

# Shutterstock

# 4Q miss & FY24 outlook below Street; Cautious on LT targets, Reiterate UP

Reiterate Rating: UNDERPERFORM | PO: 40.00 USD | Price: 43.91 USD

### 4Q Rev/EBITDA below Street, cont'd weakness in eComm

4Q Rev/EBITDA of \$217mn/\$46mn was below Street estimates at \$225mn/\$48mn. Enterprise revenues increased 21% y/y (up 12% ex-data vs up 4% in 3Q) while eCommerce revenues declined 16% y/y due to continued weakness in new customer acquisition. Trajectory for data/service revenues remains unpredictable & declined 13% q/q in 4Q (after increasing 163% q/q in 3Q) to \$40mn. SSTK saw cont'd weakness in eComm KPIs as the number of paid downloads at 35.4mn (down 17% y/y) & number of subscribers at 523K (down 11% y/y) were below Street at 36.6mn & 548K respectively.

### '24 outlook of flat revenue & EBITDA growth disappoints

For 2024, SSTK guided revenue of \$875mn (flat y/y) vs Street at \$919mn, EBITDA of \$241mn (vs Street at \$250mn) & Adj. net income per share of \$4.15-\$4.30mn (vs Street at \$4.41). The company expects cont'd pressure on the core content business and potential improvement through the year. Shutterstock also provided LT targets with revenue goal of \$1.2bn by 2027 (content revenue CAGR of 7% and DDS revenue CAGR of 22%), EBITDA of \$350mn (28-30% margin) and cumulative FCF of \$800mn.

## Slightly lowering our below Street estimates; PO at \$40

We are lowering our below Street estimates reflecting slightly lower growth in both enterprise and eCommerce segment (lower data revenue, number of downloads offset by slightly higher revenue per download). For 1Q'24, we estimate revenue of \$206mn and EBITDA of \$61mn. For 2024, we lower revenues by 5% to \$874mn and estimate EBITDA of \$232mn. For 2025 estimates, key for valuation, we lower revenue by 4% to \$926mn and EBITDA by 2% to \$237mn. We maintain our \$40 PO still based on 6x 2025E EV/EBITDA multiple.

# Cautious on LT targets & revenue trajectory for AI deals

SSTK's long-term targets implies a revenue CAGR of 10% (vs 6% in the past two years). In our view, before investors incorporate these targets in estimates and valuation, the company will have to demonstrate that it can stabilize eCommerce segment (down 12% y/y in 2023), generate more consistent organic growth in the core enterprise segment and shift data training and services segment away from large, front-loaded contracts that are driving unpredictability (current WIP). With outlook suggesting cont'd near-term weakness in core content business, we reiterate our Underperform rating.

Estimates (Dec) (US\$)	2022A	2023A	2024E	2025E	2026E
EPS	2.62	3.07	1.99	2.45	2.89
EPS Change (YoY)	6.9%	17.2%	-35.2%	23.1%	18.0%
Consensus EPS (Bloomberg)			4.41	5.01	5.61
DPS	0.96	1.08	1.17	1.27	1.38
Valuation (Dec)					
P/E	16.8x	14.3x	22.1x	17.9x	15.2x
Dividend Yield	2.2%	2.5%	2.7%	2.9%	3.1%
EV / EBITDA*	7.1x	6.4x	6.5x	6.5x	6.0x
Free Cash Flow Yield*	7.3%	6.1%	10.6%	12.4%	13.3%
* For full definitions of <i>iQ</i> method <sup>≤M</sup> measures, see page 6.					

BofA Securities does and seeks to do business with issuers covered in its research reports. As a result, investors should be aware that the firm may have a conflict of interest that could affect the objectivity of this report. Investors should consider this report as only a single factor in making their investment decision.

Refer to important disclosures on page 7 to 9. Analyst Certification on page 5. Price
Objective Basis/Risk on page 5.

Timestamp: 21 February 2024 05:02PM EST

#### 21 February 2024

#### Equity

Key Changes		
(US\$)	Previous	Current
2024E Rev (m)	924.5	874.3
2025E Rev (m)	967.7	926.0
2026E Rev (m)	NA	989.1
2024E EPS	2.30	1.99
2025E EPS	2.42	2.45
2026E EPS	NA	2.89
2024E DPS	1.16	1.17

Curtis Nagle, CFA Research Analyst BofAS +1 646 855 2939 c.nagle@bofa.com

Nitin Bansal, CFA Research Analyst BofAS +1 415 676 3551 nbansal7@bofa.com

#### **Stock Data**

Price	43.91 USD
Price Objective	40.00 USD
Date Established	31-Oct-2023
Investment Opinion	C-3-7
52-Week Range	33.80 USD - 78.19 USD
Mrkt Val (mn) / Shares Out	1,577 USD / 35.9
(mn)	
Free Float	68.2%
Average Daily Value (mn)	20.96 USD
BofA Ticker / Exchange	SSTK / NYS
Bloomberg / Reuters	SSTK US / SSTK.N
ROE (2024E)	12.8%
Net Dbt to Eqty (Dec-2023A)	-13.4%
ESGMeter™	Medium

ESGMeter is not indicative of a company's future stock price performance and is not an investment recommendation or rating. ESGMeter is independent of BofA Global Research's equity investment rating, volatility risk rating, income rating, and price objective for that company. For full details, refer to "BofA ESGMeter Methodology".

