



2022 Annual Report

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K**

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

For the Fiscal Year Ended December 31, 2022

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 1-15839



Delaware

95-4803544

(State or other jurisdiction of incorporation or organization)

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

2701 Olympic Boulevard Building B Santa Monica, CA

90404

(Address of principal executive offices)

(Zip Code)

(310) 255-2000

(Registrant's telephone number, including area code)

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, par value \$0.000001 per share	ATVI	The Nasdaq Global Select Market

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes ☐ No ☒

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

The aggregate market value of the registrant's Common Stock held by non-affiliates on June 30, 2022 (based on the closing sale price as reported on the Nasdaq) was \$60,436,471,136.

The number of shares of the registrant's Common Stock outstanding at February 16, 2023 was 784,274,126.

Documents Incorporated by Reference

Portions of the registrant's Proxy Statement for the 2023 Annual Meeting of Stockholders are incorporated herein by reference into Part III of this Form 10-K to the extent stated herein. The 2023 Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2022.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

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PART I

CAUTIONARY STATEMENT

This Annual Report on Form 10-K contains, or incorporates by reference, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements consist of any statement other than a recitation of historical facts and include, but are not limited to: (1) projections of revenues, expenses, income or loss, earnings or loss per share, cash flow, or other financial items; (2) statements of our plans and objectives, including those related to our proposed transaction with Microsoft Corporation, releases of products or services, restructuring activities, and employee retention and recruitment; (3) statements of future financial or operating performance, including the impact of tax items thereon; and (4) statements of assumptions underlying such statements. Activision Blizzard, Inc. generally uses words such as “outlook,” “forecast,” “will,” “could,” “should,” “would,” “to be,” “plan,” “aims,” “believes,” “may,” “might,” “expects,” “intends,” “seeks,” “anticipates,” “estimate,” “future,” “positioned,” “potential,” “project,” “remain,” “scheduled,” “set to,” “subject to,” “upcoming,” and the negative version of these words and other similar words and expressions to help identify forward-looking statements. Forward-looking statements are subject to business and economic risks, reflect management’s current expectations, estimates, and projections about our business, and are inherently uncertain and difficult to predict.

We caution that a number of important factors, many of which are beyond our control, could cause our actual future results and other future circumstances to differ materially from those expressed in any forward-looking statements. Some of the risk factors that could cause our actual results to differ from those stated in the forward-looking statements can be found in “Risk Factors” included in Part I, Item 1A of this Annual Report on Form 10-K. The forward-looking statements contained herein are based on information available to Activision Blizzard, Inc. as of the date of this filing, and we assume no obligation to update any such forward-looking statements. Actual events or results may differ from those expressed in forward-looking statements. As such, you should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Annual Report on Form 10-K primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, operating results, prospects, strategy, and financial needs. These statements are not guarantees of our future performance and are subject to risks, uncertainties, and other factors, some of which are beyond our control and may cause actual results to differ materially from current expectations.

Activision Blizzard, Inc.’s names, abbreviations thereof, logos, and product and service designators are all either the registered or unregistered trademarks or trade names of Activision Blizzard, Inc. All other product or service names are the property of their respective owners. All dollar amounts referred to in, or contemplated by, this Annual Report on Form 10-K refer to U.S. dollars, unless otherwise explicitly stated to the contrary.

Item 1. BUSINESS

Overview

Activision Blizzard, Inc. is a leading global developer and publisher of interactive entertainment content and services. We develop and distribute content and services on video game consoles, personal computers (“PCs”), and mobile devices. We also operate esports leagues and offer digital advertising within some of our content. The terms “Activision Blizzard,” the “Company,” “we,” “us,” and “our” are used to refer collectively to Activision Blizzard, Inc. and its subsidiaries. For a discussion of the history of the formation of our Company, including our year and form of incorporation, refer to Part I, Item 1 “Business” of our Annual Report on Form 10-K for the year ended December 31, 2019.

Merger Agreement

On January 18, 2022, we entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Microsoft Corporation (“Microsoft”) and Anchorage Merger Sub Inc. (“Merger Sub”), a wholly owned subsidiary of Microsoft. Subject to the terms and conditions of the Merger Agreement, Microsoft agreed to acquire the Company for \$95.00 per issued and outstanding share of our common stock, par value \$0.000001 per share (the “Shares”), in an all-cash transaction. On April 28, 2022, the Company’s stockholders adopted the Merger Agreement at a special meeting of stockholders. Pursuant to the Merger Agreement, following consummation of the merger of Merger Sub with and into the Company (the “Merger”), the Company will be a wholly-owned subsidiary of Microsoft. As a result of the Merger, we will cease to be a publicly traded company. We have agreed to various customary covenants and agreements, including, among others, agreements to conduct our business in the ordinary course during the period between the execution of the Merger Agreement and the effective time of the Merger (the “Effective Time”). We do not believe these restrictions will prevent us from meeting our debt service obligations, ongoing costs of operations, working capital needs or capital expenditure requirements.

If the Merger Agreement is terminated under certain specified circumstances, we or Microsoft will be required to pay a termination fee. We will be required to pay Microsoft a termination fee of approximately \$2.27 billion under specified circumstances, including termination of the Merger Agreement due to our material breach of representations, warranties, covenants or agreements in the Merger Agreement. Microsoft will be required to pay us a reverse termination fee under specified circumstances, including termination of the Merger Agreement due to a permanent injunction arising from Antitrust Laws (as defined in the Merger Agreement) when we are not then in material breach of any provision of the Merger Agreement and if certain other conditions are met, in an amount equal to (1) \$2.5 billion if the termination notice is provided prior to April 18, 2023, or (2) \$3.0 billion if the termination notice is provided at any time after April 18, 2023.

The consummation of the Merger remains subject to customary closing conditions, including receipt of certain regulatory approvals. On December 8, 2022, the United States Federal Trade Commission (the “FTC”) issued an administrative complaint against the Company and Microsoft alleging that the Company and Microsoft executed the Merger Agreement in violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, which, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18 and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45. The Company filed an answer to the FTC’s administrative complaint on December 22, 2022, and thereafter filed an amended answer on January 4, 2023. The administrative trial is currently scheduled to take place before an FTC administrative law judge starting August 2, 2023.

The two parties are continuing to engage with regulators reviewing the proposed transaction and are working toward closing in Microsoft’s fiscal year ending June 30, 2023, subject to obtaining required regulatory approvals and satisfaction or waiver of other customary closing conditions.

For additional information related to the Merger Agreement, please refer to the Definitive Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 21, 2022, as supplemented by the Current Report on Form 8-K filed with the SEC on April 15, 2022, and other relevant materials in connection with the proposed transaction with Microsoft that we will file with the SEC and that will contain important information about the Company and the Merger.

China License Agreements

Activision Blizzard had licensing agreements with NetEase, Inc. (“NetEase”) covering the publication of several Blizzard Entertainment, Inc. titles in Mainland China. These agreements, which contributed approximately 3% of Activision Blizzard’s consolidated net revenues in both 2021 and 2022, expired in January 2023.

Activision Blizzard is committed to finding alternative ways to serve the community in Mainland China affected by the expiry of these agreements. The co-development and publishing of *Diablo® Immortal™* is covered by a separate agreement with NetEase, which remains in place. In addition, *Call of Duty®: Mobile* is governed by agreements with another third party that are unaffected.

Our Strategy and Vision

Our objective is to connect and engage the world through epic entertainment. We are a worldwide leader in the development, publishing, and distribution of high-quality interactive entertainment content and services, delivering engaging entertainment experiences to our network of connected players on a year-round basis. In pursuit of our objective, we focus on three strategic pillars: expanding audience reach; deepening consumer engagement; and increasing player investment.

Expanding audience reach. Building on our strong established franchises and creating new franchises through compelling content is at the core of our business. We endeavor to expand our network and reach as many consumers as possible by offering our content on multiple platforms, particularly mobile, the largest and fastest growing platform, and delivering compelling experiences across multiple business models (e.g., premium, free-to-play, subscription-based).

Driving deep consumer engagement. Our high-quality entertainment content not only expands our audience reach, but it also drives deep engagement with our franchises. We design our games to provide a depth of content that offers consumers the opportunity to engage for a long period of time following a game's release. In addition, our games are designed to provide players the ability to connect with each other socially within our communities, thus delivering more value to our players and providing additional growth opportunities for our games.

Increasing player investment. The connected, online nature of our network enables us to offer content and player investment opportunities directly to our consumers on a year-round basis. In addition to purchasing full games or subscriptions, players can invest in our games by purchasing incremental in-game content. These digital revenue streams tend to be more recurring and have relatively higher profit margins. In addition, we generate revenue through offering advertising within certain of our games.

Our Segments

Based upon our organizational structure, we conduct our business through three reportable segments, each of which is a leading global developer and publisher of interactive entertainment content and services based primarily on our internally-developed intellectual properties.

(i) Activision Publishing, Inc.

Activision Publishing, Inc. ("Activision") delivers content through both premium and free-to-play offerings and primarily generates revenue from full-game and in-game sales, as well as by licensing software to third-party or related-party companies that distribute Activision products. Activision's key product offerings include titles and content for *Call of Duty*, a first-person action franchise. Activision also includes the activities of the *Call of Duty League™*, a global professional esports league.

(ii) Blizzard Entertainment, Inc.

Blizzard Entertainment, Inc. ("Blizzard") delivers content through both premium and free-to-play offerings and primarily generates revenue from full-game and in-game sales, subscriptions, and by licensing software to third-party or related-party companies that distribute Blizzard products. Blizzard also maintains a proprietary online gaming platform, *Battle.net®*, which facilitates digital distribution of Blizzard content and selected Activision content, online social connectivity, and the creation of user-generated content. Blizzard's key product offerings include titles and content for: the *Warcraft®* franchise, which includes *World of Warcraft®*, a subscription-based massive multi-player online role-playing game, and *Hearthstone®*, an online collectible card game based in the *Warcraft* universe; *Diablo®* in the action role-playing genre; and *Overwatch®* in the team-based first-person action genre. Blizzard also includes the activities of the *Overwatch League™*, a global professional esports league.

(iii) King Digital Entertainment

King Digital Entertainment (“King”) delivers content through free-to-play offerings and primarily generates revenue from in-game sales and in-game advertising on mobile platforms. King’s key product offerings include titles and content for Candy Crush™, a “match three” franchise.

Other

We also engage in other businesses that do not represent reportable segments, including our Activision Blizzard Distribution (“Distribution”) business, which consists of operations in Europe that provide warehousing, logistics, and sales distribution services to third-party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

Products

We develop interactive entertainment content and services, principally for console, PC, and mobile devices, and we market and sell our games primarily through digital distribution channels. Our products span various genres, including first- and third-person action/adventure, role-playing, strategy, and “match three,” among others. We primarily offer the following products and services:

- premium full-games, which typically provide access to main game content after purchase;
- free-to-play offerings, which allow players to download the game and engage with the associated content for free;
- in-game content for purchase to enhance gameplay (i.e., microtransactions and downloadable content) available within both our premium full-games and free-to-play offerings;
- subscriptions for players in *World of Warcraft* that provide for ongoing access to the game content; and
- advertising services for third-party companies to reach and engage with our players, primarily within our free-to-play offerings.

Providing additional content and experiences within franchises has increased opportunities for player investment outside of premium full-game purchases. This has allowed us to shift from our historical seasonality to a more consistently recurring and year-round revenue model. In addition, if executed properly, it allows us to increase player engagement with our games and content.

Product Development and Support

We focus on developing wholly-owned intellectual properties backed by well-designed, high-quality games with regular content updates. We aim to build interactive entertainment content with the potential for broad reach, sustainable engagement, and year-round player investment. It is our experience that established intellectual properties then serve as the basis for related new products and content that can be released over an extended period of time. We believe that the development and distribution of products and content based on established franchises enhances predictability of revenues and the probability of high unit volume sales and operating profits. We intend to continue development of content based on our owned intellectual properties in the future, and in recent years have increased the size of our development teams, a trend that we expect to continue, but at more moderated levels.

We develop and produce our titles using a model in which individual game studios have primary responsibility for the development and production process, including the supervision and coordination of internal and, where appropriate, external resources. We believe this model allows us to deploy the best resources for a given task, including by supplementing our internal expertise with top-quality external resources on an as-needed basis.

While most of our content is developed by our internal studios, we also engage independent third-party developers to create content on our behalf. From time to time, we also acquire the license rights to publish and/or distribute software products that are, or will be, independently created by third-party developers.

We provide various forms of support to our game studios when developing a product. Central technology and development teams review, assess, and provide support to products throughout the development process. Quality assurance personnel are also involved throughout the development and production of published content. We subject all such content to extensive testing before public release to ensure compatibility with appropriate hardware systems and configurations and in an effort to minimize the number of bugs and other defects found in the products. To support our content, we generally provide 24-hour game support to players, primarily online.

Marketing, Sales, and Distribution

Many of our products contain software that enables us to connect with our gamers directly. This allows us to communicate and market directly to our customers, including through customized advertising and in-game messaging based on customer preferences and trends. Our marketing efforts also include: activities on online social networks; other online advertising; public relations activities; print and broadcast advertising; coordinated in-store and industry promotions (including merchandising and point of purchase displays); participation in cooperative advertising programs; direct response vehicles; and product sampling. From time to time, we also receive marketing support from hardware manufacturers, producers of consumer products related to a game, and retailers in connection with their own promotional efforts, as well as co-marketing from promotional partners.

