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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 001-40365

Privia Health Group, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**81-3599420**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
950 N. Glebe Rd., Suite 700 Arlington, Virginia	**22203**
(Address of Principal Executive Offices)	(Zip Code)

(571) 366-8850

(Registrant's telephone number, including area code)

Not Applicable

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value per share	PRVA	The Nasdaq Global Select 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 October 30, 2026, the registrant had outstanding 127,768,286 shares of common stock.

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INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in 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"). In some cases, you can identify these statements by forward-looking words such as "may," "might," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue," the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties and assumptions about us, may include projections of our future financial performance, our anticipated growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include factors related to, among other things:

- the heavily regulated industry in which we operate, and any failure by us or our Medical Groups (as defined herein) to comply with applicable healthcare laws and government regulations, which could result in our incurring financial penalties and becoming excluded from participating in government health care programs;
- the impact of changes in applicable laws, rules or regulations, including with respect to health plans and payers and our relationships with such plans and payers, and provisions that impact Medicare and Medicaid programs;
- our dependence on relationships with Medical Groups, some of which we do not own;
- our growth strategy, which may not prove viable and we may not realize expected results;
- difficulties implementing our proprietary end-to-end, cloud-based technology solution (the "Privia Technology Solution") for Privia Physicians (defined herein) and new Medical Groups;
- the high level of competition in our industry and any failure by us to compete effectively and innovate;
- challenges in successfully establishing a presence in new geographic markets, acquiring entities or assets, or integrating new markets;
- our reliance on our electronic medical record ("EMR") vendor, athenahealth, Inc., which the Privia Technology Solution is integrated and built upon;
- changes in the payer mix of patients and potential decreases in our reimbursement rates from commercial payers, including as a result of consolidation in the industry;
- the financial and operational impact of our compliance with various complex and changing federal and state privacy and security laws and regulations related to our use, disclosure, and other processing of personal information and protected health information, including the Health Insurance Portability and Accountability Act of 1996, as amended from time to time (collectively, "HIPAA");
- the impact of actual and potential cybersecurity incidents or privacy or security breaches involving us, our vendors or other third parties;
- the continued availability of a qualified workforce, including staff at our Medical Groups, and the continued upward pressure on compensation for such workforce; and
- other risk factors described in our Annual Report on Form 10-K for the year ended December 31, 2025 (the "Annual Report") and our other filings with the Securities and Exchange Commission ("SEC").

You should read this quarterly report on Form 10-Q and the documents that we reference in this quarterly report on Form 10-Q and have filed as exhibits to this quarterly report on Form 10-Q with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. These forward-looking statements speak only as of the date of this quarterly report on Form 10-Q. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained in this quarterly report on Form 10-Q, whether as a result of any new information, future events or otherwise.

Part I - Financial Information

ITEM 1. FINANCIAL STATEMENTS

Privia Health Group, Inc.
Condensed Consolidated Balance Sheets
(in thousands, except share and per share amounts)

	September 30, 2026	December 31, 2025
Assets	(unaudited)	
Current assets:		
Cash and cash equivalents	$ 446,283	$ 479,685
Accounts receivable	623,582	400,902
Prepaid expenses and other current assets	29,693	30,414
Total current assets	1,099,558	911,001
Non-current assets:		
Property and equipment, net	1,019	504
Right-of-use assets	7,531	8,794
Intangible assets, net	215,292	215,919
Goodwill	215,789	209,842
Deferred tax asset	—	2,274
Other non-current assets	24,528	21,044
Total non-current assets	464,159	458,377
Total assets	$ 1,563,717	$ 1,369,378
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 99,753	$ 96,804
Provider liability	572,498	469,516
Operating lease liabilities, current	2,107	2,200
Total current liabilities	674,358	568,520
Non-current liabilities:		
Operating lease liabilities, non-current	6,149	7,331
Deferred tax liability	3,942	—
Other non-current liabilities	6,354	2,584
Total non-current liabilities	16,445	9,915
Total liabilities	690,803	578,435
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Common stock, $0.01 par value, 1,000,000,000 and 1,000,000,000 shares authorized; 127,767,886 and 123,604,576 shares issued and outstanding at September 30, 2026 and December 31, 2025, respectively	1,277	1,236
Additional paid-in capital	945,150	892,291
Accumulated deficit	(130,711)	(156,310)
Total Privia Health Group, Inc. stockholders' equity	815,716	737,217
Non-controlling interest	57,198	53,726
Total stockholders' equity	872,914	790,943
Total liabilities and stockholders' equity	$ 1,563,717	$ 1,369,378

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

Privia Health Group, Inc.
Condensed Consolidated Statements of Operations
(unaudited)
(in thousands, except share and per share amounts)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue	$ 656,960	$ 580,419	$ 1,893,437	$ 1,581,669
Operating expenses:				
Provider expense	518,857	455,209	1,494,458	1,236,010
Cost of platform	69,666	61,440	207,443	185,884
Sales and marketing	9,941	6,960	26,077	20,687
General and administrative	34,452	39,641	115,583	108,881
Depreciation and amortization	3,503	2,766	10,140	7,250
Total operating expenses	636,419	566,016	1,853,701	1,558,712
Operating income	20,541	14,403	39,736	22,957
Other income	—	—	3,310	—
Interest income, net	1,724	2,271	5,280	7,610
Income before provision for income taxes	22,265	16,674	48,326	30,567
Provision for income taxes	7,671	6,867	20,288	11,426
Net income	14,594	9,807	28,038	19,141
Less: Net income attributable to non-controlling interests	1,107	2,946	2,439	5,373
Net income attributable to Privia Health Group, Inc.	$ 13,487	$ 6,861	$ 25,599	$ 13,768
Net income per share attributable to Privia Health Group, Inc. stockholders – basic	$ 0.11	$ 0.06	$ 0.20	$ 0.11
Net income per share attributable to Privia Health Group, Inc. stockholders – diluted	$ 0.10	$ 0.05	$ 0.19	$ 0.11
Weighted average common shares outstanding – basic	127,535,114	122,768,890	125,948,746	121,840,638
Weighted average common shares outstanding – diluted	132,709,953	128,776,684	131,860,730	128,392,315

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

Privia Health Group, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(unaudited)
(in thousands, except share and per share amounts)

	Common Stock Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity attributable to Privia Health Group, Inc.	Non-controlling Interest	Total Stockholders' Equity
Balance at December 31, 2024	120,309,346	$ 1,203	$ 813,209	$ (179,229)	$ 635,183	$ 48,264	$ 683,447
Issuance of common stock upon exercise of stock options and vesting of restricted stock units	1,081,968	11	2,232	—	2,243	—	2,243
Stock-based compensation expense	—	—	17,790	—	17,790	—	17,790
Net income	—	—	—	4,220	4,220	1,826	6,046
Balance at March 31, 2025	121,391,314	1,214	833,231	(175,009)	659,436	50,090	709,526
Issuance of common stock upon exercise of stock options and vesting of restricted stock units	1,281,940	13	1,870	—	1,883	—	1,883
Stock-based compensation expense	—	—	18,849	—	18,849	—	18,849
Net income	—	—	—	2,687	2,687	601	3,288
Balance at June 30, 2025	122,673,254	1,227	853,950	(172,322)	682,855	50,691	733,546
Issuance of common stock upon exercise of stock options and vesting of restricted stock units	194,277	2	429	—	431	—	431
Stock-based compensation expense	—	—	18,977	—	18,977	—	18,977
Net income	—	—	—	6,861	6,861	2,946	9,807
Balance at September 30, 2025	122,867,531	$ 1,229	$ 873,356	$ (165,461)	$ 709,124	$ 53,637	$ 762,761
Balance at December 31, 2025	123,604,576	$ 1,236	$ 892,291	$ (156,310)	$ 737,217	$ 53,726	$ 790,943
Issuance of common stock upon exercise of stock options and vesting of restricted stock units	2,084,429	21	753	—	774	—	774
Stock-based compensation expense	—	—	21,921	—	21,921	—	21,921
Repurchase of non-controlling interest	—	—	(9,917)	—	(9,917)	(1,527)	(11,444)
Net income	—	—	—	3,064	3,064	646	3,710
Balance at March 31, 2026	125,689,005	1,257	905,048	(153,246)	753,059	52,845	805,904
Issuance of common stock upon exercise of stock options and vesting of restricted stock units	600,978	6	820	—	826	—	826
Stock-based compensation expense	—	—	19,396	—	19,396	—	19,396
Contributed non-controlling interest	—	—	—	—	—	2,213	2,213
Net income	—	—	—	9,048	9,048	686	9,734
Balance at June 30, 2026	126,289,983	1,263	925,264	(144,198)	782,329	55,744	838,073
Issuance of common stock upon exercise of stock options and vesting of restricted stock units	1,477,903	14	5,854	—	5,868	—	5,868
Stock-based compensation expense	—	—	14,032	—	14,032	—	14,032
Contributed non-controlling interest	—	—	—	—	—	347	347
Net income	—	—	—	13,487	13,487	1,107	14,594
Balance at September 30, 2026	127,767,886	$ 1,277	$ 945,150	$ (130,711)	$ 815,716	$ 57,198	$ 872,914

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

Privia Health Group, Inc.
Condensed Consolidated Statements of Cash Flows
(unaudited)
(in thousands)

	For the Nine Months Ended September 30,	
	2026	**2025**
Cash flows from operating activities		
Net income	$ 28,038	$ 19,141
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation	432	580
Amortization of intangibles	9,708	6,670
Stock-based compensation	55,349	55,616
Deferred income taxes, net	3,888	9,337
Changes in asset and liabilities:		
Accounts receivable, net	(221,800)	(176,544)
Prepaid expenses and other current assets	721	(3,038)
Other non-current assets and right-of-use assets	(1,806)	2,345
Accounts payable and accrued expenses	2,949	2,682
Provider liability	102,102	118,815
Operating lease liabilities	(1,509)	(1,187)
Other long-term liabilities	2,500	1,487
Net cash (used in) provided by operating activities	(19,428)	35,904
Cash from investing activities		
Business acquisitions, net of cash acquired	(11,430)	(89,058)
Other	(1,128)	(1,200)
Net cash used in investing activities	(12,558)	(90,258)
Cash flows from financing activities		
Proceeds from exercised stock options	7,468	4,557
Repurchase of non-controlling interest	(11,444)	—
Proceeds from non-controlling interest	2,560	—
Net cash (used in) provided by financing activities	(1,416)	4,557
Net decrease in cash and cash equivalents	(33,402)	(49,797)
Cash and cash equivalents at beginning of period	479,685	491,149
Cash and cash equivalents at end of period	$ 446,283	$ 441,352
Supplemental disclosure of cash flow information:		
Interest paid	$ 288	$ 188
Income taxes paid	$ 14,136	$ 5,771
Supplemental disclosure of non-cash operating activities:		
Lease liabilities obtained in exchange for right-of-use assets	$ 234	$ 1,832
Contingent consideration payable	$ 1,270	$ —

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

Privia Health Group, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

1. Organization and Summary of Significant Accounting Policies

Organization

Privia Health Group, Inc. ("Privia Health," "Privia," "we," "our" or the "Company") is a technology-driven, national physician-enablement company that collaborates with physician practices, health plans, and health systems to achieve the quadruple aim of better outcomes, lower costs, improved patient experience, and happier and more engaged providers. The Company pursues the quadruple aim by entering markets and organizing existing physicians and non-physician clinicians into a unique practice model that combines the advantages of a partnership in a large regional medical group (each, a "Medical Group" and together, "Medical Groups") with significant provider autonomy for physicians (collectively, "Privia Physicians") and non-physician clinicians (collectively "Privia Clinicians") and, together with the Privia Physicians, the "Privia Providers") joining the Company's Medical Groups. Privia Physicians join the Medical Groups in their geographic market as an owner of the Medical Group.

As of September 30, 2026, Privia operated Medical Groups in seventeen markets: (1) the Mid-Atlantic Region (states of Virginia, Maryland and the District of Columbia); (2) Georgia; (3) the Gulf Coast Region (Houston-San Antonio-Austin, Texas); (4) North Texas (Dallas/Fort Worth, Texas); (5) West Texas (Abilene, Texas); (6) Central Florida; (7) Tennessee; (8) California; (9) Montana; (10) Ohio; (11) North Carolina; (12) Connecticut; (13) Washington state; (14) South Carolina; (15) Indiana; (16) Arizona; and (17) New Jersey.