LLM: Large language models Gen-Al: Generative Al

TAM: Total Addressable Market Al: Artificial Intelligence ML: Machine Learning

# *iQ*profile<sup>™</sup> Shutterstock

iQmethod <sup>SM</sup> − Bus Performance*					
(US\$ Millions)	2022A	2023A	2024E	2025E	2026
Return on Capital Employed	18.2%	10.6%	11.0%	12.7%	13.9%
Return on Equity	20.7%	22.6%	12.8%	14.7%	16.0%
Operating Margin	17.9%	13.3%	14.3%	15.3%	16.0%
Free Cash Flow	115	96	168	196	210
<i>iQ</i> method <sup>™</sup> – <b>Quality of Earnings*</b>					
(US\$ Millions)	2022A	2023A	2024E	2025E	2026
Cash Realization Ratio	1.7x	1.3x	3.1x	3.0x	2.8>
Asset Replacement Ratio	0.6x	0.6x	0.5x	0.5x	0.5
Tax Rate	13.6%	10.0%	10.0%	10.0%	10.0%
Net Debt-to-Equity Ratio	-14.6%	-13.4%	-15.8%	-22.6%	-30.2%
Interest Cover	NA	NA	NA	NA	NA
Income Statement Data (Dec)					
(US\$ Millions)	2022A	2023A	2024E	2025E	2026
Sales	828	875	874	926	989
% Change	7.0%	5.6%	0%	5.9%	6.8%
Gross Profit	514	523	524	560	598
% Change	3.6%	1.7%	0.2%	6.8%	6.8%
EBITDA	218	240	239	237	259
% Change	13.0%	10.3%	-0.7%	-0.9%	9.4%
Net Interest & Other Income	(3)	54	0	0	0
Net Income (Adjusted) % Change	95 3.2%	110 16.3%	69 -37.6%	82 18.8%	93 14.1%
Free Cash Flow Data (Dec)					
(US\$ Millions)	2022A	2023A	2024E	2025E	20261
Net Income from Cont Operations (GAAP)	95	110	69	82	93
Depreciation & Amortization	68	80	82	87	93
Change in Working Capital	(38)	(23)	(4)	23	19
Deferred Taxation Charge	NA	NA	NA	NA	N/
Other Adjustments, Net	33	(26)	64	51	54
Capital Expenditure	(43)	(45)	(44)	(46)	(49)
Free Cash Flow	115	96	168	196	210
% Change	-38.8%	-16.7%	74.8%	16.8%	7.3%
Share / Issue Repurchase	(17)	(28)	(100)	(100)	(100)
Cost of Dividends Paid	(35)	(39)	(41)	(43)	(45)
Change in Debt	0	0	0	0	(
Balance Sheet Data (Dec)					
(US\$ Millions)	2022A	2023A	2024E	2025E	2026
Cash & Equivalents	115	100	116	158	211
Trade Receivables	67	91	69	73	78
Other Current Assets	33	101	111	118	126
Property, Plant & Equipment	55	64	64	64	64
Other Non-Current Assets	611	679	679	679	679
Total Assets	881	1,036	1,040	1,092	1,158
Short-Term Debt	50	30	30	30	30
Other Current Liabilities	334	422	407	440	472
Long-Term Debt	0	0	0	0	(
Other Non-Current Liabilities	50	57	57	57	57
Total Liabilities	434 447	509 527	493 547	527 565	559
		5//	54/	ากา	600
Total Equity Total Equity & Liabilities	881	1,036	1,040	1,092	1,158

#### **Company Sector**

Internet/e-Commerce

#### **Company Description**

Shutterstock operates a global online marketplace for digital commercial imagery, which includes licensed images, footage and music. Users include marketing agencies, media and broadcast companies, and small and medium-sized businesses. Shutterstock's platform brings together users and contributors of content by providing readily-searchable content that customers pay to license and by compensating contributors as their content is licensed.

#### **Investment Rationale**

Shutterstock operates in a relatively mature and highly competitive industry with low barriers to entry. We believe growth in company's consumer eCommerce segment is likely to remain under pressure in the near-term. Moreover, with the rise of Gen-Al technology, uncertainty over the trajectory of Al data training revenues and risk of disintermediation from improving capabilities of new Gen-Al competitors are likely weigh on company's growth prospects, investor sentiment and stock.

#### Stock Data

Average Daily Volume

477,232

### **Quarterly Earnings Estimates**

	2023	2024
Q1	0.90A	0.54E
Q2	1.37A	0.54E
Q3	0.79A	0.55E
Q4	-0.03A	0.33E

# 4Q'23 Actuals vs. Estimates

# Exhibit 1: 3Q'23 Actual vs Estimates

4Q Revenue/EBITDA at \$217mn/\$46mn was below our estimates at \$231mn/\$50mn.

	4Q'2	3 Actual vs BofA	Estimates
	BofA Ests.	Actual	Actual - BofAE
Revenues			
Enterprise	126	115	(11)
Y/Y	32%	21%	-11%
E-Commerce	105	102	(2)
Y/Y	(15%)	(16%)	(2%)
Total Revenue	\$231	\$217	(\$13)
Y/Y	6%	0%	-6%
Cost of revenue	92	96	3
As a % of revenue	40%	44%	4%
			0
Gross Profit	138	122	(17)
Gross Margin	60%	56%	-4%
			0.0%
Marketing and Sales	65	60	(4)
Product Development	25	20	(5)
General and Administrative	30	27	(3)
SBC	14	12	(2)
Non-GAAP Opex	120	107	(12)
Non-GAAP Operating Income	18	14	(4)
Margin	8%	6%	-2%
GAAP EPS	\$0.39	(\$0.03)	(\$0.42)
			0%
Adjusted EBITDA	\$50	\$46	(\$4)
Margin	22%	21%	-1%
FCF	47	23	(25)
Capital Expenditures	(12)	(10)	2
Number of paid downloads (mn)	36.1	35.4	-0.7
Revenue per download	\$4.80	\$5.02	\$0.22
Subscriber Revenue	\$92.2	\$85.2	(\$7.0)
Source PofA Global Possarch estimates Compar	ny Filinge		