Our game products and content are generally available in a digital format, which allows consumers to purchase and download the content at their convenience directly to their console, PC, or mobile device through our platform partners, including Apple Inc. (“Apple”), Facebook, Inc. (“Facebook”), Google Inc. (“Google”), Microsoft, Sony Interactive Entertainment Inc. (“Sony”), and Valve Corporation (“Valve”). Blizzard utilizes its proprietary online gaming platform, Battle.net, to distribute most of Blizzard’s content and selected Activision content directly to PC consumers.

In addition to serving as a distribution platform, Battle.net offers players communications features, social networking, player matching, and digital content delivery and is designed to allow people to connect regardless of which of our games on Battle.net they are playing.

Our physical products are available for sale in outlets around the world. These products are sold primarily on a direct basis to mass-market retailers, consumer electronics stores, discount warehouses, game specialty stores, and other stores, or through third-party distribution and licensing arrangements.

Manufacturing

We prepare master program copies for our products on each release platform. With respect to products for consoles, such as for Microsoft and Sony, our disk duplication, packaging, printing, manufacturing, warehousing, assembly, and shipping are performed by third-party subcontractors or distribution facilities owned by us.

Microsoft and Sony generally specify or control the manufacturing and assembly of finished products and license their hardware technologies to us. In return, we pay an applicable royalty per unit once the manufacturer fills the product order, even if the units do not ultimately sell. We deliver the master materials to the licensor or its approved replicator, who then manufactures the finished goods and delivers them to us for distribution under our label.

Significant Customers and Our Franchises

Customers

While the Company does sell directly to end consumers in certain instances, such as sales through Battle.net, in other instances our content is distributed to end consumers via platform providers, such as Apple, Facebook, Google, Microsoft, Sony, and Valve, or retailers, such as Best Buy, GameStop, Target, and Walmart.

Customers and platform providers exceeding 10% or more of our consolidated net revenues and consolidated gross receivables were approximately as follows:

	For the Years Ended December 31,		
	2022	2021	2020
Net Revenues:			
Apple Inc.	20 %	17 %	15 %
Google Inc.	18 %	17 %	14 %
Sony Interactive Entertainment Inc.	13 %	15 %	17 %
Microsoft Corporation	*	*	11 %
Gross Receivables:			
	At December 31,		
	2022	2021	
Sony Interactive Entertainment Inc.	22 %	22 %	
Microsoft Corporation	20 %	20 %	
Google Inc.	10 %	*	

* Did not account for 10% or more of our consolidated net revenues or consolidated gross receivables for the noted periods.

Our Franchises

For the years ended December 31, 2022, 2021, and 2020, our three franchises—Call of Duty, Warcraft, and Candy Crush—collectively accounted for 79%, 82%, and 79%, respectively, of our net revenues. No other games or content outside of these franchises comprised 10% or more of our net revenues in those periods.

Competition

We compete for the leisure time and discretionary spending of consumers with other interactive entertainment companies and software competitors, as well as with providers of different forms of entertainment, such as film, television, social networking, music, and other consumer products.

The interactive entertainment industry is intensely competitive, and new interactive entertainment software products and platforms are regularly introduced. We believe that the main competitive factors in the interactive entertainment industry include: product features, game quality, and playability; brand name recognition; compatibility of products with popular platforms; access to distribution channels; online capability and functionality; ease of use; price of content; marketing support; and quality of customer service.

In addition to third-party software competitors, integrated video game console hardware and software companies, such as Microsoft, Sony, and Nintendo, compete directly with us in the development of software titles for their respective platforms, while at the same time acting as key distribution channels and payment gateways for our products and services through their digital storefronts. Apple and Google are similarly positioned on mobile devices.

As our teams have contributed to transforming gaming into social experiences, enabling players to find purpose and meaning through games, we believe connecting these communities together is the next step in our industry. This can be seen by established and emerging competitors seeing opportunity for virtual worlds filled with professionally produced content, user generated content and rich social connections. As investments in cloud computing, artificial intelligence and machine learning, data analytics, and user interface and experience capabilities are becoming more competitive, we believe that our proposed Merger with Microsoft will better enable our ambitions in this dynamic and highly competitive environment.

Intellectual Property

Like other interactive entertainment companies, our business is significantly dependent on the creation, acquisition, use and protection of intellectual property. Some of this intellectual property is in the form of copyrighted software code, patented technology, and other technology and trade secrets that we use to develop and run our games. Other intellectual property is in the form of copyrighted audio-visual elements that consumers can see, hear, and interact with when they are playing our games.

We develop a majority of our products based on wholly-owned intellectual properties, such as Call of Duty, Warcraft, and Candy Crush. In other cases, we obtain intellectual property through licenses and service agreements. Further, our products that play on consoles and mobile platforms include technology that is owned by the platform provider and is licensed non-exclusively to us for use in the relevant product. We also license technology from other providers in developing our content and services. While we may have renewal rights for some licenses, our business is dependent on our ability to continue to obtain the intellectual property rights from the owners of these rights on reasonable terms and at reasonable rates.

We are actively engaged in enforcement of our copyright, trademark, patent, and trade secret rights against potential infringers of those rights along with other protective activities, including monitoring online channels for distribution of pirated copies and participating in various enforcement initiatives, education programs, and legislative activity around the world. For our PC products, we use technological protection measures to prevent piracy and the use of unauthorized copies of our products. For other platforms, the platform providers typically incorporate technological protections and other security measures in their platforms to prevent the use of unlicensed products on those platforms.

Our People

Our continued success is directly related to our ability to attract, recruit, enable, retain, and develop diverse and exceptional talent. In this section, we provide information about our employees, our initiatives to provide opportunities to further develop careers and enhance the experience of our employees, our commitment to excellence, diversity, equity and inclusion, and related employment matters.

Overview: As of December 31, 2022, Activision Blizzard had approximately 13,000 full-time and part-time non-temporary employees, with approximately 72% in North America, approximately 22% in the Europe, Middle East, and Africa (“EMEA”) region, and approximately 6% in the Asia Pacific region. Of these employees, approximately 69% either work directly on, or support, our game and technology development.

Diversity, Equity, and Inclusion (“DE&I”): We believe that a diverse, inclusive culture committed to excellence and measured by performance enables us to capitalize on the strengths of our workforce to exceed players’ and fans’ expectations and meet our business objectives. We remain committed to building and sustaining a welcoming, inclusive culture through DE&I practices and programs throughout the employee experience.

Our Corporate Governance Principles and Policies demonstrate our commitment to diversity at the Board of Directors level, providing that the initial list from which any new independent director nominee is chosen includes qualified female and racially/ethnically diverse candidates. Similarly, when we recruit new senior leadership we expect candidate slates at the vice president level and above to be diverse, and aim to recruit diverse candidates across the Company. During 2022, we increased the percentage of women on our Board of Directors from 20% to 33%. Further, as of December 31, 2022, 22% of our Board of Directors are members of underrepresented communities.

In 2021, in connection with our announcement by our CEO, Mr. Kotick, of Transformational Goals for our organization, we committed to increase the percentage of women and non-binary employees by 50% by October 2026. Further, our required training programs underscore our commitment to maintaining a respectful workplace culture. For example, every employee is required to take our online “Way2Play” Training, which covers a wide range of ethics and compliance topics, including workplace respect. In 2022, we required all U.S. employees to be trained on our new Workplace Integrity Policy, to help ensure a culture free of harassment, discrimination, and retaliation. This training will be expanded to non-U.S. based employees in 2023. This policy, along with mandatory live training, aims to ensure that all employees understand their responsibilities with respect to conduct that can detract from a welcoming, respectful workplace committed to excellence. We also offer leadership and management development opportunities on the topics of unconscious bias and inclusive leadership, and train our recruiting workforce in diverse sourcing strategies.

Our overall goal in hiring is to provide an objective and equitable process that helps us recruit the very best talent we can find and we utilize an array of resources and tools aimed at ensuring women, underrepresented ethnic groups (“UEGs”), and other diverse employees are appropriately represented in our workforce. We believe a diverse workforce allows us to better serve our players in almost 200 countries and creates a more inspiring culture that fosters creativity and innovation.

We continually invest in tools and systems that allow us to better track representation of women and UEG candidates at the applicant, interview, and hiring stages of our recruiting processes, helping to reinforce our goal of having diverse candidate slates for open positions. As of November 30, 2022, approximately 26% of our global employee population identifies as women or non-binary, up from approximately 24% in November 2021. Representation for UEGs in the U.S. was approximately 38% as of November 30, 2022, up from approximately 36% in November 2021.

We have invested in additional initiatives—from expanding opportunities in the gaming and technology space for underrepresented communities to mentorship and sponsorship programs for our current teammates and future leaders. In 2021, in connection with our Transformational Goals (described further below under the heading “Actions to Enhance Our Workplace Experience”), we committed to invest \$250 million over the following ten years in initiatives that foster expanded opportunities in gaming and technology for underrepresented communities. Additionally, our work to support the Call of Duty Endowment in 2022 resulted in 15,987 veteran job placements and more than \$1 billion in positive economic impact for the veteran community.

Compensation and Benefits: The main objective of our compensation program is to provide compensation that attracts, retains, motivates, and rewards employees who operate with excellence in a highly competitive and technologically challenging environment. We seek to do this by linking compensation (including annual changes in compensation) to overall Company and business unit/franchise performance, as well as each individual’s contribution to the results achieved. The emphasis on overall Company performance is intended to align our employees’ incentives with the interests of our shareholders. We continue to make efforts across our global organization to promote equal pay practices, as demonstrated by the disclosure of our Global Pay Equity Review for 2021 results in our most recent annual Environmental, Social, Governance (“ESG”) report. Further, we have announced improved benefits such as increased holiday, wellness, and vacation time off.

We always endeavor to offer benefits that enable our employees and their families to live healthier and more secure lives. Examples include: 401(k) with matching Company contributions; a comprehensive well-being program; paid leave programs; medical insurance; prescription drug benefits; dental insurance; vision insurance; accidental death and dismemberment insurance; critical illness insurance; life insurance; disability insurance; health savings accounts; flexible spending accounts; and benefits to support current and hopeful parents. We frequently upgrade our benefit portfolio by seeking out pioneer partners that give our employees unique and supportive benefit experiences. A more comprehensive list of our benefits can be found at <https://benefitsforeveryworld.com> (this corporate website, and the contents thereof, is not incorporated by reference into this Annual Report on Form 10-K nor deemed filed with the SEC).

In 2021, the Company reviewed our compensation and incentive programs and implemented changes to our compensation to enhance employee equity ownership and align our equity compensation practices more closely with industry peers. As a result of this review, the Company made changes to our bonus and equity programs so that all eligible employees received all or a portion of certain incentives in the form of Company equity for 2021. Similarly, for 2022 the Company is expecting to deliver certain of its annual performance plans in the form of Company equity to further align the interests of our employees with the interests of our shareholders.

Developing Careers and Growing Leaders: Recognizing that ours is a rapidly changing industry with a requirement for constant innovation, developing our talent base is vital to our continued success. Our talent processes are focused on career and leadership development opportunities through promotion and internal mobility, performance management, and strategic talent assessment and succession planning. In order to ensure a continuing commitment to excellence and a recognition that performance is a prerequisite to sustained success, we try to ensure our employees have a clear understanding of their strengths and development opportunities. We believe this transparency in communication fosters a collaborative and productive relationship between employees and their managers. Our performance management process begins with the establishment of goals, followed by encouraged regular check-ins on progress and performance so that employees have an understanding of their strengths, areas for improvement, and how they are contributing to the success of the Company. We assess employee contributions to our Company results and culture so that we can recognize and reward their contributions. Additionally, on an annual basis, we conduct an organizational health and performance review process with our senior leadership and segment, business, franchise, and function leaders, focusing on our high-performing and high-potential talent, diversity and inclusion, and the performance and succession for our most critical roles.

Engaging Employees: Employees across the Company have the opportunity to join and contribute to one of our nine Employee Network Groups (“ENGs”). These groups enrich our employees’ experiences, our culture, and our business by driving inclusion, cultural awareness, professional development, networking, and community involvement. Employee engagement also plays a critical role in how we identify and improve the way we work. We capture and act on the voice of our employees through multiple means, including pulse surveys, listening sessions and Upward Feedback, an annual process through which employees share constructive actionable feedback to their managers through an anonymous survey, enabling awareness regarding managers’ inclusive behaviors and commitment to living our values. Through this process we encourage our employees to provide honest, candid feedback about their experiences working for the Company. This process enables us to provide an enriching, rewarding experience for our employees. In 2022, we had 90% of eligible managers receive feedback and overall positive ratings increased across the Company, and within each business unit, as compared to the prior year.

Actions to Enhance Our Workplace Experience: The Company regularly introduces new initiatives to enhance our culture and ensure a welcoming, inclusive, diverse workplace committed to excellence. Continuing to provide a model workplace in our industry remains a priority for the Company.

