225.5	\$ 236.7	\$ (11.2)
<b>Vehicle Unit Sales</b>						
New retail vehicles	9,904	9,740	164	28,535	32,247	(3,712)
Pre-owned retail vehicles	4,701	4,549	152	14,291	14,350	(59)
Total retail vehicles	14,605	14,289	316	42,826	46,597	(3,771)
Wholesale vehicles	1,344	1,059	285	3,426	3,043	383
Total vehicles sold	15,949	15,348	601	46,252	49,640	(3,388)
<b>Revenue per vehicle</b>						
New retail vehicles	\$ 14,853	\$ 15,103	\$ (250)	\$ 14,789	\$ 14,820	\$ (31)
Pre-owned retail vehicles	11,381	11,585	(204)	11,252	11,206	46
Wholesale vehicles	2,753	6,232	(3,479)	3,649	5,751	(2,102)
Finance and insurance, net	1,705	1,701	4	1,709	1,713	(4)
Parts, service, accessories	3,478	3,443	35	3,486	3,412	74
Total revenue per retail vehicle	\$ 18,918	\$ 19,127	\$ (209)	\$ 18,804	\$ 18,832	\$ (28)
<b>Gross Profit per retail vehicle</b>						
New vehicles	\$ 1,868	\$ 1,704	\$ 164	\$ 1,938	\$ 1,780	\$ 158
Pre-owned vehicles	1,829	1,693	136	1,924	1,909	15
Finance and insurance, net	1,705	1,701	4	1,709	1,713	(4)
Parts, service, accessories	1,636	1,589	47	1,625	1,556	69
Total gross profit per retail vehicle <sup>(1)</sup>	5,183	4,955	228	5,265	5,080	185

(1) Calculated as total gross profit divided by new and pre-owned retail powersports units sold.

## Revenue

Total powersports revenue for the quarter increased \$0.1 million compared to the same period in 2024 primarily due to higher revenue from sales of pre-owned retail vehicles along with increases in F&I and PSA revenue, partially offset by lower revenue from wholesale vehicle sales.

Total powersports revenue for the nine months decreased \$77.2 million compared to the same period last year primarily due to a lower volume of retail units sold, which also led to F&I and PSA declines, partially offset by increases in the revenue per vehicle for pre-owned retail vehicles sold and PSA.

## Gross Profit

Total powersports gross profit increased \$4.9 million for the quarter due in part to higher volume, with improvement in vehicles, PSA and F&I. Total gross profit per retail vehicle increased \$228 for the quarter compared to last year's quarter.

Total powersports gross profit decreased \$11.2 million for the year to date period primarily due to lower overall retail vehicle sales volumes with the ancillary business lines following suit. The volume declines were partially offset in by higher revenue per pre-owned vehicle sold and higher PSA per retail vehicle sold.

## Vehicle Transportation Services Segment

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	Change	2025	2024	Change
Revenue (\$ in millions)	\$ 1.0	\$ 15.1	\$ (14.1)	\$ 7.8	\$ 44.6	\$ (36.8)
Gross Profit (\$ in millions)	\$ 0.3	\$ 3.5	\$ (3.2)	\$ 1.6	\$ 10.1	\$ (8.5)
Vehicles transported	1,460	24,285	(22,825)	12,078	72,256	(60,178)
Revenue per vehicle transported	\$ 685	\$ 622	\$ 63	\$ 646	\$ 617	\$ 29
Gross Profit per vehicle transported	\$ 205	\$ 144	\$ 61	\$ 132	\$ 140	\$ (8)

Early in 2025, our vehicle transportation services segment results were impacted by the departure of several employees, including almost all of our brokers. While we have hired and continue to hire additional employees, including brokers, this segment's year-to-date volume has been substantially lower than its volume in the same period last year, and we expect that to continue for the remainder of the year. Total vehicle transportation services revenue and gross profit decreased for the 2025 third quarter and year-to-date period compared to the prior year comparable periods due to lower volume of vehicles transported.