The Company also provides management and administrative services through local management services organizations (each, an "MSO") to the Medical Groups through a Management Services Agreement ("MSA") in each market. The Company owns 100% of all MSOs, except four where the Company is at least the majority owner.

Basis of Presentation

The condensed consolidated financial statements are prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP") and include the accounts of the Company and its subsidiaries. Amounts shown on the condensed consolidated statements of operations within the operating expense categories of provider expense, cost of platform, sales and marketing, and general and administrative are recorded exclusive of depreciation and amortization.

All significant intercompany transactions are eliminated in consolidation.

The results of operations for the three and nine months ended September 30, 2026, are not indicative of the results to be expected for the full fiscal year ending December 31, 2026. The condensed consolidated balance sheet at December 31, 2025 was derived from audited annual financial statements but does not contain all disclosures required by GAAP. In the opinion of management, all adjustments (consisting of only normal and recurring adjustments) considered necessary for a fair statement have been included.

The Company described its significant accounting policies in Note 1 of the notes to consolidated financial statements for the year ended December 31, 2025 in the Annual Report on Form 10-K. During the three and nine months ended September 30, 2026, there were no significant changes to those accounting policies and estimates.

Variable Interest Entities

Management evaluates the Company's ownership, contractual, and other interests in entities to determine if it has any variable interest in a variable interest entity ("VIE"). These evaluations are complex and involve judgment and assumptions based on available historical information, among other factors. If the Company determines that an entity in which it holds a contractual, or ownership, interest is a VIE and that the Company is the primary beneficiary, the Company consolidates such entity in its consolidated financial statements. The primary beneficiary of a VIE is the party that meets both of the following criteria: (i) has the power to make decisions that most significantly affect the economic performance of the VIE; and (ii) has the obligation to absorb losses or the right to receive benefits that in either case could potentially be significant to the VIE. Management performs ongoing reassessments of whether changes in the facts and circumstances regarding the Company's involvement with a VIE will cause the consolidation conclusion to change. Changes in consolidation status are applied prospectively.

The Company has relationships with medical groups in which the Company has no ownership interests, which are either (a) owned 100% by Privia Physicians (each, a "Non-Owned Medical Group" and collectively, "Non-Owned Medical Groups") or (b) majority owned, indirectly through a professional entity by a licensed physician holding a Privia leadership position (each, a "Friendly Medical Group" and collectively, "Friendly Medical Groups"). Each of our Medical Groups (i.e., those Medical Groups in which we own a majority interest ("Owned Medical Groups"), Non-Owned Medical Groups and Friendly Medical Groups) contracts with the Privia Physician's historic practice entity, which no longer furnishes healthcare services (the "Affiliated Practice") whereby the Affiliated Practice provides certain subcontracted services to the Medical Groups to allow the Medical Group to operate at the practice location.

The Company evaluated its relationship with (a) Non-Owned Medical Groups and their Affiliated Practices, (b) Friendly Medical Groups and their Affiliated Practices, and (c) Affiliated Practices associated with Owned Medical Groups to determine if any of these entities should be subject to consolidation. The Company does not have ownership interest in any Affiliated Practices (whether those of Owned Medical Groups, Non-Owned Medical Groups or Friendly Medical Groups); nor does the Company have an ownership in

Non-Owned Medical Groups. The Physician Member Services Agreement ("PMSA") and support services agreement ("SSA") entered by Non-Owned Medical Groups and Friendly Medical Groups with their Privia Physician members and the Affiliated Practices are not contractual relationships within Privia's legal structure. The only contractual relationship between Privia and Non-Owned Medical Groups is established through the MSA. For Friendly Medical Groups, in addition to the MSA, the Company has a contractual relationship, evidenced by a restriction agreement (each, a "Restriction Agreement") with licensed physicians holding a Privia leadership position ("Nominee Physicians" and each, a "Nominee Physician") and their respective Friendly Medical Groups. Management has determined, based on the provisions of the MSAs between the Company and Non-Owned Medical Groups, and after considering the requirements of Accounting Standards Codification ("ASC") Topic 810, *Consolidation* ("ASC 810"), that the Company is not required to consolidate the financial position or results of operations of the Affiliated Practices associated with Owned Medical Groups; nor is it required to consolidate the financial position or results of operations of Non-Owned Medical Groups (and, therefore, the Company is not required to consolidate the Affiliated Practices of the Non-Owned Medical Groups). However, management has determined, based on the provisions of the Restriction Agreement on the Nominee Physician ("Friendly PC"), the governing documents of the Friendly Medical Groups, and after considering the requirements of ASC 810, that the Company should consolidate the financial position and results of operations of the Friendly Medical Groups and the Friendly PCs.

ASC 810 requires the Company to consolidate the financial position, results of operations and cash flows of a Non-Owned Medical Group affiliated by means of a service agreement if the Non-Owned Medical Group is a VIE and the Company is its primary beneficiary. An Affiliated Practice would be considered a VIE if (a) it is thinly capitalized (i.e., the equity is not sufficient to fund the Non-Owned Medical Group's activities without additional subordinated financial support) or (b) the equity holders of the Non-Owned Medical Group as a group have one of the following four characteristics: (i) lack the power to direct the activities that most significantly affect the Non-Owned Medical Group's economic performance, (ii) possess non-substantive voting rights, (iii) lack the obligation to absorb the Non-Owned Medical Group's expected losses, or (iv) lack the right to receive the Non-Owned Medical Group's expected residual returns.

The characteristics of both (a) and (b) do not exist and as such the Non-Owned Medical Groups do not represent VIEs. Accordingly, the Company has not consolidated the financial position, results of operations or cash flows of the Non-Owned Medical Groups that are affiliated with the Company by means of a service agreement for the three months ended September 30, 2026 and 2025. Each time that it enters into a new service agreement or enters into a material amendment to an existing service agreement, the Company considers whether the terms of that agreement or amendment would change the elements it considers in accordance with the VIE guidance. The same analysis was performed for the Affiliated Practices of Owned Medical Groups, which have contractual relationships with Privia through the SSA, and the Company determined they do not represent VIEs as they do not meet the criteria in ASC 810 for similar reasons as those outlined above.

The Company, however, does meet the criteria for consolidation of the Friendly PCs and the Friendly Medical Groups based on the discussion above.

Privia Medical Group – West Texas, PLLC, ("PMG West Texas") is a physician-owned Medical Group, with PMG West Texas Holdings, PLLC ("Friendly WTX PC"), a Texas professional limited liability company entirely owned by a Nominee Physician, owning majority membership interests and having governance and control rights via the governing documents of PMG West Texas. The Company has a contractual relationship with Friendly WTX PC through a Restriction Agreement. The VIE analysis was performed, and the Company determined that characteristic (b) exists as a result of meeting (ii) and (iv) and, as such, PMG West Texas and Friendly WTX PC do represent VIEs and are consolidated as they do meet the criteria in ASC 810.

Privia Medical Group Tennessee, PLLC ("PMG-TN") is a physician-owned Medical Group, with PMG-TN Physicians, PLLC ("Friendly TN PC"), a Tennessee professional limited liability company entirely owned by a Nominee Physician, owning majority membership interests therein and having governance and control rights via the governing documents of PMG-TN. Again, the same analysis was performed, and the Company determined that characteristic (b) exists as a result of meeting (ii) and (iv) and, as such, PMG-TN and Friendly TN PC do represent VIEs as they do meet the criteria in ASC 810.

Privia Medical Group Washington, PLLC, ("PMG WA") is a physician-owned Medical Group, with PMG Washington Holdings, PLLC ("Friendly WA PC"), a Washington professional limited liability company entirely owned by a Nominee Physician, owning majority membership interests and having governance and control rights via the governing documents of PMG WA. The Company has a contractual relationship with Friendly WA PC through a Restriction Agreement. The VIE analysis was performed, and the Company determined that characteristic (b) exists as a result of meeting (i), (ii) and (iv) and, as such, PMG WA and Friendly WA PC do represent VIEs and are consolidated as they do meet the criteria in ASC 810.

Privia Medical Group South Carolina, LLC, ("PMG SC") is a physician-owned Medical Group, with PMG South Carolina Holdings, PLLC ("Friendly SC PC"), a South Carolina professional limited liability company entirely owned by a Nominee Physician, owning majority membership interests and having governance and control rights via the governing documents of PMG SC. The Company has a contractual relationship with Friendly SC PC through a Restriction Agreement. The VIE analysis was performed, and the Company determined that characteristic (b) exists as a result of meeting (i), (ii) and (iv) and, as such, PMG SC and Friendly SC PC represent VIEs and are consolidated as they meet the criteria in ASC 810.

Privia Medical Group Indiana, LLC, ("PMG IN") is a physician-owned Medical Group, with PMG Holdings Indiana, LLC, ("Friendly IN PC"), an Indiana professional limited liability company entirely owned by a Nominee Physician, owning majority membership interests and having governance and control rights via the governing documents of PMG IN. The Company has a contractual relationship with Friendly IN PC through a Restriction Agreement. The VIE analysis was performed, and the Company determined that characteristic (b) exists as a result of meeting (i), (ii) and (iv) and, as such, PMG IN and Friendly IN PC represent VIEs and are consolidated as they meet the criteria in ASC 810.

Privia Medical Group Arizona, PLLC ("PMG-AZ") is an Owned Medical Group, with the Company owning a majority of the membership interests and having governance and control rights through the governing documents of PMG-AZ. The VIE analysis was performed, and the Company determined that characteristic (a) exists, and, as such, PMG-AZ does represent a VIE and is consolidated as it does meet the criteria in ASC 810.

Privia Medical Group New Jersey, LLC ("PMG-NJ") is a physician-owned Medical Group, with PMGNJ Hold Co, P.C., ("Friendly NJ PC"), a New Jersey professional corporation entirely owned by a Nominee Physician, owning majority membership interests and having governance and control rights via the governing documents of PMG-NJ. The Company has a contractual relationship with Friendly NJ PC through a Restriction Agreement. The VIE analysis was performed, and the Company determined that characteristic (b) exists as a result of meeting (i), (ii) and (iv) and, as such, PMG-NJ and Friendly NJ PC represent VIEs and are consolidated as they meet the criteria in ASC 810.

The aggregated carrying value of the Company's VIEs for both the current assets and liabilities included in the consolidated balance sheets after elimination of intercompany transactions was $19.9 million as of September 30, 2026 and $18.9 million as of December 31, 2025.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures. On an ongoing basis, the Company evaluates significant estimates and assumptions, including, but not limited to, provider liability, revenue recognition, stock-based compensation, estimated useful lives of assets, intangible assets subject to amortization, the fair value of assets acquired and liabilities assumed in business combinations, and the provision for income taxes. These estimates are based on historical experience, current conditions, and other assumptions that management believes are reasonable under the circumstances. Actual results could differ from those estimates. Estimates and assumptions are reviewed and updated as new information becomes available, additional experience is gained, future events occur, or the Company's operating environment changes.

Recently Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, *Income Taxes - Improvements to Income Tax Disclosures* ("ASU 2023-09"). The amendments require (i) enhanced disclosures in connection with an entity's effective tax rate reconciliation and (ii) income taxes paid disaggregated by jurisdiction. The amendment is effective for annual periods beginning after December 15, 2024. The Company adopted ASU 2023-09 for the annual period ending December 31, 2025 on a prospective basis.

In May 2025, the FASB issued ASU No. 2025-03, *Business Combinations (Topic 805) and Consolidation (Topic 810): Determining the Accounting Acquirer in a Variable-Interest Entity.* The amendment clarifies the guidance when an entity involved in an acquisition transaction effected primarily by exchanging equity interests and the legal acquiree is a VIE that meets the definition of a business. Entities must identify the accounting acquirer using the factors in ASC 805-10-55-12 through 55-15, rather than relying solely on the VIE consolidation model. The amendment is effective for annual reporting periods beginning after December 15, 2026, including interim periods within the fiscal years and applied prospectively to acquisitions after the adoption date. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements or related disclosures.