**Source:** BofA Global Research estimates, Company Filings

BofA GLOBAL RESEARCH



# **Estimate Changes**

We are lowering our below Street estimates reflecting slightly lower growth in both enterprise and eCommerce segment (lower data revenue, number of downloads offset by slightly higher revenue per download). For 1Q'24, we estimate revenue of \$206mn and EBITDA of \$61mn. For 2024, we lower revenues by 5% to \$874mn and estimate EBITDA of \$232mn. For 2025 estimates, key for valuation, we lower revenue by 4% to \$926mn and EBITDA by 2% to \$237mn. We maintain our \$40 PO still based on 6x 2025E EV/EBITDA multiple.

**Exhibit 2: Estimate Changes** 

We are lowering 2025 EBITDA estimates, key for valuation, by 2% to \$237mn.

	1Q'24 Estimates		20	2024 Estimates		2025 Estimates		tes	
	Old	New	Change	Old	New	Change	Old	New	Change
Revenues			<u> </u>						
Enterprise	123	107	(16)	499	470	(29)	534	512	(22)
Y/Y	29%	13%	-17%	12%	8%	-4%	7%	9%	2%
E-Commerce	104	98	(5)	425	404	(21)	434	414	(20)
Y/Y	(14%)	(18%)	-4%	(4%)	(8%)	-4%	2%	2%	0%
Total Revenue	\$227	\$206	(\$21)	\$924	\$874	(50)	\$968	\$926	(42)
Y/Y	5%	-4%	-10%	4%	0%	-4%	5%	6%	1%
Cost of revenue	91	76	(15)	370	350	(20)	377	366	(11)
As a % of revenue	40%	37%	-3%	40%	40%	0.1%	39%	40%	0.6%
Gross Profit	136	130	(6)	555	524	(31)	590	560	(31)
Gross Margin	60%	63%	3%	60%	60%	-0.1%	61%	60%	-0.6%
Marketing and Sales	54	49	(5)	225	213	(12)	233	215	(18)
Product Development	25	20	(5)	85	79	(6)	83	84	1
General and Administrative	30	27	(3)	120	107	(13)	125	118	(7)
SBC	14	12	(2)	58	48	(9)	60	51	(10)
Non-GAAP Opex	109	96	(13)	430	399	(31)	441	418	(23)
Non-GAAP Operating Income	27	33	7	124	125	1	149	142	(7)
Margin	12%	16%	5%	13%	14%	1%	15%	15%	0%
GAAP EPS (Diluted)	\$0.59	\$0.54	(\$0.05)	\$2.30	\$1.99	(\$0.31)	\$2.42	\$2.45	\$0.03
Adjusted EBITDA	\$58	\$61	\$3	\$232	\$239	7	\$241	\$237	(4)
Margin	26%	30%	4%	25%	27%	2.2%	25%	26%	0.6%
FCF	42	22	(20)	197	156	(42)	198	184	(14)
Capital Expenditures	(11)	(10)	1	(46)	(44)	3	(48)	(46)	2
Number of paid downloads (mn)	37	36	0	150	148	(1)	154	151	(3)
Revenue per download	\$4.72	\$4.72	\$0.00	\$4.75	\$4.96	\$0.21	\$4.89	\$5.06	\$0.17
Subscriber Revenue	\$93	\$85	(\$9)	\$367	\$345	(\$22)	\$376	\$357	(\$18)

**Source:** BofA Global Research estimates

BofA GLOBAL RESEARCH

# Price objective basis & risk

#### Shutterstock (SSTK)

Our \$40 PO is based on a 6x 2025E EV/EBITDA multiple. Our valuation reflects a discount to peers, given Shutterstock's 1) lower growth and margin profile, 2) smaller (and low growth) addressable market, 3) uncertainty over the trajectory of AI data training revenues, 4) risk of disintermediation from image Gen-AI competitors, and 5) Negative growth and outlook for the eCommerce segment.

Upside risks to our PO are:1) inexpensive valuation reflecting major headwinds, 2) significant turnaround in eCommerce segment and growth outlook, 3) topline acceleration aided by new and larger data deal, and 4) optimism on new digital ad business from Giphy acquisition.

Downside risks to our PO are: 1) uncertainty over the trajectory of Al data training revenues, 2) risk of disintermediation from image Gen-Al competitors, and 3) negative growth and outlook for the eCommerce segment.

# **Analyst Certification**

I, Curtis Nagle, CFA, hereby certify that the views expressed in this research report accurately reflect my personal views about the subject securities and issuers. I also certify that no part of my compensation was, is, or will be, directly or indirectly, related to the specific recommendations or view expressed in this research report.

