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, 2026

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 001-42023

SERVE ROBOTICS INC.
(Exact name of registrant as specified in its charter)

Delaware	**85-3844872**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1360 Bayport Avenue San Carlos, California 94070	**(818) 860-1352**
(Address of principal executive offices) (Zip code)	(Registrant's telephone number, including area code)

N/A
(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	Name of Each Exchange on Which Registered
Common Stock, par value $0.0001 per share	SERV	The Nasdaq Capital Market

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

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

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

As of November 3, 2026, the registrant had 87,884,752 shares of its common stock, par value $0.0001 per share, outstanding.

SERVE ROBOTICS INC.
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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including statements regarding our future results of operations or financial condition, business strategy and plans, and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expect," "intend," "seek," "plan," "anticipate," "believe," "estimate," "project," "predict," "potential," "might," "forecast," "continue," or the negative of those terms, and similar expressions and comparable terminology intended to reference future periods. Forward-looking statements include, but are not limited to, statements about:

- our status as an early-stage company with minimal revenue, a history of losses, and a limited operating history, which may make it difficult to evaluate the future of our business and prospects;
- our ability to execute our business strategy to expand our addressable market and effectively manage our growth;
- our use of artificial intelligence ("AI") and machine learning technologies, which introduces new risks and uncertainties related to accuracy, bias, intellectual property, and regulatory scrutiny;
- our ability to expand and sustain our international business;
- our ability to commercialize our products at a large scale efficiently and effectively;
- our substantial reliance on relationships with suppliers and service providers for the parts and components in our robots, as well as for the manufacture of our robots;
- our ability to attract and retain highly qualified personnel, including engineers, robotics experts, and machine learning specialists;
- the requirement for significant capital to fund our operations and growth, and the risk that financing may not be available when needed or on acceptable terms;
- our robots' reliance on sophisticated software technology that incorporates third-party components and networks to operate;
- our ability to adapt to evolving technology or customer demands in a timely and cost-effective manner;
- potential defects, glitches, or malfunctions in our products that could compromise performance, lead to injury or property damage, and result in product recalls or product liability claims;
- safety incidents arising from human supervision, connectivity issues, third-party software, or automation that could cause injury, trigger recalls, or result in uninsured product liability and warranty claims;
- misuse of our delivery robots and related technology;
- accessibility concerns or failure to comply with disability access laws may result in claims, operational restrictions, or reputational harm;
- the inability of our supply chain to deliver certain key electrical components, such as semiconductors;
- our ability to protect, maintain, and enforce our intellectual property rights;
- potential claims of infringement of third-party intellectual property rights;
- the unproven nature of our video and LiDAR licensing model and our ability to generate recurring revenue at expected levels;
- security breaches and other disruptions that could compromise our proprietary information and expose us to liability;
- cybersecurity risks to our operational systems, security systems, infrastructure, integrated software in our products, and data processed by us or third-party vendors;
- evolving laws, regulations, standards, policies, and contractual obligations related to privacy and data security, including the California Consumer Privacy Act ("CCPA"), the Illinois Biometric Information Privacy Act ("BIPA"), the General Data Protection Regulation ("GDPR"), and the Health Insurance Portability and Accountability Act of 1996 ("HIPAA");
- our internal use of AI, generative AI, and machine learning tools that may expose us to heightened cybersecurity risks;
- unfavorable changes in interest rates, foreign currency exchange rates, and inflationary pressures that may increase our operating costs;
- our dependence on discretionary spending patterns in the areas in which we operate and in the economy at large;
- competition in an industry subject to rapid technological change, where competitors may have or attain more resources and greater market recognition than we do;
- important assumptions about the market demand, pricing, adoption rates, and sales cycle for our current and future products and services being inaccurate;
- tariffs imposed by the United States and other countries, as well as changing trade relations, regional and international conflicts, and political conditions;

- the use of emerging technologies like AI, machine learning, and generative AI requiring us to navigate an uncertain legal and regulatory landscape;
- evolving privacy, data protection, and AI regulation that may restrict our ability to collect, process, and license video and LiDAR datasets;
- the evolving regulations around personal delivery devices, which could materially impact our business and growth prospects in new markets;
- restrictions on foreign-produced advanced robotic devices and our ability to obtain required Federal Communications Commission ("FCC") equipment authorizations and related government approvals for our current and future robots;
- compliance with complex laws and regulations in multiple jurisdictions, including product safety, data privacy, healthcare, and environmental regulations;
- the market price and trading volume of our common stock may be volatile and could decline significantly;
- our obligation to develop and maintain proper and effective internal control over financial reporting, and the presence of material weaknesses that increase the risk of material misstatement of our consolidated financial statements; and
- other risks and uncertainties, including those described in our Annual Report on Form 10-K for the year ended December 31, 2025, including the risks, uncertainties, assumptions, and other factors described in the section entitled *"Part I, Item 1A. Risk Factors,"* as supplemented by those risks and uncertainties described in our subsequent SEC filings, including the risks, uncertainties, assumptions, and other factors described in this Quarterly Report on Form 10-Q in the section entitled "*Part II, Item 1A. Risk Factors.*"

Actual events or results may differ from those expressed in forward-looking statements. As such, you should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, operating results, prospects, strategy, and financial needs. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, assumptions, and other factors described in the section entitled *"Part I, Item 1A. Risk Factors"* and elsewhere in our Annual Report on Form 10-K for the year ended December 31, 2025, as supplemented by those risks and uncertainties described in our subsequent SEC filings, including the risks, uncertainties, assumptions, and other factors described in this Quarterly Report on Form 10-Q in the section entitled "*Part II, Item 1A. Risk Factors.*" Moreover, we operate in a highly competitive and rapidly

changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based on information available to us as of the date of this Quarterly Report on Form 10-Q. While we believe that such information provides a reasonable basis for these statements, such information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely on these statements.

The forward-looking statements made in this Quarterly Report on Form 10-Q speak only as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information, actual results, revised expectations, or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

SERVE ROBOTICS INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts and per share data)
(Unaudited)

	September 30, 2026	December 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	$ 50,765	$ 106,239
Short-term marketable securities	147,234	127,170
Accounts receivable, net	2,170	851
Prepaid expenses	6,026	6,042
Other receivables	1,451	696
Other current assets	307	77
Total current assets	207,953	241,075
Long-term marketable securities	—	26,344
Property and equipment, net	48,711	47,013
Intangible assets, net	32,553	31,313
Goodwill	29,732	15,530
Operating lease right-of-use assets	9,591	5,369
Other non-current assets	2,961	1,107
Total assets	$ 331,501	$ 367,751
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 3,023	$ 5,014
Accrued liabilities	11,497	6,482
Deferred revenue	1,916	2
Operating lease liabilities, current	2,727	1,800
Total current liabilities	19,163	13,298
Operating lease liabilities, non-current	6,744	3,454
Deferred tax liabilities	353	255
Total liabilities	26,260	17,007
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Preferred stock, $0.0001 par value, 10,000,000 shares authorized, no shares issued or outstanding as of both September 30, 2026 and December 31, 2025	—	—
Common stock, $0.0001 par value; 300,000,000 shares authorized, 87,599,157 and 74,781,782 shares issued and 87,562,360 and 74,734,949 shares outstanding as of September 30, 2026 and December 31, 2025, respectively	9	7
Additional paid-in capital	686,509	559,485
Accumulated other comprehensive income (loss)	(30)	138
Accumulated deficit	(381,247)	(208,886)
Total stockholders' equity	305,241	350,744
Total liabilities and stockholders' equity	$ 331,501	$ 367,751

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

SERVE ROBOTICS INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(In thousands, except share amounts and per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenues	$ 2,835	$ 687	$ 9,057	$ 1,769
Cost of revenues	10,390	5,066	34,392	10,476
Gross loss	(7,555)	(4,379)	(25,335)	(8,707)
Operating expenses:				
Research and development	22,636	13,414	61,952	29,414
General and administrative	20,227	13,153	59,987	25,981
Operations	7,260	2,987	22,071	6,780
Sales and marketing	3,510	883	9,690	1,585
Total operating expenses	53,633	30,437	153,700	63,760
Loss from operations	(61,188)	(34,816)	(179,035)	(72,467)
Other income (expense):				
Interest income	1,974	1,707	6,007	5,293
Interest expense	(1)	—	(1)	(3)
Realized gain (loss) on foreign currency translation	(9)	4	(23)	4
Realized gain (loss) on investments	(1)	85	(2)	85
Other income	—	—	38	—
Other expenses	(84)	—	(108)	—
Net loss before income taxes	(59,309)	(33,020)	(173,124)	(67,088)
Benefit from income taxes	(79)	—	(763)	—
Net loss	$ (59,230)	$ (33,020)	$ (172,361)	$ (67,088)
Other comprehensive income (loss), net of tax:				
Unrealized gain (loss) on foreign currency translation	10	(343)	4	—
Unrealized gain (loss) on investments	(8)	110	(172)	65
Other comprehensive income (loss), net of tax	2	(233)	(168)	65
Comprehensive loss	$ (59,228)	$ (33,253)	$ (172,529)	$ (67,023)
Weighted average common shares outstanding - basic and diluted	86,934,371	61,343,218	80,891,917	58,472,679
Net loss per common share - basic and diluted	$ (0.68)	$ (0.54)	$ (2.13)	$ (1.15)

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

SERVE ROBOTICS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(In thousands, except share amounts and per share data)
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balances at December 31, 2024	51,288,566	$ 5	$ 239,201	$ —	$ (107,525)	$ 131,681
Issuance of common stock in registered direct offering, net of offering costs	4,210,525	1	75,847	—	—	75,848
Short-swing profit disgorgement	—	—	48	—	—	48
Vested restricted stock units	121,660	— *	—	—	—	—
Exercise of warrants	1,164,644	— *	11,787	—	—	11,787
Exercise of options	60,120	— *	138	—	—	138
Stock-based compensation	—	—	3,879	—	—	3,879
Net loss	—	—	—	—	(13,217)	(13,217)
Balances at March 31, 2025	56,845,515	6	330,900	—	(120,742)	210,164
Issuance of common stock pursuant to at-the-market public offerings, net of offering costs	1,125,706	— *	13,521	—	—	13,521
Vested restricted stock units	216,685	— *	—	—	—	—
Exercise of warrants	1,092,542	— *	(411)	—	—	(411)
Exercise of options	52,884	— *	86	—	—	86
Stock-based compensation	—	—	4,398	—	—	4,398
Other comprehensive income	—	—	—	298	—	298
Net loss	—	—	—	—	(20,850)	(20,850)
Balances at June 30, 2025	59,333,332	6	348,494	298	(141,592)	207,206
Issuance of common stock pursuant to at-the-market public offerings, net of offering costs	5,374,229	1	65,246	—	—	65,247
Acquisitions	1,539,906	— *	37,830	—	—	37,830
Vested restricted stock units	1,421,532	— *	—	—	—	—
Exercise of warrants	17,187	— *	5	—	—	5
Exercise of options	74,837	— *	181	—	—	181
Stock-based compensation	—	—	6,642	—	—	6,642
Other comprehensive income	—	—	—	(233)	—	(233)
Net Loss	—	—	—	—	(33,020)	(33,020)
Balances at September 30, 2025	67,761,023	$ 7	$ 458,398	$ 65	$ (174,612)	$ 283,858

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balances at December 31, 2025	74,734,949	$ 7	$ 559,485	$ 138	$ (208,886)	$ 350,744
Issuance of common stock pursuant to at-the-market public offerings, net of offering costs	190,000	— *	1,506	—	—	1,506
Acquisitions	344,889	— *	6,984	—	—	6,984
Vested restricted stock units	666,307	— *	—	—	—	—
Exercise of options	78,529	—	406	—	—	406
Stock-based compensation	—	— *	7,353	—	—	7,353
Other comprehensive loss	—	—	—	(199)	—	(199)
Net loss	—	—	—	—	(49,004)	(49,004)
Balances at March 31, 2026	76,014,674	7	575,734	(61)	(257,890)	317,790
Issuance of common stock pursuant to at-the-market public offerings, net of offering costs	9,567,900	1	83,415	—	—	83,416
Vested restricted stock units	889,029	1	—	—	—	1
Exercise of options	24,457	— *	(2)	—	—	(2)
Stock-based compensation	—	—	14,685	—	—	14,685
Other comprehensive income	—	—	—	29	—	29
Net loss	—	—	—	—	(64,127)	(64,127)
Balances at June 30, 2026	86,496,060	9	673,832	(32)	(322,017)	351,792
Vested restricted stock units	1,002,142	— *	—	—	—	—
Exercise of options	64,158	— *	141	—	—	141
Stock-based compensation	—	—	12,536	—	—	12,536
Other comprehensive income	—	—	—	2	—	2
Net loss	—	—	—	—	(59,230)	(59,230)
Balances at September 30, 2026	87,562,360	$ 9	$ 686,509	$ (30)	$ (381,247)	$ 305,241

*The change in common stock is less than $1,000

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

SERVE ROBOTICS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2026	**2025**
Cash flows from operating activities:		
Net loss	$ (172,361)	$ (67,088)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	34,574	14,919
Depreciation	10,511	2,413
Amortization	8,765	974
Deferred income taxes	(1,462)	—
Accretion of discount on available-for-sale securities	(1,381)	(548)
Changes in operating assets and liabilities, net of effects of businesses acquired:		
Accounts receivable, net	(445)	(718)
Prepaid expenses	1,356	(6,229)
Other receivables	(755)	(496)
Other current assets	39	(133)
Accounts payable	(3,490)	3,479
Accrued liabilities	3,080	2,688
Deferred revenue	(10)	(17)
Operating lease liabilities	(1,952)	155
Net cash used in operating activities	(123,531)	(50,601)
Cash flows from investing activities:		
Proceeds from maturities and sales of marketable securities	157,000	14,200
Purchases of marketable securities	(149,679)	(107,485)
Acquisitions, net of cash acquired	(21,447)	(7,504)
Purchases of property and equipment	(7,723)	(20,831)
Proceeds from tariff refunds	4,547	—
Security deposits	(107)	(119)
Capitalized software implementation costs	—	(405)
Net cash used in investing activities	(17,409)	(122,144)
Cash flows from financing activities:		
Proceeds from issuance of common stock pursuant to at-the-market public offerings, net of offering costs	84,922	78,767
Proceeds from exercise of options	545	405
Proceeds from issuance of common stock in registered direct offering, net of offering costs	—	75,847
Proceeds from exercise of warrants	—	11,381
Repayments of financing lease liability	—	(186)
Proceeds from short-swing profit disgorgement	—	48
Net cash provided by financing activities	85,467	166,262
Effect of exchange rate changes on cash and cash equivalents	(1)	56
Net change in cash and cash equivalents	(55,474)	(6,427)
Cash and cash equivalents at beginning of period	106,239	123,266
Cash and cash equivalents at end of period	$ 50,765	$ 116,839
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 411	$ 93
Cash paid for income taxes	$ 81	$ —
Supplemental disclosure of non-cash investing and financing activities:		
Non-cash consideration for acquisitions	$ 6,984	$ 37,636
Operating lease right-of-use assets obtained for lease obligations	$ 8,389	$ 3,045
Purchases of property and equipment, accrued but not paid	$ 955	$ 1,339

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

SERVE ROBOTICS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS AND BUSINESS

Serve Operating Co. (formerly known as Serve Robotics Inc.) was incorporated in Delaware in January 2021 and is a direct wholly-owned subsidiary of Serve Robotics Inc. Serve Operating Co. holds all material assets and conducts all material business activities and operations of Serve Robotics Inc. All references to "Serve," the "Company," "we," "our," "us" or similar terms refer to Serve Robotics Inc., together with its wholly-owned subsidiaries.

In June 2026, the Company changed its corporate headquarters from 730 Broadway, Redwood City, California 94063 to 1360 Bayport Avenue, San Carlos, California 94070 (the "Address Change"). There was no material impact on the Company's operations, financial position, or results of operations as a result of the Address Change.

Serve designs, develops, and operates low-emission robotics systems that navigate and perform work in complex, human-centered environments. Serve has developed an advanced platform that combines proprietary hardware, artificial intelligence, computer vision, and cloud-based fleet management software to enable safe, reliable, and scalable autonomous operations across multiple outdoor and indoor physical domains.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the SEC applicable to interim period financial statements and do not include all of the information and disclosures required by accounting principles generally accepted in the United States ("GAAP") for complete financial statements. In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the financial position and the results of operations for the periods presented.

These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements and the notes thereto for the year ended December 31, 2025 included in our Annual Report on Form 10-K. Interim results are not necessarily indicative of the results that may be expected for a full year.

Liquidity and Going Concern

As of September 30, 2026, our principal sources of liquidity were cash and cash equivalents and short-term marketable securities of $198.0 million, which consisted of unrestricted cash and cash equivalents on hand of $50.8 million and $147.2 million in short-term marketable securities. The Company has incurred recurring losses each year since its inception and continues to forecast operating and investing cash outflows.