On October 28, 2021, Mr. Kotick announced transformational workplace excellence goals and practices (collectively, the “Transformational Goals”). As part of our workplace excellence goals, we accomplished the following in 2022:

- *In furtherance of our goal to increase the percentage of women and non-binary individuals by 50% over the next five years* – We have made meaningful progress. As of November 30, 2022, approximately 26% of our global employee population identifies as women or non-binary, up from approximately 24% in November 2021, and up from approximately 23% at the time the goal was announced.
- *Investing \$250 million over the next ten years to accelerate opportunities for diverse talent* – As part of this commitment, in 2022 we launched Level-Up U, a three-month training program for engineers seeking to launch their careers in the gaming industry. For the inaugural class of Level-Up U engineers, over 100 offers to program applicants were accepted, with a 73% rate of overall diversity, including 45% women and non-binary individuals and 40% from UEGs.
- *In furtherance of our zero tolerance policies with respect to certain types of workplace conduct* – We significantly expanded our Ethics and Compliance resources to increase our ability to conduct faster investigations and ensure greater consistency across investigations of all types across the Company. In 2022, we added 26 Ethics and Compliance professionals and we have quadrupled the size of the Ethics and Compliance team since July 2021.
- *Increasing visibility on pay equity* – Since the announcement of this commitment, we have shared the results of our U.S. Pay Equity Review 2020 and Global Pay Equity Review for 2021, which highlight that, after accounting for factors that impact pay like role, location, tenure, and job classification, in the U.S., women at the Company on average earned slightly more than men at the Company for comparable work in 2020 (women received approximately one dollar and one cent for every dollar received by men), and globally, women and those who do not identify as men at the Company on average earned one dollar for every dollar received by men at the Company for comparable work in 2021. We also included a median pay analysis in our 2021 ESG Report and published our EEO-1 Report.

In connection with the announcement of the Transformational Goals, in October 2021, Mr. Kotick requested that his compensation be reduced to the lowest amount permitted to be paid to exempt employees under California law. Consistent with this request, Mr. Kotick’s base salary for 2022 was \$62,500 and he did not receive any equity awards or bonus payments.

Our Board of Directors’ Workplace Responsibility Committee, formed in November 2021, has been engaged in overseeing the Company’s progress in successfully implementing its workplace excellence policies, procedures, and commitments. The Workplace Responsibility Committee requires management to develop key performance indicators and/or other means to measure progress and ensure accountability, with executive management providing frequent progress reports to the Workplace Responsibility Committee, which regularly briefs the full Board of Directors. Any changes to Mr. Kotick’s annual and long-term compensation will only occur after a determination by the Workplace Responsibility Committee of appropriate progress toward the achievement of our workplace excellence objectives.

Unionization: Our employees in the U.S. are not covered by collective bargaining agreements. However, in May 2022, a small group of quality assurance workers at our Raven Software studio in Wisconsin voted in favor of forming a union with the Communication Workers of America (the “CWA”). In December 2022, a small group of quality assurance workers for Blizzard in New York also voted in favor of forming a union with the CWA. On December 27, 2022, the Proletariat studio in Boston, which was recently acquired by Blizzard, announced the formation of a union and the CWA filed a petition for union representation with the U.S. National Labor Relations Board (the “NLRB”). The NLRB announced that the mail ballot election would be scheduled to begin January 24, 2023; however, the CWA withdrew its petition on January 24, 2023. We deeply respect the rights of all employees to make their own decisions about whether or not to join a union and exercise all other National Labor Relations Act rights. Across the Company, we believe that a direct relationship between managers and team members allows us to quickly respond and deliver the strongest results and the greatest opportunities and incentives for employees. As discussed in Part I, Item 1A under “Risk Factors” of this Annual Report on Form 10-K, while the Merger Agreement is in effect, we are also subject to certain interim covenants with respect to various matters (including, among other things, with respect to collective bargaining agreements and employee benefit plans) concerning the operation of our business during the pendency of the Merger.

Workplace legal matters and related risks: For information regarding legal actions against the Company regarding workplace concerns and related matters, see Part I, Item 1A “Risk Factors” and Note 22 of the notes to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Sustainability

We have a responsibility to operate sustainably. We have established and disclosed Scopes 1, 2 and estimated Scope 3 emissions and are developing a roadmap to reach net zero greenhouse gas emissions by 2050 in accordance with the Science Based Targets Initiative Corporate Net-Zero Standard. Our rapid conversion towards a fully digital business is enabling us to set and achieve important sustainability goals. As a result of our focus and progress thus far, we have reduced packaging waste by 70% as compared to our baseline year of 2019, surpassing our original ambitious goal of a 50% reduction by 2024.

Long Term Total Shareholder Return

The below total shareholder returns (“TSR”) information is provided to illustrate the comparison of the Company’s long term TSR to the identified peers and index. Other performance measures are included in Part II, Item 5 under “Stock Performance Graph” of this Annual Report on Form 10-K and will be included in our definitive Proxy Statement for our 2023 Annual Meeting of Shareholders.

Over the 10 years ended December 31, 2022, the Company delivered an average annual TSR of 23%, ahead of the peer group median of 18% and significantly ahead of the S&P 500 at 10%. Over the 20 years ended December 31, 2022, the Company’s average annual TSR was 21%, ahead of the peer group median of 11% and significantly ahead of the S&P 500 at 8%.

The peer group for purposes of this long term TSR data is the Company’s peer group as identified in its definitive Proxy Statement for our 2022 Annual Meeting, which meeting was held in June 2022, and has been updated to reflect any changes in corporate structure of the peers. The peer group consists of Adobe Inc., eBay Inc., Electronic Arts Inc., Fox Corporation, Intuit Inc., Liberty Media Corporation, Live Nation Entertainment, Inc., Netflix Inc., Paramount Global, PayPal Holdings, Inc., salesforce.com, Inc., ServiceNow, Inc., Sirius XM Holdings Inc., The Walt Disney Company, and Warner Bros. Discovery, Inc.

Information about our Executive Officers

Our executive officers and their biographical summaries are provided below:

Name	Age	Position
Robert A. Kotick	59	Chief Executive Officer of Activision Blizzard
Daniel Alegre	54	President and Chief Operating Officer of Activision Blizzard
Armin Zerza	53	Chief Financial Officer of Activision Blizzard
Grant Dixon	49	Chief Legal Officer of Activision Blizzard
Brian Bulatao	58	Chief Administrative Officer of Activision Blizzard

Robert A. Kotick, Chief Executive Officer of Activision Blizzard

Robert A. Kotick, who serves as our Chief Executive Officer, has been a director of Activision Blizzard since February 1991, following his purchase of a significant interest in the Company, which was then on the verge of insolvency. Mr. Kotick was our Chairman and Chief Executive Officer from February 1991 until July 2008, when he became our President and Chief Executive Officer. He served as our President from July 2008 until June 2017. Mr. Kotick is also a member of the board of trustees for the Harvard-Westlake School. He is also the Vice Chairman of the Board and Chairman of the Committee of Trustees of the Los Angeles County Museum of Art. In addition, Mr. Kotick is the co-founder and co-Chairman of the Call of Duty Endowment, a nonprofit, public benefit corporation that seeks to help organizations that provide job placement and training services for veterans.

Daniel Alegre, President and Chief Operating Officer of Activision Blizzard

Daniel Alegre has served as our Chief Operating Officer since April 2020. Prior to joining the Company, Mr. Alegre held a number of leadership positions at Google, a technology company specializing in internet-related services and products, from 2004 to 2020, including serving as President of Global Retail and Shopping, where he led the initiatives to embed e-commerce across all Google product areas and to help diversify beyond advertising into the retail transactions business. Prior to that, Mr. Alegre was President of the Google's Global and Strategic Partnerships organization, working across all of Google's core business lines to create and foster key strategic relationships with some of the world's largest partners. Mr. Alegre was also instrumental in Google's international expansion, serving as President of Google's Asia-Pacific and Japan businesses living in China, Singapore, and Tokyo and as Vice President of the Latin America business, overseeing a massive expansion in both regions. Prior to joining Google, Mr. Alegre was Vice President at Bertelsmann Media, running a division of BMG Music in Latin America as well as Partnerships of the Bertelsmann eCommerce Group in New York City. Mr. Alegre holds a B.A. degree from the Woodrow Wilson School of Public and International Affairs at Princeton University, as well as dual M.B.A. and J.D. degrees from Harvard Business School and Harvard Law School. On December 13, 2022, Mr. Alegre notified the Company that he plans to leave for another opportunity upon completion of the current term of his employment under his employment agreement with the Company, which expires on March 31, 2023.

Armin Zerza, Chief Financial Officer of Activision Blizzard

Armin Zerza has served as our Chief Financial Officer since April 2021. Prior to that, he served as the Company's Chief Commercial Officer from 2019 to 2021, as the Chief Operating Officer of Blizzard from 2017 to 2019, and as Chief Financial Officer of Blizzard from 2015 to 2017. Mr. Zerza joined Activision Blizzard in August 2015 with more than 20 years of senior leadership experience at Procter & Gamble, serving in North America, Europe, Asia, and Latin America. Mr. Zerza has held a number of senior roles across multi-billion-dollar businesses at Procter & Gamble, including as Director of Procter & Gamble's global M&A team and CFO of the European Baby Care and Latin America divisions. Mr. Zerza also served as a board member of the Italy Procter & Gamble-Fater and Spain Procter & Gamble-Arbora & Ausonia joint ventures. Mr. Zerza holds a degree from Vienna University.

Grant Dixon, Chief Legal Officer of Activision Blizzard

Grant Dixon has served as our Chief Legal Officer since June 2021. From 2006 to 2021, Mr. Dixon held a number of positions of increasing responsibility within the legal department of The Boeing Company, an aerospace company and leading manufacturer in space and security systems, most recently as Senior Vice President, General Counsel, and Corporate Secretary, in addition to serving as a member of the company's Executive Council. Prior to joining The Boeing Company, Mr. Dixon served in the White House as Associate Counsel to the President. Earlier in his career, Mr. Dixon practiced law at Kirkland & Ellis in Washington, D.C. He served as a law clerk for the Honorable Anthony M. Kennedy at the Supreme Court of the United States and for the Honorable J. Michael Luttig at the United States Court of Appeals for the Fourth Circuit. Mr. Dixon holds an A.B. degree in history from Harvard University and a J.D. from Harvard Law School.

Brian Bulatao, Chief Administrative Officer of Activision Blizzard

Brian Bulatao has served as Chief Administrative Officer of Activision Blizzard since March 2021. Prior to joining the Company, Mr. Bulatao served as the Under Secretary of State for Management from 2018 to 2021, directly responsible for the budget, security, IT infrastructure, consular affairs and global talent management of the U.S. State Department's 70,000 plus workforce based in 190 countries around the world. Prior to that, Mr. Bulatao served as Chief Operating Officer at the Central Intelligence Agency from 2017 to 2018, where he also led diversity and inclusion initiatives. Before joining the CIA, Mr. Bulatao held a number of leadership positions in private equity and investment companies, having served as Senior Advisor at Highlander Partners from 2016 to 2017 and Managing Director at Pallas Capital Partners from 2015 to 2017, helping companies grow organically and through acquisitions and creating transformational value through strategic positioning. Prior to that, Mr. Bulatao held executive and CEO roles at The Nefab Group, co-founded Thayer Aerospace with fellow West Point graduates, and served as a consultant with McKinsey & Company. Mr. Bulatao is a retired Infantry Captain and a distinguished graduate of the US Army Ranger School. Mr. Bulatao holds a BS degree in Engineering Management from the United States Military Academy at West Point and an MBA degree from Harvard Business School.

Additional Financial Information

See "Critical Accounting Policies and Estimates" under Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a discussion of our practices with regard to several working capital items. See "Management's Overview of Business Trends" under Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a discussion of the impact of seasonality on our business.

Available Information

Our website, located at <https://www.activisionblizzard.com>, allows free-of-charge access to our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and amendments to those documents filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The information found on our website is not a part of, and is not incorporated by reference into, this or any other report that we file with or furnish to the SEC.

The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

Activision Blizzard Disclosure Channels to Disseminate Information

We disclose information to the public concerning Activision Blizzard, Activision Blizzard's products, content and services, and other items through a variety of disclosure channels in order to achieve broad, non-exclusionary distribution of information to the public. Some of the information distributed through these disclosure channels may be considered material information. Investors and others are encouraged to review the information we make public in the locations below.* This list may be updated from time to time.

- For information concerning Activision Blizzard and its products, content and services, please visit: <https://www.activisionblizzard.com>.
- For information provided to the investment community, including news releases, events and presentations, and filings with the SEC, please visit: <https://investor.activision.com>.
- For the latest information from Activision Blizzard, including press releases and the Activision Blizzard blog, please visit: <https://www.activisionblizzard.com/newsroom>.
- For additional information, please follow Activision Blizzard's and Lulu Cheng Meservey's (Activision Blizzard's Executive Vice President, Corporate Affairs and Chief Communications Officer) Twitter accounts: https://twitter.com/atvi_ab and <https://twitter.com/lulumeservey>. Except with respect to communications regarding Activision Blizzard, Ms. Meservey's social media communications from <https://twitter.com/lulumeservey> are personal communications of Ms. Meservey and are not communications on behalf of Activision Blizzard.