Recently Issued Accounting Pronouncements Pending Adoption

In November 2024, the FASB issued ASU No. 2024-03, *Disaggregation of Income Statement Expenses ("DISE")* and in January 2025, issued ASU No. 2025-01, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosure,* which clarified the effective date of ASU 2024-03. The amendment requires disclosures about the nature of expenses included in the income statement, such as purchases of inventory, employee compensation and depreciation. The amendment is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. The Company is evaluating the impact of ASU 2024-03 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 modernizes the accounting for internal-use software costs, including implementation costs incurred in cloud computing arrangements ("CCAs") that are service contracts under Subtopic 350-40. The updated guidance removes the legacy sequential "project stage" framework (Preliminary, Application Development, and Post-Implementation) in favor of a single principles-based threshold to dictate when software costs qualify for capitalization. The amendment is effective for annual reporting periods beginning after December 15, 2027, including interim periods within the fiscal

years, with early adoption permitted. The Company is currently evaluating the impact of this standard on its financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements* which clarifies the guidance in Topic 270 to improve the consistency of interim financial reporting. The amendment provides a comprehensive list of required interim disclosures and introduces a disclosure principle requiring entities to disclose events since the end of the last annual reporting period that have a material impact on the entity. The amendment is effective for annual reporting periods beginning after December 15, 2027, including interim periods within the fiscal years, with early adoption permitted. The Company is currently evaluating the impact of this standard on its financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-12, *Codification Improvements ("Codification")*, which addresses suggestions received from stakeholders on the Codification and makes other incremental improvements to GAAP. The amendment facilitates Codification updates for a broad range of topics arising from technical corrections, the unintended application of the Codification, clarifications, and other minor improvements. The amendment is effective for annual reporting periods beginning after December 15, 2026, including interim periods within the fiscal years, with early adoption permitted. The Company does not expect ASU 2025-12 to have a material impact on its financial statements and related disclosures.

2. Revenue Recognition

The following table presents our revenues disaggregated by source:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(Dollars in thousands)	**2026**	**2025**	**2026**	**2025**
FFS-patient care	$ 433,088	$ 352,604	$ 1,236,861	$ 995,829
FFS-administrative services	34,738	33,616	99,363	100,986
Capitated revenue	99,520	90,906	280,818	237,108
Shared savings	68,838	79,994	212,720	187,927
Care management fees (PMPM)	19,394	20,992	57,994	53,113
Other revenue	1,382	2,307	5,681	6,706
Total revenue	$ 656,960	$ 580,419	$ 1,893,437	$ 1,581,669

Fee-for-service ("FFS") patient care is primarily generated from third-party payers with which the Company has established contractual billing arrangements. The following table presents the approximate percentages by source of net revenue received for healthcare services we provided for the periods indicated:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Commercial insurers	71 %	72 %	71 %	71 %
Government payers	15 %	16 %	14 %	15 %
Patient	14 %	12 %	15 %	14 %
	100 %	100 %	100 %	100 %

FFS-administrative services revenue is earned through the Company's MSA with Non-Owned Medical Groups primarily based on a fixed percentage of net collections on patient care generated by those medical groups.

Value Based Care ("VBC") revenue is primarily earned through contracts for capitated revenue, shared savings and care management fees ("PMPM"). Capitated revenue is generated through what is typically known as an "at-risk contract." At-risk capitation refers to a model in which the Company receives a fixed monthly payment from the third-party payer in exchange for providing healthcare services to attributed beneficiaries. The Company is responsible for providing or paying for the cost of healthcare services required by those attributed beneficiaries for a set of services. Capitated revenue is recorded at the total amount gross in revenues because the Company is acting as a principal in arranging for, providing, and controlling the managed healthcare services provided to the Attributed Lives (as defined herein). Shared savings revenue and PMPM are generated through contracts with large commercial payer organizations and the U.S. Federal Government.

Contract Asset

The Company has the following contract assets:

(Dollars in thousands)	September 30, 2026	December 31, 2025
Balances for contracts with customers		
Accounts receivable	$ 623,582	$ 400,902

Remaining Performance Obligations

As our performance obligations relate to contracts with a duration of one year or less, the Company elected the optional exemption in ASC 606-10-50-14(a). Therefore, the Company is not required to disclose the transaction price for the remaining performance obligations at the end of the reporting period or when the Company expects to recognize revenue. The Company has minimal unsatisfied performance obligations at the end of the reporting period as our patients typically are under no obligation to continue receiving services at our facilities.

3. Business Combinations

New Jersey

On May 19, 2026, the Company entered into the New Jersey market through the acquisition of PMG-NJ, whereby Privia acquired a 77% ownership interest in PMG-NJ. The acquisition was accounted for using the acquisition method pursuant to the requirements of ASC 805. The results of operations of the acquisition have been included in the Company's consolidated financial statements since the date of acquisition.

The preliminary fair value of the assets acquired and liabilities assumed at the acquisition date are as follows (in thousands):

Accounts receivable	$ 880
Identifiable intangible assets:	
Payer contract and physician network intangibles	9,081
Goodwill	5,947
Deferred tax liability	(2,328)
Provider liability	(880)
Total acquired net assets	$ 12,700

Information regarding the net cash paid for the acquisition is as follows (in thousands):

Fair value of assets acquired	$ 9,961
Goodwill	5,947
Deferred tax liability	(2,328)
Provider liability	(880)
Contingent consideration payable	(1,270)
Net cash paid for acquisition	$ 11,430

The goodwill relating to the acquisition is primarily attributable to synergies related to the assembled workforce. Goodwill is measured as the excess of the consideration transferred over the fair value of assets acquired and liabilities assumed on the acquisition date. None of the goodwill recognized for the acquisition of PMG-NJ is expected to be deductible for tax purposes. In connection with the acquisition, the Company recognized a contingent consideration payable within other non-current liabilities on the consolidated balance sheet with an estimated fair value of $1.3 million, subject to meeting certain future performance targets over the next two years. For the 2026 acquisition, the Company is in the process of completing its formal valuation analysis to identify and determine the fair value of tangible and identifiable intangible assets acquired and the liabilities assumed. Thus, the final allocation of the purchase price may differ from the preliminary estimates used at June 30, 2026 based on additional information obtained and completion of the valuation of the identifiable intangible assets. The Company does not expect any adjustments, if necessary, to be material.

Arizona

In April 2025, the Company entered the Arizona market with the acquisition of a 51% ownership interest in PMG AZ. The acquisition was accounted for using the acquisition method pursuant to the requirements of ASC 805. The results of operations and cash flows for the period subsequent to the acquisition are included in the accompanying consolidated statement of operations and consolidated statement of cash flows.

The fair value of the assets acquired and liabilities assumed at the acquisition date are as follows (in thousands):

Cash	$	5,942
Accounts receivable		6,319
Identifiable intangible assets:		
Payer contract and physician network intangibles		64,400
Goodwill		43,838
Deferred tax liability		(13,238)
Provider liability		(12,261)
Total acquired net assets	$	95,000

Information regarding the net cash paid for the acquisition is as follows (in thousands):

Fair value of assets acquired, net of $5.9 million of cash acquired	$	70,719
Provider liability		(12,261)
Deferred tax liability		(13,238)
Goodwill		43,838
Net cash paid for acquisition	$	89,058

Pro Forma Total Revenues

PMG AZ contributed revenue of $37.0 million from the date of acquisition through September 30, 2025. PMG NJ contributed revenue of $6.2 million from the date of acquisition through September 30, 2026. The following table summarizes the unaudited pro forma total revenues of the combined entity had the date of the acquisition been January 1, 2025 and 2026 respectively:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(Dollars in Thousands)	**2026**	**2025**	**2026**	**2025**
Pro forma combined entity total revenue	$ 656,960	$ 584,741	$ 1,899,983	$ 1,613,019

In connection with the 2025 transaction related to PMG AZ, the seller is entitled to additional amounts up to a maximum value of $25.0 million, subject to meeting certain future targets. Of the $25.0 million, $10.0 million may be earned over a three-year period beginning at the acquisition date, and $15.0 million may be earned upon renewal of certain agreements in 2030. The Company accounted for these additional amounts as post-combination expense and recognizes any amounts earned within General and administrative expenses in the consolidated statements of operations and Accounts payable and accrued expenses and Other non-current liabilities, for current and long-term liabilities, respectively, within the consolidated balance sheets. The goodwill relating to this acquisition is primarily attributable to synergies related to the assembled workforce. None of the goodwill recognized for the acquisition of PMG AZ is deductible for tax purposes.

4. Goodwill and Intangible Assets, Net

For the purposes of the goodwill impairment assessment, the Company as a whole is considered to be a reporting unit. The Company recognizes the excess of the purchase price, plus the fair value of any non-controlling interests in the acquiree, over the fair value of identifiable net assets acquired as goodwill. The Company performs a qualitative assessment on goodwill at least annually or more frequently if events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. If it is determined in the qualitative assessment that the fair value of a reporting unit is more likely than not below its carrying amount, then the Company will perform a quantitative impairment test. The quantitative goodwill impairment test is performed by comparing the fair value of a reporting unit with its carrying amount. Any excess in the carrying value of a reporting unit's goodwill over its fair value is recognized as an impairment loss, limited to the total amount of goodwill allocated to that reporting unit. The Company's carrying value of goodwill at September 30, 2026 and December 31, 2025 was approximately $215.8 million and $209.8 million, respectively. No indicators of impairment were identified during the nine months ended September 30, 2026.

A summary of the Company's intangible assets is as follows:

(Dollars in thousands)	September 30, 2026 Intangible Assets	September 30, 2026 Accumulated Amortization	December 31, 2025 Intangible Assets	December 31, 2025 Accumulated Amortization
Trade names	$ 4,600	$ 2,779	$ 4,600	$ 2,607
Consumer customer relationships	3,100	2,802	3,100	2,783
Management service agreement	2,200	1,513	2,200	1,409
Physician network	19,814	3,030	16,052	2,016
Payer contracts	172,762	16,526	167,443	9,978
MSO service agreement	51,800	12,334	51,800	10,483
	254,276	$ 38,984	245,195	$ 29,276
Less accumulated amortization	(38,984)		(29,276)	
Intangible assets, net	$ 215,292		$ 215,919	

The remaining weighted average life of all amortizable intangible assets is approximately 16.5 years at September 30, 2026.

Amortization expense for intangible assets was approximately $3.4 million and $2.6 million for the three months ended September 30, 2026 and 2025, respectively, and $9.7 million and $6.7 million for the nine months ended September 30, 2026 and 2025, respectively.

Remaining estimated amortization expense for the Company's intangible assets is as follows:

	(Dollars in thousands)
Remainder of 2026	$ 3,362
2027	13,449
2028	13,449
2029	13,449
2030	13,449
Thereafter	158,134
Total	$ 215,292

5. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following:

(Dollars in thousands)	September 30, 2026	December 31, 2025
Accounts payable	$ 8,197	$ 7,973
Accrued employee compensation and benefits	28,164	33,552
Other accrued expenses	63,392	55,279
Total accounts payable and accrued expenses	$ 99,753	$ 96,804

6. Provider Liability

Provider liability represents costs payable to physicians, hospitals and other ancillary providers, including both Privia Physicians (and their Affiliated Practices), and providers the Company has contracted with through payer partners. Those costs include amounts that have not yet been paid for physician guaranteed payments and other required distributions pursuant to the service agreements as well as medical claims costs for services provided to attributed beneficiaries for which the Company is financially responsible under at-risk capitated revenue arrangements whether paid directly by the Company or indirectly by payers with whom the Company has contracted. Provider expenses are recognized in the period in which services are provided and include estimates of claims that have been incurred but have either not yet been received, processed, or paid and as such, not reported.

The Company's provider liability balance represents management's best estimate of its obligation for unpaid provider expenses. Management exercises judgment to determine the assumptions used for developing the required estimates. Provider liability estimates are developed using actuarial methods commonly used by health insurance actuaries that include a number of factors and assumptions including medical service utilization trends, changes in membership, observed medical cost trends, historical claim payment patterns and other factors.

Periodically, the Company re-examines previously established provider liability estimates based on actual claim submissions and other changes in facts and circumstances. The Company adjusts its provider liability estimates as more complete claims information

becomes available, recognizing changes in the period in which they are identified. Differences between estimated liabilities and actual claim settlements are recognized in the period the claims are settled.