Our projections of future cash needs and cash flows may differ from historical results. If current cash on hand, cash equivalents, and cash that may be used or generated from our business operations are insufficient to continue to operate our business, we will implement a plan to reduce operating and investing cash flows through reducing planned capital expenditures and planned operating expenses. Future business acquisitions will be evaluated based on whether resulting cash outflows will enable us to operate our business to be able to continue as a going concern.

Based on these plans, the Company expects it will be able to fund its operations for at least the next twelve months from the issuance of these unaudited condensed consolidated financial statements. The Company's unaudited condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates, among other things, the realization of assets and satisfaction of liabilities in the normal course of business.

We may continue to seek to obtain working capital through sales of our equity securities or convertible debt or through public or private debt facilities from various financial institutions where possible, though the availability of such funding, and applicable terms, will be dependent on prevailing market conditions.

If we identify sources for additional funding, such as the sale of additional equity securities or convertible debt, this will result in dilution to our stockholders. We can give no assurance that we will generate sufficient cash flows in the future to

satisfy our liquidity requirements or sustain future operations in the longer-term, or that other sources of funding, such as sales of equity or debt, would be available or would be approved by our securityholders, if needed, on favorable terms or at all. If we fail to obtain additional working capital as and when needed, such failure could have a material adverse impact on our business, results of operations and financial condition. Furthermore, such lack of funds may inhibit our ability to respond to competitive pressures or unanticipated capital needs, or may force us to reduce operating expenses, which would significantly harm the business and development of operations.

Use of Estimates

The preparation of the Company's unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, (i) valuation of acquired intangible assets and goodwill, (ii) impairment of long-lived assets and goodwill, (iii) estimated useful lives of amortizable long-lived assets, (iv) fair values of investments and other financial instruments, (v) the incremental borrowing rate applied in lease accounting, (vi) allocation of depreciation, amortization, and wireless network connectivity expenses to cost of revenue, (vii) valuation of stock-based compensation, and (viii) fair value of contingent consideration. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates when there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates.

Significant Accounting Policies

Other than the accounting policies as disclosed in this Quarterly Report on Form 10-Q, there have been no material changes to our significant accounting policies disclosed in Note 2. Summary of Significant Accounting Policies of the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2025.

Concentrations of Credit Risk

Financial instruments, consisting principally of cash and cash equivalents, are potentially subject to credit risk concentration. The Company generally maintains balances in various operating accounts at financial institutions that management believes to be creditworthy, in amounts that may exceed federally insured limits. The Company has not experienced any losses related to its cash and cash equivalents and does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships.

A significant portion of our revenue is concentrated with a limited number of customers. The following table represents the concentration of revenue for all customers that accounted for more than 10% of our revenues:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Customer A sales as a percentage of total revenues	10 %	43 %	11 %	34 %
Customer B sales as a percentage of total revenues	N/A	N/A	12 %	N/A
Customer C sales as a percentage of total revenues	N/A	N/A	N/A	27 %
Customer D sales as a percentage of total revenues	N/A	27 %	N/A	10 %

A significant portion of our accounts receivable is concentrated with a limited number of customers. The following table represents the concentration of accounts receivable for all customers that account for more than 10% of our total accounts receivable as of September 30, 2026 and December 31, 2025:

	September 30, 2026	December 31, 2025
Customer A receivables as a percentage of total accounts receivable	N/A	11 %
Customer B receivables as a percentage of total accounts receivable	N/A	N/A
Customer C receivables as a percentage of total accounts receivable	N/A	N/A
Customer D receivables as a percentage of total accounts receivable	N/A	30 %
Customer E receivables as a percentage of total accounts receivable	N/A	18 %
Customer F receivables as a percentage of total accounts receivable	23 %	N/A
Customer G receivables as a percentage of total accounts receivable	12 %	N/A
Customer H receivables as a percentage of total accounts receivable	11 %	N/A

Business Combinations

The Company accounts for business combinations using the acquisition method of accounting, which requires, among other things, allocation of the fair value of purchase consideration to the tangible and intangible assets acquired and liabilities assumed at their estimated fair values on the acquisition date. The excess of the fair value of purchase consideration over the values of these identifiable assets and liabilities is recorded as goodwill. When determining the fair value of assets acquired and liabilities assumed, management makes significant estimates and assumptions, especially with respect to the valuation of intangible assets. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, not to exceed one year from the date of acquisition, the Company may record adjustments to the assets acquired and liabilities assumed, with a corresponding offset to goodwill if new information is obtained related to facts and circumstances that existed as of the acquisition date. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are reflected in the unaudited condensed consolidated statements of operations and comprehensive loss.

Acquisition-related costs are costs that the Company incurs to effect a business combination, such as advisory, legal, accounting, valuation, and consulting fees. These costs are expensed as incurred. The Company recognized $0.1 million and $1.0 million of acquisition costs during the three months ended September 30, 2026 and 2025, respectively. The Company recognized $2.3 million and $1.3 million of acquisition costs during the nine months ended September 30, 2026 and 2025, respectively.

Contingent consideration is classified as a liability or as equity on the basis of the definitions of a financial liability and an equity instrument. The Company recognizes the fair value of any contingent consideration that is transferred to the seller in a business combination on the date at which control of the acquiree is obtained. Equity-classified contingent consideration related to acquisitions is measured at fair value upon acquisition of the acquiree and is recorded in permanent equity. Equity-classified contingent consideration is not revalued at each reporting period. Liability-classified contingent consideration related to acquisitions is measured at fair value upon acquisition of the acquiree and is recorded as a liability based on the expected dates of payment. Liability-classified contingent consideration is revalued each reporting period.

Property and Equipment, Net

Property and equipment are stated at cost less accumulated depreciation. Depreciation expense is recognized using the straight-line method over the following estimated useful lives:

Category	Estimated Useful Life
Robot Assets	4 - 6 years
Tooling	3 - 4 years
Office Equipment	3 years
Furniture and Fixtures	5 years
Leasehold Improvements	Shorter of remaining lease term or estimated useful life for leasehold improvements

The range of useful lives of leasehold improvements will depend on the specific circumstances for each improvement and the associated lease agreement. As of September 30, 2026, leasehold improvements are being depreciated over 1 to 7 years. Estimated useful lives are routinely assessed by management for reasonableness. Maintenance and repairs are expensed as incurred. When assets are retired or otherwise disposed of, the cost of these assets and related accumulated depreciation or amortization are eliminated from the unaudited condensed consolidated balance sheets and any resulting gains or losses are included in the unaudited condensed consolidated statements of operations and comprehensive loss in the period of disposal.

Intangible Assets, Net

Intangible assets result from acquisitions. The accounting for acquisitions requires significant estimates and judgments based on assumptions that are believed to be reasonable. Intangible assets consist of developed technology, customer relationships, and trade names. Intangible assets are recorded at fair value as of the date of acquisition and amortized using a method consistent with the pattern of benefit, which is typically on a straight-line basis over their estimated useful lives, generally 4 to 25 years. The Company reviews identifiable definite-lived intangible assets for impairment under the long-lived asset model described under “Impairment of Long-Lived Assets” as disclosed in Note 2. Summary of Significant Accounting Policies of the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2025.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, *Revenue from Contracts with Customers* (“ASC 606”). The Company derives its revenue from fleet services and software services. Revenue is measured based on the consideration the Company expects to be entitled to receive in exchange for transferring promised goods or services to customers, as determined by the terms of the applicable contract. The Company recognizes revenue when it satisfies its performance obligations by transferring control of the promised goods or services to the customer. When a contract contains multiple distinct performance obligations, the Company allocates the transaction price to each performance obligation based on its relative standalone selling price. As a practical expedient, the Company does not adjust the transaction price for the effects of a significant financing component when, at contract inception, the period between payment by the customer and the transfer of the related goods or services is expected to be one year or less.

Fleet services revenue is generated from the Company’s robot fleet completing delivery services and branding services. For delivery services, the determination that a performance obligation has been satisfied depends on the environment in which the service is provided. For outdoor delivery services, each delivery order is considered a new contract with the delivery of the specified good representing the single performance obligation. Accordingly, the Company satisfies its performance obligation when the delivery is complete, which is the point in time control of the delivered product transfers to the customer. For indoor delivery services, autonomous robot solutions are provided to customers as a stand ready obligation. Under this model, the Company retains ownership and control of its robots, which are available for the customer’s continuous use within their facilities over the contracted period of time. Under this model, the customer is provided with a bundle of integrated goods and services, including deployment of the autonomous robot, access to the proprietary software necessary for the robot functionality, implementation services, ongoing support and maintenance throughout the contracted term and autonomous robot deliveries. The bundle of integrated service offerings is considered a single performance obligation and recognized over time. As the customer is receiving and benefiting from these services simultaneously, revenue is recognized over time. The Company’s performance obligation on branding services is to continually promote a

brand over the duration of the contractual term, which is typically less than one year. The Company primarily recognizes branding revenue in the amount that it has the right to invoice as branding services are rendered.

Software services revenue is generated from licensing software to customers, and delivering engineering and development projects. The Company recognizes revenue on its software services over time based on the contract term. The Company determines measurable performance obligations, which are assessed on a contract-by-contract basis. The Company develops certain measures to estimate the progress of the performance obligation at each reporting period end.

Fees that have been invoiced or paid but for which performance obligations have not been met are recorded as deferred revenue. As of September 30, 2026 and December 31, 2025, the Company had $1.9 million and an immaterial amount, respectively, in deferred revenue pertaining to fleet and software services.

Cost of Revenue

Cost of revenue consists of direct labor, depreciation of robot assets, amortization of developed technology, network and other direct costs related to data, software, and services required for the robots to operate as intended.

For the outdoor delivery fleet, the Company allocates a portion of depreciation expense and network costs recognized during each period based on the percentage of the fleet available for delivery to cost of revenue. Fully depreciated assets are excluded from the calculation of utilization. For the indoor delivery fleet, the Company records robot depreciation expense, amortization expense related to the developed technology, and network and software licensing costs recognized during each period for all billable robots in each period. A billable robot is defined as a robot that is deployed at the customer location and available for customer use at any time.

Direct labor costs are allocated to cost of revenue based on departments or resources with direct contract involvement. Each contract is assessed to determine which personnel will be directly involved in delivery of performance obligations. Direct labor typically includes roles in fleet management, hardware operations, and software engineering.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718, *Compensation – Stock Compensation* (“ASC 718”). The Company measures all stock-based awards granted to employees, directors and non-employee consultants based on the fair value on the date of the grant and recognizes compensation expense for those awards over the requisite service period, which is generally the vesting period of the respective award. For awards with service-based vesting conditions, the Company records the expense using the straight-line method. For awards with performance-based vesting conditions, the Company records the expense if and when the Company concludes that it is probable that the performance condition will be achieved.

The Company classifies stock-based compensation expense in its unaudited condensed consolidated statements of operations and comprehensive loss in the same manner in which the award recipient’s payroll costs are classified or in which the award recipient’s service payments are classified.

The fair value of each stock option grant is estimated on the date of grant using the Black-Scholes option-pricing model. We estimate the volatility of common stock on the date of grant based on the weighted-average historical stock price volatility of our own shares or comparable publicly traded companies in our industry group. The expected term of the Company’s stock options has been determined utilizing the “simplified” method for awards that qualify as “plain-vanilla” options. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award. Expected dividend yield reflects the Company’s history of not paying cash dividends on common stock and its expectation that it will not pay cash dividends in the foreseeable future. Forfeitures are recognized as incurred. Determining the appropriate fair value of stock-based awards requires the input of subjective assumptions. The assumptions used in calculating the fair value of stock-based awards represent management’s best estimates and involve inherent uncertainties and the application of management’s judgment. As a result, if factors change and management uses different assumptions, stock-based compensation expense could be materially different for future awards.

For awards with performance-based vesting conditions, compensation expense is recognized on a straight-line basis over the requisite service period. The fair value of each performance-based award granted is estimated on the date of grant. For performance-based awards with vesting conditions that impact the determination of fair value, the Company uses a Monte Carlo simulation option pricing model. This model requires the input of subjective assumptions, including expected stock

price volatility, expected term, risk-free interest rate, dividend yield and the probability and timing of achieving the applicable performance conditions, as applicable. The Company estimates expected volatility based on the historical volatility of its common stock. The risk-free interest rate is based on U.S. Treasury yields with maturities consistent with the expected term of the awards. The Company assumes no expected dividend yield because it has not historically paid, and does not currently expect to pay, dividends on its common stock.

Foreign currency

The U.S. dollar is the functional currency of the Company's foreign subsidiaries. The Company remeasures monetary assets or liabilities denominated in currencies other than the U.S. dollar using exchange rates prevailing on the balance sheet date, and non-monetary assets and liabilities at historical rates. Foreign currency remeasurement and transaction gains and losses are included in other income (expense) and have not been material for any periods presented.

Net Loss per Share

Net earnings or loss per share is computed by dividing net income or loss by the weighted-average number of common shares outstanding during the period, excluding shares subject to redemption or forfeiture. The Company presents basic and diluted net earnings or loss per share. Diluted net earnings or loss per share reflects the weighted average number of shares issued and outstanding during the period, adjusted for potentially dilutive securities outstanding. Potentially dilutive securities are excluded from the computation of diluted net loss per share if their inclusion would be anti-dilutive. As all potentially dilutive securities were anti-dilutive as of September 30, 2026 and 2025, diluted net loss per share is the same as basic net loss per share for each period.

Potentially dilutive items outstanding are as follows:

	As of September 30,	
	2026	**2025**
Unvested restricted stock units	9,072,728	8,984,403
Common stock warrants	5,079,294	5,079,294
Contingently issuable shares	1,785,960	1,440,001
Stock options	639,128	866,268
Unvested restricted stock awards subject to nonrecourse loans	36,797	50,178
Total potentially dilutive shares	16,613,907	16,420,144

Recent Accounting Pronouncements

Changes to GAAP are established by the Financial Accounting Standards Board ("FASB"), in the form of Accounting Standards Updates ("ASUs"), to the FASB's Accounting Standards Codification ("ASC"). The Company will adopt these changes according to the various timetables the FASB specifies. There were no recently adopted accounting standards which had a material impact on the Company's consolidated financial position, results of operations, changes in stockholders' equity and cash flows.

Recent Accounting Pronouncements Adopted

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740) - Improvements to Income Tax Disclosures," which requires greater disaggregation of income tax disclosures related to the income tax reconciliation and income taxes paid. The amendments improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. The new standard is effective for annual periods beginning after December 15, 2024. We prospectively adopted ASU 2023-09 as of December 31, 2025. The additional required disclosures did not have a material impact on our consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, "Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses," which requires the

disaggregation of certain expenses in the notes of the financial statements to provide enhanced transparency into the expense captions presented on the face of the statements of operations. ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027, and may be applied either prospectively or retrospectively. Early adoption is permitted. The adoption will require certain additional disclosure in the notes to the Company's consolidated financial statements. The Company is evaluating the impact of this standard, but it does not expect the standard to have an impact on its financial statements and related disclosures.

In May 2025, the FASB issued ASU 2025-03, "Business Combinations (Topic 805) and Consolidation (Topic 810): Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity," which provides updates to the guidance for identifying the "accounting acquirer" in business combinations involving Variable Interest Entities. ASU 2025-03 is effective for annual periods beginning after December 15, 2026. The Company is evaluating the impact of this standard, but it does not expect the standard to have an impact on its financial statements and related disclosures.

In September 2025, the FASB issued ASU 2025-06, "Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software," which removes all references to prescriptive and sequential software development stages and establishes new criteria for the capitalization of internal-use software costs. ASU 2025-06 is effective for annual periods beginning after December 15, 2027, and interim periods within annual periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of this guidance on its consolidated financial statements and disclosures.

3. REVENUE

Disaggregated Revenue Information

All revenue recognized during the periods presented was attributable to the Company's core business operations, which are conducted through its single operating segment. Revenue is generated from the Company's operations in the United States.

The following table presents our revenues disaggregated by service type. This level of disaggregation takes into consideration how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Fleet services	$ 2,582	$ 433	$ 6,845	$ 974
Software services	253	254	2,212	795
Total revenue	$ 2,835	$ 687	$ 9,057	$ 1,769

Fleet Services

The Company derives revenue from its fleet of autonomous robots by offering delivery services and branding services. Delivery services revenue is derived from outdoor delivery services through partnerships with platforms to fulfill orders and indoor delivery services through partnerships with healthcare organizations to assist healthcare workers with transporting items through healthcare facilities. Branding services revenue is derived from fees paid by customers for the display of their company's branding on Serve robots and/or by reserving robots for appearances at marketing opportunities.

Software Services

Software services revenue is derived from licensing software to customers, and engineering and development projects. Software licensing generates revenue from fees paid by customers for access to the Company's proprietary software platforms and/or hosting services. Engineering and development project revenue is derived from partnerships for the development of software solutions utilizing the internally developed technology platform.