* These corporate websites and social media channels, and the contents thereof, are not incorporated by reference into this Annual Report on Form 10-K nor deemed filed with the SEC.

Item 1A. RISK FACTORS

Risk Factors Summary

Below is a summary of the principal risks associated with an investment in the Company. This summary should not be relied upon as an exhaustive list of the material risks facing our business.

- the Merger, the pendency of the Merger Agreement, or our failure to complete the Merger (including due to failure of receipt of all required regulatory approvals);
- uncertainty about current and future economic conditions and other adverse changes in general political conditions in any of the major countries in which we do business;
- decline in demand for our products and services if general economic conditions decline;
- fluctuations in currency exchange rates;
- our ability to deliver popular, high-quality content in a timely manner;
- negative impacts on our business resulting from concerns regarding our workplace, including associated legal proceedings;
- our ability to attract, retain, and motivate skilled personnel;
- future impacts from COVID-19;
- the level of demand for our games and products;
- our ability to meet customer expectations with respect to our brands, games, services, and/or business practices;
- competition;
- our reliance on a relatively small number of franchises for a significant portion of our revenues and profits;
- negative impacts from the results of collective bargaining, legal proceedings related to unionization or campaigns by unions directed at our workforce;
- our ability to adapt to rapid technological change and allocate our resources accordingly;
- the increasing importance of digital sales and the risks of that business model;
- our ability to effectively manage the scope and complexity of our business;
- our reliance on third-party platforms, which are also our competitors, for the distribution of products;
- our dependence on the success and availability of video game consoles manufactured by third parties and our ability to develop commercially successful products for these consoles;
- the increasing importance of free-to-play games and the risks of that business model;
- the risks and uncertainties of conducting business outside the U.S., including the need for regulatory approval to operate, the relatively weaker protection for our intellectual property rights, and the impact of cultural differences on consumer preferences;
- insolvency or business failure of any of our business partners;
- the importance of retail sales to our business and the risks of that business model;
- any difficulties in integrating acquired businesses or realizing the anticipated benefits of strategic transactions;
- seasonality in the sale of our products;
- fluctuation in our recurring business;
- the risk of distributors, retailers, development, and licensing partners or other third parties being unable to honor their commitments or otherwise putting our brand at risk;
- our reliance on tools and technologies owned by third parties;
- our use of open source software;
- risks associated with undisclosed content or features in our games;
- impact of objectionable consumer- or other third-party-created content on our operating results or reputation;
- outages, disruptions, or degradations in our services, products, and/or technological infrastructure;
- cybersecurity-related attacks, significant data breaches, fraudulent activity, or disruption of our information technology systems or networks;
- significant disruption during our live events;
- catastrophic events;
- climate change;
- provisions in our corporate documents and Delaware state law that could delay or prevent a change of control;
- other legal proceedings;
- increasing regulation in key territories over our business, products, and distribution;
- changes in government regulation relating to the Internet;
- our compliance with evolving data privacy laws and regulations;

- scrutiny regarding the appropriateness of the content in our games and our ability to receive target ratings for certain titles;
- changes in tax rates and/or tax laws and exposure to additional tax liabilities; and
- changes in financial accounting standards or the application of existing or future standards as our business evolves.

The following are detailed descriptions of our Risk Factors summarized above.

We wish to caution the reader that the following important risk factors, and those risk factors described elsewhere in this report or in our other filings with the SEC, could cause our actual results to differ materially from those stated in forward-looking statements contained in this document and elsewhere. These risks are not presented in order of importance or probability of occurrence. Further, the risks described below are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem immaterial may also impair our business operations. Any of these risks may have a material adverse effect on our business, reputation, financial condition, results of operations, income, revenue, profitability, cash flows, liquidity, or stock price.

Risks Related to the Merger

While the Merger Agreement is in effect, we are subject to certain interim covenants.

On January 18, 2022, we entered into the Merger Agreement with Microsoft and Merger Sub, a wholly owned subsidiary of Microsoft, pursuant to which Microsoft agreed to acquire the Company in an all-cash transaction for \$95.00 per share of our issued and outstanding common stock.

The Merger Agreement generally requires us to operate our business in the ordinary course, subject to certain exceptions, including as required by applicable law, pending consummation of the Merger, and subjects us to customary interim operating covenants that restrict us, without Microsoft's approval (such approval not to be unreasonably conditioned, withheld, or delayed), from taking certain specified actions until the Merger is completed or the Merger Agreement is terminated in accordance with its terms. These restrictions could prevent us from pursuing certain business opportunities that may arise prior to the consummation of the Merger and may affect our ability to execute our business strategies and attain financial and other goals and may impact our financial condition, results of operations and cash flows.

The announcement and pendency of the Merger may result in disruptions to our business, and the Merger could divert management's attention, disrupt our relationships with third parties and employees, and result in negative publicity or legal proceedings, any of which could negatively impact our operating results and ongoing business.

In connection with the pending Merger, our current and prospective employees may experience uncertainty about their future roles with us following the Merger, which may materially adversely affect our ability to attract and retain key personnel and other employees while the Merger is pending. Key employees may depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with us following the Merger, and may depart prior to the consummation of the Merger. Accordingly, no assurance can be given that we will be able to attract and retain key employees to the same extent that we have been able to in the past.

The proposed Merger has caused disruptions to our business or business relationships with our existing and potential customers, suppliers, vendors, landlords, and other business partners, and this could have an adverse impact on our results of operations. Parties with which we have business relationships may experience uncertainty as to the future of such relationships and may delay or defer certain business decisions, seek alternative relationships with third parties, or seek to negotiate changes to or alter their present business relationships with us. Parties with whom we otherwise may have sought to establish business relationships may seek alternative relationships with third parties.

The pursuit of the proposed Merger has placed an increased burden on management and internal resources, which may have a negative impact on our ongoing business. It also diverts management's time and attention from the day-to-day operation of our remaining businesses and the execution of our other strategic initiatives. This could adversely affect our financial results. In addition, we have incurred and will continue to incur other significant costs, expenses, and fees for professional services and other transaction costs in connection with the proposed Merger, and many of these fees and costs are payable regardless of whether or not the pending Merger is consummated.

Any of the foregoing, individually or in combination, could materially and adversely affect our business, our financial condition and our results of operations and prospects.

The Merger may not be completed within the expected timeframe, or at all, for a variety of reasons, including the possibility that the Merger Agreement is terminated, and the failure to complete the Merger could adversely affect our business, results of operations, financial condition, and the market price of our common stock.

There can be no assurance that the Merger will be completed in the expected timeframe, or at all. The Merger Agreement contains a number of customary closing conditions that must be satisfied or waived prior to the completion of the Merger, including, among others, (1) the absence of any court order or law prohibiting (or seeking to prohibit) the consummation of the Merger, (2) the termination or expiration of any applicable waiting period or periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (as amended) and specified approvals under certain other antitrust and foreign investment laws, subject to certain limitations, (3) compliance by us and Microsoft in all material respects with our respective obligations under the Merger Agreement, and (4) subject to specified exceptions and qualifications for materiality, the accuracy of representations and warranties made by us and Microsoft, respectively, as of the signing date and the closing date.

The Merger Agreement contains customary mutual termination rights for us and Microsoft, which could prevent the consummation of the pending Merger, including a right for either party to terminate the Merger Agreement in certain cases if the Merger was not completed by January 18, 2023 (the “Initial Termination Date”), subject to automatic extension in certain cases. The Initial Termination Date was automatically extended to April 18, 2023 (since the Merger was not completed by the Initial Termination Date and the regulatory closing conditions were the only conditions remaining outstanding as of the Initial Termination Date), and such date is subject to further automatic extension to July 18, 2023, if the regulatory closing conditions are the only conditions that remain outstanding as of 11:59 p.m., Pacific time, on April 18, 2023.

The Merger Agreement also contains customary termination rights for the benefit of each party, including if the other party breaches its representations, warranties, or covenants under the Merger Agreement in a way that would result in a failure of the other party’s condition to closing being satisfied (subject to certain procedures and cure periods). Additionally, the Merger Agreement provides termination rights, if certain conditions are met, including (1) for Microsoft, if our Board of Directors changes its recommendation in favor of the Merger, and (2) for us, if our Board of Directors had authorized entry into a definitive agreement with respect to a Superior Proposal (as defined in the Merger Agreement) prior to us receiving stockholder approval of the Merger (which has now been received).

If the Merger is not completed within the expected timeframe or at all, we may be subject to a number of material risks, including:

- the market price of our common stock may decline to the extent that current market prices reflect a market assumption that the Merger will be completed;
- if the Merger Agreement is terminated under certain specified circumstances, we or Microsoft will be required to pay a termination fee, including that we will be required to pay Microsoft a termination fee of approximately \$2.27 billion under specified circumstances, and Microsoft will be required to pay us a reverse termination fee ranging from \$2.5 billion to \$3.0 billion under specified circumstances;
- some costs related to the Merger must be paid whether or not the Merger is completed, and we have incurred, and will continue to incur, significant costs, expenses and fees for professional services and other transaction costs in connection with the proposed transaction with Microsoft, as well as the diversion of management and resources towards the Merger, for which we will have received little or no benefit if completion of the Merger does not occur; and
- we may experience negative publicity and/or reactions from our investors, employees, customers, partners, suppliers, vendors, landlords, and other business partners.

Stockholder litigation could prevent or delay the closing of the pending Merger or otherwise negatively impact our business, operating results and financial condition.

We may incur additional costs in connection with the defense or settlement of stockholder litigation in connection with the pending Merger. Such litigation may adversely affect our ability to complete the pending Merger. We could incur significant costs in connection with such litigation, including costs associated with the indemnification obligations to our directors and officers. Such litigation may be distracting to management and may require us to incur additional, significant costs. Such litigation could result in the Merger being delayed and/or enjoined by a court of competent jurisdiction, which could

prevent the Merger from becoming effective. See Note 22 of the notes to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K for a description of complaints filed.

Completion of the proposed transaction with Microsoft is subject to the closing conditions contained in the Merger Agreement, including certain regulatory approvals, which may not be received, may take longer than expected or may impose conditions that are not presently anticipated or that cannot be met, and if these closing conditions are not satisfied or waived, the proposed transaction will not be completed.

Various consents, clearances, approvals, authorizations and declarations of non-objection, or expiration of waiting periods (or extensions thereof), from certain regulatory and governmental authorities in the U.S., the European Union, the United Kingdom and certain other jurisdictions are included in the Merger Agreement as conditions to completing the proposed transaction with Microsoft. On December 8, 2022, the FTC issued an administrative complaint against the Company and Microsoft alleging that the Company and Microsoft executed the Merger Agreement in violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, which, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18 and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45. For more information regarding the FTC complaint regarding the pending Merger, see Note 22 of the notes to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K. In addition, the proposed transaction with Microsoft may be reviewed under antitrust statutes or foreign direct investment regimes of other governmental authorities, including U.S. state laws.

In deciding whether to grant the required regulatory approvals, consents or clearances, the relevant governmental entities may consider the effect of the proposed transaction with Microsoft on competition within their relevant jurisdictions. Regulatory and governmental entities may impose conditions on their respective approvals, in which case lengthy negotiations may ensue among such regulatory or governmental entities, Microsoft and us. Such conditions, any such negotiations and the process of obtaining such regulatory approvals, consents or clearances could have the effect of delaying or preventing consummation of the proposed transaction with Microsoft.

Subject to the terms of the Merger Agreement, we have agreed to use our reasonable best efforts to take all actions and to do, or cause to be done, all things necessary, proper or advisable pursuant to applicable laws or otherwise to consummate the proposed transaction with Microsoft in the most expeditious manner practicable. Nonetheless, certain conditions to the completion of the pending Merger are not within our or Microsoft's control, and we cannot predict when or if these conditions will be satisfied (or waived, as applicable). There can be no assurance that all required approvals will be obtained or that all closing conditions will otherwise be satisfied (or waived, if applicable), and, if all required approvals are obtained and all closing conditions are satisfied (or waived, if applicable), we can provide no assurance as to the terms, conditions and timing of such approvals or that the pending Merger will be completed in a timely manner or at all. Even if regulatory approvals are obtained, it is possible conditions will be imposed that could result in a material delay in, or the abandonment of, the pending Merger or otherwise have an adverse effect on us.

If the Merger is not completed by April 18, 2023 (subject to further automatic extension to July 18, 2023 if the regulatory closing conditions are the only conditions that remain outstanding as of April 18, 2023), either party may have the right to terminate the Merger Agreement following such date (if applicable, as extended).

Economic Risks

Weakness and uncertainty about current and future economic conditions and other adverse changes in general political conditions in any of the major countries in which we do business could adversely affect our business, results of operations, and financial condition.