Liabilities for unpaid medical claims under at-risk capitation arrangements, which are included in provider liability in the accompanying consolidated balance sheets, are as follows:

(Dollars in thousands)	September 30, 2026	September 30, 2025
Balance, beginning of period	$ 78,989	$ 66,355
Incurred health care costs		
Current year	271,675	228,352
Prior years	(12,387)	(9,349)
Total claims incurred	$ 259,288	$ 219,003
Claims paid		
Current year	(174,640)	(159,911)
Prior years	(58,217)	(49,013)
Total claims paid	$ (232,857)	$ (208,924)
Balance, end of period	$ 105,420	$ 76,434

7. Debt

On November 16, 2023, Privia Health Group, Inc., PH Group Holdings Corp., and Privia Health, LLC, as borrower, (collectively, the "Privia Parties") entered into a credit agreement (the "Revolving Credit Agreement") with Wells Fargo Bank, National Association, as issuing lender, and certain other lenders, pursuant to which the Privia Parties established a $125 million five-year senior secured revolving credit facility (the "Revolving Credit Facility"). On May 6, 2026, the Company entered into an amendment to the Revolving Credit Agreement (the "First Amendment"). The First Amendment increased the aggregate amount available under the Revolving Credit Agreement to $250 million and extended the term through 2031. The Revolving Credit Agreement, as amended by the First Amendment, bears interest at either (i) a base rate, as defined in the Revolving Credit Agreement, plus an applicable margin ranging from 0.25% to 0.75%, or (ii) SOFR, as defined in the Revolving Credit Agreement, plus an applicable margin that ranges from 1.25% to 1.75%, depending on the consolidated total leverage ratio, as defined in the Revolving Credit Agreement. The Revolving Credit Agreement includes a commitment fee on the unused Revolving Credit Facility that ranges from 0.20% to 0.30% (0.20% per annum at year end) depending on the consolidated leverage ratio. The facility generally may be used for capital expenditures, expenses related to transactions and general corporate purposes.

The Revolving Credit Agreement contains customary affirmative, negative and financial covenants, and events of default. The occurrence of an event of default under the Revolving Credit Agreement may cause the unpaid principal and accrued interest, and all other obligations under the Revolving Credit Agreement, to become immediately due and payable.

As of September 30, 2026, no amounts were outstanding under the Revolving Credit Facility. Substantially all of the Company's real and personal property serve as collateral under this agreement.

8. Income Taxes

The Company recorded a provision for income tax of $7.7 million and $6.9 million for the three months ended September 30, 2026 and 2025, respectively, and $20.3 million and $11.4 million for the nine months ended September 30, 2026 and 2025, respectively. This represents an effective tax rate of 42.0% as of September 30, 2026 compared to 37.4% for the same period in the prior year. The effective tax rates differ from the statutory U.S. federal income tax rate of 21% primarily due to 162(m) limitations, state income taxes, and tax impacts related to equity award vesting and exercise events. The higher effective tax rate in the current quarter was primarily driven by unfavorable tax impacts related to equity award vesting and exercise events, as the associated tax deductions were lower than the related book compensation expense as well as the additional executives being subject to 162(m) limitations.

Management considers both positive and negative evidence when evaluating the recoverability of our deferred tax assets ("DTAs"). The assessment is required to determine whether, based on all available evidence, it is more likely than not (i.e., greater than a 50% probability) that all or some portion of the DTAs will be realized in the future. As of September 30, 2026 and December 31, 2025, the weight of all available positive evidence was greater than the weight of all negative evidence, so a valuation allowance against the deferred tax asset was not recorded.

9. Stockholders' Equity

On April 6, 2021, the Board of Directors of the Company (the "Board") approved the 2021 Omnibus Incentive Plan (the "Plan") which permits awards in respect of up to 10,278,581 shares of Common Stock. The Plan also provides for an automatic increase on the first day of each fiscal year following the effective date of the Plan by an amount equal to the lesser of (i) 5% of outstanding shares on December 31 of the immediately preceding fiscal year or (ii) such number of shares as determined by the Company's Compensation

Committee in its discretion. The Plan provides for the granting of stock options at a price equal to at least 100% of the fair market value of Common Stock as of the date of grant. The Plan also provides for the granting of Stock Appreciation Rights, Restricted Stock, Restricted Stock Units ("RSUs"), Performance Awards ("PSUs") and other cash-based or other stock-based awards, all of which must be granted at not less than the fair market value of Common Stock as of the date of grant.

Prior to the Company's initial public offering ("IPO"), the Company granted stock options pursuant to the PH Group Parent Corp. Stock Option Plan (the "PH Parent Option Plan"). The Company no longer issues grants under the PH Parent Option Plan and no shares of Common Stock are reserved for future issuance thereunder. On March 2, 2023, the Company entered into a strategic alignment agreement (the "Equity Alignment Agreement") with ChoiceHealth, Inc. ("Novant Sub"), a subsidiary of Novant Health, Inc. ("Novant Health"). No shares have been issued to Novant Sub under the Equity Alignment Agreement as of September 30, 2026. A member of the Board is a member of the board of trustees of Novant Health.

Stock option activity

The following table summarizes stock option activity under the PH Parent Option Plan and the Plan:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value (in thousands)
Balance at December 31, 2025	7,534,665	$ 10.26	6.28	$ 102,102
Granted	—	—		
Exercised	(1,785,162)	4.18		
Forfeited	(28,014)	18.22		
Balance at September 30, 2026	5,721,489	$ 12.11	2.76	$ 53,154
Exercisable at September 30, 2026	5,721,489	$ 12.11	2.76	$ 53,154

RSU Activity

The following table summarizes the RSU activity under the Plan:

	Number of Shares	Grant Date Fair Value
Unvested and outstanding at December 31, 2025	3,847,183	$ 24.39
Granted	2,465,199	22.51
Vested	(1,740,494)	24.74
Forfeited	(173,120)	23.27
Unvested and outstanding at September 30, 2026	4,398,768	$ 23.25

PSU Activity

PSUs granted under the Plan generally vest based on the satisfaction of specified service conditions, performance-based conditions, and/or market conditions. PSUs represent a target number of units that may be paid out at zero to 200% of target at the end of a multi-year award cycle, typically three years, subject to continued employment of recipients and the achievement of such performance-based and market conditions. The performance-based conditions are established relative to certain Company-specific financial targets. For PSUs with performance-based conditions where the target will be fully established at a future date, the Company has determined that the service inception date precedes the grant date for these awards as (a) the awards were authorized prior to establishing an accounting grant date, (b) the recipients began providing services prior to the grant date, and (c) there are performance conditions that, if not met by the accounting grant date, will result in the forfeiture of the awards. As the service inception date precedes the accounting grant date, stock-based compensation expense is recognized over the requisite service period based on the estimated fair value at each reporting date. For PSUs that are solely based on employment and the achievement of certain market performance metric targets, which have already been determined, the fair value of the PSUs is determined on the grant date using a Monte Carlo valuation model. Stock-based compensation expense for these awards is fixed and is recognized on a straight-line basis over the requisite service period. At the end of the performance period, the Compensation Committee of the Board determines performance against the applicable performance-based conditions and/or market conditions. Generally, PSUs vest upon the determination by the Compensation Committee of the Board of the achievement of applicable performance-based conditions and/or market conditions, unless subject to earlier vesting, such as upon a Termination without Cause (as defined in the Plan) following a Change-in-Control of the Company (as defined in the Plan). PSUs do not convey voting rights.

The following table summarizes the PSU activity under the Plan:

	Number of Shares	Grant Date Fair Value
Unvested and outstanding at December 31, 2025	2,443,331	$ 26.41
Granted	974,645	22.47
Vested	(621,253)	27.99
Forfeited	(30,368)	23.47
Unvested and outstanding at September 30, 2026	2,766,355	$ 24.98

Stock-based compensation expense

Total stock-based compensation expense for the three months ended September 30, 2026 and 2025, was approximately $14.0 million and $19.0 million, respectively, and $55.3 million and $55.6 million for the nine months ended September 30, 2026 and 2025, respectively. At September 30, 2026, there was approximately $98.7 million of unrecognized stock-based compensation expense related to unvested options, RSUs and PSUs, net of forfeitures, that is expected to be recognized over a weighted-average period of 1.1 years.

Stock-based compensation expense was classified in the condensed consolidated statements of operations as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(Dollars in thousands)	2026	2025	2026	2025
Cost of platform	$ 5,489	$ 6,785	$ 18,411	$ 19,979
Sales and marketing	1,282	1,462	4,749	4,152
General and administrative	7,261	10,730	32,189	31,485
Total stock-based compensation	$ 14,032	$ 18,977	$ 55,349	$ 55,616

10. Commitments and Contingencies

There are no material commitments and contingencies as of September 30, 2026 and December 31, 2025.

We are currently involved in, and may in the future become involved in, legal proceedings, claims, investigations and regulatory inquiries in the ordinary course of our business, including medical malpractice claims. These claims or proceedings can involve various types of parties, including governments, regulators, competitors, customers, partners, suppliers, service providers, licensees, licensors, employees, or stockholders, among others. Although the results of these legal proceedings, claims, investigations and inquiries cannot be predicted with certainty, we do not believe that the final outcome of any matters that we are currently involved in are reasonably likely to have a material adverse effect on our business, financial condition or results of operations. Regardless of final outcomes, however, any such proceedings, claims, inquiries and investigations may nonetheless impose a significant burden on management and employees and be costly to manage and defend, with potentially unfavorable preliminary or interim rulings.

The Company records liabilities for its estimates of probable costs resulting from legal and regulatory matters where appropriate. Estimates of costs resulting from legal and regulatory matters involving the Company are inherently difficult to predict, particularly where the matters: may involve indeterminate claims for monetary damages or may involve fines, penalties or civil damages; involve an uncertain number of potential claimants or regulatory bodies; are in the early stages of the proceedings; or could result in a change in compliance practices.

On March 24, 2026, after we made a voluntary disclosure to various federal and state authorities, the Company received a “Request for Information or Assistance” from the Department of Health and Human Services’ Office of Inspector General (“OIG”). The inquiry pertains to a single obstetric and gynecological Affiliated Practice that was formerly in Privia’s Mid-Atlantic service area, and whether that practice procured and implanted medical devices for a limited cohort of its patients without complying with applicable regulatory requirements. The Company is not aware of similar conduct at its other Affiliated Practices.

The Company is cooperating with OIG’s request for information and is coordinating its response with the U.S. Department of Justice (“DOJ”) and the Commonwealth of Virginia’s Office of the Attorney General. While the Company does not currently believe that this matter is reasonably likely to have a material adverse effect on its business, financial condition or results of operations, the Company can provide no assurance as to the scope and outcome of this inquiry given its procedural status, including the ultimate extent of governmental interest in the matter.

11. Concentration of Credit and Revenue Risk

Our financial instruments that are potentially subject to concentrations of credit risk consist primarily of cash, cash equivalents, and accounts receivable. While our cash and cash equivalents are managed by reputable financial institutions, the Company's cash balances with the individual institutions may at times exceed the federally insured limits. At September 30, 2026, substantially all of the Company's cash and cash equivalents were held at two financial institutions.

The following table provides the Company's revenue concentrations with respect to payers comprising 10% or more of the Company's total revenues:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Payer A	26 %	28 %	27 %	28 %
Payer B	19 %	21 %	18 %	18 %
Payer C	17 %	17 %	17 %	16 %

The following table provides the Company's concentrations of credit risk with respect to payers comprising 10% or more of the Company's receivables, net:

	September 30,	
	2026	2025
Payer A	60 %	58 %
Payer B	14 %	17 %
Payer C	11 %	10 %

12. Net Income Per Share

A reconciliation of net income available to common stockholders and the number of shares in the calculation of basic and diluted earnings per share was calculated as follows:

(Dollars in thousands, except for share and per share amounts)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Net income attributable to Privia Health Group, Inc. common stockholders	$ 13,487	$ 6,861	$ 25,599	$ 13,768
Weighted-average common shares outstanding - basic	127,535,114	122,768,890	125,948,746	121,840,638
Weighted-average common share outstanding - diluted	132,709,953	128,776,684	131,860,730	128,392,315
Earnings per share attributable to Privia Health Group, Inc. common stockholders – basic	$ 0.11	$ 0.06	$ 0.20	$ 0.11
Earnings per share attributable to Privia Health Group, Inc. common stockholders – diluted	$ 0.10	$ 0.05	$ 0.19	$ 0.11

Below are the weighted-average diluted shares outstanding that were excluded from the computation of diluted earnings per share attributable to common stockholders for the period presented because they were anti-dilutive:

	Nine Months Ended September 30,	
	2026	2025
Weighted-average antidilutive shares outstanding	2,818,604	3,914,853

13. Segment Financial Information

The Company determined in accordance with ASC Topic 280, Segment Reporting ("ASC 280"), that the Company operates in and reports as a single operating segment, which is to care for its patients' needs. Operating segments are identified as components of an enterprise where separate discrete financial information is available for evaluation by the chief operating decision maker ("CODM"), or decision-making group, who reviews financial operating results on a regular basis for the purpose of allocating resources and evaluating financial performance.