#### **US - Internet Coverage Cluster**

Investment rating	Company	BofA Ticker	Bloomberg symbol	Analyst
BUY				
	Alphabet	GOOGL	GOOGL US	Justin Post
	Alphabet	GOOG	GOOG US	Justin Post
	Amazon.com	AMZN	AMZN US	Justin Post
	AppLovin	APP	APP US	Omar Dessouky, CFA
	DoorDash	DASH	DASH US	Michael McGovern
	DoubleVerify Holdings, Inc.	DV	DV US	Omar Dessouky, CFA
	Electronic Arts	EA	EA US	Omar Dessouky, CFA
	Integral Ad Science Holding Corp.	IAS	IAS US	Omar Dessouky, CFA
	LegalZoom	LZ	LZ US	Michael McGovern
	Match Group	MTCH	MTCH US	Curtis Nagle, CFA
	Meta Platforms Inc	META	META US	Justin Post
	Pinterest	PINS	PINS US	Justin Post
	RH	RH	RH US	Curtis Nagle, CFA
	Roblox Corp. Class A	RBLX	RBLX US	Omar Dessouky, CFA
	Squarespace, Inc.	SQSP	SQSP US	Michael McGovern
	Uber	UBER	UBER US	Justin Post
	Udemy Inc	UDMY	UDMY US	Curtis Nagle, CFA
	Vivid Seats	SEAT	SEAT US	Curtis Nagle, CFA
	Wayfair	W	W US	Curtis Nagle, CFA
	Wix.com	WIX	WIX US	Michael McGovern
NEUTRAL				
	ACV Auctions	ACVA	ACVA US	Curtis Nagle, CFA
	Airbnb	ABNB	ABNB US	Justin Post
	Beyond Inc	BYON	BYON US	Curtis Nagle, CFA
	Booking Holdings Inc	BKNG	BKNG US	Justin Post
	Bumble	BMBL	BMBL US	Curtis Nagle, CFA
	Digital Turbine, Inc	APPS	APPS US	Omar Dessouky, CFA
	Duolingo	DUOL	DUOL US	Curtis Nagle, CFA
	eBay	EBAY	EBAY US	Justin Post
	Etsy, Inc.	ETSY	ETSY US	Curtis Nagle, CFA
	Expedia	EXPE	EXPE US	Justin Post
	Instacart	CART	CART US	Justin Post



#### **US - Internet Coverage Cluster**

Investment rating	Company	BofA Ticker	Bloomberg symbol	Analyst
	Magnite, Inc.	MGNI	MGNI US	Omar Dessouky, CFA
	Snap	SNAP	SNAP US	Justin Post
	Take-Two Interactive	TTWO	TTWO US	Omar Dessouky, CFA
	Zillow	ZG	ZG US	Curtis Nagle, CFA
	Zillow	Z	Z US	Curtis Nagle, CFA
UNDERPERFORM				
	Chewy Inc	CHWY	CHWY US	Curtis Nagle, CFA
	Lyft, Inc.	LYFT	LYFT US	Michael McGovern
	Opendoor Technologies	OPEN	OPEN US	Curtis Nagle, CFA
	Peloton	PTON	PTON US	Curtis Nagle, CFA
	Playtika	PLTK	PLTK US	Omar Dessouky, CFA
	Redfin Corp	RDFN	RDFN US	Curtis Nagle, CFA
	Shutterstock	SSTK	SSTK US	Curtis Nagle, CFA

# *IQ*method<sup>™</sup> Measures Definitions

Business Performance	Numerator	Denominator
Return On Capital Employed	NOPAT = (EBIT + Interest Income) $\times$ (1 - Tax Rate) + Goodwill Amortization	Total Assets — Current Liabilities + ST Debt + Accumulated Goodwill
		Amortization
Return On Equity	Net Income	Shareholders' Equity
Operating Margin	Operating Profit	Sales
Earnings Growth	Expected 5 Year CAGR From Latest Actual	N/A
Free Cash Flow	Cash Flow From Operations — Total Capex	N/A
Quality of Earnings	Numerator	Denominator
Cash Realization Ratio	Cash Flow From Operations	Net Income
Asset Replacement Ratio	Capex	Depreciation
Tax Rate	Tax Charge	Pre-Tax Income
Net Debt-To-Equity Ratio	Net Debt = Total Debt — Cash & Equivalents	Total Equity
Interest Cover	EBIT	Interest Expense
Valuation Toolkit	Numerator	Denominator
Price / Earnings Ratio	Current Share Price	Diluted Earnings Per Share (Basis As Specified)
Price / Book Value	Current Share Price	Shareholders' Equity / Current Basic Shares
Dividend Yield	Annualised Declared Cash Dividend	Current Share Price
Free Cash Flow Yield	Cash Flow From Operations – Total Capex	Market Cap = Current Share Price × Current Basic Shares
Enterprise Value / Sales	EV = Current Share Price × Current Shares + Minority Equity + Net Debt +	Sales
•	Other LT Liabilities	
EV / EBITDA	Enterprise Value	Basic EBIT + Depreciation + Amortization

Manethod Suis the set of BofA Global Research standard measures that serve to maintain global consistency under three broad headings: Business Performance, Quality of Earnings, and validations. The key features of iQmethod are: A consistently structured, detailed, and transparent methodology. Guidelines to maximize the effectiveness of the comparative valuation process, and to identify some common pitfalls.

Matarbase\* is our real-time global research database that is sourced directly from our equity analysts' earnings models and includes forecasted as well as historical data for income statements, balance sheets, and cash flow statements for companies covered by BofA Global Research.