Deferred Revenue

The Company records deferred revenues when cash payments are received or due in advance of the Company satisfying its performance obligations. The changes in the balances of deferred revenue were as follows (in thousands):

	Nine Months Ended September 30,	
	2026	**2025**
Balance at beginning of period	$ 2	$ 20
Additions	6,527	3
Increases due to acquisitions	1,925	—
Revenue recognized	(6,538)	(20)
Balance at end of period	$ 1,916	$ 3

As of September 30, 2026, all of the deferred revenue is classified as current on the unaudited condensed consolidated balance sheet and expected to be recognized within the next twelve months.

Remaining Performance Obligation

Remaining performance obligation represents contracted revenue that has not yet been recognized, including unearned revenue and unbilled amounts that will be recognized as revenue in future periods. Remaining performance obligation is influenced by several factors, including seasonality, the timing of renewals, average contract terms and acquisitions. Remaining performance obligation is subject to future economic risks, including bankruptcies, regulatory changes and other market factors.

We have applied the practical expedients not to present unsatisfied performance obligations for (i) contracts with an original expected length of one year or less, (ii) contracts with variable consideration that is allocated entirely to unsatisfied performance obligations or to a wholly unsatisfied promise accounted for under the series guidance, and (iii) contracts for which we recognize revenue at the amount which we have the right to invoice for services performed.

Remaining performance obligation consisted of the following (in thousands):

	September 30, 2026	**December 31, 2025**
Current	$ 3,786	$ —
Noncurrent	2,291	—
Total	$ 6,077	$ —

The majority of the Company's noncurrent remaining performance obligation is expected to be recognized in the next 15 to 39 months.

4. ACQUISITIONS

Fiscal 2026 Acquisitions

Vebu, Inc. Acquisition

On February 17, 2026 (the "Vebu Closing Date"), the Company completed its acquisition of Vebu, Inc. ("Vebu"), which specializes in developing advanced automation solutions and robotic systems that streamline food preparation and kitchen workflows across the food supply chain. Pursuant to the Agreement and Plan of Merger, dated February 5, 2026, by and among the Company, Vebu and Serve Kitchen Robotics Inc., a Delaware corporation and direct wholly-owned subsidiary of the Company, and James Buckly Jordan, an individual, solely in his capacity as the representative of the indemnifying securityholders (the "Vebu Merger Agreement"), the Company acquired all of the issued and outstanding equity of Vebu (the "Vebu Acquisition").

Pursuant to the terms of the Vebu Merger Agreement, the aggregate consideration paid by the Company to the Vebu stockholders at the closing of the Vebu Acquisition had an aggregate value of $3.7 million of cash, common stock, and earnout contingent consideration. The consideration includes $2.3 million paid in cash to satisfy the net debt adjustment and a potential earnout which may be earned upon the achievement of certain milestones set forth in the Vebu Merger Agreement. After giving effect to such adjustments as set forth in the Vebu Merger Agreement, the Company issued 147,445 shares of the Company's common stock to the Vebu stockholders.

In addition, as set forth in the Vebu Merger Agreement, Vebu stockholders may be entitled to receive additional earnout consideration consisting of a number of shares of the Company's common stock equal to 33% of the net proceeds generated during the earnout period, divided by the volume-weighted average price of the Company's common stock over the earnout period (the "Earnout Consideration"). The Earnout Consideration is classified as a liability in accordance with ASC 480 because the Company is obligated to issue a variable number of shares. As of September 30, 2026, the fair value of the contingent consideration was deemed to be $5.0 thousand. The contingent consideration liability will be recognized at the point that the earnout is deemed probable. At the time it is recorded, it will be classified in the consolidated balance sheets based on the expected timing of settlement. Refer to Note 6. Fair Value Measurements for information regarding the subsequent measurement of the contingent consideration liability at fair value.

The total preliminary fair value of consideration paid in connection with the acquisition of Vebu consisted of the following:

	Shares	Per Share	Total Consideration (in thousands)
Cash consideration paid for outstanding shares of Vebu common and preferred stock			$ 2,305
Company common shares issuable to Vebu preferred stockholders	147,445	$ 9.27	1,367
Fair value of contingent consideration issuable to Vebu preferred stockholders			5
Total purchase price consideration			$ 3,677

At the closing of the Vebu Acquisition, each outstanding share of Vebu common stock and preferred stock was automatically cancelled and converted into the right to receive shares of the Company's common stock (including any escrow releases and earnout consideration), as set forth in the Vebu Merger Agreement. Each restricted stock unit held by a continuing employee immediately prior to the closing was assumed and converted by the Company into a Company RSU on a 1:1 basis and on substantially identical terms and conditions. The Company assumed 500,000 restricted stock units held by continuing employees of Vebu.

The Company allocated the fair value of the purchase price consideration to the tangible assets acquired and liabilities assumed, based on estimated fair values. The excess purchase price over those fair values is recorded as goodwill. The Company's valuation assumptions of acquired assets and assumed liabilities require significant estimates with respect to intangible assets. The acquired company's intangible asset is comprised of developed technology. The estimated fair value of the developed technology was determined using the relief from royalty method under the income-based approach. This method estimates the fair value of the subject intangible asset based on the present value of royalty payments that would be paid if the subject intangible asset were not owned but accessed through a license agreement.

The preliminary goodwill of $2.0 million arising from the acquisition is attributed to the expected synergies, including innovation synergies, and other benefits expected to be generated. Substantially all of the goodwill recognized is not expected to be deductible for tax purposes.

The Company's allocation of the purchase price, based on the estimated fair value of the assets acquired and liabilities assumed as of the Vebu Closing Date, is as follows (in thousands):

	February 17, 2026
Total purchase price consideration	$ 3,677
Assets acquired:	
Cash and cash equivalents	396
Accounts receivable	140
Prepaid expenses	133
Property and equipment	42
Intangible assets	1,030
Operating lease right-of-use assets	62
Other assets	226
Total identified assets acquired	2,029
Liabilities assumed:	
Accounts payable	(240)
Accrued liabilities	(69)
Operating lease liabilities	(64)
Total identified liabilities	(373)
Fair value of identifiable assets, net of identifiable liabilities assumed	$ 1,656
Goodwill	$ 2,021

The following table sets forth the components of intangible assets acquired (in thousands) and their estimated useful life as of the date of acquisition (in years):

	Weighted Average Useful Life	February 17, 2026
Developed technology	6	$ 1,030

The Company recorded immaterial acquisition-related costs in the three months ended September 30, 2026, and $0.6 million of acquisition-related costs in the nine months ended September 30, 2026. These costs represent professional fees and other direct acquisition costs. These costs are recorded within general and administrative expense in our unaudited condensed consolidated statements of operations and comprehensive loss.

Diligent Robotics, Inc. Acquisition

On January 27, 2026 (the "Diligent Closing Date"), the Company completed its acquisition of Diligent Robotics, Inc. ("Diligent"), a provider of AI-powered robot assistants for the healthcare industry. Pursuant to the Agreement and Plan of Merger, dated January 19, 2026, by and among the Company, Delight Merger Sub, Inc., a Delaware corporation and direct wholly-owned subsidiary of the Company, Diligent, and Andrea Thomaz, an individual, solely in her capacity as the representative of the indemnifying securityholders (the "Diligent Merger Agreement"), the Company acquired all of the issued and outstanding equity of Diligent (the "Diligent Acquisition").

Pursuant to the terms of the Diligent Merger Agreement, the aggregate consideration paid by the Company to the Diligent stockholders at the closing of the Diligent Acquisition had an aggregate fair value of $25.7 million of cash, common stock, and earnout contingent consideration. After giving effect to the adjustments as set forth in the Diligent Merger Agreement, the Company issued 197,472 shares of the Company's common stock to the Diligent stockholders with a fair value of $2.5

million, based on the Company's closing stock price on the Diligent Closing Date. In addition, up to 366,332 shares of the Company's common stock may be issued in the future upon achievement of certain milestones set forth in the Diligent Merger Agreement, of which 274,749 shares relate to the contingent consideration included in the consideration transferred. The remaining 91,583 shares of the Company's common stock to be issued upon achievement of certain future milestones as set forth in the Diligent Merger Agreement are attributed to certain employees and subject to a continuous service-condition. Refer to Note 10. Stockholders' Equity and Stock-Based Compensation for additional information regarding the earnout consideration arrangements.

The total preliminary fair value of consideration paid in connection with the acquisition of Diligent consisted of the following:

	Shares	Per Share	Total Consideration (in thousands)
Cash consideration paid			$ 20,095
Fair value of Serve's common shares issuable to Diligent stockholders (including escrow amounts)	197,472	$ 12.77	2,522
Fair value of contingent earnout consideration	274,749	$ 11.25	3,090
Total purchase price consideration			$ 25,707

At the closing of the Diligent Acquisition, each outstanding share of Diligent common stock, all Diligent options, and all Diligent warrants were automatically cancelled for no consideration and each outstanding share of Diligent preferred stock was automatically cancelled and converted into the right to receive shares of the Company's common stock, including any escrow releases and earnout consideration, as set forth in the Diligent Merger Agreement. Each Diligent restricted stock unit held by a continuing employee immediately prior to the closing was assumed and converted into a restricted stock unit on a 1:1 basis and on substantially identical terms and conditions. The Company assumed 1,319,151 restricted stock units held by continuing employees of Diligent.

The Company allocated the fair value of the purchase price consideration to the tangible and intangible assets acquired and liabilities assumed, based on estimated fair values. The excess purchase price over those fair values is recorded as goodwill. The Company's valuation assumptions of acquired assets and assumed liabilities require significant estimates with respect to intangible assets. The acquired company's intangible assets are comprised of developed technology and trade name. The estimated fair values of the developed technology and trade name were determined using the relief from royalty method under the income-based approach. This method estimates the fair value of the intangible asset based on the present value of royalty payments that would be paid if the subject intangible asset were not owned but paid to a third-party for the use of the asset.

The preliminary goodwill of $11.9 million arising from the acquisition is attributed to the expected synergies, including innovation synergies, synergies related to the assembled workforce, and other benefits expected to be generated. Substantially all of the goodwill recognized is not expected to be deductible for tax purposes.

Certain data necessary to complete the purchase price allocation remains preliminary. The Company expects to complete the purchase price allocation within 12 months of the Diligent Closing Date, at which time the purchase price allocation set forth herein may be revised. Any such revisions or changes may be material. The Company utilized widely accepted income-based, market-based, and cost-based valuation approaches to perform the preliminary purchase price allocation.

The Company's preliminary allocation of the purchase price, based on the estimated fair value of the assets acquired and liabilities assumed as of the Diligent Closing Date, is as follows (in thousands):

	January 27, 2026
Total purchase price consideration	$ 25,707
Assets acquired:	
Cash and cash equivalents	557
Accounts receivable	564
Prepaid expenses	388
Property and equipment	11,028
Intangible assets	6,000
Capitalized software	2,238
Other assets	128
Total identified assets acquired	20,903
Liabilities assumed:	
Accounts payable	(2,010)
Accrued liabilities	(2,327)
Deferred revenue	(1,925)
Deferred tax liability	(740)
Other liabilities	(88)
Total identified liabilities	(7,090)
Fair value of identifiable assets, net of identifiable liabilities assumed	$ 13,813
Goodwill	$ 11,894

Measurement period adjustments are recognized in the reporting period in which the adjustments are determined and calculated as if the accounting had been completed at the acquisition date. During the three months ended September 30, 2026, the Company recorded a $1.4 million decrease to property and equipment and a corresponding increase to Goodwill, reflecting refined estimates and assumptions based on the results of a spare parts count performed as part of the integration process.

The following table sets forth the preliminary components of intangible assets acquired (in thousands) and their estimated useful life as of the date of acquisition (in years):

Intangible Assets	Weighted Average Useful Life	January 27, 2026
Developed technology	6	$ 5,300
Trade names	4	700
Total fair value of intangible assets		$ 6,000

The Company recorded $0.1 million and $1.5 million of acquisition-related costs in the three and nine months ended September 30, 2026, respectively, representing professional fees and other direct acquisition costs. These costs are

recorded within general and administrative expense in our unaudited condensed consolidated statements of operations and comprehensive loss.

The amounts of revenue and loss from Diligent included in the Company's unaudited condensed consolidated statements of operations and comprehensive loss from January 27, 2026 to the period ended September 30, 2026 were $4.6 million and $22.0 million, respectively.

Pro forma results (unaudited)

The following pro forma information assumes the Diligent Acquisition occurred as of the beginning of the year immediately preceding the transaction. The pro forma information contains the actual operating results of the Company combined with the results of Diligent prior to acquisition dates, adjusted to reflect the pro forma impact of the acquisitions occurring as of January 1, 2025. The pro forma adjustments primarily consist of $2.0 million to remove interest expense recorded on debt paid off at close and adjustments for a total $2.0 million in transaction costs incurred. This pro forma presentation does not include any impact of transaction synergies.

The following table presents the unaudited pro forma consolidated revenue and net loss for the combined company as a result of the Diligent Acquisition (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenues	$ 2,835	$ 2,926	$ 9,557	$ 8,895
Net Loss	$ (59,115)	$ (40,048)	$ (173,716)	$ (84,026)

The pro forma information is presented for informational purposes only and is not necessarily indicative of the results of operations that actually would have been achieved had the Diligent Acquisition been consummated as of January 1, 2025.

Fiscal 2025 Acquisitions

Vayu Acquisition

On August 14, 2025 (the "Vayu Closing Date"), the Company entered into an Agreement and Plan of Merger by and among the Company, Valencia Merger Sub I Inc., a Delaware corporation and the Company's direct wholly-owned subsidiary ("Valencia Merger Sub I"), Valencia Merger Sub II LLC, a Delaware limited liability company and the Company's direct wholly-owned subsidiary ("Valencia Merger Sub II"), Vayu Robotics, Inc. ("Vayu") and certain of Vayu's securityholders (the "Vayu Merger Agreement").

Pursuant to the Vayu Merger Agreement, on August 15, 2025, (i) Valencia Merger Sub I merged with and into Vayu, with Vayu surviving as a direct wholly-owned subsidiary of the Company and (ii) Vayu subsequently merged with and into Valencia Merger Sub II, with Valencia Merger Sub II surviving the merger. In connection with the closing of the transactions contemplated by the Vayu Merger Agreement, the Company acquired all of the issued and outstanding equity of Vayu, which was accounted for under the acquisition method of accounting. Vayu is a pioneer in urban robot navigation using large-scale AI models, and the Company's acquisition of Vayu supports the adoption of advanced AI-driven autonomy by integrating Vayu's foundation model technology and simulation capabilities.

The total fair value of consideration paid in connection with the acquisition of Vayu consisted of the following:

	Shares	Per Share	Total Consideration (in thousands)
Cash paid for outstanding shares of Vayu common and preferred stock			$ 1,875
Net working capital adjustment			310
Company common shares issuable to Vayu common and preferred stockholders	1,539,906	$ 9.71	14,952
Company warrants issued to Vayu SAFE holder, Khosla Ventures	4,000,000	$ 5.41	21,640
Replacement equity awards attributable to pre-combination service	—	—	734
Total purchase price consideration			$ 39,511

The Company allocated the fair value of the purchase price consideration to the tangible assets acquired and liabilities assumed, based on estimated fair values. The excess purchase price over those fair values is recorded as goodwill. The Company's valuation assumptions of acquired assets and assumed liabilities require significant estimates with respect to intangible assets. The acquired company's intangible assets are comprised of developed technology. The estimated fair value of the developed technology was determined using the cost method, which estimates the value of an asset based on the current cost to replace or reproduce it, adjusted for physical deterioration, functional obsolescence, and economic factors. This method reflects the amount a market participant would need to invest to create an asset of comparable utility, considering current technology and development costs.

The total purchase consideration was approximately $39.5 million of cash, common stock, warrant, and replacement equity awards. The goodwill of $11.5 million arising from the acquisition is attributed to the expected synergies, including innovation synergies, and other benefits expected to be generated. Substantially all of the goodwill recognized is not expected to be deductible for tax purposes. The estimated fair value of the warrants was determined using the Black-Scholes model. The estimated fair value of the replacement equity awards attributable to pre-combination service was determined using the binomial lattice model.

In connection with the Vayu Merger Agreement, the Company granted performance-based RSUs ("PRSUs"). 880,001 PRSUs were granted to certain employees and 560,000 PRSUs were granted to certain shareholders. All PRSUs will vest or commence vesting upon achievement of a specified operational target (the "Milestone") by December 31, 2026 (the "Milestone Date"). In addition, the PRSUs are subject to a continuous service condition.