The Company defines its CODM as its Chief Executive Officer, who regularly reviews financial operating results on a consolidated basis for purposes of allocating resources and evaluating financial performance. Although the Company derives its revenues from a number of different geographic regions, the Company neither allocates resources based on the operating results from the individual regions, nor manages each individual region as a separate business unit. The Company's CODM manages the operations on a consolidated basis to make decisions about overall corporate resource allocation and to assess overall corporate profitability. As of September 30, 2026 and December 31, 2025, all of the Company's long-lived assets were located in the United States.

The CODM uses consolidated net income attributable to Privia Health Group, Inc. to evaluate financial performance and allocate resources. Consolidated net income attributable to Privia Health Group, Inc. for the three months ended September 30, 2026 and 2025 was $13.5 million and $6.9 million, respectively, and $25.6 million and $13.8 million for the nine months ended September 30, 2026 and 2025, respectively.

14. Subsequent Events

On November 1, 2026, the Company acquired an ACO business from Cano Health, LLC for approximately $36.0 million in cash at closing. The initial accounting for the acquisition is incomplete as of the date of this Form 10-Q, as the information necessary to complete such evaluations was not practicable due to the timing of acquisition closing. This information will be included in our annual report on Form 10-K for the year ending December 31, 2026.

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

The following discussion should be read in conjunction with our unaudited condensed consolidated financial statements and accompanying notes included elsewhere in this quarterly report on Form 10-Q. In addition, the following discussion and analysis and information contains forward-looking statements about the business, operations and financial performance of the Company based on our current expectations that involve risks, uncertainties and assumptions. Our actual results could differ materially from those anticipated by these forward-looking statements as a result of many factors. including, but not limited to, those identified below and those discussed in the sections titled "Risk Factors" and "Information Regarding Forward-Looking Statements" in this quarterly report on Form 10-Q.

Overview

Privia Health is a technology-driven, national physician-enablement company that collaborates with physician practices, health plans, and health systems to achieve the quadruple aim of better outcomes, lower costs, improved patient experience, and happier and more engaged providers. We seek to accomplish the quadruple aim by entering markets and organizing existing physicians and non-physician clinicians into a unique practice model that combines the advantages of a partnership in a large regional Medical Group with significant provider autonomy for Privia Providers joining our Medical Groups. Our technology and service solutions (collectively, the "Privia Platform") are powered by our Privia Technology Solution that integrates both Privia-developed and third-party applications into a seamless interface and workflow that manages all aspects of our Privia Providers' provision of healthcare services.

Under our Privia Medical Group model, Privia Physicians join the Medical Group in their geographic market as owners of the Medical Group. We own a majority interest in certain of our Medical Groups, with Privia Physicians collectively owning a minority interest, and we own no interest in certain other Non-Owned Medical Groups. In those markets in which state regulations do not allow us to own Medical Groups, the Non-Owned Medical Groups may be owned by the Privia Physicians or owned indirectly by a Nominee Physician, otherwise referred to as a Friendly Medical Group. Privia Physicians furnish healthcare services through our Medical Groups and continue to own their Affiliated Practices, which provide certain services to the Medical Groups, such as use of space, non-physician staffing, equipment and supplies.

We provide management services to the Medical Groups through a local MSO, which provides Medical Groups with access to VBC opportunities either directly or through Privia-owned Accountable Care Organizations ("ACOs" and each, an "ACO"). We have national committees that distribute quality guidance, and we employ Chief Medical Officers who provide clinical oversight and direction over the clinical affairs of the Owned Medical Groups. Additionally, we hold the provider contracts, maintain the patient records, set reimbursement rates, and negotiate payer contracts on behalf of the Owned Medical Groups.

In some instances, we also move into and expand in new and existing markets through our Privia Care Partners model, which offers an affiliation model to providers who are looking solely for VBC solutions. For those practices, we furnish population health services, reporting and analytics, along with certain management services.

GAAP Financial Measures

- Revenue was $657.0 million and $580.4 million for the three months ended September 30, 2026 and 2025, respectively, and $1.89 billion and $1.58 billion for the nine months ended September 30, 2026 and 2025, respectively;
- Gross profit was $134.7 million and $122.6 million for the three months ended September 30, 2026 and 2025, respectively, and $389.3 million and $339.0 million for the nine months ended September 30, 2026 and 2025, respectively;
- Operating income was $20.5 million and $14.4 million for the three months ended September 30, 2026 and 2025, respectively, and $39.7 million and $23.0 million for the nine months ended September 30, 2026 and 2025, respectively; and
- Net income attributable to Privia Health Group, Inc. was $13.5 million and $6.9 million, for the three months ended September 30, 2026 and 2025, respectively, and $25.6 million and $13.8 million for the nine months ended September 30, 2026 and 2025, respectively.

Summary of Key Metrics and Non-GAAP Financial Measures

- Practice Collections were $1.03 billion and $940.4 million for the three months ended September 30, 2026 and 2025, respectively, and $2.91 billion and $2.60 billion for the nine months ended September 30, 2026 and 2025, respectively;
- Care Margin was $138.1 million and $125.2 million for the three months ended September 30, 2026 and 2025, respectively, and $399.0 million and $345.7 million for the nine months ended September 30, 2026 and 2025, respectively;

- Platform Contribution was $73.9 million and $70.6 million for the three months ended September 30, 2026 and 2025, respectively, and $209.9 million and $179.8 million for the nine months ended September 30, 2026 and 2025, respectively; and
- Adjusted EBITDA was $40.6 million and $38.2 million for the three months ended September 30, 2026 and 2025, respectively, and $114.7 million and $94.1 million for the nine months ended September 30, 2026 and 2025, respectively.

See "Key Metrics and Non-GAAP Financial Measures" below for more information as to how we define and calculate Implemented Providers, Attributed Lives, Practice Collections, Care Margin, Platform Contribution, Platform Contribution Margin, Adjusted EBITDA and Adjusted EBITDA Margin, and for reconciliations of these key metrics and non-GAAP financial measures to the most comparable GAAP measures, including gross profit to Care Margin, gross profit to Platform Contribution, and net income to Adjusted EBITDA.

Our Revenue

We recognize revenue from multiple stakeholders, including health care consumers, health insurers, employers, providers and health systems. Our revenue includes (i) FFS revenue generated from providing healthcare services to patients through Privia Providers of Owned Medical Groups or administrative fees collected for providing administrative services to Non-Owned Medical Groups, (ii) VBC revenue collected on behalf of our providers, through capitated revenue, shared savings (including surplus payments, shared savings, total cost of care budget payments and similar payments) and care management fees (including care management fees, management services fees, care coordination fees and all other similar administrative fees), and (iii) other revenue from additional services, such as concierge services, virtual visits and coding.

FFS Revenue

We generate FFS-patient care revenue when we collect reimbursements for FFS medical services provided by Privia Providers. Our agreements with our providers have a multi-year term length and we have historically experienced a 96% provider retention rate, both of which lead to a highly predictable and recurring revenue model. Our FFS contracts with payer partners typically contain annual rate inflators and enhanced commercial FFS rates given our scale in each of our markets. As a result of receiving these rate inflators and enhancements, if we continue to be successful in expanding our provider base, we expect revenue will grow year-over-year in absolute dollars. In addition, in our FFS-patient care revenue, we include collections generated from ancillary services such as clinical laboratory, imaging and pharmacy operations. We also generate FFS-administrative services revenue by providing administration and management services to medical groups which are not owned or consolidated by us. FFS-patient care revenue represented 65.9% and 60.7% of total revenue for the three months ended September 30, 2026 and 2025, respectively, and 65.3% and 63.0% for the nine months ended September 30, 2026 and 2025, respectively. FFS-administrative services revenue represented 5.3% and 5.8% of total revenue for the three months ended September 30, 2026 and 2025, respectively, and 5.2% and 6.4% for the nine months ended September 30, 2026 and 2025, respectively.

VBC Revenue

Over time, we create incremental value for our provider partners by enabling them to succeed in VBC arrangements. We generate VBC revenue when our providers are reimbursed through traditional FFS Medicare, Medicare Shared Savings Program ("MSSP"), Medicare Advantage, commercial payers and other existing and emerging direct payer and employer contracting programs. The revenue is primarily collected in the form of (i) capitated revenue earned by providing healthcare services to Medicare Advantage attributed beneficiaries for a defined group of services including professional, institutional and pharmacy through a contract that is typically known as an "at-risk contract," (ii) shared savings earned based on improved quality and lower cost of care for our Attributed Lives in VBC incentive arrangements and (iii) care management fees to cover costs of services typically not reimbursed under traditional FFS payment models, including population management, care coordination, advanced technology and analytics. VBC revenue represented 28.6% and 33.1% of total revenue for the three months ended September 30, 2026 and 2025, respectively, and 29.1% and 30.2% for the nine months ended September 30, 2026 and 2025, respectively.

Other Revenue

The remainder of our revenue is derived from leveraging our existing base of providers and patients to deliver value-oriented services such as virtual visits and coding. Other revenue represented 0.2% and 0.4% of total revenue for the three months ended September 30, 2026 and 2025, respectively, and 0.3% and 0.4% for the nine months ended September 30, 2026 and 2025, respectively.

Key Factors Affecting Our Performance

Addition of New Providers

Our ability to increase our provider base will enable us to deliver financial growth as our providers generate both our FFS and VBC revenue. Our existing provider relationships and market share provide us with significant opportunity to grow in both existing and new geographies, and we believe the number of providers joining Privia is a key indicator of the market's recognition of the attractiveness

of our platform to our providers, patients and payers. We intend to increase our provider base in existing and new markets by adding new practices and assisting our existing practices with recruiting new providers, using our in-market and national sales and marketing teams. As we add providers to the Privia Platform, we expect them to contribute incremental economics as we leverage our existing brand and infrastructure, both at the corporate and in-market levels.

Addition of New Patients

Our ability to add new patients to our provider base in existing and new markets will also enable us to deliver revenue growth in both our FFS and VBC contracts. We believe the number of attributed patient lives in VBC programs is a key driver of our VBC revenue growth. Our branding and marketing strategies to drive growth in our practices have continued to result in increased engagement with new and existing patients. We believe our continued success in growing the visibility of the Privia brand will result in increased patient panels per provider and contribute incremental revenue in both FFS and VBC for our practices.

Expansion to New Markets

Based upon our experience to date, we believe Privia can succeed in all reimbursement environments and payment models. The data we collected from older provider cohorts consistently suggest that we improve their performance in both FFS and VBC metrics over time and inform our expectations for our new markets. We believe our in-market operating structure and ability to serve providers wherever they are on their transition to VBC can benefit physicians and providers throughout the U.S. and that our solution is applicable across all 50 states. We enter a market with an asset-light operating model and employ a disciplined, uniform approach to market structure and development. We partner with market leading medical groups and health systems to form anchor relationships and align other independent, affiliated, or employed providers into a single-Tax Identification Number ("TIN") medical group. Our business model also gives us flexibility for future, incremental growth through the acquisition of minority or majority stakes in our practices and opening de-novo, fully owned sites of care focused on Medicare Advantage and direct contracting models.

In April 2025, the Company announced it had entered the state of Arizona in partnership with a multi-specialty practice.

In December 2025, the Company acquired an ACO business from Evolent Health, Inc., adding over 120,000 Attributed Lives through the MSSP and various commercial and Medicare Advantage programs.

In May 2026, the Company announced it had entered the state of New Jersey in partnership with Neurology Group of Bergen County.

In November 2026, the Company acquired American Choice Healthcare MSSP, LLC from Cano Health.

Provider Satisfaction and Retention

Privia Providers have high satisfaction with their overall performance on our platform, and we strive to continuously improve provider well-being and patient satisfaction. Our percentage of collections model combined with high patient and provider satisfaction results in greater than 90% Practice Collections predictability on a rolling twelve-month forward basis. We believe these metrics demonstrate the stability of our provider base and the appeal to prospective providers and patients of our platform.