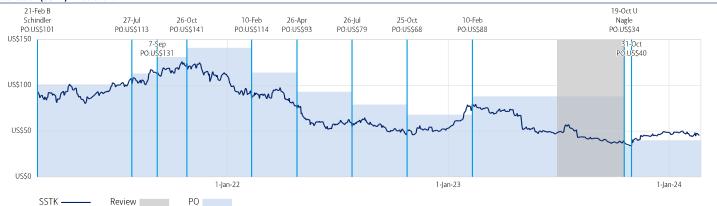
*IQ*profile<sup>5M</sup>, *IQ*method<sup>5M</sup> are service marks of Bank of America Corporation. *IQ*database® is a registered service mark of Bank of America Corporation.



# **Disclosures**

# **Important Disclosures**

#### Shutterstock (SSTK) Price Chart



B: Buy, N: Neutral, U: Underperform, PO: Price Objective, NA: No longer valid, NR: No Rating

The Investment Opinion System is contained at the end of the report under the heading "Fundamental Equity Opinion Key". Dark grey shading indicates the security is restricted with the opinion suspended. Medium grey shading indicates the security is under review with the opinion withdrawn. Light grey shading indicates the security is not covered. Chart is current as of a date no more than one trading day prior to the date of the report.

#### Equity Investment Rating Distribution: Technology Group (as of 31 Dec 2023)

Coverage Universe	Count	Percent	Inv. Banking Relationships R1	Count	Percent
Buy	215	53.09%	Buy	111	51.63%
Hold	97	23.95%	Hold	45	46.39%
Sell	93	22.96%	Sell	24	25.81%

#### Equity Investment Rating Distribution: Global Group (as of 31 Dec 2023)

Coverage Universe	Count	Percent	Inv. Banking Relationships R1	Count	Percent
Buy	1895	53.62%	Buy	1083	57.15%
Hold	832	23.54%	Hold	454	54.57%
Sell	807	22.84%	Sell	383	47.46%

R1 Issuers that were investment banking clients of BofA Securities or one of its affiliates within the past 12 months. For purposes of this Investment Rating Distribution, the coverage universe includes only stocks. A stock rated Neutral is included as a Hold, and a stock rated Underperform is included as a Sell.

FUNDAMENTAL EQUITY OPINION KEY: Opinions include a Volatility Risk Rating, an Investment Rating and an Income Rating. VOLATILITY RISK RATINGS, indicators of potential price fluctuation, are: A - Low, B - Medium and C - High. INVESTMENT RATINGS reflect the analyst's assessment of both a stock's absolute total return potential as well as its attractiveness for investment relative to other stocks within its Coverage Cluster (defined below). Our investment ratings are: 1 - Buy stocks are expected to have a total return of at least 10% and are the most attractive stocks in the coverage cluster; 2 - Neutral stocks are expected to remain flat or increase in value and are less attractive than Buy rated stocks and 3 - Underperform stocks are the least attractive stocks in a coverage cluster. An investment rating of 6 (No Rating) indicates that a stock is no longer trading on the basis of fundamentals. Analysts assign investment ratings considering, among other things, the 0-12 month total return expectation for a stock and the firm's guidelines for ratings dispersions (shown in the table below). The current price objective for a stock should be referenced to better understand the total return expectation at any given time. The price objective reflects the analyst's view of the potential price appreciation (depreciation).

# Investment rating Total return expectation (within 12-month period of date of initial rating) Ratings dispersion guidelines for coverage cluster<sup>R2</sup>

Buy	≥ 10%	≤ 70%
Neutral	≥ 0%	≤ 30%
Inderperform	N/A	≥ 20%

R2Ratings dispersions may vary from time to time where BofA Global Research believes it better reflects the investment prospects of stocks in a Coverage Cluster.

INCOME RATINGS, indicators of potential cash dividends, are: 7 - same/higher (dividend considered to be secure), 8 - same/lower (dividend not considered to be secure) and 9 - pays no cash dividend. Coverage Cluster is comprised of stocks covered by a single analyst or two or more analysts sharing a common industry, sector, region or other classification(s). A stock's coverage cluster is included in the most recent BofA Global Research report referencing the stock.

Price Charts for the securities referenced in this research report are available on the Price Charts website, or call 1-800-MERRILL to have them mailed.

BofAS or one of its affiliates acts as a market maker for the equity securities recommended in the report: Shutterstock.

BofAS or an affiliate has received compensation from the issuer for non-investment banking services or products within the past 12 months: Shutterstock.

The issuer is or was, within the last 12 months, a non-securities business client of BofAS and/or one or more of its affiliates: Shutterstock.

BofAS or one of its affiliates is willing to sell to, or buy from, clients the common equity of the issuer on a principal basis: Shutterstock.

The issuer is or was, within the last 12 months, a securities business client (non-investment banking) of BofAS and/or one or more of its affiliates: Shutterstock.

BofA Global Research personnel (including the analyst(s) responsible for this report) receive compensation based upon, among other factors, the overall profitability of Bank of America Corporation, including profits derived from investment banking. The analyst(s) responsible for this report may also receive compensation based upon, among other factors, the overall profitability of the Bank's sales and trading businesses relating to the class of securities or financial instruments for which such analyst is responsible.



### **Other Important Disclosures**

From time to time research analysts conduct site visits of covered issuers. BofA Global Research policies prohibit research analysts from accepting payment or reimbursement for travel expenses from the issuer for such visits.

Prices are indicative and for information purposes only. Except as otherwise stated in the report, for any recommendation in relation to an equity security, the price referenced is the publicly traded price of the security as of close of business on the day prior to the date of the report or, if the report is published during intraday trading, the price referenced is indicative of the traded price as of the date and time of the report and in relation to a debt security (including equity preferred and CDS), prices are indicative as of the date and time of the report and are from various sources including BofA Securities trading desks.