We are subject to the risks arising from adverse changes in economic and political conditions, both domestically and globally, including trends toward protectionism and nationalism, other unfavorable changes in economic conditions, such as inflation, rising interest rates, foreign currency volatility, increasing unemployment, slower growth or a recession, and other events beyond our control, such as economic sanctions, natural disasters, pandemics, including the COVID-19 pandemic, epidemics, political instability, armed conflicts and wars, including the Russia-Ukraine war. Worsening economic conditions have had and may continue to have an adverse impact on the financial health of many of our consumers and business partners. Uncertainty about the effects of current and future economic and political conditions on us, our consumers, suppliers and business partners can make it more difficult for us to forecast operating results. If economic growth in countries where we do business slows, this could result in reductions in sales of our products and services, more extended sales cycles, and slower adoption of new products and enhancements. Deterioration in economic conditions in any of the countries in which we do business could also cause slower or impaired collections on accounts receivable, which may adversely impact our business.

Prolonged or more severe economic weakness and uncertainty, including from inflation, increasing interest rates, and foreign currency volatility, could also cause our expenses to vary materially from our expectations. Any financial turmoil affecting the banking system and financial markets or any significant financial services institution failures could negatively impact our treasury operations, as the financial condition of such parties may deteriorate rapidly and without notice.

Any of these events would likely harm our business, results of operations, and financial condition.

If general economic conditions decline, demand for our products and services could decline because purchases of our products and services rely on discretionary spending.

Purchases of our products and services involve discretionary spending on the part of consumers. Consumers are generally more willing to make discretionary purchases, including purchases of products and services like ours, during periods in which favorable economic conditions prevail. As a result, our products are sensitive to general economic conditions and economic cycles, including increases in unemployment, interest rates, inflation, and general economic uncertainty. A reduction or shift in domestic or international consumer spending could result in an increase in our selling and promotional expenses, in an effort to offset that reduction, and could negatively impact our business.

Fluctuations in currency exchange rates could negatively impact our business.

We transact business in various currencies other than the U.S. dollar and have significant international sales and expenses denominated in currencies other than the U.S. dollar, subjecting us to currency exchange rate risks. A substantial portion of our international sales and expenses are denominated in local currencies, which could fluctuate against the U.S. dollar. Since we have significant international sales but incur the majority of our costs in the U.S., the impact of foreign currency fluctuations, particularly the strengthening of the U.S. dollar, may have an asymmetric and disproportional impact on our business. We have, in the past, utilized currency derivative contracts to hedge certain foreign exchange exposures and managed these exposures with natural offsets. However, there can be no assurance that we will continue our hedging programs, or that we will be successful in managing exposure to currency exchange rate risks whether or not we do so.

Business and Industry Risks

If we do not consistently deliver popular, high-quality content in a timely manner, our business may be negatively impacted.

Consumer preferences for games are usually cyclical and difficult to predict. Even the most successful games can lose consumer audiences over time, and remaining popular is increasingly dependent on the games being refreshed with new content or other enhancements. In order to remain competitive and maximize the chances that consumers select our products as opposed to the various entertainment options available to them and with which we compete, we must continuously develop new products or new content for, or other enhancements to, our existing products. These products or enhancements may not be well-received by consumers, even if well-reviewed and of high quality.

Additionally, consumer expectations regarding the quality, performance, and integrity of our products and services are high. Consumers may be critical of our brands, games, services, and/or business practices for a wide variety of reasons, and such negative reactions may not be foreseeable or within our control to manage effectively. For example, we are subject to legal proceedings regarding workplace concerns, as described in Note 22 of the notes to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, and could become subject to additional, similar legal proceedings in the future. These legal proceedings have negatively impacted our public reputation and, as a result, at various points in time since the institution of these legal proceedings some consumers have elected not to continue subscribing to one of our games, and it is possible that existing and potential players may decide not to play our games in the future. Some sponsors, partners, and advertisers have previously elected not to be associated with our brand due to this impact on our reputation, and others may so elect in the future. As another example, if we fail to create fun, fair, and safe playing environments, consumers may engage less with our games. All of this may negatively impact, and in the case of those legal proceedings is negatively impacting, our business.

Our products and services are complex software programs. We have quality controls in place to detect defects, “bugs,” or other errors in our products and services before they are released. Nonetheless, these quality controls are subject to human error, overriding, and resource or technical constraints. As such, these quality controls and preventative measures may not be effective, and at times have not been successful, in detecting all defects, bugs, or errors in our products and services before they have been released into the marketplace. Our games with online features are frequently updated, increasing the risk that a game may contain errors. These issues can lead consumers to stop playing the game and/or be less likely to return to the game as often in the future, which may negatively impact our business. If our games or services, such as our proprietary online gaming platform, do not function as consumers expect, whether because they fail to function as advertised or otherwise, our sales may suffer. The risk that this may occur is particularly pronounced with respect to our games with online features because they involve ongoing consumer expectations, which we may not be able to consistently satisfy.

Negative reactions to our products and services may not be foreseeable. We also may not effectively manage or respond to these negative perceptions for reasons within or outside of our control. We expect to continue to expend resources to address concerns with our products and services. Negative perceptions could arise despite our efforts, though, and may result in loss of engagement with our products and services, increased scrutiny from government bodies and consumer groups, and/or litigation, any of which could negatively impact our business.

In addition, delays in product releases or disruptions following the commercial release of one or more new products have negatively impacted, and could in the future negatively impact, our business and reputation and could cause our results of operations to be materially different from expectations. Our ability to meet development schedules depends on numerous factors, some of which are outside of our control, including our ability to attract and retain qualified personnel, the time-intensive nature of creative processes, the coordination of large and often dispersed development teams, the complexity of our products and the platforms for which they are developed, and third-party approvals. If we fail to release our products in a timely manner, or if we are unable to continue to extend the life of existing games by adding features and functionality that will encourage continued engagement with the game, our business may be negatively impacted. Any negative impact which occurs during key selling periods, particularly in the fourth quarter of the year, could be especially pronounced.

Additionally, the amount of lead time and cost involved in the development of high-quality products is increasing, and the longer the lead time involved in developing a product and the greater the allocation of financial resources to such product, the more critical it is that we accurately predict consumer demand for such product. If our future products do not achieve expected consumer acceptance or generate sufficient revenues upon introduction, we may not be able to recover the substantial up-front development and marketing costs associated with those products.

We have experienced adverse effects related to concerns raised about our workplace and may continue to experience additional adverse effects.

As described below under “We are subject to legal proceedings regarding workplace concerns that have negatively affected our reputation” and in Note 22 of the notes to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, we have been, and in some cases continue to be, subject to legal proceedings regarding workplace concerns. The outcome of matters that have not been resolved remains uncertain, though such matters could be decided unfavorably to the Company and could have a material adverse effect on our business, reputation, financial condition, results of operations, income, revenue, profitability, cash flows, liquidity, or stock price.

We are taking actions to address the concerns of employees and other key stakeholders and the adverse consequences to our business. We have experienced, and are likely to continue to experience, adverse publicity regarding our Company and executives related to these matters. These matters have had, and may continue to have, a negative effect on the Company’s business and reputation. If we experience significantly reduced productivity, significant worker protests or strikes in regard to these matters, significant continued loss of sponsors, advertisers or players, or other negative consequences relating to these matters, our business could be materially adversely impacted. We cannot predict the duration and severity of these impacts, and we are continuing to carefully monitor all aspects of our business for such impacts and to take actions to address such concerns.

If we do not attract, retain, and motivate skilled personnel, we will be unable to effectively conduct our business.

Our success depends significantly on our ability to identify, attract, hire, retain, motivate, and utilize the abilities of qualified personnel, which includes both our direct employees and external personnel, such as consultants, agency employees, and external developers. This particularly pertains to personnel with the specialized skills needed to create and deliver high-quality, well-received content, upon which our business is substantially dependent, as well as to ensure business continuity in areas such as risk management, information security, human resources, and compliance. Our industry is generally characterized by a high level of employee mobility, competitive compensation programs, and aggressive recruiting among competitors for employees with technical, marketing, sales, engineering, product development, creative, and/or management skills, all of which is magnified for us because of our leading position within the industry. We have observed labor shortages, increasing competition for talent, and increasing attrition. Additionally, recent litigation involving the Company relating to workplace and employee concerns, as further discussed in this Part I, Item 1A “Risk Factors” and Note 22 of the notes to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, and related media attention and/or union campaigns has had, and can be expected to have, an adverse effect on our ability to attract and retain employees and has resulted in work stoppages. If we are unable to attract additional qualified personnel or retain and utilize the services of key personnel, we can expect this would continue to adversely affect our business.

We are unable to predict future impacts from COVID-19.

COVID-19, and governmental and other actions taken in response to it, have extensively impacted global health and the economic environment. Although we have operated effectively since COVID-19 emerged, and recently there has been a return to more normal societal interactions as stay-at-home orders have largely been lifted across the globe, there remains uncertainty about, and we continue to face risks from, future impacts from COVID-19, including as new cases and variants arise and evolve. We cannot predict these future impacts, including as to: the duration and scope of any new pandemic(s); governmental, business and individual actions that may be taken in response; effects on players and their ability to pay for our content and services; disruptions or restrictions on our employees’ ability to work; and any stoppages, disruptions or increased costs associated with our development of our games and related content. Future impacts from COVID-19 could have a significant negative impact on our costs of doing business and otherwise negatively impact our results of operations. Prior trends for revenues, net income, and other financial results and operating metrics that generally improved or were unaffected during the COVID-19 pandemic may not be indicative of results for future periods, particularly as pandemic-related factors have become less significant and consumer preferences and spending has adjusted from trends that emerged during the COVID-19 pandemic.

Additionally, we continue to face risk and uncertainty around potential changes in our return to office strategy, including how those plans may be received by our employees and how those plans may impact attracting and retaining talent. At this time only a portion of our workforce has returned to working on-site.

Our professional esports leagues (i.e., the Overwatch League and the Call of Duty League) and the franchise teams that make up the leagues generate certain revenues from live in-person events. In-person events have now resumed but a resurgence of COVID-19 and any continued health and safety concerns with large public gatherings may impact the ability of the teams in our leagues to hold future live in-person events. This, in turn, could result in the loss of future entry fee payments, revenue from advertising, and other future potential league revenues or income, other benefits associated with our esports business, and/or the termination of our leagues. Any one of these things could harm our business. Additionally, a prolonged impact of COVID-19 could heighten many of the risk factors included in this Annual Report filed on Form 10-K.

If consumers prefer products from our competitors, our business may be negatively impacted.

Our competitors include very large corporations with significantly greater financial, marketing, and product development resources than we have—increasingly including technology companies entering, or expanding their investment in, interactive entertainment. Our larger competitors may be able to leverage their greater financial, technical, personnel, and other resources to provide larger budgets for development and marketing and make higher offers to licensors and developers for commercially desirable properties, as well as adopt more aggressive pricing policies to develop more commercially successful video game products than we do. The proliferation of companies developing for mobile platforms creates similar risks.

Competitors may develop content that imitates or competes with our best-selling games, potentially reducing our sales or our ability to charge the same prices we have historically charged for our products. These competing products may take a larger share of consumer spending than anticipated, which could cause product sales to fall below expectations. If we do not continue to develop consistently high-quality and well-received games or new content for or enhancements to those games, if our marketing fails to resonate with our consumers, or if consumers lose interest in any of the games we produce, our revenues and profit margins could decline. In addition, our own best-selling products could compete with our other games, reducing sales for those other games. Further, a failure by us to develop a high-quality product, or our development of a product that is otherwise not well-received, could potentially result in additional expenditures to respond to consumer demands, harm our reputation, and increase the likelihood that our future products will not be well-received. The increased importance of add-on content to our business amplifies these risks, as add-on content for poorly-received games typically generates lower-than-expected sales. The increased demand for consistent new content releases for, and enhancements to, our products also requires a greater allocation of financial resources to those products.

We depend on a relatively small number of franchises for a significant portion of our revenues and profits.

We follow a franchise model, and a significant portion of our revenues has historically been derived from products based on a relatively small number of popular franchises. These products are also responsible for a disproportionately high percentage of our profits. For example, in 2022, revenues associated with our three franchises—Call of Duty, Warcraft, and Candy Crush—collectively accounted for approximately 79% of our net revenues—and a significantly higher percentage of our operating income. We expect that a relatively limited number of popular franchises will continue to produce a disproportionately high percentage of our revenues and profits. Due to this dependence on a limited number of franchises, the failure to achieve anticipated results by one or more products based on these franchises could negatively impact our business. Additionally, if the popularity of a franchise declines, as has happened in the past with other popular franchises, we may have to write off the unrecovered portion of the underlying intellectual property assets, which could negatively impact our business.

We may be impacted by unionization or attempts to unionize by our workforce.

Our personnel may continue, successfully or unsuccessfully, to form one or more unions as their exclusive representative for collective bargaining. For example, at Raven Software, one of our studios, the Communications Workers of America now represents a unit of quality assurance employees. That union also prevailed in an election vote for a similar group of employees at Blizzard Albany. Finally, that union filed a petition for the employees of the Proletariat studio; however, that union withdrew its petition on January 24, 2023. Work stoppages or strikes could occur within a unionized workforce. Several of our employees have also engaged in a strike for one or more days (although not as part of a union), leading to a business impact. Further disruptions to our workforce could negatively impact our business and lead to delayed product and content releases as well as a potential impact on product quality.

Our industry is subject to rapid technological change, and if we do not adapt to, and appropriately allocate our resources among, emerging technologies and business models, our business may be negatively impacted.