## Selling, General and Administrative Expenses

(\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	Change	2025	2024	Change
Compensation and related costs	\$ 36.9	\$ 37.1	\$ (0.2)	\$ 110.0	\$ 122.3	\$ (12.3)
Facilities	11.1	12.0	(0.9)	33.6	33.9	(0.3)
General and administrative	7.6	7.4	0.2	22.7	25.0	(2.3)
Advertising, marketing and selling	3.8	4.1	(0.3)	11.6	15.9	(4.3)
Professional fees	3.8	3.7	0.1	11.8	8.9	2.9
Stock-based compensation	0.8	1.1	(0.3)	1.3	3.9	(2.6)
Technology and software	0.4	0.5	(0.1)	1.2	1.3	(0.1)
Total SG&A expenses	\$ 64.4	\$ 65.9	\$ (1.5)	\$ 192.2	\$ 211.2	\$ (19.0)
Total SG&A as a % of gross profit	84.7%	88.7%	(400) bps	84.6%	85.6%	(100) bps

"bps" = basis points (i.e., 1/100th of a percent = one basis point)

Selling, general and administrative expenses ("SG&A") were lower for the quarter and year-to-date 2025 period compared to the prior year comparable periods primarily due to our cost savings initiatives partially offset by higher professional fees.

In all periods presented, SG&A included certain charges and credits that we view as being outside of our normal, ongoing operations. For the 2025 quarter and year-to-date periods, SG&A included \$2.6 million and \$6.4 million, respectively, of legal costs primarily for the matters discussed in Note 12 and certain costs we incurred to amend and extend our term loan agreement. In addition, SG&A for the first nine months of 2025 included \$1.1 million of management transition costs. SG&A for the 2024 third quarter and year-to-date periods included \$1.3 million and \$2.6 million, respectively, of charges for legal costs for the matters discussed in Note 12 and the cost to terminate a contract. Stock compensation expense for the nine months of 2025 included the \$0.7 million reversal of expense due to the forfeiture of our former Chief Executive Officer's equity awards.

SG&A includes costs for our leased facilities. As part of our initiatives surrounding the assessment of our dealership portfolio, we have recently taken actions to reduce our costs by consolidating our overall footprint and/or closing less profitable stores. In August 2025, we combined two Dallas / Fort Worth area locations into a new, larger location in Fort Worth, Texas. In September 2025, we closed a location in Ohio and transferred the inventory from that store to other locations. From time to time, we have incurred fees to terminate leases and may incur such termination fees and additional closing costs in the future as a result of actions we take to improve overall profitability. For the three and nine months ending September 30, 2025, SG&A includes a \$0.5 million payment associated with the termination of a dealership lease, partially offset by a \$0.4 million gain on lease termination.

#### Depreciation and Amortization

(\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	Change	2025	2024	Change
Depreciation and amortization	\$ 2.2	\$ 3.1	\$ (0.9)	\$ 6.5	\$ 9.7	\$ (3.2)

Depreciation and amortization decreased primarily due to certain intangible assets becoming fully amortized.

#### Impairment of Franchise Rights

The 2025 year-to-date period contains a \$34.0 million charge to impairment of franchise rights. Management determined that an impairment triggering event had occurred resulting from the prolonged economic uncertainty and our sustained depressed stock price through June 30, 2025. As a result of the interim quantitative impairment test we performed, we recorded a \$34.0 million charge to impairment of franchise rights to reduce franchise rights to their fair value in the second quarter of 2025. There was no such impairment charge during the comparable period last year, and there was no impairment test required as of September 30, 2025.

The fair value of franchise rights was determined using an excess earnings method. This analysis incorporates estimates and forward-looking projections, such as future revenue growth rates, corresponding gross margin, return on debt-free working capital contributory asset returns, and the discount rate. The use of different assumptions would likely have resulted in a different fair value, and changes to these assumptions in the future, such as an increase to the discount rate, could result in future impairment charges.

#### Floor Plan Interest Expense

(\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	Change	2025	2024	Change
Floor plan interest expense	\$ 3.1	\$ 4.4	\$ (1.3)	\$ 8.5	\$ 12.7	\$ (4.2)

Floor plan interest expense was lower in the quarter and year-to-date 2025 primarily because average inventory levels were lower compared to the prior year comparable periods. We have floor plan agreements with both manufacturer-affiliated finance companies and with related and non-related third parties for most new and certain pre-owned vehicles. The interest rates on these floor plan notes payable commitments vary by lender and are variable rates. See Notes 2 and 10 for more information.