The date and time of completion of the production of any recommendation in this report shall be the date and time of dissemination of this report as recorded in the report timestamp.

Recipients who are not institutional investors or market professionals should seek the advice of their independent financial advisor before considering information in this report in connection with any investment decision, or for a necessary explanation of its contents.

Officers of BofAS or one or more of its affiliates (other than research analysts) may have a financial interest in securities of the issuer(s) or in related investments. Refer to BofA Global Research policies relating to conflicts of interest.

"BofA Securities" includes BofA Securities, Inc. ("BofAS") and its affiliates. Investors should contact their BofA Securities representative or Merrill Global Wealth Management financial advisor if they have questions concerning this report or concerning the appropriateness of any investment idea described herein for such investor. "BofA Securities" is a global brand for BofA Global Research.

#### Information relating to Non-US affiliates of BofA Securities and Distribution of Affiliate Research Reports:

BofAS and/or Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S") may in the future distribute, information of the following non-US affiliates in the US (short name: legal name, regulator): Merrill Lynch (South Africa): Merrill Lynch South Africa (Pty) Ltd., regulated by The Financial Service Board; MLI (UK): Merrill Lynch International, regulated by the Financial Conduct Authority (FCA) and the Prudential Regulation Authority (PRA); BofASE (France): BofA Securities Europe SA is authorized by the Autorité de Contrôle Prudential et de Résolution (ACPR) and regulated by the ACPR and the Autorité des Marchés Financiers (AMF). BofA Securities Europe SA ("BofASE") with registered address at 51, rue La Boétie, 75008 Paris is registered under no 842 602 690 RCS Paris. In accordance with the provisions of French Code Monétaire et Financier (Monetary and Financial Code), BofASE is an établissement de crédit et d'investissement (credit and investment institution) that is authorised and supervised by the European Central Bank and the Autorité de Contrôle Prudentiel et de Résolution (ACPR) and regulated by the ACPR and the Autorité des Marchés Financiers. BofASE's share capital can be found at www.bofaml.com/BofASEdisclaimer; BofA Europe (Milan): Bank of America Europe Designated Activity Company, Milan Branch, regulated by the Bank of Italy, the European Central Bank (ECB) and the Central Bank of Ireland (CBI); BofA Europe (Frankfurt): Bank of America Europe Designated Activity Company, Frankfurt Branch regulated by BaFin, the ECB and the CBI; BofA Europe (Madrid): Bank of America Europe Designated Activity Company, Sucursal en España, regulated by the Bank of Spain, the ECB and the CBI; Merrill Lynch (Australia): Merrill Lynch (Hong Kong): Merrill (Hong Ko (Asia Pacific) Limited, regulated by the Hong Kong Securities and Futures Commission (HKSFC); Merrill Lynch (Singapore): Merrill Lynch (Singapore) Pte Ltd, regulated by the Monetary Authority of Singapore (MAS); Merrill Lynch (Canada): Merrill Lynch (Canada): Merrill Lynch (Canada): Merrill Lynch (Mexico): Merrill Ly de Bolsa, regulated by the Comisión Nacional Bancaria y de Valores; Merrill Lynch (Argentina): Merrill Lynch Argentina SA, regulated by Comisión Nacional de Valores; BofAS Japan: BofA Securities Japan Co., Ltd., regulated by the Financial Services Agency; Merrill Lynch (Seoul): Merrill Lynch International, LLC Seoul Branch, regulated by the Financial Supervisory Service; Merrill Lynch (Taiwan): Merrill Lynch Securities (Taiwan) Ltd., regulated by the Securities and Futures Bureau; BofAS India: BofA Securities India Limited, regulated by the Securities and Exchange Board of India (SEBI); Merrill Lynch (Israel): Merrill Lynch (Israel): Merrill Lynch (Israel): Merrill Lynch (Israel) (Israel): Merrill Lynch (Israel): Merr Financial Services Authority (DFSA); Merrill Lynch (Brazil): Merrill Lynch S.A. Corretora de Títulos e Valores Mobiliários, regulated by Comissão de Valores Mobiliários; Merrill Lynch KSA Company: Merrill Lynch Kingdom of Saudi Arabia Company, regulated by the Capital Market Authority.

This information: has been approved for publication and is distributed in the United Kingdom (UK) to professional clients and eligible counterparties (as each is defined in the rules of the FCA and the PRA) by MLI (UK), which is authorized by the PRA and regulated by the FCA and the PRA - details about the extent of our regulation by the FCA and PRA are available from us on request; has been approved for publication and is distributed in the European Economic Area (EEA) by BofASE (France), which is authorized by the ACPR and regulated by the ACPR and the AMF; has been considered and distributed in Japan by BofAS Japan, a registered securities dealer under the Financial Instruments and Exchange Act in Japan, or its permitted affiliates; is issued and distributed in Hong Kong by Merrill Lynch (Hong Kong) which is regulated by HKSFC; is issued and distributed in Taiwan by Merrill Lynch (Taiwan); is issued and distributed in India by BofAS India; and is issued and distributed in Singapore to institutional investors and/or accredited investors (each as defined under the Financial Advisers Regulations) by Merrill Lynch (Singapore) (Company Registration No 198602883D). Merrill Lynch (Singapore) is regulated by MAS. Merrill Lynch Equities (Australia) Limited (ABN 65 006 276 795), AFS License 235132 (MLEA) distributes this information in Australia only to 'Wholesale' clients as defined by s.761G of the Corporations Act 2001. With the exception of Bank of America N.A., Australia Branch, neither MLEA nor any of its affiliates involved in preparing this information is an Authorised Deposit-Taking Institution under the Banking Act 1959 nor regulated by the Australian Prudential Regulation Authority. No approval is required for publication or distribution of this information in Brazil and its local distribution is by Merrill Lynch (Brazil) in accordance with applicable regulations. Merrill Lynch (DIFC) is authorized and regulated by the DFSA. Information in Germany and is regulated by Merrill Lynch (DIFC) is done so in accor