Technology changes rapidly in the interactive entertainment industry. We must continually anticipate and adapt to emergence of new technologies, such as cloud-based game streaming, and business models, such as free-to-play and subscription-based access to a portfolio of interactive content, to stay competitive. Forecasting the financial impact of these changing technologies and business models is inherently uncertain and volatile. Supporting a new technology or business model may require partnering with a new platform, business, or technology partner, which may be on terms that are less favorable to us than those for traditional technologies or business models. If we invest in the development of interactive entertainment products for distribution channels that incorporate a new technology or business model that does not achieve significant commercial success, whether because of competition or otherwise, we may not recover the often substantial up-front costs of developing and marketing those products, or recover the opportunity cost of diverting management and financial resources away from other products or opportunities. Further, our competitors may adapt to an emerging technology or business model more quickly or effectively than we do, creating products that are technologically superior to ours, more appealing to consumers, or both.

If, on the other hand, we elect not to pursue the development of products incorporating a new technology, or otherwise elect not to pursue new business models that achieve significant commercial success, it may have adverse consequences. It may take significant time and expenditures to shift product development resources to that technology or business model, and it may be more difficult to compete against existing products incorporating that technology or using that business model.

The increasing importance of digital sales to our business exposes us to the risks of that business model, including greater competition.

The proportion of our revenues derived from digital distribution channels, as compared to traditional retail sales, continues to increase. The increased importance of digital online channels in our industry increases our potential competition, as the minimum capital needed to produce and publish a digitally delivered game, particularly a game for a mobile platform, may be significantly less than that needed to produce and publish one that is purchased through retail distribution and is played on a game console or PC. Further, our products compete with a vast array of other interactive entertainment software products that are also available on digital distribution platforms and those competing products may be given priority by those platforms.

We may be unable to effectively manage the scope and complexity of our business, including our expansion into new business models that are untested and into adjacent business opportunities with large, established competitors.

We have experienced significant growth in the scope and complexity of our business, including through acquisitions and the development of our esports, advertising, and consumer products businesses. Our future success depends, in part, on our ability to manage this expanded business and our aspirations for continued expansion and growth. We have dedicated resources both to new business models that are largely untested, as is the case with esports, and to adjacent business opportunities in which very large competitors have an established presence, as is the case with our advertising and consumer products businesses. We do not know to what extent our future expansions will be successful. Further, even if successful, our aspirations for growth in our core businesses and these adjacent businesses could create significant challenges for our management, operational, and financial resources. If not managed effectively, this growth could result in the over-extension of our operating infrastructure, and our management systems, information technology systems, and internal controls and procedures may not be adequate to support this growth. Failure by these new businesses or failure to adequately manage our growth in any of these ways may cause damage to our brand or otherwise negatively impact our core business. Further, the success of these new businesses is largely contingent on the success of our underlying franchises, and as such, delays in product releases or a decline in the popularity of a franchise may impact the success of the new businesses adjacent to that franchise.

Due to our reliance on third-party platforms, platform providers are frequently able to influence our products and costs.

Generally, when we develop interactive entertainment software products for hardware platforms offered by companies such as Sony and Microsoft, the physical products are replicated exclusively by that hardware manufacturer or their approved replicator. The agreements with these manufacturers include certain provisions, such as approval rights over all software products and related promotional materials and the ability to change the fee they charge for the manufacturing of products, which allow the hardware manufacturers substantial influence over the cost and the release schedule of such interactive entertainment software products. During a console transition, like the one that occurred in 2020, as described below, these manufacturers may seek to change the terms governing our relationships with them. In addition, because our products compete with a vast array of other interactive entertainment software products that also are available on these hardware platforms, a manufacturer may give priority to those competing products. In addition, console manufacturers could cause unanticipated delays in the release of our products, as well as increases to projected development, manufacturing, marketing, or distribution costs, any of which could negatively impact our business.

Sony and Microsoft are also platform providers which control the networks over which consumers purchase digital products and services for their platforms and through which we provide online game capabilities for our products. The control that these platform providers have over consumer access to our games, the fee structures and/or retail pricing for products and services for their platforms and online networks, and the terms and conditions under which we do business with them could impact the availability of our products or the volume of purchases of our products made over their networks and our profitability. The networks provided by these platform providers are the exclusive means of selling and distributing our content on these platforms. Further, increased competition for limited premium “digital shelf space” has placed the platform providers in an increasingly better position to negotiate favorable terms of sale. If the platform provider establishes terms that restrict our offerings on its platform, significantly alters the financial terms on which these products or services are offered, or does not approve the inclusion of content on its platform, our business could be negatively impacted.

We also derive significant revenues from distribution on third-party mobile and web platforms, such as the Apple App Store, the Google Play Store, and Facebook, which are also our direct competitors, and in some cases the exclusive means through which our content reaches gamers on those platforms, and most of the virtual currency we sell is purchased using these platform providers' payment processing systems. These platforms also serve as significant online distribution platforms for, and/or provide other services critical for the operation of, a number of our games. If these platforms deny access to our games, modify their current discovery mechanisms, communication channels available to developers, operating systems, terms of service, or other policies (including fees), our business could be negatively impacted. Additionally, if these platform providers change how they label a game's business model, such as free-to-play, change how they apply content ratings to a game, or change how the personal information of consumers is made available to developers, our business could be negatively impacted. These platform providers or their services may be unavailable or may not function as intended or may experience issues with their in-app purchasing functionality. As has sometimes happened in the past, if any of these events occur on a prolonged, or even short-term, basis, or other similar issues arise that impact players' ability to access our games, access social features, or make purchases, it may result in lost revenues and otherwise negatively impact our business.

Our business is highly dependent on the success and availability of video game consoles manufactured by third parties, as well as our ability to develop commercially successful products for these consoles.

We derive a substantial portion of our revenues from the sale of products for play on video game consoles manufactured by third parties, such as Sony's PS4 and PS5, Microsoft's Xbox One and Series X, and Nintendo's Switch. Sales of products for consoles accounted for 23% of our consolidated net revenues in 2022. The success of our console business is driven in large part by our ability to accurately predict which consoles will be successful in the marketplace and our ability to develop commercially successful products for these consoles. We also rely on the availability of an adequate supply of these video game consoles (which has been negatively impacted by supply chain issues) and the continued support for these consoles by their manufacturers, including our ability to reach consumers via the online networks operated by these console manufacturers. If increased costs are not offset by higher revenues and other cost efficiencies, our business could be negatively impacted. If the consoles for which we develop new software products or modify existing products do not attain significant consumer acceptance, we may not be able to recover our development costs, which could be significant.

Sony and Microsoft each launched next-generation consoles in 2020. We have released titles that operate on these consoles, and we may continue to develop games for these new console systems. When next-generation consoles are announced or introduced into the market, some consumers have reduced their purchases of game console entertainment software products for prior-generation consoles in anticipation of purchasing a next-generation console and products for that console. During these periods, sales of the game console entertainment software products we publish may decline until new platforms achieve wide consumer adoption. Console transitions may have a comparable impact on sales of add-on content, amplifying the impact on our revenues. This decline may not be offset by increased sales of products for the next-generation consoles. In addition, as console hardware moves through its life cycle, hardware manufacturers typically enact price reductions, and decreasing prices may put downward pressure on software prices. During console transitions, we may simultaneously incur costs both in continuing to develop, market, and operate titles for prior-generation video game platforms, while also developing and supporting next-generation platforms. As a result, our business and operating results may be more volatile and difficult to predict during console transitions than during other times.

The increasing importance of free-to-play games to our business exposes us to the risks of that business model, including the dependence on a relatively small number of consumers for a significant portion of revenues and profits from any given game.

We are increasingly dependent on our ability to develop, enhance, and monetize free-to-play games, such as the games in our Candy Crush franchise, *Hearthstone*, *Call of Duty: Warzone*[™], *Call of Duty: Mobile*, *Diablo Immortal* and *Overwatch*[®] 2. As such, we are increasingly exposed to the risks of the free-to-play business model. For example, we may invest in the development of new free-to-play interactive entertainment products that are not successful in building and maintaining a significant payer base, in which case our revenues from those products likely will be lower than anticipated and we may not recover our development costs. Further, our business may be negatively impacted if: (1) we are unable to encourage new and existing consumers to purchase our virtual items; (2) we fail to offer monetization features that appeal to these consumers; (3) our platform providers make it more difficult or expensive for players to purchase our virtual items; and/or (4) our free-to-play releases reduce sales of our other games.

We are a global company and are subject to the risks and uncertainties of conducting business outside the U.S.

We conduct business throughout the world, and we derive a substantial amount of our revenues and profits from international trade, particularly from Europe and Asia. Uncertain economic, legal and political conditions in China, Europe and other regions where we do business, including, for example, changes in relations between Mainland China and Taiwan, the military conflict between Russia and Ukraine and the related sanctions and other penalties imposed on Russia by the United States, the European Union, the United Kingdom and other countries, subject our international operations and sales to a number of increased risks. We expect that international sales will continue to account for a significant portion of our total revenues and profits and, moreover, that sales in emerging markets in Asia and elsewhere will continue to be an important part of our international sales. As such, we are, and may be increasingly, subject to risks inherent in foreign trade generally, as well as risks inherent in doing business in non-U.S. markets, including increased tariffs and duties, compliance with economic sanctions, fluctuations in currency exchange rates, shipping delays, increases in transportation costs, international political, regulatory and economic developments, unexpected changes to laws, regulatory requirements, and enforcement on us and our platform partners and differing local business practices, all of which may impact profit margins or make it more difficult, if not impossible, for us to conduct business in foreign markets.

A deterioration in relations between either us or the U.S. and any country in which we have significant operations or sales, or the implementation of government regulations in the U.S. or such a country, could result in the adoption or expansion of trade restrictions, including economic sanctions or absolute prohibitions, that could have a negative impact on our business. For instance, to operate in Mainland China, all games must have regulatory approval. A decision by the Chinese government to revoke its approval for any of our games or to decline to approve any products we desire to sell in Mainland China in the future could have a negative impact on our business, as could delays in the approval process. Additionally, in the past, legislation has been implemented in Mainland China that has required modifications to our products and our business model to satisfy regulatory requirements, such as Chinese regulations that limit the number of hours per week children under the age of 18 can play video games. The future implementation of similar or new laws or regulations in Mainland China or any other country in which we have operations or sales may restrict or prohibit the sale of our products or may require engineering modifications to our products and our business model that are not cost-effective, if even feasible at all, or could degrade the consumer experience to the point where consumers cease to purchase such products. Changes in Chinese game approval procedures in 2018 have resulted in reduced rates of approval for games and unclear approval timeframes, making it uncertain as to if and when our new products will be approved for release in Mainland China. Further, the continued enforcement of regulations relating to mobile and other games with an online element in Mainland China could have a negative impact on our business in Mainland China.

The laws of some countries either do not protect our products, brands, and intellectual property to the same extent as the laws of the U.S. or are inconsistently enforced. Legal protection of our rights may be ineffective in countries with weaker intellectual property enforcement mechanisms. In addition, certain third parties have registered our intellectual property rights without authorization in foreign countries. Successfully registering such intellectual property rights could limit or restrict our ability to offer products and services based on such rights in those countries. Although we take steps to enforce and police our rights, our practices and methodologies may not be effective against all eventualities.

In addition, cultural differences may affect consumer preferences and limit the international popularity of games that are popular in the U.S. or require us to modify the content of the games or the method by which we charge our customers for the games to be successful. The laws of some countries may change or be interpreted in a way that we have not anticipated. If we do not correctly assess consumer preferences in the countries in which we sell our products or modify content for such preferences or changes in and/or interpretations of such laws, it could negatively impact our business.

We are also subject to risks that our operations outside the U.S. could be conducted by our employees, contractors, third-party partners, representatives, or agents in ways that violate the Foreign Corrupt Practices Act, the U.K. Anti-Bribery Act, or other similar anti-bribery laws, as well as the 2017 U.K. Criminal Finances Act or other similar financial crime laws. While we have policies, procedures, and training for our employees, intended to secure compliance with these laws, our employees, contractors, third-party partners, representatives, or agents may take actions that violate our policies. Moreover, it may be more difficult to oversee the conduct of any such persons who are not our employees, potentially exposing us to greater risk from their actions.

The insolvency or business failure of any of our business partners could negatively impact us.

Our sales, whether digital or retail, are concentrated in a small number of large customers, which makes us more vulnerable to collection risk if one or more of these large customers becomes unable to pay for our products or seeks protection under the bankruptcy laws. Retailers and distributors in the interactive entertainment industry have from time to time experienced significant fluctuations in their businesses and a number of them have failed. Challenging economic conditions may impair the ability of our customers to pay for products they have purchased and, as a result, our reserves for doubtful accounts and write-off of accounts receivable could increase and, even if increased, may turn out to be insufficient. While we have insurance to protect against a customer's bankruptcy, insolvency, or liquidation, this insurance typically contains a significant deductible and co-payment obligation and does not cover all instances of non-payment. Further, a payment default or the insolvency or business failure of, other types of business partners could result in disruptions to the manufacturing or distribution of our products or the cancellation of contractual arrangements that we consider to be favorable and could negatively impact our business. In addition, having such a large portion of our total net revenues concentrated in a few customers reduces our negotiating leverage with these customers.