The Company's allocation of the purchase price, based on the estimated fair value of the assets acquired and liabilities assumed as of the Vayu Closing Date, is as follows (in thousands):

	August 15, 2025
Total purchase price consideration	$ 39,511
Assets acquired:	
Cash and cash equivalents	6
Other current assets	57
Intangible assets	32,439
Total identifiable assets acquired	32,502
Liabilities assumed:	
Accounts payable	(366)
Other current liabilities	(44)
Deferred tax liability	(4,071)
Total identifiable liabilities assumed	(4,481)
Fair value of identifiable assets, net of identifiable liabilities assumed	$ 28,021
Goodwill	$ 11,490

Measurement period adjustments are recognized in the reporting period in which the adjustments are determined and calculated as if the accounting had been completed at the acquisition date. As a result of refining estimates and assumptions since the acquisition date, during the three months ended September 30, 2026, the Company recorded a $0.3 million increase to deferred tax liability and a corresponding increase to Goodwill as a result of new information obtained about facts and circumstances that existed as of the acquisition date.

The following table sets forth the components of intangible assets acquired (in thousands) and their estimated useful life as of the date of acquisition (in years):

	Weighted Average Useful Life	August 15, 2025
Developed technology	5	$ 32,439

The Company recorded zero and $0.2 million of acquisition-related costs in the three and nine months ended September 30, 2026, respectively, representing professional fees and other direct acquisition costs. These costs are recorded within general and administrative expense in our unaudited condensed consolidated statements of operations and comprehensive loss.

Voysys AB Acquisition

On April 1, 2025 (the "Voysys Closing Date"), the Company acquired from Phantom Auto Inc., a Delaware corporation ("Phantom") (i) all of the issued and outstanding equity of Voysys AB, a limited liability company duly incorporated and organized under the laws of Sweden ("Voysys") and (ii) certain intellectual property, including registered patents, of Phantom. The acquisition was accounted for under the acquisition method of accounting. Voysys is a Swedish pioneer in ultra-low latency video streaming, connectivity, and teleoperation technology. The Company's acquisition of Voysys enhances Serve's technology stack to support its rapidly growing fleet of autonomous delivery robots.

The Company allocated the fair value of the purchase price consideration to the tangible assets, liabilities, and intangible assets acquired, based on their estimated fair values. The excess of the purchase price over those fair values is recorded as goodwill. The Company's valuation assumptions of acquired assets and assumed liabilities require significant estimates, particularly for intangible assets. The acquired company's intangible assets consist of customer relationships, trade name,

and developed technology. The estimated fair value of customer relationships, trade name, and developed technology was determined using the multi-period excess earnings method and the relief from royalty method. Both methods require forward-looking estimates that are discounted to determine the fair value of the intangible asset using a risk-adjusted discount rate that is reflective of the level of risk associated with future estimates associated with the asset group, which could be affected by future economic and market conditions. The estimated fair value of the developed technology is also dependent on the selection of the royalty rate used in the valuation method.

The total purchase consideration was approximately $5.7 million in cash consideration. The goodwill of $4.3 million arising from the acquisition is attributed to the expected synergies, including future cost savings, and other benefits expected to be generated. Substantially all of the goodwill recognized is not expected to be deductible for tax purposes.

The Company's allocation of the purchase price, based on the estimated fair value of the assets acquired and liabilities assumed as of the Voysys Closing Date, is as follows (in thousands):

	April 1, 2025
Cash consideration paid	$ 5,170
Escrow amount	575
Purchase price	5,745
Assets acquired:	
Cash and cash equivalents	111
Other current assets	73
Other assets	17
Intangible assets, net	1,370
Total identifiable assets acquired	1,571
Liabilities assumed:	
Current liabilities	(153)
Total identifiable liabilities assumed	(153)
Fair value of identifiable assets, net of identifiable liabilities assumed	$ 1,418
Goodwill	$ 4,327

The following table sets forth the components of intangible assets acquired (in thousands) and their estimated useful life as of the date of acquisition (in years):

Intangible Assets	Weighted Average Useful Life	April 1, 2025
Developed technology	15	$ 980
Customer relationships	25	255
Trade names	10	135
Total fair value of intangible assets		$ 1,370

Acquisition-related costs represent costs incurred for professional fees and other direct acquisition costs. These costs are recorded within general and administrative expense in our unaudited condensed consolidated statements of operations and comprehensive loss. In connection with the acquisition of Voysys, the Company recorded zero acquisition-related costs in the three and nine months ended September 30, 2026.

5. GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill represents the excess of the cost over the net tangible and identifiable intangible assets of acquired businesses.

The changes in the carrying amount of goodwill during the nine months ended September 30, 2026 were as follows (in thousands):

	Total
Balance as of December 31, 2025	$ 15,530
Acquisitions	12,469
Measurement period adjustments	1,733
Balance as of September 30, 2026	$ 29,732

Measurement period adjustments represent adjustments to preliminary estimates of fair value within the measurement period of up to one year from the date of acquisition. Measurement period adjustments are recognized in the reporting period in which the adjustments are determined and calculated as if the accounting had been completed at the acquisition date. Refer to Note 4. Acquisitions for details pertaining to the nature of the adjustments recorded.

The Company evaluates goodwill for impairment at least annually during the fourth quarter and more frequently when events or changes in circumstances indicate that it is more likely than not that the fair value of its reporting unit is below its carrying amount. No such triggering events or circumstances were identified during the three and nine months ended September 30, 2026.

Identifiable intangible assets acquired in business combinations are recorded based upon fair value at the date of acquisition. Carrying values are adjusted to reflect the impacts of foreign currency.

Intangible assets, net consisted of the following as of September 30, 2026 (in thousands):

	Weighted-Average Remaining Useful Life (in years)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Developed technology	4.3	$ 39,749	$ 8,127	$ 31,622
Customer relationships	23.5	255	15	240
Trade names	4.1	835	144	691
Balance as of September 30, 2026		$ 40,839	$ 8,286	$ 32,553

Developed technology intangible assets are being amortized over 5 to 15 years. Customer relationships are being amortized over 25 years. Trade name intangible assets are being amortized over 4 to 10 years.

The Company recorded amortization expense associated with intangible assets of $2.0 million and $0.9 million for the three months ended September 30, 2026 and 2025, respectively. The Company recorded amortization expense associated with intangible assets of $5.8 million and $0.9 million for the nine months ended September 30, 2026 and 2025, respectively.

The estimated future amortization expense of intangible assets as of September 30, 2026 is as follows (in thousands):

Year Ending December 31,		Amortization Expense
Remainder of 2026	$	1,952
2027		7,807
2028		7,807
2029		7,807
2030		5,206
Thereafter		1,974
Total estimated future amortization expense	$	32,553

The Company evaluates definite-lived intangible assets for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. No such triggering events or circumstances were identified during the three and nine months ended September 30, 2026.

6. FAIR VALUE MEASUREMENTS

Assets Measured at Fair Value on a Recurring Basis

The following tables set forth the Company's cash equivalents and marketable securities that were measured at fair value on a recurring basis by level within the fair value hierarchy as of September 30, 2026 and December 31, 2025 (in thousands):

	Fair Value Measurements as of September 30, 2026:			
	Level 1	Level 2	Level 3	Total
Cash equivalents				
Money market funds	$ 24,023	$ —	$ —	$ 24,023
Commercial paper	—	5,478	—	5,478
Corporate bonds	—	798	—	798
Short-term marketable securities				
Certificates of deposit	—	25,000	—	25,000
Commercial paper	—	41,614	—	41,614
Corporate notes/bonds	—	77,619	—	77,619
U.S. Government agencies	—	3,001	—	3,001
Total fair value of assets	$ 24,023	$ 153,510	$ —	$ 177,533

	Fair Value Measurements as of December 31, 2025:			
	Level 1	Level 2	Level 3	Total
Cash equivalents				
Money market funds	$ 86,714	$ —	$ —	$ 86,714
Commercial paper	—	3,995	—	3,995
Short-term marketable securities				
Certificates of deposit	—	40,182	—	40,182
Commercial paper	—	35,814	—	35,814
Corporate notes/bonds	—	47,928	—	47,928
U.S. Government agencies	—	1,251	—	1,251
U.S. Treasury securities	—	1,995	—	1,995
Long-term marketable securities				
Corporate notes/bonds	—	20,341	—	20,341
U.S. Government agencies	—	6,003	—	6,003
Total fair value of assets	$ 86,714	$ 157,509	$ —	$ 244,223

The fair value of the Company's Level 1 financial instruments is based on quoted market prices for identical instruments in active markets. The fair value of the Company's Level 2 fixed income securities is obtained from independent pricing services, which may use quoted market prices for identical or comparable instruments in less active markets or model driven valuations using observable market data or inputs corroborated by observable market data.

Liabilities Measured at Fair Value on a Recurring Basis

As discussed in Note 4. Acquisitions, the Company entered into a contingent consideration arrangement in connection with its acquisition of Vebu, in which the Company will make additional payments to the Vebu stockholders based on achievement of certain milestones. In addition, the Company awarded a certain employee with a compensation arrangement in which the employee is eligible to receive a variable number of shares based on specified performance metrics. Both arrangements are liability-classified arrangements and are accounted for in accordance with ASC 480.

The fair value of the liability-classified arrangements is determined using a Monte Carlo simulation which uses Level 3 unobservable inputs. These liability-classified arrangements are carried at fair value which is estimated by applying a probability-based model utilizing inputs based on timing of achievement that were unobservable in the market. Actual results may differ from the projected results and could have a significant impact on the estimated fair value of the contingent consideration. Changes in fair value are recorded in other income in the unaudited condensed consolidated statements of operations and comprehensive loss.

The most significant unobservable inputs used to determine the fair value of the liability-classified contingent consideration relate to the revenue growth rate (3.0%), discount rate (28.0%) and the market price of risk adjustment (4.0%). As of September 30, 2026, the fair value of the Company's Level 3 liabilities was immaterial.

7. MARKETABLE SECURITIES

The following tables summarize the cost or amortized cost, gross unrealized gain, gross unrealized loss, and fair value of the Company's cash equivalents and marketable securities as of September 30, 2026 and December 31, 2025 (in thousands):

	September 30, 2026			
	Cost or Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Cash equivalents				
Money market funds	$ 24,023	$ —	$ —	$ 24,023
Commercial paper	5,480	—	(2)	5,478
Corporate bonds	798	—	—	798
Short-term marketable securities				
Certificates of deposit	25,000	—	—	25,000
Commercial paper	41,643	—	(29)	41,614
Corporate notes/bonds	77,690	—	(71)	77,619
U.S. Government agencies	3,001	—	—	3,001
Total	$ 177,635	$ —	$ (102)	$ 177,533

	December 31, 2025			
	Cost or Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Cash equivalents				
Money market funds	$ 86,714	$ —	$ —	$ 86,714
Commercial paper	3,995	—	—	3,995
Short-term marketable securities				
Certificates of deposit	40,001	181	—	40,182
Commercial paper	35,814	—	—	35,814
Corporate notes/bonds	47,912	16	—	47,928
U.S. Government agencies	1,251	—	—	1,251
U.S. Treasury securities	1,994	1	—	1,995
Long-term marketable securities				
Corporate notes/bonds	20,348	—	(7)	20,341
U.S. Government agencies	6,005	—	(2)	6,003
Total	$ 244,034	$ 198	$ (9)	$ 244,223

For marketable securities with unrealized loss positions, the Company does not intend to sell these securities, and it is more likely than not that the Company will hold these securities until maturity or a recovery of the cost basis. No allowance for credit losses was recorded for these securities as of September 30, 2026 or December 31, 2025.

8. PROPERTY AND EQUIPMENT, NET

The following is a summary of property and equipment, net (in thousands):

	September 30, 2026	December 31, 2025
Robot assets	$ 49,669	$ 47,221
Construction in progress	10,205	3,357
Tooling	2,463	2,111
Furniture and fixtures	709	—
Leasehold improvement	627	414
Office equipment	531	375
Total	64,204	53,478
Less: accumulated depreciation	(15,493)	(6,465)
Property and equipment, net	$ 48,711	$ 47,013

The Company recorded depreciation expense of $3.4 million and $1.1 million for the three months ended September 30, 2026 and 2025, respectively. The Company recorded depreciation expense of $10.5 million and $2.4 million for the nine months ended September 30, 2026 and 2025, respectively.

As of September 30, 2026, robot assets included a $4.5 million reduction related to tariff refunds recognized during the period as a result of the U.S. Supreme Court ruling under the International Emergency Economic Powers Act (“IEEPA”). Refer to Note 12. Commitments and Contingencies for further information.

The Company evaluates property and equipment for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. No such triggering events or circumstances were identified during the three and nine months ended September 30, 2026.

9. LEASES

Operating Leases – Right of Use Asset and Liability

The Company leases its facilities, which include office and warehouse space, under non-cancelable lease agreements with terms expiring between June 2027 and September 2031. The Company also has leases for cargo vans with terms expiring between November 2026 and June 2028. Certain of these arrangements have free rent, escalating rent payment provisions, lease renewal options, and tenant allowances. Under such arrangements, the Company recognizes an ROU asset and lease liability on the unaudited condensed consolidated balance sheets. Lease costs are recognized on a straight-line basis over the non-cancelable lease term.

The components of lease costs related to the Company's operating leases are classified in the unaudited condensed consolidated statements of operations and comprehensive loss as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Operations	$ 1,269	$ 770	$ 3,102	$ 1,456
General and administrative	22	26	494	54
Research and development	—	2	9	76
Sales and marketing	1	—	2	—
Total lease costs	$ 1,292	$ 798	$ 3,607	$ 1,586

The components of lease costs were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Operating lease costs	$ 914	$ 550	$ 2,478	$ 1,205
Variable lease costs	350	220	1,024	353
Short-term lease costs	28	28	105	28
Total lease costs	$ 1,292	$ 798	$ 3,607	$ 1,586

Supplemental cash flow information related to leases is as follows (in thousands):

	Nine Months Ended September 30,	
	2026	2025
Operating cash flows paid for operating leases	$ 2,017	$ 1,019
Right-of-use assets obtained in exchange for operating lease obligations	$ 8,389	$ 3,045

Supplemental balance sheet information related to leases is as follows:

	September 30, 2026	December 31, 2025
Weighted-average remaining lease term (in years)	4.92	3.42
Weighted-average discount rate	8.99 %	7.39 %

The maturities of lease liabilities as of September 30, 2026, are as follows (in thousands):

Remainder of 2026	$ 835
2027	3,199
2028	2,254
2029	2,054
2030	1,825
Thereafter	770
Total undiscounted future cash flows	10,937
Less: imputed interest	(1,466)
Total operating lease liabilities	$ 9,471

As of September 30, 2026, the Company had no additional operating lease commitments for non-cancelable leases that had not yet commenced.

Finance Lease – Failed Sales-Leaseback

In November 2022, the Company entered into a lease agreement with Farnam Capital for its robot assets. As per ASC 842-40-25-1, the transaction was considered a failed sales-leaseback and therefore the lease was accounted for as a financing agreement. In April 2025, the Company exercised the option to purchase the assets at the end of the lease for $2.2 million. There was no outstanding liability at September 30, 2026.

10. STOCKHOLDERS' EQUITY AND STOCK-BASED COMPENSATION

Common Stock

Each share of common stock entitles the holder to one vote on all matters submitted to a vote of the Company's stockholders. Common stockholders are not entitled to receive dividends, unless declared by the Company's board of directors (the "Board").

As of September 30, 2026, the Company is authorized to issue 10,000,000 shares of preferred stock, par value $0.0001 per share, and 300,000,000 shares of common stock, par value $0.0001 per share.

Dividend Rights

Subject to applicable law and the rights and preferences, if any, of any holders of any outstanding series of preferred stock, the holders of our common stock are entitled to receive dividends if our Board, in its discretion, determines to issue dividends and then only at the times and in the amounts that our Board may determine, payable either in cash, in property or in shares of capital stock.

Common Stock Transactions

On February 17, 2026, the Company entered into the Vebu Merger Agreement, pursuant to which the Company issued 147,445 shares of its common stock in initial upfront consideration. The Company also issued 500,000 shares of common stock to certain employees. As of September 30, 2026, 637,945 of the total 647,445 shares of common stock contemplated in the Vebu Merger Agreement have been issued and are outstanding.

On January 27, 2026, the Company entered into the Diligent Merger Agreement, pursuant to which the Company issued 197,472 shares of its common stock in initial upfront consideration. Additionally, the Company granted a future earnout consisting of up to 366,332 shares of common stock, contingent on the achievement of certain performance milestones. The Company also issued 1,319,151 shares of common stock to certain employees. As of September 30, 2026, 1,439,087 of the total 1,882,955 shares of common stock contemplated in the Diligent Merger Agreement have been issued and are outstanding.

On October 10, 2025, the Company entered into a securities purchase agreement with certain institutional investors pursuant to which the Company agreed to issue and sell, in a registered direct offering an aggregate of 6,250,000 shares of the Company's common stock, $0.0001 par value per share at a price of $16.00 per share (the "October Registered Direct Offering"). The gross proceeds to the Company from the October Registered Direct Offering were approximately $100 million, before deducting the placement agents' fees and other offering expenses payable by the Company.