This information has been prepared and issued by BofAS and/or one or more of its non-US affiliates. The author(s) of this information may not be licensed to carry on regulated activities in your jurisdiction and, if not licensed, do not hold themselves out as being able to do so. BofAS and/or MLPF&S is the distributor of this information in the US and accepts full responsibility for information distributed to BofAS and/or MLPF&S clients in the US by its non-US affiliates. Any US person receiving this information and wishing to effect any transaction in any security discussed herein should do so through BofAS and/or MLPF&S and not such foreign affiliates. Hong Kong recipients of this information should contact Merrill Lynch (Asia Pacific) Limited in respect of any matters relating to dealing in securities or provision of specific advice on securities or any other matters arising from, or in connection with, this information. Singapore recipients of this information should contact Merrill Lynch (Singapore) Pte Ltd in respect of any matters arising from, or in connection with, this information. For clients that are not accredited investors, expert investors or institutional investors Merrill Lynch (Singapore) Pte Ltd accepts full responsibility for the contents of this information distributed to such clients in Singapore.

#### General Investment Related Disclosures:

Taiwan Readers: Neither the information nor any opinion expressed herein constitutes an offer or a solicitation of an offer to transact in any securities or other financial instrument. No part of this report may be used or reproduced or quoted in any manner whatsoever in Taiwan by the press or any other person without the express written consent of BofA Securities. This document provides general information only, and has been prepared for, and is intended for general distribution to, BofA Securities clients. Neither the information nor any opinion expressed constitutes an offer or an invitation to make an offer, to buy or sell any securities or other financial instrument or any derivative related to such securities or instruments (e.g., options, futures, warrants, and contracts for differences). This document is not intended to provide personal investment advice and it does not take into account the specific investment objectives, financial situation and the particular needs of, and is not directed to, any specific person(s). This document and its content do not constitute, and should not be considered to constitute, investment advice for purposes of ERISA, the US tax code, the Investment Advisers Act or otherwise. Investors should seek financial advice regarding the appropriateness of investing in financial instruments and implementing investment strategies discussed or recommended in this document and should understand that statements regarding future prospects may not be realized. Any decision to purchase or subscribe for securities in any offering must be based solely on existing public information on such security or the information in the prospectus or other offering document issued in connection with such offering, and not on this document.

Securities and other financial instruments referred to herein, or recommended, offered or sold by BofA Securities, are not insured by the Federal Deposit Insurance Corporation and are not deposits or other obligations of any insured depository institution (including, Bank of America, N.A.). Investments in general and, derivatives, in particular, involve numerous risks, including, among others, market risk, counterparty default risk and liquidity risk. No security, financial instrument or derivative is suitable for all investors. Digital assets are extremely speculative, volatile and are largely unregulated. In some cases, securities and other financial instruments may be difficult to value or sell and reliable information about the value or risks related to the security or financial instrument may be difficult to obtain. Investors should note that income from such securities and other financial instruments, if any, may fluctuate and that price or value of such



securities and instruments may rise or fall and, in some cases, investors may lose their entire principal investment. Past performance is not necessarily a guide to future performance. Levels and basis for taxation may change.

This report may contain a short-term trading idea or recommendation, which highlights a specific near-term catalyst or event impacting the issuer or the market that is anticipated to have a short-term price impact on the equity securities of the issuer. Short-term trading ideas and recommendations are different from and do not affect a stock's fundamental equity rating, which reflects both a longer term total return expectation and attractiveness for investment relative to other stocks within its Coverage Cluster. Short-term trading ideas and recommendations may be more or less positive than a stock's fundamental equity rating.

BofA Securities is aware that the implementation of the ideas expressed in this report may depend upon an investor's ability to "short" securities or other financial instruments and that such action may be limited by regulations prohibiting or restricting "shortselling" in many jurisdictions. Investors are urged to seek advice regarding the applicability of such regulations prior to executing any short idea contained in this report.

Foreign currency rates of exchange may adversely affect the value, price or income of any security or financial instrument mentioned herein. Investors in such securities and instruments, including ADRs, effectively assume currency risk.

BofAS or one of its affiliates is a regular issuer of traded financial instruments linked to securities that may have been recommended in this report. BofAS or one of its affiliates may, at any time, hold a trading position (long or short) in the securities and financial instruments discussed in this report.

BofA Securities, through business units other than BofA Global Research, may have issued and may in the future issue trading ideas or recommendations that are inconsistent with, and reach different conclusions from, the information presented herein. Such ideas or recommendations may reflect different time frames, assumptions, views and analytical methods of the persons who prepared them, and BofA Securities is under no obligation to ensure that such other trading ideas or recommendations are brought to the attention of any recipient of this information. In the event that the recipient received this information pursuant to a contract between the recipient and BofAS for the provision of research services for a separate fee, and in connection therewith BofAS may be deemed to be acting as an investment adviser, such status relates, if at all, solely to the person with whom BofAS has contracted directly and does not extend beyond the delivery of this report (unless otherwise agreed specifically in writing by BofAS). If such recipient uses the services of BofAS in connection with the sale or purchase of a security referred to herein, BofAS may act as principal for its own account or as agent for another person. BofAS is and continues to act solely as a broker-dealer in connection with the execution of any transactions, including transactions in any securities referred to herein.