The importance of retail sales to our business exposes us to the risks of that business model.

While the proportion of our revenues derived from traditional retail sales, as compared to revenue from digital distribution channels, continues to decline, retail sales remain important to our business. Such sales are made primarily on a purchase order basis without long-term agreements or other forms of commitments, and due to the increased proportion of our revenue from digital distribution channels, our retail customers and distributors have generally been reducing the levels of inventory they are willing to carry. The loss of, or significant reduction in sales to, any of Activision Blizzard's principal retail customers or distributors, including digital distributors, could have adverse consequences.

We engage in strategic transactions from time to time and may encounter difficulties in integrating acquired businesses or otherwise realizing the anticipated benefits of these transactions.

As part of our business strategy, from time to time, we acquire, make investments in, or enter into strategic alliances and joint ventures with, complementary businesses. These transactions may involve significant risks and uncertainties, including: (1) in the case of an acquisition, (i) the potential for the acquired business to underperform relative to our expectations and the acquisition price, (ii) the potential for the acquired business to cause our financial results to differ from expectations in any given period, or over the longer-term, (iii) unexpected tax consequences from the acquisition, or the tax treatment of the acquired business's operations going forward, giving rise to incremental tax liabilities that are difficult to predict, (iv) difficulty in integrating the acquired business, its operations, and its employees in an efficient and effective manner, (v) any unknown liabilities or internal control deficiencies assumed as part of the acquisition, (vi) the potential loss of key employees of the acquired businesses, and (vii) the potential discovery of ethics or compliance risks not uncovered in the due diligence process that could create reputational risk and/or require additional investments to further understand and remediate the newly-discovered risks; and (2) in the case of an investment, alliance, or joint venture, (i) our ability to cooperate with our partner, (ii) our partner having economic, business, or legal interests or goals that are inconsistent with ours or having negative employee sentiment or union-related issues or problems, and (iii) the potential that our partner may be unable to meet its economic or other obligations, which may require us to fulfill those obligations alone. Further, any such transaction may involve the risk that our senior management's attention will be excessively diverted from our other operations, the risk that our industry does not evolve as anticipated, and that any intellectual property or personnel skills acquired do not prove to be those needed for our future success, and the risk that our strategic objectives, cost savings or other anticipated benefits are otherwise not achieved.

We are exposed to seasonality in the sale of our products.

The interactive entertainment industry is somewhat seasonal, with the highest levels of consumer demand occurring during the calendar year-end holiday buying season. As a result, our sales, particularly for our Activision segment, receivables, and credit risk, are higher during the fourth quarter of the year, as consumers and retailers increase their purchases in anticipation of the holiday season. Delays in development, approvals or manufacturing could affect the release of products, causing us to miss key selling periods such as the year-end holiday buying season, which could negatively impact our business.

Our recurring business is subject to fluctuation, and we could see a decline in that portion of our business.

Our business model includes revenue we deem recurring in nature, such as revenue from subscriptions for *World of Warcraft*. There is no guarantee that demand for this service will remain at current levels. Consumer demand has declined and fluctuated in the past, and could do so in the future. If consumers lose interest in our services; if we fail to adapt our services to changing markets, distribution channels, and business models; if we discontinue our services; if we, or third parties we rely on, experience network disruptions or outages; if our competitors offer more attractive services; if our advertising and marketing of our service fails; or if there is a general downturn in the market, revenues generated by this service may decline, which could negatively impact our business.

Our business may be harmed if our distributors, retailers, development, and licensing partners, or other third parties with whom we are affiliated are unable to honor their commitments or act in ways that put our brand at risk.

In many cases, our business partners and other third-party affiliates, which may include, among others, individuals or entities affiliated with the esports leagues we operate, are given access to sensitive and proprietary information or control over our intellectual property to provide services and support to our team. These third parties may misappropriate or misuse our information or intellectual property and engage in unauthorized use of it. Further, the failure of these third parties to provide adequate services and technologies or to adequately maintain or update their services and technologies could result in a disruption to our business operations or an adverse effect on our reputation and may negatively impact our business. At the same time, if the media, consumers, or employees raise any concerns about our actions vis-à-vis third parties including consumers who play our games, this could also damage our reputation or our business. Further, should we terminate our relationship with a third-party affiliate for any reason, we may experience interruptions in our business and incur costs as we transition to a new partner.

At the same time, if the media, consumers, or employees raise any concerns about our actions vis-à-vis third parties including consumers who play our games, this could also damage our reputation or our business. Further, should we terminate our relationship with a third-party affiliate for any reason, we may experience interruptions in our business and incur costs as we transition to a new partner. For example, our licensing agreements with NetEase, Inc. covering the publication of several Blizzard titles in Mainland China recently expired. Due to regulations in Mainland China requiring us to go through a partner in order to provide our content to residents in Mainland China, there has been an interruption in our business there and this interruption can be expected to continue until there is a transition to a new partner. Additionally, with our games suspended, competitors have started to come out with similar games or similar content in existing games, which could have a negative impact on our business even after the transition to a new partner.

In developing and launching our games, we rely on tools and technologies owned by third parties.

In developing and launching our games, we often use tools and technologies owned by third parties. If entities that own tools and technologies we use are acquired by our competitors we may lose access to such resources. Further, third party tools and technologies we use have at times been and, in the future might be, “sunsetting” or modified in such a way that would require us to engineer a workaround. Such events have in the past, and may in the future, cause delays in our production schedule and may cause us to incur time and cost as we acquire or develop alternative assets.

We use open source software in connection with certain of our games and services, which may pose particular risks to our proprietary software, products, and services in a manner that could have a negative impact on our business.

We use open-source software in connection with some of the games and services we offer. Some open source software licenses require users who distribute open source software as part of their software to publicly disclose all or part of the source code to such software or make available any derivative works of the open source code on unfavorable terms or at no cost. The terms of various open source licenses have not been interpreted by courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our use of the open source software. Were it determined that our use was not in compliance with a particular license, we may be required to release our proprietary source code, pay damages for breach of contract, re-engineer our games or products, discontinue distribution in the event re-engineering cannot be accomplished on a timely basis, or take other remedial action that may divert resources away from our game development efforts, any of which could negatively impact our business. Additionally, the shared nature of open source software may increase the ability of cyber-attackers to discover and exploit vulnerabilities, which may increase the likelihood of a data breach, ransomware, network interruption, or other type of cyber-attack against us or against third parties who may use open source software, such as our platform partners or key vendors, any of which could negatively impact our business.

Our games may include undisclosed content or features. If our retailers refuse to sell such titles, or consumers refuse to purchase such titles, due to what they perceive to be objectionable undisclosed content, it could have a negative impact on our business.

Throughout the history of the interactive entertainment industry, many interactive software products have included hidden content and/or hidden gameplay features, some of which have been accessible through the use of in-game codes or other technological means, that are intended to enhance the gameplay experience. In some cases, such undisclosed content or features have been considered to be objectionable. While publishers are required to disclose pertinent hidden content during the Entertainment Software Rating Board (the “ESRB”) ratings process, in a few cases, publishers have failed to disclose pertinent content, and the ESRB has required the recall of the game, changed the rating or associated content descriptors originally assigned to the product, required the publisher to change the game or game packaging, and/or imposed fines on the publisher. Retailers have on occasion reacted to the discovery of such undisclosed content by removing these games from their stores, refusing to sell them, and demanding that their publishers accept them as product returns. Likewise, some consumers have reacted to the revelation of undisclosed content by refusing to purchase such games, demanding refunds for games they have already purchased, refraining from buying other games published by the Company whose game contained the objectionable material, and, on at least one occasion, filing a lawsuit against the publisher of the product containing such content.

We have implemented preventive measures designed to reduce the possibility of objectionable undisclosed content from appearing in the interactive software products we publish. Nonetheless, these preventive measures are subject to human error, circumvention, overriding, and reasonable resource constraints. If an interactive software product we publish is found to contain undisclosed content, we could be subject to any of these consequences.

Our results of operations or reputation may be harmed as a result of objectionable consumer- or other third-party-created content.

Certain of our games and esports broadcasts support collaborative online features that allow consumers to communicate with one another and post narrative comments, in real time, that are visible to other consumers. Additionally, certain of our games allow consumers to create and share “user-generated content” that is visible to other consumers. From time to time, objectionable and offensive consumer content may be distributed within our games and on our broadcasts through these features or to gaming websites or other sites or forums with online chat features or that otherwise allow consumers to post comments. Although we expend resources, and expect to continue to expend resources, to promote positive play, our efforts may not be successful due to scale, limitations of existing technologies, or other factors. We may be subject to lawsuits, governmental regulation or restrictions, and consumer backlash (including decreased sales and harmed reputation), as a result of consumers posting offensive content.

Additionally, we have begun to generate revenue through offering advertising within certain of our franchises and in connection with our esports broadcasts. The content of in-game and esports broadcast advertisements may be created and delivered by third-party advertisers without our pre-approval, and, as such, objectionable content may be published in our games or during our esports broadcasts by these advertisers. This objectionable third-party-created content may expose us to regulatory action or claims related to content, or otherwise negatively impact our business. We may also be subject to consumer backlash from comments made in response to postings we make on social media sites such as Facebook, YouTube, and Twitter.

We may experience outages, disruptions, or degradations in our services, products, and/or technological infrastructure.

The reliable performance of our products and services depends on the continuing operation and availability of our information technology systems and those of our external service providers, including third-party “cloud” computing services. Our games and services are complex software products, and maintaining the sophisticated internal and external technological infrastructure required to reliably deliver these games and services is expensive and complex. The reliable delivery and stability of our products and services has been, and could in the future be, adversely impacted by outages, disruptions, failures, or degradations in our network and related infrastructure, as well as in the online platforms or services of key business partners that offer, support or host our products and services. The reliability and stability of our products and services has been affected by events outside of our control as well as by events within our control, such as the migration of data among data centers and to third-party hosted environments, the performance of upgrades and maintenance on our systems, and online demand for our products and services that exceeds the capabilities of our technological infrastructure.

If we or our external business partners were to experience an event that caused a significant system outage, disruption, or degradation, or if a transition among data centers or service providers or an upgrade or maintenance session encountered unexpected interruptions, unforeseen complexity, or unplanned disruptions, our products and services may not be available to consumers or may not be delivered reliably and stably. As a result, our reputation and brand may be harmed, consumer engagement with our products and services may be reduced, and our revenue and profitability could be negatively impacted. We do not have redundancy for all our systems and many of our critical applications reside in only one of our data centers, which may make such an event more damaging to us.

As our digital business grows, we will require an increasing amount of internal and external technical infrastructure, including network capacity and computing power to continue to satisfy the needs of our players. We are investing, and expect to continue to invest, in our own technology, hardware, and software and the technology, hardware, and software of external service providers to support our business. It is possible that we may fail to scale effectively and grow this technical infrastructure to accommodate increased demands, which may adversely affect the reliable and stable performance of our games and services, therefore negatively impact our business.

Cybersecurity-related attacks, significant data breaches, fraudulent activity, or disruptions of the information technology systems or networks on which we rely could negatively impact our business.

In the course of our day-to-day business, we and third parties operating on our behalf create, store, and/or use commercially sensitive information, such as the source code and game assets for our interactive entertainment software products and sensitive and confidential information with respect to our customers, consumers, and employees. A malicious cybersecurity-related attack, intrusion, or disruption by hackers (including through spyware, ransomware, viruses, phishing, denial of service, and similar attacks) or other breach of the systems (including harm or improper access due to error by employees or third parties who have authorized access) on which such source code and assets, account information (including personal information), and other sensitive data is stored has in the past, and may in the future, lead to piracy of our software, fraudulent activity, disclosure, or misappropriation of, or access to, our customers', consumers', or employees' personal information, or our own business data. Such incidents could also lead to product code-base and game distribution platform exploitation, should undetected viruses, spyware, or other malware be inserted into our products, services, or networks, or systems used by our consumers.

While we have implemented cybersecurity programs and the tools, technologies, processes, and procedures that are intended to secure our data and systems, and prevent and detect unauthorized access to, or loss of, our data, or the data of our customers, consumers, or employees, these measures may not be effective. Because cyberattacks may remain undetected for prolonged periods of time and the techniques used by criminal hackers and other third parties to breach systems change frequently, we may be unable to anticipate these techniques or implement adequate preventative measures. A data intrusion into a server for a game with online features or for our proprietary online gaming platform can also disrupt the operation of such game or platform. If we are subject to material cybersecurity breaches, or a security-related incident that materially disrupts the availability of our products and services, we may have a loss in sales or subscriptions or be forced to pay damages or incur other costs, including from the implementation of additional cyber and physical security measures, or suffer reputational damage. In addition, cybersecurity incidents that impact game integrity, such as theft of our anti-cheat code, could lead to loss of sales and damage to our brands and reputation. Additionally, although we maintain insurance policies, they may be insufficient to reimburse us for all losses or all types of claims that may be caused by cyberbreaches or system or network disruptions, and it is uncertain whether we will be able to maintain our current level of coverage in the future. Moreover, if there were a public perception that our data protection measures are inadequate, whether or not the case, it could result in reputational damage and potential harm to our business relationships or the public perception of our business model. In addition, such cybersecurity breaches may subject us to legal claims or proceedings, like individual claims and regulatory investigations and actions, including fines, especially if there is loss, disclosure, or misappropriation of, or access to, our customers' personal information or other sensitive information, or there is otherwise an intrusion into our customers' privacy.