## Other Interest Expense

(\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	Change	2025	2024	Change
Other interest expense	\$ 10.4	\$ 12.2	\$ (1.8)	\$ 32.1	\$ 36.2	\$ (4.1)

Other interest expense consists primarily of interest on the term loan facility, finance lease obligation, the 6.75% convertible senior notes, and beginning in the third quarter of 2025, the Subordinated Loans, as defined in Note 10. See Note 4 for interest expense by debt instrument. Other interest expense decreased for the quarter and six months due primarily to the 6.75% convertible senior notes being paid off at the beginning of 2025, as well as lower average borrowings and a lower interest rate on the term loan in 2025 compared to 2024. Amortization of debt discount and issuance costs of \$2.2 million and \$7.1 million for the three and nine months ended September 30, 2025, respectively, and \$2.1 million and \$6.5 million for the three and nine months ended September 30, 2024, respectively, were included in other interest expense.

See Notes 4 and 10 for new and modified debt agreements entered into in August 2025 that will impact future interest expense, including the timing of paying such interest.

## Liquidity and Capital Resources

Our primary sources of liquidity are available cash and amounts available under our floor plan lines of credit.

Our financial statements reflect estimates and assumptions made by management that affect the carrying values of the Company's assets and liabilities, disclosures of contingent assets and liabilities, and the reported amounts of revenue and expenses during the reporting period. The judgments, assumptions and estimates used by management are based on historical experience, management's experience, and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ materially from these judgments and estimates, which could have a material impact on the carrying values of the Company's assets and liabilities and the results of operations.

We had the following liquidity resources available as of September 30, 2025 and December 31, 2024:

(\$ in millions)	September 30, 2025	December 31, 2024
Cash	\$ 35.4	\$ 85.3
Restricted cash <sup>(1)</sup>	16.4	11.4
Total cash and restricted cash	51.8	96.7
Availability under powersports inventory financing credit facilities	131.1	146.2
Committed liquidity resources available	182.9	242.9

<sup>(1)</sup> Amounts included in restricted cash are primarily comprised of the deposits required under the Company's various floor plan lines of credit.

Our future liquidity and capital requirements will depend upon numerous factors, including our results of operations, the timing and magnitude of capital expenditures or strategic initiatives, and other business and risk factors described under "Risk Factors" in our 2024 10-K. We believe that current cash balances plus cash generated from operations will be sufficient to meet both the operating and capital requirements of our ordinary business operations through at least the next twelve months; however, there can be no assurance that we will not require additional financing within this time frame.

Our outstanding principal amount of indebtedness is summarized in the table below:

(\$ in millions)	September 30, 2025	December 31, 2024
<b>Asset-based Short-Term Financing:</b>		
Floor plan notes (financing for inventory)	\$ 235.3	\$ 209.9
<b>Long-Term Debt:</b>		
Term loan facility	209.1	227.1
Subordinated Loans	10.0	—
6.75% convertible senior notes	—	38.8
Fleet notes and other	1.2	1.5
Principal amount of long-term debt	220.3	267.4
Less: unamortized debt issuance costs	(12.8)	(16.3)
Total long-term debt, including current maturities	207.5	251.1
<b>Total debt<sup>(1)</sup></b>	<b>\$ 442.8</b>	<b>\$ 461.0</b>

(1) Excludes finance lease obligations, which are included in other long-term liabilities.

During the quarter we and the other parties to the Credit Agreement (as defined in Note 4) executed Amendment No. 10 to the Credit Agreement ("Amendment No. 10"), which, among other things: (i) extended the maturity date of the Credit Agreement from August 31, 2026 to September 30, 2027; (ii) required us to prepay \$20.0 million of the borrowings under the Credit Agreement ("Senior Loans") using the proceeds of the Subordinated Loans, as defined in Note 10, and other funds; (iii) reduced the interest rate applicable to the Senior Loans by 0.5% per annum; (iv) added certain reporting covenants; (v) added milestones requiring us to commence a refinancing process prior to September 30, 2026 and complete the refinancing on or prior to November 30, 2026, and provided that failure to achieve such milestones will be an event of default under the Credit Agreement unless, prior to such milestone dates we (a) reduce the outstanding principal amount of the Senior Loans to the lesser of (1) \$150.0 million and (2) 3.25x Consolidated EBITDA or (b) both (1) form a special committee of the Company's board of directors (the "Board") to negotiate and recommend to the Board for approval any strategic alternatives, including any recapitalization, refinancing, any transaction resulting in a change of control or a sale of all or substantially all assets of the Company and its subsidiaries and (2) engage an investment banker or financial advisor acceptable to the Administrative Agent to evaluate and execute the strategic alternatives of the Company, and (vi) modified the financial maintenance covenants in the Credit Agreement. In connection with Amendment No. 10, we will pay a customary exit fee that is due at the maturity of the Credit Agreement. As of September 30, 2025, we were in compliance with all of the financial covenants under the Credit Agreement.