On August 15, 2025, the Company entered into the Vayu Merger Agreement. Pursuant to the Vayu Merger Agreement, the Company issued 1,494,906 shares of common stock as initial upfront consideration and granted an additional 45,000 shares of common stock to a Vayu shareholder, subject to the terms of the Vayu Merger Agreement. The Company also issued 493,970 shares of common stock to certain Vayu employees pursuant to the Vayu Merger Agreement. In addition, the Company granted contingent earnout consideration of up to 560,000 shares of common stock to certain Vayu shareholders and up to 880,001 shares of common stock to certain Vayu employees, each subject to the achievement of certain performance milestones. The Company also granted warrants to purchase 4,000,000 shares of common stock to a certain Vayu securityholder at an exercise price of $10.36 per share, which represented the 10-day volume-weighted average price of the Company's common stock immediately prior to the transaction closing, and issued 84,437 stock options to certain

Vayu shareholders. As of September 30, 2026, 1,770,099 of the 7,558,314 shares of deal consideration have been issued and are outstanding.

On January 7, 2025, the Company entered into a securities purchase agreement with a certain institutional investor pursuant to which the Company agreed to issue and sell, in a registered direct offering an aggregate of 4,210,525 shares of the Company's common stock at a price of $19.00 per share (the "January Registered Direct Offering"). The gross proceeds to the Company from the January Registered Direct Offering were approximately $80 million, before deducting the placement agents' fees and other offering expenses payable by the Company.

Equity Compensation Plans

Vebu 2026 Equity Incentive Plan

In connection with the Company's acquisition of Vebu, the Company assumed certain equity awards that had been issued pursuant to the Vebu 2026 Equity Incentive Plan (the "2026 Vebu Plan"). In accordance with the Vebu Merger Agreement, the 2026 Vebu Plan was adopted and approved, and stockholder approval was obtained, prior to the closing of the acquisition. Prior to the closing, Vebu granted restricted stock units ("Vebu RSUs") covering an equivalent of an aggregate of 500,000 shares of the Company's common stock to certain individuals who were expected to become continuing employees of the Company, pursuant to forms of award agreement reasonably approved by the Company. The Vebu RSUs were only effective for those individuals who accepted their awards by timely executing and returning the applicable award agreement prior to the closing date and who became continuing employees.

Immediately following the issuance of the Vebu RSUs and the closing of the acquisition, the 2026 Vebu Plan was terminated in accordance with the Vebu Merger Agreement, and no further awards will be granted under the 2026 Vebu Plan. The 2026 Vebu Plan permitted the grant of incentive stock options, nonstatutory stock options, restricted stock, restricted stock units, stock appreciation rights, and stock bonus awards. Subject to adjustments as set forth in the 2026 Vebu Plan, the maximum aggregate number of shares of the Company's common stock that could have been issued under the 2026 Vebu Plan did not exceed 500,000 shares. Any shares subject to awards under the 2026 Vebu Plan that expired, were forfeited, or became unexercisable without having been exercised in full, or were surrendered pursuant to an exchange program, would have continued to be available for issuance under the plan prior to its termination. After the termination of the 2026 Vebu Plan, no further awards may be granted under the plan, and any shares underlying awards that are forfeited or canceled will not become available for future issuance.

Diligent 2026 Equity Incentive Plan

In connection with the Company's acquisition of Diligent, the Company assumed certain equity awards that had been issued pursuant to the Diligent 2026 Equity Incentive Plan (the "2026 Diligent Plan"). In accordance with the Diligent Merger Agreement, the 2026 Diligent Plan was adopted and approved, and stockholder approval was obtained, prior to the closing of the acquisition. Prior to the closing, Diligent granted restricted stock units ("Diligent RSUs") covering an equivalent of an aggregate of 1,319,151 shares of the Company's common stock to certain individuals who were expected to become continuing employees of the Company, pursuant to forms of award agreement reasonably approved by the Company. The Diligent RSUs were only effective for those individuals who accepted their awards by timely executing and returning the applicable award agreement prior to the closing date and who became continuing employees.

Immediately following the issuance of the Diligent RSUs and the closing of the acquisition, the 2026 Diligent Plan was terminated in accordance with the Diligent Merger Agreement, and no further awards will be granted under the 2026 Diligent Plan. The 2026 Diligent Plan permitted the grant of incentive stock options, nonstatutory stock options, restricted stock, restricted stock units, stock appreciation rights, and stock bonus awards. Subject to adjustments as set forth in the 2026 Diligent Plan, the maximum aggregate number of shares of the Company's common stock that could have been issued under the 2026 Diligent Plan did not exceed 1,319,179 shares. Any shares subject to awards under the 2026 Diligent Plan that expired, were forfeited, or became unexercisable without having been exercised in full, or were surrendered pursuant to an exchange program, would have continued to be available for issuance under the plan prior to its termination. After the termination of the 2026 Diligent Plan, no further awards may be granted under the plan, and any shares underlying awards that are forfeited or canceled will not become available for future issuance.

Vayu 2025 Equity Incentive Plan

In connection with the Company's acquisition of Vayu, the Company assumed certain equity awards that had been issued pursuant to the Vayu 2025 Equity Incentive Plan (the "2025 Vayu Plan"). In accordance with the Vayu Merger Agreement, the 2025 Vayu Plan was adopted and approved, and stockholder approval was obtained, prior to the closing of the acquisition. Prior to the closing, Vayu granted restricted stock units ("Vayu RSUs") covering an equivalent of an aggregate of 1,373,971 shares of the Company's common stock to certain individuals who were expected to become continuing employees of the Company, pursuant to forms of award agreement reasonably approved by the Company. The Vayu RSUs were only effective for those individuals who accepted their awards by timely executing and returning the applicable award agreement prior to the closing date and who became continuing employees.

Immediately following the issuance of the Vayu RSUs and the closing of the acquisition, the 2025 Vayu Plan was terminated in accordance with the Vayu Merger Agreement, and no further awards will be granted under the 2025 Vayu Plan. The 2025 Vayu Plan permitted the grant of incentive stock options, nonstatutory stock options, restricted stock, restricted stock units, stock appreciation rights, and stock bonus awards. Subject to adjustments as set forth in the 2025 Vayu Plan, the maximum aggregate number of shares of the Company's common stock that could have been issued under the 2025 Vayu Plan did not exceed 1,400,000 shares. Any shares subject to awards under the 2025 Vayu Plan that expired, were forfeited, or became unexercisable without having been exercised in full, or were surrendered pursuant to an exchange program, would have continued to be available for issuance under the plan prior to its termination. After the termination of the 2025 Vayu Plan, no further awards may be granted under the plan, and any shares underlying awards that are forfeited or canceled will not become available for future issuance.

2023 Equity Incentive Plan

The Company's 2023 Equity Incentive Plan (the "2023 Plan") permits the grant of incentive stock options, nonstatutory stock options, stock appreciation rights ("SARs"), restricted stock, restricted stock units ("RSUs") and stock bonus awards (all such types of awards, collectively, "stock awards").

The shares may be authorized, but unissued, or reacquired common stock. Furthermore, subject to adjustments as set forth in the 2023 Plan, in no event shall the maximum aggregate number of shares that may be issued under the 2023 Plan pursuant to Incentive Stock Options exceed the number set forth above plus, to the extent allowable under Section 422 of the Code and the regulations promulgated thereunder, any shares that again become available for issuance pursuant to the 2023 Plan.

The number of shares available for issuance under the 2023 Plan may, at the discretion of our Board or a committee thereof, which committee will be constituted to satisfy applicable laws ("Plan Administrator"), be increased on October 1st of each fiscal year beginning with the 2023 fiscal year until the 2023 Plan terminates, in each case, in an amount equal to the lesser of (i) 4% of the shares of the Company's common stock issued and outstanding on the last day of the immediately preceding month on a fully-diluted and as-converted basis and (ii) such other number of shares as determined by our Board.

Subject to adjustments as set forth in the 2023 Plan, the maximum aggregate number of shares of common stock that may be issued under the 2023 Plan will not exceed 7,487,029 shares. In June 2025, the 2023 Plan was amended, and the number of shares authorized under the 2023 Plan was increased by 2,280,000 additional shares. In October 2025, the number of shares authorized under the 2023 Plan was increased by 3,289,146 additional shares, pursuant to the evergreen provisions under the 2023 Plan. As of September 30, 2026, there were a total of 263,031 shares available to be issued under the 2023 Plan.

To the extent stock awards or shares issued under Serve's 2021 Equity Incentive Plan ("2021 Plan") that were assumed by the Company ("Existing Plan Awards") are exercised in full or are surrendered pursuant to an exchange program (as defined in the 2023 Plan), the unissued shares that were subject thereto will continue to be available under the 2023 Plan for issuance pursuant to future stock awards. In addition, any shares that are retained by us upon exercise of a stock award or Existing Plan Award in order to satisfy the exercise or purchase price for such stock award or Existing Plan Award or any withholding taxes due with respect to such stock award or Existing Plan Award will be treated as not issued and will continue to be available under the 2023 Plan for issuance pursuant to future stock awards. Shares issued under the 2023 Plan or an Existing Plan Award and later forfeited to us due to the failure to vest or repurchased by us at the original purchase price paid to us for the shares (including without limitation upon forfeiture to or repurchase by us in connection with a participant ceasing to be a service provider) will again be available for future grant under the 2023 Plan. To the

extent a stock award under the 2023 Plan or Existing Plan Award is paid out in cash rather than shares, such cash payment will not result in reducing the number of shares available for issuance under the 2023 Plan.

Vayu 2022 Equity Incentive Plan

In connection with the Company's acquisition of Vayu, the Company assumed the Vayu 2022 Equity Incentive Plan (the "2022 Vayu Plan") including the options outstanding immediately prior to the acquisition and the number of shares that remain available for issuance pursuant to the 2022 Vayu Plan, as adjusted by the exchange ratio for which such shares are exchangeable pursuant to the Vayu Merger Agreement. The 2022 Vayu Plan permits the grant of incentive stock options, nonstatutory stock options, SARs, restricted stock, RSUs, and stock bonus awards.

Subject to adjustments as set forth in the 2022 Vayu Plan, the maximum aggregate number of shares of the Company's common stock that may be issued under the 2022 Vayu Plan may not exceed 5,344,275 shares. Subject to adjustments as set forth in the 2022 Vayu Plan, the maximum aggregate number of shares that may be issued under the 2022 Vayu Plan pursuant to incentive stock options may not exceed the number set forth above plus, to the extent allowable under Section 422 of the Internal Revenue Code and the regulations promulgated thereunder, any shares that again become available for issuance pursuant to the 2022 Vayu Plan. As of September 30, 2026, there were approximately 94,566 shares available to be issued under the 2022 Vayu Plan.

To the extent a stock award under the 2022 Vayu Plan should expire or be forfeited or become unexercisable for any reason without having been exercised in full, or is surrendered pursuant to an exchange program, the unissued shares that were subject thereto will continue to be available under the 2022 Vayu Plan for issuance pursuant to future stock awards. In addition, any shares that are retained by the Company upon exercise of a stock award in order to satisfy the exercise or purchase price for such stock award or any withholding taxes due with respect to such stock award will be treated as not issued and will continue to be available under the 2022 Vayu Plan for issuance pursuant to future stock awards. Shares issued under the 2022 Vayu Plan and later forfeited to the Company due to the failure to vest or repurchased by the Company at the original purchase price paid to the Company for the shares (including, without limitation, upon forfeiture to or repurchase by the Company in connection with a participant ceasing to be a service provider) will be available for future grant under the 2022 Vayu Plan. To the extent a stock award under the 2022 Vayu Plan is paid out in cash rather than shares, such cash payment will not result in reducing the number of shares available for issuance under the 2022 Vayu Plan.

The 2022 Vayu Plan is administered by the Board or a committee thereof (the "2022 Vayu Plan Administrator"). The 2022 Vayu Plan Administrator has the authority to determine the terms and conditions of stock awards granted under the 2022 Vayu Plan, including the recipients, type of award, number of shares subject to each award, exercise or purchase price, vesting schedule, and other terms and conditions. Stock awards may be granted to employees, directors, and independent contractors of the Company and its affiliates. The 2022 Vayu Plan also provides for adjustments in the event of certain corporate transactions, such as stock splits, mergers, or other changes in capitalization, and includes customary provisions regarding the administration, amendment, and termination of the plan.

Restricted Stock Awards (RSAs)

The following table summarizes activity related to the Company's restricted stock awards for the nine months ended September 30, 2026:

	Restricted Stock Awards	
	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2025	285,053	$ 0.08
Granted	—	—
Vested	(244,733)	0.02
Canceled and forfeited	(2,132)	—
Nonvested as of September 30, 2026	38,188	$ 0.47

During 2023, the Company issued shares of restricted common stock for recourse notes. The shares were issued with a corresponding note receivable, a recourse loan that was collateralized by the underlying shares. In June 2024, the remaining loans were deemed non-recourse. As of September 30, 2026 and December 31, 2025, there were 36,797 and 46,833 shares of common stock issued, respectively, that are subject to the non-recourse notes and deemed not outstanding.

Restricted Stock Units (RSUs)

The following table summarizes activity related to the Company's RSUs for the nine months ended September 30, 2026:

	Restricted Stock Units	
	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2025	7,217,790	$ 9.14
Granted	4,981,012	9.74
Vested	(2,557,478)	8.56
Canceled and forfeited	(568,596)	11.52
Nonvested as of September 30, 2026	9,072,728	$ 9.69

During the nine months ended September 30, 2026, the Company granted 4,981,012 RSUs with vesting periods ranging from 1 month to 4 years.

In connection with the transactions contemplated by the Vayu Merger Agreement (the "Vayu Acquisition"), in August 2025, the Company granted 493,970 RSUs to certain employees as a retention equity award (the "Vayu Retention RSUs"). The Vayu Retention RSUs vest over 4 years from the date of the consummation of the Vayu Acquisition with 25% of the Vayu Retention RSUs vesting on the first anniversary of the grant date.

In connection with the transactions contemplated by the Diligent Merger Agreement (the "Diligent Acquisition"), in January 2026, the Company granted 1,319,151 RSUs to certain employees as a retention equity award (the "Diligent Retention RSUs"). The Diligent Retention RSUs vest over 4 years from the date of the consummation of the Diligent Acquisition with 25% of the Diligent Retention RSUs vesting on the first anniversary of the grant date.

In connection with the transactions contemplated by the Vebu Merger Agreement (the "Vebu Acquisition"), in February 2026, the Company granted 500,000 RSUs to certain employees as a retention equity award (the "Vebu Retention RSUs"). The Vebu Retention RSUs vest over 4 years from the date of the consummation of the Vebu Acquisition with 25% of the Vebu Retention RSUs vesting on the first anniversary of the grant date.

During the nine months ended September 30, 2026, the Company repurchased no shares of common stock.

Performance-Based Restricted Stock Units

The following table summarizes activity related to the Company's performance-based restricted stock units ("PRSU") for the nine months ended September 30, 2026:

	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2025	801,292	$ 9.71
Granted	102,000	9.38
Vested	—	—
Canceled and forfeited	(43,664)	9.71
Nonvested as of September 30, 2026	859,628	$ 9.67

June PRSUs (June 2026)

On June 17, 2026, the Company granted 2,000 PRSUs to an employee of the Company ("June PRSUs") from the 2023 Plan. The June PRSUs shall vest upon satisfaction of a performance-based vesting condition, which shall be satisfied upon the achievement of certain milestones. At the point the conditions of the June PRSUs are deemed to have been achieved, 100% of the PRSUs will vest immediately. The total grant date fair value of the June PRSUs was $13.4 thousand, which was determined based on the Company's stock price on date of grant. As of September 30, 2026, the Company does not consider the achievement of the June PRSUs milestone to be probable. Accordingly, as of September 30, 2026, the Company reversed all previously recognized stock-based compensation expense and will not recognize additional stock-based compensation expense until the June PRSUs milestone becomes probable, as defined by ASC 718. As of September 30, 2026, all shares of the June PRSUs were unvested and outstanding.

March PRSUs (March 2026)

On March 23, 2026, the Company granted 100,000 PRSUs to an employee of the Company ("March PRSUs") from the 2023 Plan. The March PRSUs shall vest upon satisfaction of both (i) a service-based vesting condition and (ii) a performance-based vesting condition. The service-based vesting condition shall be satisfied based on the employee's continued employment. The performance-based vesting condition shall be satisfied upon the achievement of certain milestones. At the point the conditions of the March PRSUs are deemed to have been achieved, 25% of the total March PRSUs will vest immediately, and 1/30th of the remaining shares will vest on the same day of each month thereafter for 30 months, subject to the employee's continued employment. The total grant date fair value of the March PRSUs was $0.9 million, which was determined based on the Company's stock price on date of grant. As of September 30, 2026, the Company considers the achievement of the March PRSUs milestone to be probable. As such, the Company will recognize the related compensation cost over the requisite service period. As of September 30, 2026, all shares of the March PRSUs were unvested and outstanding.