Payer Contracts and Ability to Move Markets to VBC

Our FFS and VBC revenue is dependent upon our contracts and relationships with payers. We partner with a large and diverse set of payer groups nationally and in each of our markets to form provider networks and to lower the overall cost of care, and we structure bespoke contracts to help both providers and payers achieve their objectives in a mutually aligned manner. Maintaining, supporting and increasing the number of these contracts and relationships, particularly as we enter new markets, is important for our long-term success. From time to time, we may renegotiate or attempt to renegotiate our payer contracts in the ordinary course of business prior to the expiration of their stated terms. If the counterparties fail to renew their contracts, renew their contracts upon less favorable terms or at lower fee levels or fail to utilize additional products and services obtained from us, or if we fail to renegotiate contracts with our counterparties on favorable terms or at all, our revenue may decline and our future revenue growth may be constrained.

Our ability to work within each geographic market as it evolves in its shift towards VBC, with our experience working in all reimbursement environments, enables providers to accelerate and succeed in their transition. Our model is aligned with our payer partners, as we have demonstrated improved patient outcomes while driving incremental revenue growth. We intend to accelerate the move towards the adoption of VBC reimbursement in each market in current and emerging payer programs. To do so, we will need to continue enhancing our VBC capabilities and executing on initiatives to deliver next generation access, superior quality metrics and lower cost of care.

As of September 30, 2026, the total number of Privia-owned ACOs is ten.

Capitated revenue is generated through what is typically known as an "at-risk contract." At-risk capitation refers to a model in which the Company is entitled to fixed monthly fees from the third-party payer in exchange for providing healthcare services to attributed beneficiaries in Medicare Advantage plans. The fees are typically based on a percentage of the defined premium that payers receive from Centers of Medicare and Medicaid Services ("CMS"). The Company is responsible for providing or paying for the cost of healthcare services required by those attributed beneficiaries. At-risk capitated fees are recorded gross in revenues because the Company is acting as a principal in arranging for, providing, and controlling the managed healthcare services provided to the attributed beneficiaries.

Components of Revenue

Our FFS revenue is primarily dependent upon the size of our provider base, payer contracted rates and patient volume. Our ability to maintain or improve pricing levels in our contracts with payers and patient volume for our providers will impact our results of operations. In addition to increasing our provider base and contracted rates over time, we also seek to increase patient volume by demonstrating the ability to provide a better patient experience that leads to higher retention rates and drives referrals to preferred, high quality and value-based providers. Our VBC revenue is primarily dependent upon the number of attributed patients in our VBC arrangements, risk levels of our payer contracts, and effective management of our patients' total cost of care. As we grow our provider base, we also expect to increase our total number of attributed patients in existing and new markets. In addition, we intend to increase the risk levels of our value-based programs as we seek a higher revenue opportunity on a per patient basis over time.

Investments in Growth

We expect to continue focusing on long-term growth through investments in our sales and marketing, our technology-enabled platform, and our operations. In addition, as we continue our efforts to move markets toward VBC, we expect to continue making additional investments in operations for an expanded suite of clinical capabilities to manage our patient population.

We launched Privia Care Partners on January 1, 2022 to offer a more flexible affiliation model for providers who do not desire to join one of our medical groups. This model aggregates providers in certain of our existing markets as well as new markets who are looking solely for VBC solutions without the necessity of changing EMR providers. We furnish population health services, reporting and analytics to such providers along with a menu of management services from which providers may choose. We continue to have Privia Care Partners' providers transitioning to our Privia Medical Group model, which demonstrates the flexibility of our operating model and technology platform, as well as the ability to support physicians wherever they are in their transition to value-based care.

Key Metrics and Non-GAAP Financial Measures

We review a number of operating and financial metrics, including the following key metrics and non-GAAP financial measures, to evaluate our business, measure our performance, identify trends affecting our business, formulate our business plans, and make strategic decisions.

Key Metrics

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Implemented Providers (as of end of period)	5,893	5,250	5,893	5,250
Attributed Lives (in thousands) (as of end of period)	1,676	1,406	1,676	1,406
Practice Collections [(1)] ($ in millions)	$ 1,028.8	$ 940.4	$ 2,913.6	$ 2,601.9

(1) We define Practice Collections as the total collections from all practices in all markets and all sources of reimbursement (FFS, VBC and other) that we receive for delivering care and providing our platform and associated services. Practice Collections differ from revenue by including collections from Non-Owned Medical Groups.

Implemented Providers

We define Implemented Providers as the total of all service professionals at the end of a given period who are credentialed and bill for medical services in both Owned and Non-Owned Medical Groups during that period. This includes, but is not limited to, physicians, physician assistants, and nurse practitioners. We believe that growth in the number of Implemented Providers is a key indicator of the performance of our business and expected revenue growth. This growth depends, in part, on our ability to successfully add new practices in existing markets and expand into new markets. The number of Implemented Providers increased 12.2% as of September 30, 2026 compared to September 30, 2025, due to organic growth in our healthcare delivery business as well as acquisitions.

Attributed Lives

We define Attributed Lives as any patient that a payer deems attributed to Privia to deliver care as part of a VBC arrangement through a provider of primary care or specialty services as of the end of a particular period. The number of Attributed Lives is an important measure that impacts the amount of VBC revenue we receive. Attributed Lives increased 19.2% as of September 30, 2026 compared to September 30, 2025, primarily due to acquisitions as well as organic growth.

Practice Collections

We define Practice Collections as the total collections from all practices in all markets and all sources of reimbursement (FFS, VBC and other) that we receive for delivering care and providing our platform and associated services. Practice Collections differ from revenue by including collections from Non-Owned Medical Groups. FFS arrangements accounted for 81.4% and 78.8% of our practice collections for the three months ended September 30, 2026 and 2025, respectively, and 80.8% for each of the nine months ended September 30, 2026 and 2025, respectively. VBC accounted for 18.4% and 20.9% of practice collections for the three months

ended September 30, 2026 and 2025, respectively, and 19.0% for each of the nine months ended September 30, 2026 and 2025, respectively.

Practice Collections increased 9.4% for the three months ended September 30, 2026 when compared to the same period in 2025, and 12.0% for the nine months ended September 30, 2026 when compared to the same period in 2025, mainly due to organic growth of our healthcare delivery business and acquisitions.

Non-GAAP Financial Measures

In addition to our financial results determined in accordance with GAAP, we believe non-GAAP financial measures including Care Margin, Platform Contribution, Platform Contribution Margin, Adjusted EBITDA and Adjusted EBITDA Margin are useful measures to investors as these are metrics used by management in evaluating our operating performance and in assessing the health of our business. We use these non-GAAP measures to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that these non-GAAP financial measures, when taken together with the corresponding GAAP financial measures, provide meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our business, results of operations or outlook.

However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. In addition, other companies, including companies in our industry, may calculate similarly-titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as a tool for comparison. A reconciliation is provided below for our non-GAAP financial measures to the most directly comparable financial measure stated in accordance with GAAP. Investors are encouraged to review the related GAAP financial measures and the reconciliation of non-GAAP financial measures to their most directly comparable GAAP financial measures, and not to rely on any single financial measure to evaluate our business.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(Amounts in thousands, except for percentages)	**2026**	**2025**	**2026**	**2025**
Care Margin [(1)] ($)	$ 138,103	$ 125,210	$ 398,979	$ 345,659
Platform Contribution [(1)] ($)	$ 73,926	$ 70,555	$ 209,947	$ 179,754
Platform Contribution Margin [(1)] (%)	53.5%	56.3%	52.6%	52.0%
Adjusted EBITDA [(1)] ($)	$ 40,594	$ 38,187	$ 114,711	$ 94,093
Adjusted EBITDA Margin [(1)] (%)	29.4%	30.5%	28.8%	27.2%

(1) See below for more information as to how we define and calculate Care Margin, Platform Contribution, Platform Contribution Margin, Adjusted EBITDA and Adjusted EBITDA Margin and for a reconciliation of Gross Profit, the most comparable GAAP measure, to Care Margin, Gross Profit, the most comparable GAAP measure, to Platform Contribution, and net income, the most comparable GAAP measure, to Adjusted EBITDA.

Care Margin

Gross Profit is defined as total revenue less provider expenses and amortization of intangible assets. We define Care Margin as Gross Profit excluding amortization of intangible assets. Our Care Margin generated from FFS revenue is contractual and recurring in nature, and primarily based on an individually negotiated percentage of collections for each practice that joins Privia. Our Care Margin generated from VBC revenue is based on a percentage of care management fees and shared savings collected. We view Care Margin as all of the dollars available for us to manage our business, including providing administrative support to our practices, investing in sales and marketing to attract new providers to the Privia Platform, and supporting the organization through our corporate infrastructure. We expect Care Margin will grow year-over-year in absolute dollars as we continue to expand our provider base. We would also expect our care management and shared savings economics in our VBC arrangements to improve on a per patient basis as we manage towards lower total cost of care for our Attributed Lives and move towards higher risk VBC arrangements over time. Care Margin increased 10.3% for the three months ended September 30, 2026 when compared to the same period in 2025, and increased 15.4% for the nine months ended September 30, 2026 when compared to the same period in 2025 due to organic growth of our medical practice business. As a percentage of revenue, Care Margin decreased to 21.0% for the three months ended September 30, 2026 from 21.6% for the same period in 2025, and decreased to 21.1% for the nine months ended September 30, 2026, compared to 21.9% during the same period in 2025. We continue to make strategic investments to increase services to both our patients and physicians.

In addition to our financial results determined in accordance with GAAP, we believe Care Margin, a non-GAAP measure, is useful in evaluating our operating performance. We use Care Margin to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that this non-GAAP financial measure, when taken together with the corresponding GAAP financial measures, provides meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our business, results of operations or outlook. In particular, we believe that the use of Care Margin is helpful to our investors as it is a metric used by management in assessing the health of our business and our operating performance.

The following table provides a reconciliation of Gross Profit, exclusive of intangible asset amortization, the most closely comparable GAAP financial measure, to Care Margin:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(unaudited and dollars in thousands)	**2026**	**2025**	**2026**	**2025**
Revenue	$ 656,960	$ 580,419	$ 1,893,437	$ 1,581,669
Provider expense	(518,857)	(455,209)	(1,494,458)	(1,236,010)
Amortization of intangible assets	(3,362)	(2,601)	(9,708)	(6,670)
Gross Profit	$ 134,741	$ 122,609	$ 389,271	$ 338,989
Amortization of intangibles assets	3,362	2,601	9,708	6,670
Care Margin	$ 138,103	$ 125,210	$ 398,979	$ 345,659

Platform Contribution

We define Platform Contribution as Gross Profit, excluding amortization of intangible assets, less cost of platform and excluding stock-based compensation expense included in cost of platform. The following table provides a reconciliation of gross profit, the most closely comparable GAAP financial measure, to Platform Contribution. We consider Platform Contribution to be an important measure to monitor our performance, specific to pricing of our services, direct costs of delivering care, and cost of our platform and associated services. As a provider spends a longer time on the Privia Platform, we expect the Platform Contribution from that provider to increase both in terms of absolute dollars as well as a percent of Care Margin. We expect that this increase will be driven by improving per provider revenue economics over time as well as our ability to generate operating leverage on our in-market infrastructure costs. Platform Contribution increased 4.8% for the three months ended September 30, 2026 when compared to the same period in 2025, and increased 16.8% for the nine months ended September 30, 2026 when compared to the same period in 2025, in each case due to organic growth of our medical practice business and acquisitions.

The following table provides a reconciliation of Gross Profit, the most closely comparable GAAP financial measure, to Platform Contribution:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(unaudited and dollars in thousands)	**2026**	**2025**	**2026**	**2025**
Revenue	$ 656,960	$ 580,419	$ 1,893,437	$ 1,581,669
Provider expense	(518,857)	(455,209)	(1,494,458)	(1,236,010)
Amortization of intangibles assets	(3,362)	(2,601)	(9,708)	(6,670)
Gross Profit	$ 134,741	$ 122,609	$ 389,271	$ 338,989
Amortization of intangibles assets	3,362	2,601	9,708	6,670
Cost of platform	(69,666)	(61,440)	(207,443)	(185,884)
Stock-based compensation[(1)]	5,489	6,785	18,411	19,979
Platform Contribution	$ 73,926	$ 70,555	$ 209,947	$ 179,754

(1) Amount represents stock-based compensation expense included in cost of platform.