The following table summarizes our cash flows:

(\$ in millions)	Nine Months Ended September 30,		
	2025	2024	Change
Net cash provided by operating activities	\$ 15.5	\$ 68.6	\$ (53.1)
Net cash used in investing activities	(5.1)	(2.7)	(2.4)
Net cash used in financing activities	(55.3)	(76.2)	20.9
Net change in cash	\$ (44.9)	\$ (10.3)	\$ (34.6)

### Operating Activities

Our primary sources of operating cash flows result from the sales of powersports vehicles and ancillary products. Our primary use of cash from operating activities are purchases of inventory, parts and merchandise; marketing costs; interest payments on trade floor plans, long-term debt, and finance lease obligations; rental costs for facilities; and personnel-related expenses. Operating cash flow for the nine months ended September 30, 2025 was \$53.1 million lower than for the comparable period in the prior year, and was negatively impacted by \$7.1 million of outstanding fleet receivables from the United States government, which remain outstanding due to the

government shutdown. Prior year operating cash flow was driven by the reduction of excess inventory and the settlement of a \$15.4 million loan portfolio transaction.

Inventory is one of the most significant components of our cash flow from operations. We have continued to focus on managing our mix and maintaining an appropriate level of new and pre-owned powersports inventory. Our inventory levels declined throughout 2024, as we worked to reduce excess inventory. Inventory as of the end of the quarter, while higher than the level of inventory at the end of 2024, is below the elevated level of inventory that we had at the end of the third quarter of 2024.

### Investing Activities

(\$ in millions)	Nine Months Ended September 30,		
	2025	2024	Change
Acquisition	\$ —	\$ (0.7)	\$ 0.7
Purchase of property and equipment	(5.0)	(1.6)	(3.4)
Technology development	(0.1)	(0.4)	0.3
Cash used in investing activities	\$ (5.1)	\$ (2.7)	\$ (2.4)

Our investing activities support and expand our operations.

### Financing Activities

(\$ in millions)	Nine Months Ended September 30,		
	2025	2024	Change
Repayments of debt	\$ (59.1)	\$ (35.5)	\$ (23.6)
Proceeds from issuance of Subordinated Loans	10.0	—	10.0
Net increase in non-trade floor plan borrowings	(5.3)	(39.3)	34.0
Other financing	(0.9)	(1.4)	0.5
Net cash used in financing activities	\$ (55.3)	\$ (76.2)	\$ 20.9

Cash flows from financing activities primarily relate to our short and long-term debt activity. In January 2025, we repaid our 6.75% convertible senior notes at their maturity date, and in August 2025, we issued an aggregate \$10.0 million of Subordinated Loans (as defined in Note 10) to related parties, and prepaid \$20.0 million of principal amounts due under the Credit Agreement as required by Amendment No. 10. As a result of the prepayment and interest rate reduction pursuant to Amendment No. 10, we expect cash payments for interest expense to be \$3.4 million lower per year on an annualized basis for the duration of the term loan facility.

See Notes 4 and 10 for the new and modified debt agreements entered into in August 2025.

### Critical Accounting Policies and Estimates

See Note 1 - *Description of Business and Significant Accounting Policies*, included in Part I, Item 1, Financial Statements, of this Quarterly Report on Form 10-Q for accounting pronouncements and material changes to our critical accounting policies since December 31, 2024. There have been no other material changes to our critical accounting policies and use of estimates from those described under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our 2024 10-K.

## Forward-Looking and Cautionary Statements

This Quarterly Report on Form 10-Q, as well as information included in oral statements or other written statements made or to be made by us, contain statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally can be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "projects," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are neither historical facts nor assurances of future performance. These forward-looking statements are based on our current, reasonable expectations and assumptions, which expectations and assumptions are subject to risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include those discussed in our 2024 10-K and this Quarterly Report on Form 10-Q. Given these risks and uncertainties, readers are cautioned not to place undue reliance on forward-looking statements. We undertake no obligation to publicly update or revise or any forward-looking statements, except as required by law.

### Item 4. Controls and Procedures.

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

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of September 30, 2025. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of September 30, 2025, based on the ongoing remediation of material weakness identified in the 2024 10-K. The material weakness existing in our internal control over financial reporting relates to user access and segregation of duties related to certain information technology systems that support the Company's financial reporting processes including revenue, inventory, purchasing and related expenditures, resulting in ineffective journal entry and other manual controls.