Vayu PRSUs

On August 15, 2025, the Company granted 1,440,001 shares contemplated by the Vayu Acquisition, of which the Company granted 880,001 PRSUs to employees ("Vayu PRSUs"). The remaining 560,000 shares were granted to nonemployees. The Vayu PRSUs will vest or commence vesting upon achievement of certain milestones as defined per the Vayu Merger Agreement. In addition, the Vayu PRSUs may also be subject to a continuous service condition. At the point the milestones have been deemed to be achieved (the "Milestone Date"), approximately 66% of the Vayu PRSUs will vest immediately, and the remaining 34% will vest over 2.5 years following the Milestone Date. The total grant date fair value of the Vayu PRSUs was $8.5 million, which was determined based on the Company's stock price on date of grant. As of September 30, 2026, the Company considers the achievement of the Vayu PRSUs milestone to be probable. As such, the Company will recognize the related compensation cost over the requisite service period. As of September 30, 2026, all shares of the Vayu PRSUs were unvested and outstanding.

Stock Options

The following table summarizes activity related to the Company's stock options for the nine months ended September 30, 2026:

	Options	Weighted Average Exercise Price	Intrinsic Value (in thousands)
Outstanding as of December 31, 2025	826,539	$ 1.01	$ 8,573
Granted	—	—	
Exercised	(167,144)	2.31	
Canceled and forfeited	(20,267)	5.14	
Outstanding as of September 30, 2026	639,128	$ 0.87	$ 2,499
Exercisable as of September 30, 2026	597,853	$ 0.87	$ 2,338
Exercisable and expected to vest at September 30, 2026	639,128	$ 0.87	$ 2,499

Refer to Note 4. Acquisitions for information regarding the valuation of options granted during the year ended December 31, 2025 as part of the Vayu acquisition.

Nonemployee Share-based Awards

On January 27, 2026, the Company granted 366,332 awards contemplated by the Diligent Acquisition to nonemployee shareholders ("Diligent Nonemployee Awards"). Of this total, 274,749 awards will vest or commence vesting upon achievement of certain performance-based milestones as defined per the Diligent Merger Agreement ("Diligent Nonemployee Performance-based Awards"). At the point the milestones have been deemed to be achieved (the "Milestone Date"), approximately all of the Diligent Nonemployee Performance-based Awards will vest immediately. The total grant date fair value of the Diligent Nonemployee Performance-based Awards was $3.1 million, which was determined using the Monte Carlo simulation option pricing model. The Diligent Nonemployee Performance-based Awards were included in the consideration transferred as part of the Diligent Acquisition. As such, settlement of the equity-classified contingent consideration will be accounted for within equity. As of September 30, 2026, the Company considers the achievement of the Diligent Nonemployee Performance-based Awards milestone to be probable. The remaining 91,583 awards granted to nonemployee shareholders of the Company will be earned upon satisfaction of a service-based condition achieved eighteen months following the closing of the Diligent Acquisition ("Diligent Nonemployee Service-based Awards"). The fair value of the Diligent Nonemployee Service-based Awards at date of grant was determined to be $1.2 million and will be recognized as stock-based compensation expense over the requisite service period. All Diligent Nonemployee Service-based Award shares will vest immediately upon satisfaction of the service-based condition. As of September 30, 2026, all Diligent Nonemployee Awards were unvested and outstanding.

On August 15, 2025, the Company granted 560,000 shares contemplated by the Vayu Acquisition to nonemployee shareholders. The vesting terms of these shares are consistent with the Vayu PRSUs. The total grant date fair value was $5.4 million, which was determined based on the Company's stock price on date of grant. As of September 30, 2026, the Company considers the achievement of the milestone to be probable. As such, the Company will recognize the related compensation cost over the requisite service period. As of September 30, 2026, all shares were unvested and outstanding.

Stock-based Compensation Expense

The Company recorded stock-based compensation expense for both employees and nonemployees of $12.5 million and $6.6 million for the three months ended September 30, 2026 and 2025, respectively. The Company recorded stock-based compensation expense for both employees and nonemployees of $34.6 million and $14.9 million for the nine months ended September 30, 2026 and 2025, respectively. Stock-based compensation expense for employees is classified based on the cost center to which the award holder belongs. Stock-based compensation expense for nonemployees is classified as general and administrative expense. The Company recorded stock-based compensation expense in the unaudited condensed consolidated statements of operations and comprehensive loss as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
General and administrative	$ 5,973	$ 3,712	$ 17,963	$ 7,597
Research and development	5,959	2,680	14,902	6,767
Operations	348	147	907	323
Sales and marketing	256	103	802	232
Total stock-based compensation expense	$ 12,536	$ 6,642	$ 34,574	$ 14,919

During the three months ended September 30, 2026 and 2025, the Company recorded stock-based compensation expense related to vesting of RSUs and RSAs of $12.2 million and $6.6 million, respectively. During the nine months ended September 30, 2026 and 2025, the Company recorded stock-based compensation expense related to vesting of RSUs and RSAs of $34.2 million and $14.5 million, respectively.

As of September 30, 2026, there was $85.0 million of unamortized compensation costs related to unvested RSUs, which is expected to be recognized over a weighted-average period of approximately 1.1 years. As of September 30, 2026, there was an immaterial amount of unamortized compensation costs related to unvested RSAs, which is expected to be recognized over a weighted-average period of approximately 2.6 years.

During the three and nine months ended September 30, 2026 and 2025, the Company recorded an immaterial amount of stock-based compensation expense for stock options. As of September 30, 2026, there was an immaterial amount of total unamortized compensation cost related to unvested stock option awards, which is expected to be recognized over a weighted average period of 5.8 years.

Warrants

The following is a summary of warrants as of September 30, 2026:

	Warrants	Weighted Average Exercise Price
Outstanding as of December 31, 2025	5,079,294	$ 10.18
Granted	—	—
Exercised	—	—
Forfeited	—	—
Outstanding as of September 30, 2026	5,079,294	$ 10.18
Exercisable as of September 30, 2026	5,079,294	$ 10.18

The weighted-average remaining term of the warrants outstanding was 4.6 years as of September 30, 2026.

KV Warrants

In accordance with the terms of the Vayu Merger Agreement, upon the closing of the transaction, the Company issued 4,000,000 warrants to a certain Vayu securityholder (the "KV Warrants"). Each KV Warrant entitles the holder to purchase one share of the Company's common stock, subject to adjustment thereunder, at an exercise price of $10.36 per share (which amount is equal to the 10-day volume-weighted average price of the common stock prior to the closing of the transaction). The KV Warrants contain customary terms and are exercisable at any time on or after August 15, 2025, and terminate on August 15, 2031. The KV Warrants were issued pursuant to an exemption from registration under Section 4(a)(2) of the Securities Act.

At-the-Market Offerings

2026 Sales Agreement

On May 11, 2026, the Company entered into a Sales Agreement (the "2026 Sales Agreement") with Evercore Group L.L.C., Guggenheim Securities, LLC, Oppenheimer & Co. Inc., Northland Securities, Inc. and Wedbush Securities Inc. (collectively, the "2026 ATM Agents") under which the Company may offer and sell, from time to time in its sole discretion, shares of the Company's common stock with aggregate gross sales proceeds of up to $150.0 million through an "at the market" equity offering program. Under the 2026 Sales Agreement, the Company will set the parameters for the sale of shares. Subject to the terms and conditions of the 2026 Sales Agreement, the 2026 ATM Agents may sell the shares by methods deemed to be an "at the market" offering as defined in Rule 415 promulgated under the Securities Act. The 2026 Sales Agreement provides that the Company will pay the 2026 ATM Agents a commission of up to 3% of the gross proceeds of any shares of common stock sold through the 2026 ATM Agents under the 2026 Sales Agreement.

As of September 30, 2026, the Company has sold 8,540,900 shares of the Company's common stock under the 2026 Sales Agreement at a weighted-average price of $9.08 per share and raised $77.6 million of gross proceeds. After deducting approximately $2.3 million of commissions and offering costs incurred by the Company, the net proceeds from sales of the Company's common stock were $75.2 million as of September 30, 2026. As of September 30, 2026, the Company had approximately $72.4 million of remaining capacity to sell the Company's common stock under the 2026 Sales Agreement.

2025 Distribution Agreement

On March 6, 2025, the Company entered into a Controlled Equity Offering[SM] Agreement (the "2025 Distribution Agreement") with Cantor Fitzgerald & Co., Wedbush Securities Inc., Northland Securities, Inc., Ladenburg Thalmann & Co. Inc. and Seaport Global Securities LLC (collectively, the "2025 ATM Agents") under which the Company may offer and sell, from time to time in its sole discretion, shares of the Company's common stock with aggregate gross sales proceeds of up to $150 million through an "at the market" equity offering program. Under the 2025 Distribution Agreement, the Company will set the parameters for the sale of shares. Subject to the terms and conditions of the 2025 Distribution Agreement, the 2025 ATM Agents may sell the shares by methods deemed to be an "at the market" offering as defined in Rule 415 promulgated under the Securities Act. The 2025 Distribution Agreement provides that the Company will pay the 2025 ATM Agents a commission of up to 3% of the gross proceeds of any shares of common stock sold through the 2025 ATM Agents under the 2025 Distribution Agreement.

During the nine months ended September 30, 2026, the Company sold 1,217,000 shares of the Company's common stock under the 2025 Distribution Agreement at a weighted-average price of $8.21 per share and raised $10.0 million of gross proceeds. After deducting approximately $0.3 million of commissions and offering costs incurred by the Company during the nine months ended September 30, 2026, the net proceeds from sales of the Company's common stock under the 2025 Distribution Agreement were $9.7 million during the nine months ended September 30, 2026. Inception to date, as of September 30, 2026, the Company has sold a total of 7,716,935 shares of the Company's common stock under the 2025 Distribution Agreement at a weighted-average price of $11.82 per share and raised $91.2 million of gross proceeds. After deducting approximately $2.7 million of commissions and offering costs incurred by the Company, the net proceeds from sales of the Company's common stock were $88.5 million as of September 30, 2026. On May 6, 2026 the Company terminated the 2025 Distribution Agreement.

11. INCOME TAXES

For interim financial reporting, the Company estimates its annual effective tax rate based on the projected income for its entire fiscal year and records a provision or benefit for income taxes on a quarterly basis based on the estimated annual effective income tax rate, adjusted for any discrete tax items.

The Company recorded income tax benefit of $0.1 million for the three months ended September 30, 2026 compared to no expense recorded for the three months ended September 30, 2025. Income tax expense for the three months ended September 30, 2026 was favorably impacted by $0.1 million of net discrete tax benefit, primarily related to a return to provision benefit related to income tax returns filed in the U.S., offset by an increase in valuation allowance. There was no tax expense recorded for the three months ended September 30, 2025 due to a full valuation allowance.

The Company recorded income tax benefit of $0.8 million for the nine months ended September 30, 2026 compared to no expense for the nine months ended September 30, 2025. Income tax expense for the nine months ended September 30, 2026 was favorably impacted by $0.8 million of net discrete tax benefit, primarily related to the release of valuation allowance amounts. The release was driven by the acquisition of net deferred liabilities of Diligent. There was no tax expense recorded for the nine months ended September 30, 2025 due to a full valuation allowance.

The Company periodically evaluates its valuation allowance requirements as facts and circumstances change and may adjust its deferred tax asset valuation allowances accordingly. The Company evaluates and weighs all available evidence, both positive and negative, including its historical operating results, future reversals of existing deferred tax liabilities, as well as projected future taxable income. Changes in earnings performance and future earnings projections, among other factors, may cause the Company to adjust the valuation allowance on deferred tax assets, which could materially impact the income tax expense in the period the Company determines that these factors have changed.

As of September 30, 2026, there have been no material changes in unrecognized tax benefits from those disclosed in the Company's most recent audited financial statements as of December 31, 2025. The Company recognizes accrued interest and penalties related to unrecognized tax benefits in the provision for income taxes in its unaudited condensed consolidated statements of operations and comprehensive loss.

The Company regularly assesses the likelihood of an adverse outcome resulting from examinations to determine the adequacy of its tax reserves. As of September 30, 2026, the Company believes that it is more likely than not that the tax positions it has taken will be sustained upon the resolution of its audits resulting in no material impact on its consolidated financial position and the results of operations and cash flows.

12. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

From time to time, the Company is a party to litigation and subject to claims incidental to its business. Although the results of litigation and claims cannot be predicted with certainty, the Company currently believes that the final outcome of ongoing matters will not have a material adverse effect on its business. Regardless of the outcome, litigation can have an adverse impact on the Company because of judgment, defense and settlement costs, diversion of management resources, and other factors. At each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable, requiring recognition of a loss accrual, or whether the potential loss is reasonably possible, requiring potential disclosure. Legal fees are expensed as incurred.

In December 2024, a class action complaint was filed in the Superior Court of California, County of Los Angeles, alleging that the Company violated the California Labor Code, among other claims. In December 2025, the Company agreed with the plaintiff to settle for the amount of $375.0 thousand. As a result, the Company recorded a total of $408.8 thousand in legal settlement expense, of which $375.0 thousand was recorded for the settlement with the plaintiff and the remaining $33.8 thousand was recorded for the related payroll tax expense as a result of the settlement payment. The legal settlement expense is presented in accrued liabilities on the unaudited condensed consolidated balance sheet as of September 30, 2026.

Tariffs

On February 20, 2026, the U.S. Supreme Court issued a ruling invalidating certain tariffs previously imposed under IEEPA. As a result of this ruling, the Company is eligible for a refund of tariffs previously paid on imported goods. The Company has recognized amounts that were realized or realizable as of September 30, 2026 within the financial results. During the nine months ended September 30, 2026, the Company recognized $4.6 million of refunds related to the IEEPA tariffs. Because the related tariffs were originally capitalized as part of the cost of raw materials, the refund was recorded as a reduction to robot assets within property and equipment on the unaudited condensed consolidated balance sheets. Any interest received in connection with tariff refunds was recognized as interest income in the unaudited condensed consolidated statements of operations and comprehensive loss. During the nine months ended September 30, 2026, the Company recognized $0.1 million of interest income related to the tariff refunds.

We continue to monitor these developments and their potential impact on our results of operations. Further, we will continue to monitor changes to the import and export policies of the U.S. and other countries that could impact our financial position, results of operations and cash flows.

13. SEGMENT INFORMATION

Based on the applicable criteria under the accounting standard, including quantitative thresholds, the Company has identified one operating and reportable segment (the “Segment”) for the period ended September 30, 2026. The Segment is focused on enhancing the Company’s advanced, AI-powered robotics mobility platform that integrates proprietary hardware, AI, computer vision, and cloud-based fleet management software to enable autonomous operation in complex, real-world settings.

Operating segments are defined as components of an enterprise for which separate financial information is available for evaluation by the chief operating decision maker (“CODM”) in deciding how to allocate resources and assess performance. The Company has identified our Chief Executive Officer as the chief operating decision maker. The CODM assesses performance for the Segment and decides how to allocate resources based on net loss. The CODM uses net loss in deciding how to allocate capital within the Segment, and as a measurement to monitor budget versus actual results. The CODM also uses net loss in assessing performance of the Segment and in establishing management’s compensation.

The Segment derives revenue from customers by providing (i) services via the Company’s robot fleet, including indoor and outdoor delivery services, branding and experiential services, and (ii) access to software developed for the robot fleet, including certain autonomous capabilities. The majority of the Segment’s revenue is derived from robot delivery services. The Segment’s operations are primarily based in the United States and Canada, and it manages its business activities on a consolidated basis. The Segment derives all revenue from its United States operations. The Segment’s assets are primarily based in the United States. Assets based in foreign countries are not material to the operations of the Segment. The services

provided by the robot fleet are offered and deployed in a similar manner across all jurisdictions in which the Company operates.

The accounting policies of the Segment are the same as those described in the summary of significant accounting policies. The measure of segment assets is reported on the unaudited condensed consolidated balance sheets as total consolidated assets. The Segment does not have intra-entity sales or transfers. Financial information for the Segment is consistent with the financial information presented in these unaudited condensed consolidated financial statements. In addition to the expenses presented on the Company's unaudited condensed consolidated statements of operations and comprehensive loss, the CODM considers stock-based compensation expense as a significant expense within net loss. Refer to Note 10. Stockholders' Equity and Stock-Based Compensation for additional information about the Segment's stock-based compensation expense, which is consistent with the Company's consolidated stock-based compensation expense. Additional descriptions of the components of the financial information found throughout these unaudited condensed consolidated financial statements are consistent with the information for the Segment, including the concentration of credit risk.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and the related notes included in Part I, Item 1. "Financial Statements," of this Quarterly Report on Form 10-Q and our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2025. In addition to historical consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates, and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Please also see the sections titled "Special Note Regarding Forward-Looking Statements" for a discussion of forward-looking statements and Part II, Item 1A. "Risk Factors" for a discussion of factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis and elsewhere in this Quarterly Report on Form 10-Q.

Overview

We are engaged in developing and operating autonomous robotic systems designed to navigate and perform work in complex, human-centered environments. Serve has developed an advanced platform that combines proprietary hardware, artificial intelligence, computer vision, and cloud-based fleet management software to enable safe, reliable, and scalable autonomous operations across multiple physical domains. We design, engineer, deploy, and operate low-emission robotic systems built on this platform.