#### BofA ESGMeter Methodology:

ESGMeter is a proprietary metric based on quantitative analysis and fundamental analyst inputs that reflects our assessment of a company's Environmental, Social and Governance-related attributes. The ESGMeter is intended to indicate a company's likelihood of experiencing stronger financial stability (higher return on equity and lower earnings and price volatility) over the next three years relative to peer group. There are three ESGMeter levels - Low, Medium, and High - which indicate whether a company has attributes most likely to translate into superior financial stability (in the case of a High level) or weaker financial stability (in the case of a Low level) over the next three years relative to its peer group. A Medium level suggests that a company exhibits ESG characteristics that are likely associated with financial stability results in line with its peer group over the next three years. Full details of our methodology, financial stability definition and disclaimers are available at BofA ESGMeter methodology. ESGMeter is not indicative of a company's future stock price performance and is not an investment recommendation or rating. ESGMeter is independent of the BofA Global Research fundamental equity analyst's investment rating, volatility risk rating, income rating or price objective for that company.

#### Copyright and General Information:

Copyright 2024 Bank of America Corporation. All rights reserved. iQdatabase® is a registered service mark of Bank of America Corporation. This information is prepared for the use of BofA Securities clients and may not be redistributed, retransmitted or disclosed, in whole or in part, or in any form or manner, without the express written consent of BofA Securities. BofA Global Research information is distributed simultaneously to internal and client websites and other portals by BofA Securities and is not publicly-available material. Any unauthorized use or disclosure is prohibited. Receipt and review of this information constitutes your agreement not to redistribute, retransmit, or disclose to others the contents, opinions, conclusion, or information contained herein (including any investment recommendations, estimates or price targets) without first obtaining express permission from an authorized officer of BofA Securities. Materials prepared by BofA Global Research personnel are based on public information. Facts and views presented in this material have not been reviewed by, and may not reflect information known to, professionals in other business areas of BofA Securities, including investment banking personnel. BofA Securities has established information barriers between BofA Global Research and certain business groups. As a result, BofA Securities does not disclose certain client relationships with, or compensation received from, such issuers. To the extent this material discusses any legal proceeding or issues, it has not been prepared as nor is it intended to express any legal conclusion, opinion or advice. Investors should consult their own legal advisers as to issues of law relating to the subject matter of this material. BofA Global Research personnel's knowledge of legal proceedings in which any BofA Securities entity and/or its directors, officers and employees may be plaintiffs, defendants, co-defendants or co-plaintiffs with or involving issuers mentioned in this material is based on public inform

This information has been prepared independently of any issuer of securities mentioned herein and not in connection with any proposed offering of securities or as agent of any issuer of any securities. None of BofAS any of its affiliates or their research analysts has any authority whatsoever to make any representation or warranty on behalf of the issuer(s). BofA Global Research policy prohibits research personnel from disclosing a recommendation, investment rating, or investment thesis for review by an issuer prior to the publication of a research report containing such rating, recommendation or investment thesis.

Any information relating to the tax status of financial instruments discussed herein is not intended to provide tax advice or to be used by anyone to provide tax advice. Investors are urged to seek tax advice based on their particular circumstances from an independent tax professional.

The information herein (other than disclosure information relating to BofA Securities and its affiliates) was obtained from various sources and we do not guarantee its accuracy. This information may contain links to third-party websites. BofA Securities is not responsible for the content of any third-party website or any linked content contained in a third-party website. Content contained on such third-party websites is not part of this information and is not incorporated by reference. The inclusion of a link does not imply any endorsement by or any affiliation with BofA Securities. Access to any third-party website is at your own risk, and you should always review the terms and privacy policies at third-party websites before submitting any personal information to them. BofA Securities is not responsible for such terms and privacy policies and expressly disclaims any liability for them.

All opinions, projections and estimates constitute the judgment of the author as of the date of publication and are subject to change without notice. Prices also are subject to change without notice. BofA Securities is under no obligation to update this information and BofA Securities ability to publish information on the subject issuer(s) in the future is subject to applicable quiet periods. You should therefore assume that BofA Securities will not update any fact, circumstance or opinion contained herein.

Subject to the quiet period applicable under laws of the various jurisdictions in which we distribute research reports and other legal and BofA Securities policy-related restrictions on the publication of research reports, fundamental equity reports are produced on a regular basis as necessary to keep the investment recommendation current.

Certain outstanding reports or investment opinions relating to securities, financial instruments and/or issuers may no longer be current. Always refer to the most recent research report relating to an issuer prior to making an investment decision.

In some cases, an issuer may be classified as Restricted or may be Under Review or Extended Review. In each case, investors should consider any investment opinion relating to such issuer (or its security and/or financial instruments) to be suspended or withdrawn and should not rely on the analyses and investment opinion(s) pertaining to such issuer (or its securities and/or financial instruments) nor should the analyses or opinion(s) be considered a solicitation of any kind. Sales persons and financial advisors affiliated with BofAS or any of its affiliates may not solicit purchases of securities or financial instruments that are Restricted or Under Review and may only solicit securities under Extended Review in accordance with firm policies.

Neither BofA Securities nor any officer or employee of BofA Securities accepts any liability whatsoever for any direct, indirect or consequential damages or losses arising from any use of this information.