As set forth below, management has taken and will continue to take steps to remediate the identified material weakness. Notwithstanding the material weakness, we have performed additional analyses and procedures to enable management to conclude that our consolidated financial statements included in this Form 10-Q fairly present in all material respects our financial condition and results of operations as of and for the periods presented.

#### *Management's Remediation Plan*

In response to the material weakness discussed above, we plan to continue efforts already underway to remediate internal control over financial reporting, which include the following:

- Enhancing our processes related to reviewing and provisioning access to key financial systems and ensuring appropriate segregation of duties;
- Continuing to enhance governance and reporting over the execution of these remediation action items, including expansion of mitigating controls where appropriate.

Management and our Audit Committee will monitor these specific remedial measures and the effectiveness of our overall control environment. A material weakness will not be considered remediated, however, until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. We can provide no assurance as to when the remediation of this material weakness will be completed to provide for an effective control environment.

***Changes in Internal Control Over Financial Reporting***

Other than described above, there were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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

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

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings.

We are not a party to any material legal proceedings as set forth in Item 103 of Regulation S-K, other than ordinary routine litigation incidental to our business and as set forth below.

#### **SEC Investigation**

On June 28, 2024, the Company received a subpoena from the SEC requesting documents created during or relating to the period from January 1, 2021 through the date of the subpoena. The subpoena covers documents relating to, among other matters, the Company's previously disclosed internal investigation into the use of Company resources by former Chairman and CEO Marshall Chesrown; the Company's review, consideration and approval, and the underlying terms of, related party transactions; employment, compensation, reimbursement and severance arrangements; and disclosures and communications to customers and investors regarding the company's RideNow Cash Offer tool and certain of its technology. The Company intends to continue responding to any information requests and otherwise cooperate with the SEC's inquiry.

The Company cannot predict the ultimate outcome or timing of the SEC investigation, what, if any, actions may be taken by the SEC or the effect that such actions may have on the business, prospects, operating results and financial condition of the Company.

#### **Delaware Litigation**

As previously disclosed, the Company began an investigation of certain allegations surrounding Marshall Chesrown's use of Company resources in 2023. On June 11, 2023, Mr. Chesrown delivered a resignation letter to the Board in his capacity as CEO (the "CEO Resignation Letter") and on July 7, 2023, Mr. Chesrown delivered a resignation letter to the Board in his capacity as a member of the Board of Directors (the "Board Resignation Letter" and together with the CEO Resignation Letter, the "Resignation Letters"). In the CEO Resignation Letter, Mr. Chesrown indicated that he was resigning for "good reason" under his employment agreement and described his disagreement with several recent corporate governance, disclosure and other actions taken by the Company, the Board and certain of its members. In the Board Resignation Letter, Mr. Chesrown further detailed his disagreement with actions taken by the Company, the Board and certain of its members and indicated his intent to pursue legal claims. The Company disagrees with the characterization of the allegations and assertions described in the Resignation Letters. The Company and Mr. Chesrown conducted a pre-suit mediation in October 2023, as required in his employment agreement, but did not resolve the matter. On March 13, 2024, Mr. Chesrown filed suit against the Company in Delaware Superior Court for the claims asserted in his Resignation Letters. Mr. Chesrown is seeking a declaratory judgment that he resigned with good reason, termination compensation damages in the amount of \$7.5 million, general and reputational damages in the amount of \$50.0 million, punitive damages, attorney's fees and litigation costs. The parties are now engaged in the initial stages of discovery. The subject matter of the litigation overlaps with the investigation begun by the Company in 2023. As of the date of this filing, the Company has not decided what further actions, if any, may be taken with regard to the investigation allegations.

The Company intends to defend the litigation claims vigorously; however, we can provide no assurance regarding the outcome of this matter.

### Item 1A. Risk Factors.

Our business, financial condition, operating results, and cash flows may be impacted by a number of factors, many of which are beyond our control, including those set forth in our 2024 10-K. There have been no material changes to the risk factors previously disclosed in our 2024 10-K, the occurrence of any of which could have a material adverse effect on our actual results.

### Item 5. Other Information.

#### **Trading Arrangements**

During the three months ended September 30, 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 such terms are defined in Item 408(a) of Regulation S-K.