Serve operates autonomy systems across multiple domains spanning both outdoor and indoor environments. Our outdoor delivery operations provide autonomous last-mile delivery services for restaurant and retail partners, while our healthcare operations, enabled through the acquisition of Diligent Robotics in 2026, deploy robots in hospital settings to support clinical staff through logistics and workflow automation.

Serve is shaping the future of physical AI in real-world environments. We are expanding our platform into adjacent markets, customer segments, and operating environments where autonomous mobility can address labor constraints, improve service levels, and reduce emissions. We intend to leverage our core autonomy stack, fleet management infrastructure, and operational expertise to support additional use cases across both outdoor and indoor settings.

Financial Highlights

For the three months ended September 30, 2026 and 2025, we generated revenues of $2.8 million and $0.7 million, respectively, and reported net losses of $59.2 million and $33.0 million, respectively. For the nine months ended September 30, 2026 and 2025, we generated revenues of $9.1 million and $1.8 million, respectively, and reported net losses of $172.4 million and $67.1 million, respectively.

As noted in our unaudited condensed consolidated financial statements, as of September 30, 2026, we had an accumulated deficit of $381.2 million.

Recent Developments

Acquisition of Vebu, Inc.

On February 17, 2026, the Company acquired all of the issued and outstanding equity of Vebu, which was accounted for under the acquisition method of accounting. Refer to the *"Liquidity and Capital Resources"* section for discussion of the purchase price and the acquisition's impact on the Company's liquidity.

Acquisition of Diligent Robotics, Inc.

On January 27, 2026, the Company acquired all of the issued and outstanding equity of Diligent, which was accounted for under the acquisition method of accounting. Refer to the *"Liquidity and Capital Resources"* section for discussion of the purchase price and the acquisition's impact on the Company's liquidity.

Outlook and Challenges Facing Our Business

There are a number of factors that affect our business which include, among others:

Overall Demand for Last-Mile Delivery and Hospital-Based Automation

Our potential for growth depends significantly on continued demand for last-mile delivery of food and other items on our partner platforms and for automation solutions from our hospital customers. The demand for last-mile delivery can fluctuate based on various factors, including market cycles, weather and local community health conditions, as well as evolving competitive dynamics. The demand for hospital-based automation solutions can fluctuate based on factors such as budget cycles, staffing levels, operational priorities, and broader healthcare industry conditions.

Our largest stream of projected revenue comes from maximizing utilization of our outdoor delivery robot fleet to perform deliveries on our partner platforms. Matching algorithms on these platforms as well as the extent of their merchant and end-customer participation in robotic delivery directly impacts the utilization rate of our robots, both of which can be challenging to predict. As previously disclosed, the Company has experienced lower than expected delivery volume through the Company's Uber Eats partnership, which contributed to downward pressure on our revenue during the three and nine months ended September 30, 2026, and we expect reduced demand to continue through the remainder of 2026. Our ability to gain additional partners and to generate revenue with such additional partners is dependent on numerous factors, including, among others, the partner's consumer base and desire to use robotic delivery, along with normal-course onboarding for new partners. These uncertainties make demand difficult to forecast for us and our partners.

Our healthcare-related revenue depends on the continued utilization of robots within hospital workflows. The extent to which hospitals are able to support, operate, and scale robotic deployments directly impacts utilization rates, all of which can be challenging to predict. In addition, hospitals may face limitations in infrastructure, staffing, or internal support required to sustain robotic fleets. These uncertainties make demand difficult to forecast for us and our customers.

Customer Concentration

A significant portion of our revenue is concentrated with a limited number of customers. The following table represents the concentration of revenue for all customers that accounted for more than 10% of our revenues:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Customer A sales as a percentage of total revenues	10 %	43 %	11 %	34 %
Customer B sales as a percentage of total revenues	N/A	N/A	12 %	N/A
Customer C sales as a percentage of total revenues	N/A	N/A	N/A	27 %
Customer D sales as a percentage of total revenues	N/A	27 %	N/A	10 %

A significant portion of our accounts receivable is concentrated with a limited number of customers. The following table represents the concentration of accounts receivable for all customers that account for more than 10% of our total accounts receivable as of September 30, 2026 and December 31, 2025:

	September 30, 2026	**December 31, 2025**
Customer A receivables as a percentage of total accounts receivable	N/A	11 %
Customer B receivables as a percentage of total accounts receivable	N/A	N/A
Customer C receivables as a percentage of total accounts receivable	N/A	N/A
Customer D receivables as a percentage of total accounts receivable	N/A	30 %
Customer E receivables as a percentage of total accounts receivable	N/A	18 %
Customer F receivables as a percentage of total accounts receivable	23 %	N/A
Customer G receivables as a percentage of total accounts receivable	12 %	N/A
Customer H receivables as a percentage of total accounts receivable	11 %	N/A

There are inherent risks whenever a large percentage of total revenues and accounts receivable are concentrated with a limited number of customers. The loss of any or all of these customers could have a negative impact on our planned operations.

Inflation and Market Considerations; Availability of Materials, Labor & Services

We consider most on-demand purchases as discretionary spending for consumers, and we are therefore susceptible to changes in discretionary spending patterns and economic slowdowns in the geographic areas in which merchants on our partners' platforms operate and in the economy at large. Discretionary consumer spending can be impacted by general economic conditions, unemployment, consumer debt, inflation, gasoline prices, interest rates, consumer confidence and other macroeconomic factors. Inflation can lead to increased cost of material and labor for restaurants and merchants who may in turn raise prices on the items they sell and result in a reduction in demand for those items. To the extent inflation reduces economic activity and consumer demand for items we deliver, it could negatively impact our financial results. Continued uncertainty in or a worsening of the economy, generally or in a number of our markets, and consumers' reactions to these trends could adversely affect our business and cause us to, among other things, reduce the number and frequency of new market openings or cease operations in existing markets. However, inflation can also serve as a tailwind that may accelerate the adoption of automated robotic last-mile delivery, as labor becomes more expensive and drives up the cost of delivery by humans.

Intellectual Property

We rely on patented and non-patented proprietary information relating to product development, manufacturing capabilities, and other core competencies of our business. Protection of intellectual property is critical. Therefore, steps such as additional patent applications, confidentiality, and non-disclosure agreements, as well as other security measures are important. While we believe we have a strong patent portfolio and there is, to our knowledge, no actual or threatened litigation against us for patent-related matters, litigation or threatened litigation is a common method to enforce or protect intellectual property rights. Such action may be initiated by or against us and would require significant management time and expense.

Supply Chain Constraints

We cannot be sure whether global supply chain shortages will affect our future robot build plans. In order to mitigate supply chain risks, we may need to incur higher costs to secure available inventory and place non-cancelable purchase commitments with our suppliers, which could introduce inventory risk if our forecasts and assumptions prove inaccurate. Higher costs of components would affect our cash runway and delays in the manufacturing of our robots would push out our revenue forecasts.

Governmental and Regulatory Conditions

Our potential for growth depends on continued permission and acceptance by local governments and municipalities where our robots perform deliveries. Changes in regulations such as the imposition of a cap on the number of robots or technical requirements such as robot size and weight restrictions or limitations on autonomy within a certain geographic area could reduce or limit our ability to generate revenues or impact our unit economics in those markets.

Components of Results of Operations

Revenue

Our revenue consists of fleet services, which includes revenue generated from delivery services, branding services, and data monetization; and software services, which includes revenue generated from licensing software to customers, and engineering and development projects.

Cost of Revenue

Cost of revenue consists primarily of allocation of personnel time related to revenue activities, allocations of depreciation on robot assets used for revenue producing activities, allocation of amortization expense of developed technology, allocations of network costs, and costs related to data, software and similar costs that allow the robots to function as intended and for the Company to communicate with its robots while in service.

Research and Development Expenses

Research and development expenses primarily consist of costs incurred by research and development functions. These costs are expensed as incurred.

General and Administrative Expenses

General and administrative expenses primarily consist of costs incurred by general and administrative functions, including executive management and administrative functions, including finance and accounting, legal and human resources.

Operations Expenses

Operations expenses primarily consist of costs incurred by field operations functions.

Sales and Marketing Expenses

Sales and marketing expenses primarily consist of costs incurred by sales and marketing functions.

Other Income (Expense)

Other income (expense) primarily includes the following items:

- Interest income, which consists primarily of interest earned on our cash and cash equivalents and marketable securities.
- Interest expense, which consists of stated rates of interest on financing instruments, fees incurred related to financing instruments or accretion of debt discounts.
- Realized gain (loss) on foreign currency translation, which consists primarily of remeasurement of transactions and monetary assets and liabilities denominated in currencies other than the functional currency at the end of the period.
- Realized gain (loss) from the sale or maturity of marketable securities.
- Other income.
- Other expenses.

Results of Operations

Comparison of Results of Operations for the three months ended September 30, 2026 and 2025

The following table summarizes our operating results as reflected in our unaudited condensed consolidated statements of operations and comprehensive loss during the three months ended September 30, 2026 and 2025, respectively, and provides information regarding the dollar and percentage increase (or decrease) during such periods (in thousands).

	Three Months Ended September 30,			
	2026	2025	Change	Change %
Revenues	$ 2,835	$ 687	$ 2,148	313 %
Cost of revenues	10,390	5,066	5,324	105 %
Gross loss	(7,555)	(4,379)	(3,176)	73 %
Operating expenses:				
Research and development	22,636	13,414	9,222	69 %
General and administrative	20,227	13,153	7,074	54 %
Operations	7,260	2,987	4,273	143 %
Sales and marketing	3,510	883	2,627	298 %
Total operating expenses	53,633	30,437	23,196	76 %
Loss from operations	(61,188)	(34,816)	(26,372)	76 %
Other income (expense):				
Interest income	1,974	1,707	267	16 %
Interest expense	(1)	—	(1)	100 %
Realized gain (loss) on foreign currency translation	(9)	4	(13)	(325)%
Realized gain (loss) on investments	(1)	85	(86)	(101)%
Other expenses	(84)	—	(84)	100 %
Net loss before income taxes	(59,309)	(33,020)	(26,289)	80 %
Benefit from income taxes	(79)	—	(79)	100 %
Net loss	$ (59,230)	$ (33,020)	$ (26,210)	79 %

Revenues increased by $2.1 million, or 313%, to $2.8 million, for the three months ended September 30, 2026, compared with $0.7 million for the same period in 2025. This increase was primarily driven by a $2.1 million increase in fleet services revenue due to overall expansion and diversification of the robot fleet and partnerships, including hospital-based robots.

Cost of revenues increased by $5.3 million to $10.4 million for the three months ended September 30, 2026, compared with $5.1 million for the same period in 2025, due primarily to the integration of recent acquisitions and expansion of the outdoor robot fleet.

Research and development expense increased by $9.2 million to $22.6 million for the three months ended September 30, 2026, compared with $13.4 million for the same period in 2025, due primarily to an increase in personnel-related costs and stock-based compensation expense.

General and administrative expense increased by $7.1 million to $20.2 million for the three months ended September 30, 2026, compared with $13.2 million for the same period in 2025, due primarily to an increase in personnel-related costs, including stock-based compensation expense, as well as higher amortization expense associated with acquired intangible assets.

Operations expense increased by $4.3 million to $7.3 million for the three months ended September 30, 2026, compared with $3.0 million for the same period in 2025. The increase was primarily attributable to an increase in personnel-related costs and higher depreciation expense associated with the expansion of our robot fleet.

Sales and marketing expenses increased by $2.6 million to $3.5 million for the three months ended September 30, 2026, compared with $0.9 million for the same period in 2025. This increase was primarily due to an increase in personnel-related costs.

Other income (expense) increased by $0.1 million to $1.9 million for the three months ended September 30, 2026, compared with $1.8 million for the same period in 2025. This increase was primarily due to an increase in interest income as a result of interest earned from cash on hand and marketable securities.

Comparison of Results of Operations for the nine months ended September 30, 2026 and 2025

The following table summarizes our operating results as reflected in our unaudited condensed consolidated statements of operations and comprehensive loss during the nine months ended September 30, 2026 and 2025, respectively, and provides information regarding the dollar and percentage increase (or decrease) during such periods (in thousands).

	Nine Months Ended September 30,			
	2026	2025	Change	Change %
Revenues	$ 9,057	$ 1,769	$ 7,288	412 %
Cost of revenues	34,392	10,476	23,916	228 %
Gross loss	(25,335)	(8,707)	(16,628)	191 %
Operating expenses:				
Research and development	61,952	29,414	32,538	111 %
General and administrative	59,987	25,981	34,006	131 %
Operations	22,071	6,780	15,291	226 %
Sales and marketing	9,690	1,585	8,105	511 %
Total operating expenses	153,700	63,760	89,940	141 %
Loss from operations	(179,035)	(72,467)	(106,568)	147 %
Other income (expense):				
Interest income	6,007	5,293	714	13 %
Interest expense	(1)	(3)	2	(67)%
Realized gain (loss) on foreign currency translation	(23)	4	(27)	(675)%
Realized gain (loss) on investments	(2)	85	(87)	(102)%
Other income	38	—	38	100 %
Other expenses	(108)	—	(108)	100 %
Net loss before income taxes	(173,124)	(67,088)	(106,036)	158 %
Benefit from income taxes	(763)	—	(763)	100 %
Net loss	$ (172,361)	$ (67,088)	$ (105,273)	157 %

Revenues increased by $7.3 million, or 412%, to $9.1 million, for the nine months ended September 30, 2026, compared with $1.8 million for the same period in 2025. This increase was primarily driven by a $5.9 million increase in fleet services revenue due to overall expansion and diversification of the robot fleet and partnerships. The remaining increase of $1.4 million was attributable to an increase in software services revenue.

Cost of revenues increased by $23.9 million to $34.4 million for the nine months ended September 30, 2026, compared with $10.5 million for the same period in 2025, due primarily to the integration of recent acquisitions and expansion of the outdoor robot fleet.

Research and development expense increased by $32.5 million to $62.0 million for the nine months ended September 30, 2026, compared with $29.4 million for the same period in 2025, due primarily to an increase in personnel-related costs, including an increase in stock-based compensation expense, as well as increased software costs due to network usage.

General and administrative expense increased by $34.0 million to $60.0 million for the nine months ended September 30, 2026, compared with $26.0 million for the same period in 2025, due primarily to an increase in personnel-related costs, including stock-based compensation expense, as well as higher amortization expense associated with acquired intangible assets and increased professional fees largely related to acquisition activities.

Operations expense increased by $15.3 million to $22.1 million for the nine months ended September 30, 2026, compared with $6.8 million for the same period in 2025. The increase was primarily attributable to an increase in personnel-related costs, higher depreciation expense associated with the expansion of our robot fleet, and increased facility costs related to our entry into new markets.

Sales and marketing expenses increased by $8.1 million to $9.7 million for the nine months ended September 30, 2026, compared with $1.6 million for the same period in 2025. This increase was primarily due to an increase in personnel-related costs.

Other income (expense) increased by $0.5 million to $5.9 million for the nine months ended September 30, 2026, compared with $5.4 million for the same period in 2025. This increase was primarily due to an increase in interest income as a result of interest earned from cash on hand and marketable securities.

Key Metrics

We regularly review the following key business metrics to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans and make strategic decisions. The following metrics are inclusive of the outdoor and indoor robot fleet.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Daily Active Robots	917	312	842	182
Daily Supply Hours	11,214	3,781	10,462	2,062

Daily Active Robots. We define daily active robots as the average number of robots performing daily deliveries during the period. This metric is reflective of the total robot fleet, including both indoor and outdoor robots. Daily active robots reflect our operations team's capacity to have active robots in the field performing delivery services or generating branding revenues. We closely monitor and strive to efficiently increase our daily active robots as we improve our autonomy and resultant human-to-robot ratios and increase the number of partners on our platform.

Daily Supply Hours. We define daily supply hours as the average number of hours our robots are available to perform daily deliveries during the period. Supply hours represent the aggregate number of robot hours per day during which we can utilize our robots for delivery, inclusive of both indoor and outdoor deliveries. Supply hours increase as we add active robots and increase the operating window of those robots in a day. We closely monitor and strive to efficiently increase our fleet's daily supply hours.

Liquidity and Capital Resources

As of September 30, 2026, our principal sources of liquidity were cash and cash equivalents, and marketable securities of $198.0 million, which consisted of $50.8 million in cash and cash equivalents, and $147.2 million in marketable securities. Cash and cash equivalents consisted of cash on deposit with banks as well as an institutional money market account. Marketable securities consisted of commercial paper, corporate bonds, U.S. government agency securities and U.S. Treasury securities.

We have generated significant operating losses from our operations as reflected in our accumulated deficit of $381.2 million as of September 30, 2026. We have historically funded our operations from issuance of equity and debt securities. To execute on our strategic initiatives to continue to grow our business, we may incur operating losses and generate negative cash flows from operations in the future, and as a result, we may require additional capital resources. We believe our existing cash and cash equivalents and marketable securities will be sufficient to meet our working capital and capital expenditures needs for at least the next 12 months.