Platform Contribution Margin

We define Platform Contribution Margin as Platform Contribution as a percentage of Care Margin. We consider Platform Contribution Margin to be an important measure to monitor our performance, specific to pricing of our services, direct costs of delivering care, and cost of our platform and associated services. As a provider spends a longer time on the Privia Platform, we expect the Platform Contribution from that provider to increase both in terms of absolute dollars as well as a percent of Care Margin. We expect that this increase will be driven by improving per provider revenue economics over time as well as our ability to generate operating leverage on our in-market infrastructure costs. Platform Contribution Margin was 53.5% for three months ended September 30, 2026 compared to 56.3% during the same period in 2025, and 52.6% for the nine months ended September 30, 2026 compared to 52.0% during the same period in 2025. We continue to make strategic investments intended to provide better service to both our patients and physicians at a pace slower than the increase in revenue.

In addition to our financial results determined in accordance with GAAP, we believe Platform Contribution and Platform Contribution Margin, each a non-GAAP measure, are useful in evaluating our operating performance. We use Platform Contribution to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that these non-GAAP financial measures, when taken together with the corresponding GAAP financial measures, provide meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our business, results of operations or outlook. In particular, we believe that the use of Platform Contribution and Platform Contribution Margin are helpful to our investors as they are metrics used by management in assessing the health of our business and our operating performance.

Adjusted EBITDA

We define Adjusted EBITDA as net income before interest income, net, provision for income taxes, net income attributable to non-controlling interests, depreciation and amortization, non-cash stock-based compensation, and other expenses including employer taxes on equity vesting and exercises and other certain non-recurring items such as severance, contingent and deferred consideration and other non-recurring income/expenses. We include Adjusted EBITDA because it is an important measure by which we assess, and believe investors should assess, our operating performance. We consider Adjusted EBITDA to be an important measure because it helps illustrate underlying trends in our business and our historical operating performance on a more consistent basis. Adjusted EBITDA has limitations as an analytical tool including: (i) Adjusted EBITDA does not reflect the impact of stock-based compensation expense, and (ii) Adjusted EBITDA does not reflect interest expense on our debt or the cash requirements necessary to service interest or principal payments. Adjusted EBITDA increased by 6.3% for the three months ended September 30, 2026 when compared to the same period in 2025, and increased by 21.9% for the nine months ended September 30, 2026 when compared to the same period in 2025, due to organic growth of our business, acquisitions and growth in Attributed Lives.

Adjusted EBITDA Margin

We define Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of Care Margin. We included Adjusted EBITDA Margin because it is an important measure by which our management assesses and believes investors should assess our operating performance. We consider Adjusted EBITDA Margin to be an important measure because it helps illustrate underlying trends in our business and our historical operating performance on a more consistent basis. Adjusted EBITDA Margin was 29.4% for three months ended September 30, 2026, a decrease from 30.5% for the same period in 2025 due to timing of certain shared savings accruals and settlements, and 28.8% for the nine months ended September 30, 2026, an increase from 27.2% for the same period in 2025 due to organic growth of our medical practice business and growth in our value based care business.

We believe that Adjusted EBITDA and Adjusted EBITDA Margin, when taken together with the corresponding GAAP financial measures, provide meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our business, results of operations or outlook. In particular, we believe that the use of Adjusted EBITDA and Adjusted EBITDA Margin is helpful to our investors as they are metrics used by management in assessing the health of our business and our operating performance.

The following table provides a reconciliation of net income attributable to the Company, the most closely comparable GAAP financial measure, to Adjusted EBITDA:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(unaudited and dollars in thousands)	**2026**	**2025**	**2026**	**2025**
Net income	$ 13,487	$ 6,861	$ 25,599	$ 13,768
Net income attributable to non-controlling interests	1,107	2,946	2,439	5,373
Provision for income taxes	7,671	6,867	20,288	11,426
Interest income, net	(1,724)	(2,271)	(5,280)	(7,610)
Depreciation and amortization	3,503	2,766	10,140	7,250
Stock-based compensation	14,032	18,977	55,349	55,616
Other income	—	—	(3,310)	—
Other expenses[(1)]	2,518	2,041	9,486	8,270
Adjusted EBITDA	$ 40,594	$ 38,187	$ 114,711	$ 94,093

(1) Other expenses include employer taxes on equity vesting/exercises, severance, contingent and deferred consideration, and certain non-recurring costs.

Components of Results of Operations

Revenue

As noted above under "Our Revenue," revenue is earned in three main categories: FFS revenue, VBC revenue and other revenue.

Operating Expenses

Provider expenses

Provider expenses are amounts accrued or payments made to physicians, hospitals and other service providers, including Privia Physicians, their Affiliated Practices, and providers the Company has contracted with through payer partners. Those costs include physician guaranteed payments and other required distributions pursuant to the service agreements as well as medical claims costs for services provided to attributed beneficiaries under at-risk capitated revenue arrangements for which the Company is financially responsible, whether paid directly by the Company or indirectly by payers with whom the Company has contracted. Provider expenses are recognized in the period in which services are provided.

Cost of platform

Third-party EMR and practice management software expenses are paid on a percentage of revenue basis, while we pay most of the costs of our platform on a variable basis related to the number of implemented physicians we service. In addition, expenses contain stock-based compensation related to employees that provide cost of platform services but exclude any depreciation and amortization expense. Software development costs that do not meet capitalization criteria are expensed as incurred. As we continue to grow, we expect the cost of platform to continue to grow at a rate slower than the revenue growth rate.

Sales and marketing

Sales and marketing expenses consist of employee-related expenses, including salaries, commissions, stock-based compensation, and employee benefits costs, for all of our employees engaged in marketing, sales, community outreach, and sales support. In addition, sales and marketing expenses also include central and community-based advertising to generate greater awareness, engagement, and retention among our current and prospective patients as well as the infrastructure required to support all of our marketing efforts.

General and administrative

Corporate, general and administrative expenses include employee-related expenses, including salaries and related costs and stock-based compensation, technology infrastructure, occupancy costs, operations, clinical and quality support, finance, legal, human resources, and development departments.

Depreciation and amortization expense

Depreciation and amortization expenses are primarily attributable to our capital investment and consist of fixed asset depreciation and amortization of intangibles considered to have definite lives. We do not allocate depreciation and amortization expenses to other operating expense categories.

Interest income, net

Interest income consists primarily of interest earned by the Company on bank balances, offset by interest expense (including deferred financing costs) on any outstanding borrowings. See "Liquidity and Capital Resources-General and Liquidity and Capital Resources-Indebtedness."

Results of Operations

The following table sets forth our condensed consolidated statements of operations data for the three and nine months ended September 30, 2026 and 2025:

(Dollars in thousands)	For the Three Months Ended September 30, 2026	2025	Change ($)	Change (%)	For the Nine Months Ended September 30, 2026	2025	Change ($)	Change (%)
Revenue	$ 656,960	$ 580,419	$ 76,541	13.2 %	$ 1,893,437	$ 1,581,669	$ 311,768	19.7 %
Operating expenses:								
Provider expense	518,857	455,209	63,648	14.0 %	1,494,458	1,236,010	258,448	20.9 %
Cost of platform	69,666	61,440	8,226	13.4 %	207,443	185,884	21,559	11.6 %
Sales and marketing	9,941	6,960	2,981	42.8 %	26,077	20,687	5,390	26.1 %
General and administrative	34,452	39,641	(5,189)	(13.1)%	115,583	108,881	6,702	6.2 %
Depreciation and amortization	3,503	2,766	737	26.6 %	10,140	7,250	2,890	39.9 %
Total operating expenses	636,419	566,016	70,403	12.4 %	1,853,701	1,558,712	294,989	18.9 %
Operating income	20,541	14,403	6,138	42.6 %	39,736	22,957	16,779	73.1 %
Other income	—	—	—	—	3,310	—	3,310	—
Interest income, net	1,724	2,271	(547)	(24.1)%	5,280	7,610	(2,330)	(30.6)%
Income before provision for income taxes	22,265	16,674	5,591	33.5 %	48,326	30,567	17,759	58.1 %
Provision for income taxes	7,671	6,867	804	11.7 %	20,288	11,426	8,862	77.6 %
Net income	14,594	9,807	4,787	48.8 %	28,038	19,141	8,897	46.5 %
Less: Net income attributable to non-controlling interests	1,107	2,946	(1,839)	(62.4)%	2,439	5,373	(2,934)	(54.6)%
Net income attributable to Privia Health Group, Inc.	$ 13,487	$ 6,861	$ 6,626	96.6 %	$ 25,599	$ 13,768	$ 11,831	85.9 %

Revenue

The following table presents our revenues disaggregated by source:

(Dollars in thousands)	For the Three Months Ended September 30, 2026	2025	Change ($)	Change (%)	For the Nine Months Ended September 30, 2026	2025	Change ($)	Change (%)
FFS-patient care	$ 433,088	$ 352,604	$ 80,484	22.8 %	$ 1,236,861	$ 995,829	$ 241,032	24.2 %
FFS-administrative services	34,738	33,616	1,122	3.3 %	99,363	100,986	(1,623)	(1.6)%
Capitated revenue	99,520	90,906	8,614	9.5 %	280,818	237,108	43,710	18.4 %
Shared savings	68,838	79,994	(11,156)	(13.9)%	212,720	187,927	24,793	13.2 %
Care management fees (PMPM)	19,394	20,992	(1,598)	(7.6)%	57,994	53,113	4,881	9.2 %
Other Revenue	1,382	2,307	(925)	(40.1)%	5,681	6,706	(1,025)	(15.3)%
Total Revenue	$ 656,960	$ 580,419	$ 76,541	13.2 %	$ 1,893,437	$ 1,581,669	$ 311,768	19.7 %

Three months ended September 30, 2026 and 2025

Revenue was $657.0 million for the three months ended September 30, 2026, an increase from $580.4 million for the three months ended September 30, 2025. Key drivers of this revenue growth include: FFS–patient care revenue, which increased $80.5 million, primarily attributable to the addition of new providers and increase in visit volume; an increase in capitated revenue of $8.6 million due to an increase in Attributed Lives related to capitated arrangements. The decrease in shared savings revenue of $11.2 million during the three months ended September 30, 2026, is primarily due to timing of certain shared savings accruals and settlements; and a decrease in PMPM revenue of $1.6 million, is primarily due to timing.

Nine months ended September 30, 2026 and 2025

Revenue was $1.89 billion for the nine months ended September 30, 2026, an increase from $1.58 billion for the nine months ended September 30, 2025. Key drivers of this revenue growth include: FFS–patient care revenue, which increased $241.0 million, primarily attributable to the addition of new providers and increase in visit volume; an increase in capitated revenue of $43.7 million due to an increase in Attributed Lives related to capitated arrangements; an increase in shared savings revenue of $24.8 million during the nine months ended September 30, 2026, primarily due to timing of certain shared savings accruals and settlements, an increase in Attributed Lives in Medicare programs and continued strong performance in our value based care programs in the aggregate; and an increase in PMPM revenue of $4.9 million, primarily due to increased Attributed Lives.

Operating Expenses

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
(Dollars in thousands)	**2026**	**2025**	**Change ($)**	**Change (%)**	**2026**	**2025**	**Change ($)**	**Change (%)**
Operating Expenses:								
Provider expense	$ 518,857	$ 455,209	$ 63,648	14.0 %	$ 1,494,458	$ 1,236,010	$ 258,448	20.9 %
Cost of platform	69,666	61,440	8,226	13.4 %	207,443	185,884	21,559	11.6 %
Sales and marketing	9,941	6,960	2,981	42.8 %	26,077	20,687	5,390	26.1 %
General and administrative	34,452	39,641	(5,189)	(13.1)%	115,583	108,881	6,702	6.2 %
Depreciation and amortization expense	3,503	2,766	737	26.6 %	10,140	7,250	2,890	39.9 %
Total operating expenses	$ 636,419	$ 566,016	$ 70,403	12.4 %	$ 1,853,701	$ 1,558,712	$ 294,989	18.9 %

Provider expenses

Provider expenses were $518.9 million for the three months ended September 30, 2026 compared to $455.2 million for the same period in 2025, and $1.49 billion for the nine months ended September 30, 2026 compared to $1.24 billion for the same period in 2025. The increase was driven primarily by higher FFS-patient care revenue and growth in Implemented Providers during 2026.