**Item 6. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to Articles of Incorporation, as amended, filed with Secretary of State of the State of Nevada, effective as of August 13, 2025 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on August 11, 2025).</a>
<a href="#">3.2</a>	<a href="#">Second Amended and Restated Bylaws, effective as of August 13, 2025 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed on August 11, 2025).</a>
<a href="#">4.1</a>	<a href="#">Form of Amended and Restated Warrant, dated as of August 28, 2025, which amends and restates the warrants issued by RideNow Group, Inc. on August 14, 2023 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on August 28, 2025).</a>
<a href="#">10.1</a>	<a href="#">Form of Commitment Letter, dated as of August 10, 2025, by and between Registrant and each Lender party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on August 11, 2025).</a>
<a href="#">10.2</a>	<a href="#">Amendment No. 10 to the Term Loan Credit Agreement, dated August 10, 2025, by and among Registrant, the Subsidiary Guarantors party thereto, the Lenders party thereto, and Oaktree Fund Administration, LLC, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on August 11, 2025).</a>
<a href="#">10.3</a>	<a href="#">Form of Unsecured Promissory Note, dated as of August 25, 2025, made by RideNow Group, Inc. payable to each Subordinated Lender (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on August 28, 2025).</a>
<a href="#">10.4</a>	<a href="#">First Amendment to Floor Plan Facility Agreement, effective as of August 25, 2025, by and among RumbleOn Dealers Inc., RideNow Group, Inc., William R. Coulter, Mark A. Tkach, and RideNow Management LLLP.*</a>
<a href="#">10.5</a>	<a href="#"># Employment Agreement, effective as of October 20, 2025, between RideNow Group, Inc. and Joshua J. Barsetti (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on October 20, 2025).</a>
<a href="#">31.1</a>	<a href="#">Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*</a>
<a href="#">31.2</a>	<a href="#">Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*</a>
<a href="#">32.1</a>	<a href="#">Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**</a>
<a href="#">32.2</a>	<a href="#">Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**</a>
101.INS	Inline XBRL Instance Document*
101.SCH	Inline XBRL Taxonomy Extension Schema*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase*
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)*

\* Filed herewith.

\*\* Furnished herewith.

# Management Compensatory Plan

**SIGNATURES**

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

**RideNow Group, Inc.**

Date: November 4, 2025

By: /s/ Michael Quartieri  
Michael Quartieri  
Chairman, Chief Executive Officer, and President  
(Principal Executive Officer)

Date: November 4, 2025

By: /s/ Joshua J. Barsetti  
Joshua J. Barsetti  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

**FIRST AMENDMENT TO FLOOR PLAN FACILITY AGREEMENT**

THIS FIRST AMENDMENT TO FLOOR PLAN FACILITY AGREEMENT (this "Amendment") is made effective as of August 25, 2025 (the "Amendment Date"), among RUMBLEON DEALERS, INC., a Delaware corporation (the "Borrower"), RIDENOW GROUP, INC. (f/k/a/ RumbleOn, Inc.), a Nevada corporation ("Holdings"), WILLIAM R. COULTER ("Coulter"), MARK A. TKACH ("Tkach") and, together with Coulter, the "Lenders"), and RIDENOW MANAGEMENT LLLP, an Arizona limited liability limited partnership, as Administrative Agent (the "Administrative Agent"), and acknowledged and consented to by Oaktree Fund Administration, LLC, as Term Loan Administrative Agent (the "Term Loan Administrative Agent").

**RECITALS**

WHEREAS, the Borrower, Holdings, the Lenders and the Administrative Agent are parties to that certain Floor Plan Facility Agreement dated as of December 6, 2024 (the "Floor Plan Facility Agreement"; and, as amended hereby, the "Amended Floor Plan Facility Agreement"). Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed thereto in the Amended Floor Plan Facility Agreement.

WHEREAS, the Borrower, Holdings, the Administrative Agent and the Lenders have agreed to amend the Floor Plan Facility Agreement as set forth herein, subject to the terms, conditions and understandings set forth herein.

WHEREAS, the Borrower, the Administrative Agent and the Term Loan Administrative Agent are parties to the Intercreditor Agreement.

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Lenders, the Administrative Agent, the Borrower and Holdings hereby agree as follows:

**AGREEMENTS**

**1. Amendment to Floor Plan Facility Agreement; Notices.**

(a) The definition of "Commitment Termination Date" in Section 1 of the Floor Plan Facility Agreement is hereby amended and restated to read in its entirety as follows:

"Commitment Termination Date" means October 1, 2029, as may be extended in accordance with Section 2.c. hereunder.