Our future capital expenditures will depend on many factors, including, but not limited to our growth, our ability to attract and retain customers, the continuing market acceptance of our offerings, the time and extent of spending to support our efforts to develop our platform, the expansion of sales and marketing activities, and the timing and extent of spending for policy initiatives. Further, we may in the future enter into arrangements to acquire or invest in businesses, products, services, and technologies. We may be required to seek additional equity or debt financing. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, financial condition, and results of operations could be adversely affected.

The following table shows a summary of our cash flows for the periods (in thousands):

	Nine Months Ended September 30,		
	2026	2025	Change
Net cash (used in) provided by:			
Operating activities	$ (123,531)	$ (50,601)	$ (72,930)
Investing activities	(17,409)	(122,144)	104,735
Financing activities	85,467	166,262	(80,795)

Operating Activities

Net cash used in operating activities was $123.5 million and $50.6 million for the nine months ended September 30, 2026 and 2025, respectively. The increase of $72.9 million primarily consisted of an increased net loss of $105.3 million, adjusted for certain non-cash items, which primarily includes an increase of $19.7 million of non-cash stock-based compensation expense and an increase of $15.9 million of depreciation and amortization expense. These increases were offset by a decrease of change in operating assets and liabilities of $0.9 million.

Investing Activities

Net cash used in investing activities was $17.4 million and $122.1 million for the nine months ended September 30, 2026 and 2025, respectively. The decrease of $104.7 million was primarily due to an increase in acquisition activity of $13.9 million, offset by an increase in net proceeds from marketable securities of $100.6 million.

Financing Activities

Net cash provided by financing activities was $85.5 million and $166.3 million for the nine months ended September 30, 2026 and 2025, respectively. The decrease of $80.8 million primarily consisted of a decrease of $11.4 million in proceeds from exercises of warrants and a decrease of $69.7 million in proceeds from the issuance of the Company’s common stock during the period.

Off-Balance Sheet Transactions

During the periods presented, we did not have, and we do not currently have, off-balance sheet financing arrangements or any relationships with unconsolidated entities or financial partnerships, such as structured finance or special purpose entities, to facilitate off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical Accounting Estimates

There have been no material changes in our critical accounting policies from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2025.

Emerging Growth Company and Smaller Reporting Company Status

We are an "emerging growth company," as defined in the JOBS Act. The JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. This provision allows an emerging growth company to either early adopt or delay the adoption of some accounting standards until those standards would otherwise apply to private companies. We have elected to use the extended transition period under the JOBS Act until the earlier of the date on which we (i) are no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.

We are also a "smaller reporting company," as defined in Item 10(f) of Regulation S-K, and we will remain a smaller reporting company until the last day of the fiscal year in which (1) the market value of our common stock held by non-affiliates equals or exceeds $250 million as of the prior June 30, or (2) our annual revenues equaled or exceeded $100 million during such completed fiscal year or the market value of our common stock held by non-affiliates equals or exceeds $700 million as of the prior June 30.

If we are a smaller reporting company at the time we cease to be an emerging growth company, we may continue to rely on exemptions from certain disclosure requirements that are available to smaller reporting companies. Specifically, as a smaller reporting company we may choose to present only the two most recent fiscal years of audited financial statements in our Annual Report on Form 10-K. Similar to emerging growth companies, smaller reporting companies have reduced disclosure obligations regarding executive compensation.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company, as defined in Rule 12b-2 under the Exchange Act, for this reporting period and are not required to provide the information required under this item.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Under the supervision of and with the participation of our management, including our principal executive officer and our principal financial officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures as of September 30, 2026, the end of the period covered by this Quarterly Report on Form 10-Q. The term "disclosure controls and procedures," as set forth in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

In designing and evaluating our disclosure controls and procedures, management recognizes that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a control system, misstatements due to error or fraud may occur and not be detected.

Based upon our evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective because of the material weaknesses in our internal control over financial reporting described below.

Material Weaknesses in Internal Control Over Financial Reporting

Management has identified the following material weaknesses in the Company's internal control over financial reporting that exist as of September 30, 2026. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

- The Company did not design and maintain an effective control environment as our size has prevented us from being able to employ sufficient resources. This material weakness contributed to the following additional material weaknesses.

- The Company did not design and maintain effective controls to verify appropriate segregation of duties.

- The Company did not design and maintain effective controls related to substantially all accounts and disclosures. Specifically, the Company did not design and maintain comprehensive and formalized accounting and financial reporting policies and procedures that detail the information needed for our financial reporting process, including a robust review process by which management monitors for technical accounting requirements.

- The Company did not design and maintain effective controls over information technology (IT) general controls over information systems that are relevant to the preparation of the Company's financial statements. Specifically, the Company did not design and maintain: (i) user access controls to ensure appropriate segregation of duties and to adequately restrict user and privileged access to appropriate personnel; (ii) program change management controls to ensure that program and data changes are identified, tested, authorized and implemented appropriately, (iii) computer operations controls to ensure that processing and transfer of data, and data backups and recovery are monitored; and (iv) program development controls to ensure that new software development is tested, authorized and implemented appropriately.

These material weaknesses did not result in material errors during the interim and annual periods reported herein. Additionally, these material weaknesses could result in a misstatement of substantially all account balances or disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

Status of Remediation Plan

In response to the identification of the material weaknesses, our management team has established and is executing a remediation plan designed to address these material weaknesses. We are currently undertaking and evaluating a number of steps to remediate the underlying causes of these material weaknesses, including:

- Hired additional qualified personnel to address critical skill gaps and provide enhanced leadership to our finance and accounting functions.

- Implemented an enterprise resource planning system, which is expected to enhance our ability to maintain appropriate segregation of duties, provide a workflow to systemically support the evidence of transaction review and approval, enhance the design of IT general controls and provide relevant training to personnel.

- Engaged a third party to advise us on design and implementation controls for key business processes, policies and systems to support financial close and reporting procedures and technical accounting matters.

- Initiated a segregation of duties assessment review identifying key conflicts and design of mitigating controls.

The Company is committed to remediating the material weaknesses and the actions the Company is taking are subject to ongoing senior management review, as well as oversight from the Company's audit committee. The Company will not be able to fully remediate these material weaknesses until these steps have been completed and operate effectively for a sufficient period of time. The Company may also identify additional measures that may be required to remediate the material weaknesses in the Company's internal control over financial reporting, necessitating further action.

Changes in Internal Control over Financial Reporting

During the quarter ended September 30, 2026, there have been no changes in our internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no pending, threatened or actual material legal proceedings to which the Company or any of its subsidiaries is a party.

ITEM 1A. RISK FACTORS

Except as set forth below, there have been no material changes to the risk factors as disclosed in *"Part I, Item 1A. Risk Factors"* of our Annual Report on Form 10-K for the year ended December 31, 2025, as supplemented by those risks and uncertainties described in the section entitled *"Part II, Item 1A. Risk Factors"* of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2026.

Regulatory restrictions on foreign-produced advanced robotic devices could materially adversely affect our business, results of operations and growth prospects.

On July 28, 2026, the FCC added foreign-produced "advanced robotic devices" to its "covered list" under the Secure and Trusted Communications Networks Act of 2019, following determinations by U.S. national security agencies that such products may pose national security, supply-chain and cybersecurity risks. Under the FCC's action, new device models that fall within the scope of the determination may be unable to obtain the FCC equipment authorizations necessary for importation, marketing or sale in the United States unless an applicable exemption, waiver or conditional approval is obtained. Existing FCC-authorized models generally are not affected by the new restrictions.

We currently import robotics parts from non-U.S. countries for our current model of sidewalk delivery robots that have received FCC approvals and authorizations. Although our existing sidewalk delivery robots may continue to be imported, marketed and sold to the extent permitted under applicable law and regulatory guidance, there can be no assurance that future product models, product enhancements, software-enabled upgrades, successor products or additional robotics platforms sourced from foreign jurisdictions will remain eligible for FCC authorization or otherwise be permitted for importation or sale in the United States.

In addition, Diligent has not yet sought FCC equipment authorization for its Moxi robots because the current Moxi 1.0 version remains in research and development while Diligent scales its operations. The FCC could determine that the importation, marketing or operation of Moxi robots without authorization does not comply with its rules. In that case, we could become subject to inquiries, enforcement actions, monetary forfeitures, consent decrees or other sanctions. We could also be required to suspend, modify or withdraw deployed units until authorization is obtained. To obtain authorization, Moxi robots must complete the full FCC equipment authorization process.

For our future product models, including for our sidewalk delivery robots, and for Diligent's current and future Moxi robots, the full FCC equipment authorization process includes obtaining a conditional approval from the U.S. Department of War before the FCC will grant authorization. We have limited experience with this process, which is new and still evolving, and we cannot predict its duration, cost or outcome. The Department of War or the FCC may decline to grant the required approvals. They may also condition approval on changes to our robots' design, components, software, data handling or supply chain, or on ongoing compliance, reporting or audit obligations. Any such conditions could be costly or impracticable to satisfy. If we are unable to obtain the required approvals on a timely basis, on acceptable terms or at all, we may be required to discontinue existing deployments and may be unable to import, market, sell or expand deployments of our robots in the United States. Any of these outcomes could result in customer claims, refunds or contract terminations, harm our relationships with our customers, or impair the value of our acquisition of Diligent.

The FCC's action reflects heightened governmental scrutiny of products manufactured in foreign jurisdictions that incorporate advanced sensing, communications, artificial intelligence and remote-connectivity capabilities. Additional legislation, executive actions, regulations, trade restrictions, import controls, tariffs, sanctions or agency determinations could further restrict or prohibit the importation, authorization, sale, servicing or use of our products or components, including products that are currently authorized. Any such developments could materially disrupt our operations, supply chain and growth strategy.

If we are unable to obtain required regulatory approvals for future products, including for Diligent's Moxi robots, diversify our supply chain, transition manufacturing to alternative jurisdictions, obtain available exemptions or conditional

approvals, or otherwise mitigate the effects of these regulatory developments, our business, financial condition, results of operations and prospects could be materially and adversely affected.

A significant portion of our revenue is concentrated with a small number of customers.

A significant portion of our revenue is concentrated with a limited number of customers. For the years ended December 31, 2025 and 2024, sales to the customers individually representing more than 10% of total revenues accounted for 55% and 91% of our total revenue, respectively. There are inherent risks whenever a large percentage of total revenues are concentrated with a limited number of customers. If any of these customers were to breach, cancel or amend our agreement, it may have an outsized effect on our revenue, cash on hand, and profitability. For example, during the nine months ended September 30, 2026, we experienced lower than expected delivery volume through our Uber Eats partnership, which contributed to downward pressure on our revenue during this period. In addition, we may have an increased interest in accepting less favorable terms of any amendment as a result.

Failure to retain existing or attract future partnerships with merchants and consumers could have an effect on our revenue, revenue growth and margins, and our business, financial condition and results of operations could be adversely affected.

Our projected revenue relies on our ability to maximize utilization of our robot fleet and our ability to cost-effectively grow our partnerships, including in new markets. Our sidewalk delivery robots may be unable to maximize utilization due to a variety of reasons, including insufficient merchant participation, platform partner matching algorithms, failure to deliver a commercial grade product and a lack of product acceptance by merchants and/or delivery recipients. Historically, we have been able to continually increase our robot utilization through our existing strategic partnerships driven by the continued improvement in our integration, high merchant participation and widespread product acceptance by users of the partnered food delivery platforms. However, we are in varying stages of integration with our strategic partners and therefore have not yet achieved desired levels of utilization with our partners. For example, during the nine months ended September 30, 2026, we experienced lower than expected delivery volume through our Uber Eats partnership, which contributed to downward pressure on our revenue during this period. To achieve profitability, we will need to continue to improve our utilization targets with all strategic partners above current levels and maintain those levels with other partners as well. As this requires cooperation by third parties, there is no guarantee that it will be achieved within a specific timeframe.

Our financial projections also anticipate generating revenues from brand sponsors who would pay to place their branding on our robots as a form of OOH branding. OOH branding on robots is a new phenomenon and as such, an unproven model. To date, for our limited number of robots, we have been able to run periodic OOH advertising campaigns with several brands in varying sectors including real estate, fashion and entertainment. OOH advertising represented 15% and 16% of our revenues for the years ended December 31, 2025 and 2024, respectively. In the future, if we are unable to realize these sales, our business model and go-to-market strategy will be jeopardized.

Our revenue and other financial projections also include revenue generated through software services. These partnerships are typically short-term for the duration of the project or subscription. Partners have no obligation to renew their contracts or subscriptions after they expire, and these contracts and subscriptions may not be renewed on the same or more profitable terms. We may not be able to accurately predict future trends of our partnerships, and our project rates may decline or fluctuate because of several factors, including their satisfaction or dissatisfaction with our products and services, the prices of our services, the prices of the products and services offered by our competitors or reductions in partner spending levels.

Misuse of our delivery robots and related technology could harm our reputation and result in litigation, regulatory enforcement actions or reduced demand for our products and services.

Our robots and services, including delivery services, robots, cameras, sensors, related software, training, and operational support services, may be misused by partners, customers or third parties. For example, our delivery robots and related imaging technologies may be used in ways that violate privacy, surveillance, trespass, data protection, export control, or other laws, or in ways that are perceived as unethical or harmful, even where such use is outside of our control and not authorized by us. In addition, the data generated by delivery robots, cameras, sensors, and other connected technologies may be combined with other information in ways that could increase privacy or security risks. Misuse or perceived misuse of these products or data could result in negative press coverage, reputational harm, reduced customer demand, increased scrutiny by regulators, and the loss of business relationships.

Certain of our partners and customers may use our products and services in regulated environments, including healthcare, which may be subject to heightened legal requirements and public scrutiny. In some cases, we may rely on partners and customers to implement required policies, permissions, notices, and safeguards, including those related to privacy and data

protection. If we or our partners or customers fail to comply or are perceived to fail to comply with applicable laws, contractual requirements, or regulatory standards, we could be subject to litigation, regulatory investigations, enforcement actions, fines, penalties, or other liabilities, and our business, financial condition and results of operations could be materially adversely affected. For example, we are subject to a class action lawsuit in the state of Illinois alleging that the cameras and LiDAR used in our robots violated state privacy law. We intend to vigorously defend against the claims brought by the plaintiffs in this matter.

Additionally, partners, customers, operators, or service providers could use our products in a manner that is inconsistent with the products' intended use. Misuse of our products may cause an increased risk of injury to customers, which could harm our reputation in the marketplace, as well as lead to potential product liability lawsuits.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities

None.

Issuer Purchases of Equity Securities

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

On September 2, 2026, David Goldberg, a member of our Board, entered into a Rule 10b5-1 trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act with respect to the potential sale of up to 20,000 shares of the Company's common stock. The arrangement has a termination date of the earlier of (i) July 1, 2027 or (ii) the date on which an aggregate of 20,000 shares of the Company's common stock have been sold under the Rule 10b5-1 trading plan. In no event shall shares of the Company's common stock be sold under the trading plan prior to December 2, 2026. As of the date of this report, none of the shares were sold and no other adjustments were made to the trading plan during the quarterly period covered by this report.

Other than as disclosed above, during the fiscal quarter ended September 30, 2026, no directors or officers informed us of the adoption, modification or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Regulation S-K, Item 408.

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	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.
32.2**	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.
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.
** Furnished in accordance with Item 601(b)(32)(ii) of Regulation S-K.

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.

SERVE ROBOTICS INC.

Dated: November 5, 2026

By: */s/ Ali Kashani*

Ali Kashani
Chief Executive Officer
(Principal Executive Officer)

Dated: November 5, 2026

By: */s/ Brian Read*

Brian Read
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1

Certification of Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Ali Kashani, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Serve Robotics 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(s) 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(s) 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 5, 2026

/s/ Ali Kashani

Ali Kashani

Chief Executive Officer

(Principal Executive Officer)

Exhibit 31.2

Certification of Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Brian Read, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Serve Robotics 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(s) 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(s) 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 5, 2026

/s/ Brian Read

Brian Read

Chief Financial Officer

(Principal Financial and Accounting Officer)

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of Serve Robotics Inc. (the "Company") for the quarter ended September 30, 2026, as filed with the Securities and Exchange Commission (the "Report"), I, Ali Kashani, Chief Executive Officer (Principal Executive Officer) of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, 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 at the dates and for the periods indicated.

Date: November 5, 2026

/s/ Ali Kashani

Ali Kashani
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of Serve Robotics Inc. (the "Company") for the quarter ended September 30, 2026, as filed with the Securities and Exchange Commission (the "Report"), I, Brian Read, Chief Financial Officer (Principal Financial and Accounting Officer) of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

3. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and

4. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: November 5, 2026

/s/ Brian Read

Brian Read
Chief Financial Officer
(Principal Financial and Accounting Officer)