Cost of platform

Cost of platform expenses were $69.7 million for the three months ended September 30, 2026 compared to $61.4 million for the same period in 2025. The increase was driven by an increase in salaries and benefits of $3.7 million related to continued growth during the three months ended September 30, 2026; and an increase in platform costs of $3.1 million, primarily related to an increase in Implemented Providers.

Cost of platform expenses were $207.4 million for the nine months ended September 30, 2026 compared to $185.9 million for the same period in 2025. The increase was driven by an increase in salaries and benefits of $10.8 million related to continued growth during the nine months ended September 30, 2026; an increase in platform costs of $6.7 million, primarily related to an increase in Implemented Providers; and an increase in $4.2 million in professional services related to additional consulting services.

Sales and marketing

Sales and marketing expenses were $9.9 million for the three months ended September 30, 2026 compared to $7.0 million for the same period in 2025. The increase was driven by an increase in salaries and benefits of $2.9 million.

Sales and marketing expenses were $26.1 million for the nine months ended September 30, 2026 compared to $20.7 million for the same period in 2025. The increase was primarily driven by an increase in salaries and benefits of $3.5 million.

General and administrative

General and administrative expenses were $34.5 million for the three months ended September 30, 2026 compared to $39.6 million for the same period in 2025. The decrease was driven by an decrease of $3.5 million in stock-based compensation expense; and a decrease of $3.5 million in professional services; partially offset by an increase of salaries and benefits of $1.4 million.

General and administrative expenses were $115.6 million for the nine months ended September 30, 2026 compared to $108.9 million for the same period in 2025. The increase was driven by an increase of salaries and benefits of $4.8 million and various other immaterial expenses.

Depreciation and amortization expense

Depreciation and amortization expenses were $3.5 million for the three months ended September 30, 2026 compared to $2.8 million for the same period in 2025, and $10.1 million for the nine months ended September 30, 2026 compared to $7.3 million for the same period in 2025. This increase was primarily driven by amortization of intangible assets related to acquisitions in 2025 and 2026.

Other income

Other income was de minimis for the three months ended September 30, 2026 and $3.3 million for the nine months ended September 30, 2026, an increase from 2025 primarily attributable to one-time non-recurring transactional activities during the second quarter of 2026.

Interest income, net

Interest income was $1.7 million for the three months ended September 30, 2026 compared to $2.3 million for the same period in 2025, and $5.3 million for the nine months ended September 30, 2026 compared to $7.6 million for the same period in 2025. Interest income is primarily based on the cash balance held in interest bearing accounts.

Provision for income taxes

The provision for income taxes was $7.7 million for the three months ended September 30, 2026, compared to the provision for income taxes of $6.9 million for the same period in 2025. The change was primarily attributable to tax impacts associated with share-based compensation, specifically stock option exercises and the vesting of restricted stock units, as well as certain one time, non-recurring transactions occurring during the period.

The provision for income taxes was $20.3 million for the nine months ended September 30, 2026, compared to the provision for income taxes of $11.4 million for the same period in 2025. The change was primarily attributable to tax impacts associated with share-based compensation, specifically stock option exercises and the vesting of restricted stock units, as well as certain one time, non-recurring transactions occurring during the period.

Net income attributable to non-controlling interests

Net income attributable to non-controlling interests was $1.1 million for the three months ended September 30, 2026 compared to $2.9 million during the same period in 2025, and $2.4 million for the nine months ended September 30, 2026, a decrease compared to a net income of $5.4 million during the same period in 2025. The change is primarily due to the repurchase of non-controlling interests during 2026.

Liquidity and Capital Resources

General

To date, we have financed our operations principally through sale of our equity, payments received from various payers and through borrowings under the prior revolving credit agreement. As of September 30, 2026, we had cash and cash equivalents of $446.3 million. Our cash and cash equivalents primarily consist of highly liquid investments in money market funds and cash.

We believe that our cash and cash equivalents, together with cash flows from operations, will provide adequate resources to fund our short-term and long-term operating and capital needs. Our assessment of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties. Our actual results could vary because of, and our future capital requirements will depend on many factors, including our growth rate, and the timing and extent of spending to increase our sales and marketing activities. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights. We have based this estimate on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. We maintain a Revolving Credit Agreement, and we may be required to seek additional equity or debt financing in the future. 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, or if we cannot expand our operations or otherwise capitalize on our business opportunities because we lack sufficient capital, our business, results of operations, and financial condition would be adversely affected.

Indebtedness

See Note 7. “Debt” for discussion on our Revolving Credit Facility.

Cash Flows

Our cash requirements within the next twelve months include provider liabilities, accounts payable and accrued liabilities, and purchase commitments and other obligations. We expect the cash required to meet these obligations to be primarily generated through cash flows from operations and our available cash. Based on current and anticipated levels of operations, we anticipate that net cash provided by operating activities, together with the available cash on hand at September 30, 2026, should be adequate to meet anticipated cash requirements for the short term (next 12 months) and long term (beyond 12 months).

The following table presents a summary of our condensed consolidated cash flows from operating, investing and financing activities for the periods indicated.

(Dollars in thousands)	For the Nine Months Ended September 30, 2026	2025
Condensed Consolidated Statements of Cash Flows Data:		
Net cash (used in) provided by operating activities	$ (19,428)	$ 35,904
Net cash used in investing activities	(12,558)	(90,258)
Net cash (used in) provided by financing activities	(1,416)	4,557
Net decrease in cash and cash equivalents	$ (33,402)	$ (49,797)

Operating Activities

Net cash used in operating activities was $19.4 million for the nine months ended September 30, 2026 compared to net cash provided of $35.9 million for the same period in 2025. Significant changes impacting net cash used in operating activities for the nine months ended September 30, 2026 compared to the same period in 2025 were as follows:

- An increase in net income of $8.9 million compared to the same period in 2025. Net income was $28.0 million for the nine months ended September 30, 2026 compared to income of $19.1 million for the same period in 2025.
- An increase of $221.1 million in accounts receivable and prepaid and other current assets, for the nine months ended September 30, 2026 compared to the same period in 2025 of $179.5 million, a difference of $41.6 million. The change is primarily due to timing of accruals and settlements and an increase in FFS and VBC revenue.
- An increase of $102.1 million in Provider liability for the nine months ended September 30, 2026 compared to $118.8 million during the same period in 2025, a difference of $(16.7) million. The change is primarily due to the timing of distributions to providers partially offset by an increase in Implemented Providers and an increase in provider expenses related to the increase in FFS and VBC revenue.

Investing Activities

Net cash used in investing activities was $12.6 million for the nine months ended September 30, 2026 compared to $90.3 million during the same period in 2025, primarily due to business acquisitions during the second quarter of 2025 and 2026.

Financing Activities

Net cash used in financing activities was $1.4 million for the nine months ended September 30, 2026, compared to net cash provided of $4.6 million for financing activities for the same period in 2025. The change is primarily due to a repurchase of non-controlling interest during the first quarter of 2026.

Contractual Obligations, Commitments and Contingencies

Operating Leases. The Company leases office space under various operating lease agreements. The initial terms of these leases range from 2 to 9 years and generally provide for periodic rent increases, renewal, and termination options. Total rent expense under operating leases was $0.8 million for each of the three months ended September 30, 2026 and 2025, and $2.3 million and $2.1 million for the nine months ended September 30, 2026 and 2025, respectively.

Off Balance Sheet Obligations. We do not have any off-balance sheet arrangements as of September 30, 2026.

Commitments and Contingencies. See Note 10. “Commitments and Contingencies” for further discussion on our commitments and contingencies.

Critical Accounting Policies and Estimates

Our management’s discussion and analysis of financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosure. On an ongoing basis we evaluate significant estimates and assumptions, including, but not limited to, provider liability, revenue recognition, stock-based compensation, estimated useful lives of assets, intangible assets subject to amortization, and the computation of income taxes. Future events and their effects cannot be predicted with certainty; accordingly, the Company’s accounting estimates require the exercise of judgment. The accounting estimates used in the preparation of the financial statements will change as new events occur, as more experience is acquired, as additional information is obtained, and as the Company’s operating environment changes. Management evaluates and updates assumptions and estimates on an ongoing basis. Actual results may differ from these estimates under different assumptions or conditions.

There have been no changes to the critical accounting policies reported in the Annual Report that affect our significant judgments and estimates used in the preparation of our Condensed Consolidated Financial Statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes with respect to this item from the disclosure included in our Annual Report on Form 10-K for the year ended December 31, 2025. For a discussion of our market risk, see “Quantitative and Qualitative Disclosures About Market Risk” in Part II, Item 7A. of our Annual Report on Form 10-K for the year ended December 31, 2025.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective as of September 30, 2026.

Changes to our Internal Controls over Financial Reporting

There were no changes made to the Company’s internal control over financial reporting during the quarter ended September 30, 2026 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

A description of our legal proceedings is included in and incorporated by reference to Note 10. “Commitments and Contingencies” of Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this report.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed in the Company’s Annual Report filed with the SEC.

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

None.

ITEM 5. OTHER INFORMATION

On August 7, 2026, Parth Mehrotra, the Company's Chief Executive Officer and a member of the Board, adopted a new trading plan for the sale of securities that is intended to satisfy the affirmative defense conditions of Rule 10b5-1 of the Exchange Act (the "New Mehrotra Plan"). The first possible trade date under the New Mehrotra Plan is November 9, 2026, and the end date of the New Mehrotra Plan is August 4, 2028, for a duration of approximately 21 months. The aggregate amount of securities that may be sold under the New Mehrotra Plan is 1,229,423 shares of common stock.

On August 14, 2026, David Mountcastle, the Company's Chief Financial Officer, adopted a new trading plan for the sale of securities that is intended to satisfy the affirmative defense conditions of Rule 10b5-1 of the Exchange Act (the "New Mountcastle Plan"). The first possible trade date under the New Mountcastle Plan is November 13, 2026, and the end date of the New Mountcastle Plan is November 30, 2027, for a duration of approximately one year. The aggregate amount of securities that may be sold under the New Mountcastle Plan is 181,230 shares of common stock.

Item 6. EXHIBITS

Exhibit Number	Description
31.1	Certification of the Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
31.2	Certification of the Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
32.1*	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, filed herewith.
32.2*	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, filed herewith.
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Schema
101.DEF**	XBRL Taxonomy Definition
101.CAL**	XBRL Taxonomy Calculation
101.LAB**	XBRL Taxonomy Labels
101.PRE**	XBRL Taxonomy Presentation
104**	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* The certifications furnished in Exhibit 32.1 and Exhibit 32.2 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.

** The financial information contained in these XBRL documents is unaudited.

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.

Privia Health Group, Inc.

Dated: November 5, 2026

/s/ David Mountcastle

Name: David Mountcastle

Title: Executive Vice President, Chief Financial Officer and Authorized Officer

Exhibit 31.1

Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002

I, Parth Mehrotra, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Privia Health Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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.

Exhibit 31.1

Date: November 5, 2026

/s/ Parth Mehrotra

Parth Mehrotra
Chief Executive Officer

Exhibit 31.2

Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002

I, David Mountcastle, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Privia Health Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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/ David Mountcastle

David Mountcastle

Executive Vice President, Chief Financial Officer and Authorized Officer

Exhibit 32.1

Certification of the Chief Executive Officer

Pursuant to Rule 18 U.S.C. Section 1350

In connection with the Quarterly Report on Form 10-Q of Privia Health Group, Inc. (the "Company") for the period ended September 30, 2026, as filed with the U.S. Securities and Exchange Commission (the "Report"), I, Parth Mehrotra, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026

/s/ Parth Mehrotra

Parth Mehrotra
Chief Executive Officer

Exhibit 32.2

Certification of the Chief Financial Officer

Pursuant to Rule 18 U.S.C. Section 1350

In connection with the Quarterly Report on Form 10-Q of Privia Health Group, Inc. (the "Company") for the period ended September 30, 2026, as filed with the U.S. Securities and Exchange Commission (the "Report"), I, David Mountcastle, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026

/s/ David Mountcastle

David Mountcastle

Executive Vice President, Chief Financial Officer and Authorized Officer