(b) Pursuant to Section 10.f of the Floor Plan Facility Agreement, Holdings hereby notifies the Administrative Agent and the Lenders that (i) it has changed its name from "RumbleOn, Inc." to "RideNow Group, Inc." and (ii) effective immediately, its address for written notices is as set forth under its signature block in this Amendment.

(c) Pursuant to Section 10.f of the Floor Plan Facility Agreement, the Borrower hereby notifies the Administrative Agent and the Lenders that (ii) effective immediately, its address for written notices is as set forth under its signature block in this Amendment.

**2. Conditions Precedent** The effectiveness of this Amendment is subject to the fulfillment of the following conditions precedent:

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- (a) The Administrative Agent shall have received this Amendment, duly executed by all of the parties hereto.
- (b) Each of the representations and warranties made by the Borrower in or pursuant to this Amendment shall be true and correct in all material respects before and after giving effect to this Amendment.
- (c) No Event of Default shall have occurred or be continuing and no Event of Default would exist after giving effect to this Amendment.

**3. Acknowledgements, Representations and Warranties.** The Borrower hereby represents, covenants and warrants to the Administrative Agent and the Lenders as follows:

- (a) The representations and warranties in this Amendment are true and correct in all material respects as of the Amendment Date, except as previously disclosed to the Administrative Agent.
- (b) There is currently no Event of Default outstanding, and the Borrower does not know of any event or circumstance which with the giving of notice or passing of time, or both, would reasonably be expected to constitute an Event of Default.
- (c) Except for the amendments and modifications stated herein, the Floor Plan Facility Agreement is not otherwise changed, modified or amended, is in full force and effect and, following the execution and delivery of this Amendment, will continue to be the legal, valid and binding obligations of the Borrower and Holdings enforceable in accordance with its terms, subject to limitations imposed by general principles of equity.

**4. No Custom; No Waiver or Novation** This Amendment shall not establish a custom or waive, limit or condition the rights and remedies of the Administrative Agent or the Lenders under the Amended Floor Plan Facility Agreement, all of which rights and remedies are expressly reserved. The Administrative Agent's or any Lender's failure, at any time or times hereafter, to require strict performance by the Borrower of any provision or term of the Amended Floor Plan Facility Agreement shall not waive, affect or diminish any right of the Administrative Agent or the Lenders hereafter to demand strict compliance and performance herewith. None of the undertakings, agreements, warranties, covenants and representations of the Borrower or Holdings contained in this Amendment shall be deemed to have been suspended or waived by the Administrative Agent or the Lenders unless such suspension or waiver is in writing and signed by the Administrative Agent and the Lenders. In no event shall the Administrative Agent's and the Lenders' execution and delivery of this Amendment establish a course of dealing among the Administrative Agent, the Lenders, the Borrower or Holdings, or in any other way obligate the Administrative Agent and the Lenders to hereafter provide any amendments or waivers with respect to the Amended Floor Plan Facility Agreement. The terms and provisions of this Amendment shall be limited precisely as written and shall not be deemed (i) to be a consent to a modification of any other term or condition of the Floor Plan Facility Agreement (except as expressly provided herein) or (ii) to prejudice any right or remedy that the Administrative Agent or the Lenders may now have under or in connection with the Amended Floor Plan Facility Agreement. This Amendment is not intended to be, nor shall it be construed as, a novation of the Loans or the Obligations.

**5. Affirmation.** Except as specifically amended hereby, the Floor Plan Facility Agreement (and all covenants, terms, conditions and agreements therein) shall remain in full force and effect. Each of the Borrower and Holdings, as applicable, hereby ratifies and confirms the representations, warranties and covenants contained in the Amended Floor Plan Facility Agreement (including, without limitation, the guaranty by Holdings as set forth in Section 10.i. therein). Except as expressly provided hereunder, each

of the Borrower and Holdings covenants and agrees to comply with all of the terms, covenants and conditions of the Amended Floor Plan Facility Agreement, notwithstanding any prior course of conduct, waivers, releases or other actions or inactions on the Administrative Agent's or the Lenders' part that might otherwise constitute or be construed as a waiver of or amendment to such terms, covenants and conditions.

**6. Miscellaneous.**

(a) THE VALIDITY, CONSTRUCTION, AND ENFORCEMENT OF THIS AMENDMENT ARE DETERMINED GOVERNED BY THE INTERNAL LAWS OF THE STATE OF ARIZONA WITHOUT REGARD TO CHOICE OF LAW RULES.

(b) The Borrower, Holdings, the Administrative Agent and the Lenders each acknowledge that there are no other understandings, agreements or representations, either oral or written, express or implied, that are not embodied in the Floor Plan Facility Agreement and this Amendment, which collectively represent a complete integration of all prior and contemporaneous agreements and understandings of the Borrower, Holdings, the Administrative Agent and the Lenders; and that all such prior understandings, agreements and representations are hereby modified as set forth in this Amendment. Except as expressly modified hereby, the terms of the Floor Plan Facility Agreement are and remain unmodified and in full force and effect.

(c) This Amendment shall bind and inure to the benefit of the parties hereto and their respective heirs, executors, administrators, successors and assigns.

(d) This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures hereto were upon the same instrument. Delivery of an executed signature page of this Amendment by facsimile transmission or by other electronic transmission shall be as effective as delivery of a manually executed counterpart hereof.

(e) If there is any conflict between the terms of this Amendment and the terms of the Floor Plan Facility Agreement, the terms of this Amendment shall prevail.

*[remainder of page intentionally blank]*

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first written above.

**BORROWER:**

**RUMBLEON DEALERS, INC.**

By: /s/ Michael Quartieri

Name: Michael Quartieri

Title: Chief Executive Officer and Interim Chief Financial Officer

Borrower Address (Principal Place of Business):

2677 E Willis Road  
Chandler, Arizona 85286

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**HOLDINGS:**

**RIDENOW GROUP, INC. (f/k/a RUMBLEON, INC.)**

By: /s/ Michael Quartieri

Name: Michael Quartieri

Title: Chief Executive Officer and Interim Chief Financial Officer

Holdings Address (Principal Place of Business):

2677 E Willis Road  
Chandler, Arizona 85286

**ADMINISTRATIVE AGENT:**

**RIDENOW MANAGEMENT, LLLP**

By: /s/ William Coulter

Name: William Coulter

Title: General Partner

Administrative Agent Address (Principal Place of Business):

Attn: Bill Coulter

Email: \*\*\*

**LENDER:**

/s/ William Coulter

William R. Coulter

Address: \*\*\*

Email: \*\*\*

**LENDER:**

Mark A. Tkach

Address: \*\*\*

Email: \*\*\*

**LENDER:**

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William R. Coulter

Address:  
Email:

**LENDER:**

/s/ Mark Tkach

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Mark A. Tkach

Address: \*\*\*  
Email: \*\*\*

For purposes of the Intercreditor Agreement, the Term Loan Administrative Agent hereby acknowledges receipt of the above Amendment and consents thereto.

**OAKTREE FUND ADMINISTRATION, LLC**

By: Oaktree Capital Management, L.P.  
Its: Managing Member

By: /s/ Mary Gallegly  
Name: Mary Gallegly  
Title: Managing Director

By: /s/ Christine Pope  
Name: Christine Pope  
Title: Managing Director

Address:  
c/o Oaktree Capital Management, L.P.  
333 S. Grand Avenue, 28th Floor  
Los Angeles, CA 90071  
Attn: Christine Pope and Mary Gallegly Email: \*\*\*

with a copy to (which shall not constitute notice): Gibson, Dunn & Crutcher, LLP  
200 Park Avenue  
New York, NY 10066  
Attention: Joe Lumley Telephone: \*\*\*  
Email: \*\*\*

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael Quartieri, certify that:

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

Date: November 4, 2025

By: /s/ Michael Quartieri  
Michael Quartieri  
Chairman, Chief Executive Officer, and President

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Joshua J. Barsetti, certify that:

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

November 4, 2025

By: /s/ Joshua J. Barsetti  
Joshua J. Barsetti  
Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the period ended September 30, 2025, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Quartieri, Chairman, Chief Executive Officer and President of RideNow Group, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 4, 2025

By: /s/ Michael Quartieri  
Michael Quartieri  
Chairman, Chief Executive Officer, and President

**CERTIFICATION PURSUANT TO  
18 U.S.C SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the period ended September 30, 2025, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Joshua J. Barsetti, Chief Financial Officer of RideNow Group, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 4, 2025

By: /s/ Joshua J. Barsetti  
Joshua J. Barsetti  
Chief Financial Officer