Additionally, many of our games include virtual economies, comprising virtual currencies and assets, which are subject to fraud, exploitation, and abuse. In-game exploits and the use of automated or other fraudulent practices to generate virtual currency or assets illegitimately can detract from players' enjoyment of our games and can cause loss of revenue and harm to our reputation. Further, the measures we take to remedy abuse and protect against future fraudulent actions can be costly and time-consuming and may negatively impact our operations and financial outlook.

Significant disruption during our live events may adversely affect our business.

We, as well as the teams in the esports leagues we operate, host live events each year, many of which are attended by a large number of people. There are many risks that are inherent in large gatherings of people, including actual or threatened terrorist attacks or other acts of violence, fire, explosion, protests, and riots, and other safety or security issues, any one of which could result in injury or death to attendees and/or damage to the facilities at which such an event is hosted. While we maintain insurance policies, they may be insufficient to reimburse us for all losses or all types of claims that may be caused by such an event. Moreover, if there were a public perception that the safety or security measures are inadequate at the events we host or events hosted by teams in the esports leagues we operate, whether or not the case, it could result in reputational damage and a decline in future attendance at events hosted by us or those teams. Any one of these things could harm our business.

Catastrophic events may disrupt our business.

Our corporate headquarters and our primary corporate data center are located in the Los Angeles, California area, which is near a major earthquake fault. A major earthquake or other catastrophic event that results in the destruction or disruption of any of our critical business or information technology systems, impacts the health and safety of our employees or the employees of third-party affiliates and the regulatory agencies we rely on, or otherwise prevents us from conducting our normal business operations, could require significant expenditures to resume operations and negatively impact our business. While we maintain insurance coverage for some of these events, the potential liabilities associated with such events could exceed the insurance coverage we maintain. Further, our system redundancy may be ineffective or inadequate to protect us against such events. Any such event could also limit the ability of retailers, distributors, or our other customers to sell or distribute our products.

Climate change may have an impact on our business.

Risks related to climate change are increasing in both impact and type. We do not expect significant near-term impacts to our operations as a result of climate change, but long-term impacts remain unknown. There may be business or operational risk due to the significant impacts that climate change could pose to our mobile infrastructure, the cost of energy, employees' lives, consumers' lives, our supply chain, our data centers or other operational disruptions from climate change-related weather events. In addition, rapidly changing customer and regulatory requirements, along with stakeholder expectations, to reduce carbon emissions and otherwise to reduce our environmental footprint could increase our costs of operations to comply or present a risk of loss of business, if we are not able to meet those requirements.

Provisions in our corporate documents and Delaware state law could delay or prevent a change of control.

Our Fifth Amended and Restated Bylaws contain a provision regulating the ability of shareholders to bring matters for action before annual and special meetings. The regulations on shareholder action could make it more difficult for any person seeking to acquire control of the Company to obtain shareholder approval of actions that would support this effort. In addition, our Third Amended and Restated Certificate of Incorporation authorizes the issuance of so-called "blank check" preferred stock. This ability of our Board of Directors to issue and fix the rights and preferences of preferred stock could effectively dilute the interests of any person seeking control or otherwise make it more difficult to obtain control.

Regulatory and Legal Risks

We are subject to legal proceedings regarding workplace concerns that have negatively affected our reputation.

As described in Note 22 of the notes to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, in July 2021, the California Civil Rights Department (formerly known as the Department of Fair Employment and Housing) (the "CRD") filed a complaint against Activision Blizzard, Blizzard Entertainment, and Activision Publishing alleging violations of the California Fair Employment and Housing Act and the California Equal Pay Act. The Company settled claims against the Company regarding certain employment practices with the U.S. Equal Employment Opportunity Commission through a consent decree ultimately approved by a federal court; the CRD unsuccessfully sought to intervene to object to the terms of the proposed consent decree. The CRD has appealed the federal court's decision to deny its effort to intervene. There are currently pending unfair labor practice charges and matters against the Company. The outcomes of the matters that have not been resolved remain uncertain, and we could become subject to additional, similar legal proceedings in the future. If such matters are decided unfavorably to the Company, they could have a material adverse effect on our business, reputation, financial condition, results of operations, income, revenue, profitability, cash flows, liquidity, or stock price.

These legal proceedings have negatively impacted our public reputation and, as a result, some consumers have elected not to continue subscribing to one or more of our games, and existing and potential players may decide not to play our games in the future. Some existing sponsors, partners, and advertisers have also elected not to be associated with our brand due to this impact on our reputation, and others may so elect in the future. The outcome of these matters remains uncertain, though such matters could be decided unfavorably to the Company and could have a material adverse effect on our business, reputation, financial condition, results of operations, income, revenue, profitability, cash flows, liquidity, or stock price.

We are involved in legal proceedings that can have a negative impact on our business.

From time to time, we are involved in claims, suits, investigations, audits, and proceedings arising in the ordinary course of our business, including with respect to intellectual property, competition and antitrust, regulatory, tax, privacy, labor and employment, compliance, unclaimed property, cybersecurity, liability and personal injury, product damage, collection, and/or commercial matters. In addition, negative consumer sentiment about our business practices may result in inquiries or investigations from regulatory agencies and consumer groups, as well as litigation.

Claims, suits, investigations, audits, and proceedings are inherently difficult to predict, including those referenced above, and their results are subject to significant uncertainties, many of which are outside of our control. Regardless of the outcome, such legal proceedings can have a negative impact on us due to reputational harm, legal costs, diversion of management resources, and other factors. It is also possible that a resolution of one or more such proceedings could result in substantial settlements, judgments, fines or penalties, injunctions, criminal sanctions, consent decrees, or orders preventing us from offering certain features, functionalities, products, or services, requiring us to change our development process or other business practices.

There is also inherent uncertainty in determining reserves for these matters. Significant judgment is required in the analysis of these matters, including assessing the probability of potential outcomes and determining whether a potential exposure can be reasonably estimated. In making these determinations, we, in consultation with outside counsel, examine the relevant facts and circumstances on a quarterly basis assuming, as applicable, a combination of settlement and litigated outcomes and strategies. Further, it may take time to develop factors on which reasonable judgments and estimates can be based.

We regard our software as proprietary and rely on a variety of methods, including a combination of copyright, patent, trademark, and trade secret laws, and employee and third-party non-disclosure agreements, to protect our proprietary rights. We own or license various copyrights, patents, trademarks, and trade secrets. The process of registering and protecting these rights in various jurisdictions is expensive and time-consuming. Further, we are aware that some unauthorized copying and piracy occurs, and if a significantly greater amount of unauthorized copying or piracy of our software products were to occur, it could negatively impact our business. We also cannot be certain that existing intellectual property laws will provide adequate protection for our products in connection with emerging technologies or that we will be able to effectively protect our intellectual property through litigation and other means.

Our business, products, and distribution are subject to increasing regulation in key territories. If we do not successfully respond to these regulations, our business could be negatively impacted.

The video game industry continues to evolve, and new and innovative business opportunities are often subject to new attempts at regulation. As such, legislation is continually being introduced, and litigation and regulatory enforcement actions are taking place, that may affect the way in which we, and other industry participants, may offer content and features, and distribute and advertise our products. These laws, regulations, and investigations are related to protection of minors, gambling, screen time, business models, consumer privacy, cybersecurity, data protection, accessibility, advertising, taxation, payments, intellectual property, distribution, and antitrust, among others.

For example, many foreign countries have laws that permit governmental entities to restrict or prohibit marketing or distribution of interactive entertainment software products because of the content therein (and similar legislation has been introduced at one time or another at the federal and state levels in the U.S., including legislation that attempts to impose additional taxes based on content). In addition, certain jurisdictions have laws that restrict or prohibit marketing or distribution of interactive entertainment software products with random digital item mechanics, which some of our online games and services include, or subject such products to additional regulation and oversight, such as reporting to regulators, mandatory disclosure to consumers of item drop rates, and higher age ratings for products that contain such mechanics.

We are also subject to laws in a number of jurisdictions concerning the operation and offering of tournaments and games, many of which are still evolving and could be interpreted in ways that could harm our business. Certain jurisdictions also have laws that restrict or prohibit certain types of esports tournament structures. These laws may have an impact on our ability to offer certain esports competitions and/or to offer consumers of our online and casual games various types of contests and promotional opportunities.

Further, the growth and development of electronic commerce, virtual items, and currency may prompt calls for more stringent consumer protection laws that may impose additional burdens or limitations on operations of companies such as ours conducting business through the Internet and mobile devices, including related to screen time. Also, existing laws or new laws regarding the marketing of in-app purchases, regulation of currency, banking institutions, unclaimed property, and money laundering may be interpreted to cover virtual currency or goods. Additionally, laws may limit or prevent the auto-renewal of contracts and subscriptions. Further, the European Commission has imposed a large antitrust fine on a number of other game publishers who had been geoblocking certain EU countries. In addition, in 2019 the World Health Organization included “gaming disorder” in the 11th Revision of the International Classification of Diseases (ICD-11), leading some countries to consider legislation and policies aimed at addressing this issue. Moreover, the public dialogue concerning interactive entertainment may have an adverse impact on our reputation and consumers’ willingness to purchase our products.

The adoption and enforcement of legislation that restricts the marketing, content, business model, or sales of our products in countries in which we do business may harm the sales of our products, as the products we are able to offer to our customers and the size of the potential audience for our products may be limited. We may be required to modify certain product development processes or products or alter our marketing strategies to comply with regulations, which could be costly or delay the release of our products. In addition, the laws and regulations affecting our products vary by territory and may be inconsistent with one another, imposing conflicting or uncertain restrictions. Failure to comply with any applicable legislation may also result in government-imposed fines or other penalties, as well as harm to our reputation.

Change in government regulations relating to the Internet could negatively impact our business.

We rely on our consumers’ access to significant levels of Internet bandwidth for the sale and digital delivery of our content and the functionality of our games with online features. Changes in laws or regulations that adversely affect the growth, popularity, or use of the Internet, including laws impacting “net neutrality” or the availability of bandwidth could impair our consumers’ online video game experiences, decrease the demand for our products and services or increase our cost of doing business. Although certain jurisdictions have implemented laws and regulations intended to prevent Internet service providers from discriminating against particular types of legal traffic on their networks, other jurisdictions may lack such laws and regulations or repeal existing laws or regulations. Given uncertainty around these rules relating to the Internet, including changing interpretations, amendments, or repeal of those rules, coupled with the potentially significant political and economic power of local Internet service providers and the relatively significant level of Internet bandwidth access our products and services require, we could experience discriminatory or anti-competitive practices that could impede our growth, cause us to incur additional expenses, or otherwise negatively impact our business.

The laws and regulations concerning data privacy are continually evolving. Failure to comply with these laws and regulations could harm our business.

Consumers play most of our games online using our own distribution platforms, including Blizzard Battle.net, third-party platforms and networks, through online social platforms, and on mobile devices. We collect and store information about our consumers, including consumers who play these games. In addition, we collect and store information about our employees. We are subject to laws from a variety of jurisdictions regarding privacy and the protection of this information, including country and regional laws and regulations, such as the E.U.’s General Data Protection Regulation (“GDPR”), the California Consumer Privacy Act, as amended, and other U.S. state laws, the China Personal Information Protection Law; as well as sectoral laws and regulations such as the U.S. Children’s Online Privacy Protection Act and the UK Age-Appropriate Design Code. Failure to comply with any of these laws or regulations may increase our costs, subject us to expensive and distracting government investigations, result in substantial fines, and other punitive measures, including restricting or prohibiting the sale of our products, or result in lawsuits and claims against us, to the extent these laws include a private right of action.

Data privacy protection laws are rapidly changing and likely will continue to do so for the foreseeable future and may be inconsistent from jurisdiction to jurisdiction. For example, the E.U. and China have taken a broader view than other jurisdictions as to what is considered personal information and has imposed greater obligations under data privacy and protection regulations, including those imposed under the GDPR. The U.S. government, including the Federal Trade Commission and the Department of Commerce, various U.S. state governments, and other various national and local governments are continuing to review the need for greater regulation over the collection, sharing, use, retention, or sale of personal information and information about consumer behavior on the Internet and on mobile devices. Complying with emerging and changing laws and regulations could require us to incur substantial costs or impact our approach to operating and marketing our games. Due to the rapidly changing nature of these data privacy protection laws, there is not always clear guidance from the respective governments and regulators regarding the interpretation of the law, which may create the risk of an inadvertent violation. Various government and consumer agencies worldwide have also called for new regulation and changes in industry practices. In addition, in some cases, we are dependent upon our platform providers and external data processors to assist us in ensuring compliance with these various types of regulations, and a violation by one of these third parties may also subject us to government investigations and result in substantial fines.

Player interaction with our games is subject to our privacy policies, end user license agreements (“EULAs”), and terms of service. If we fail to comply with our posted privacy policies, EULAs, or terms of service, or if we fail to comply with existing privacy-related or data protection laws and regulations, it could result in proceedings or litigation against us by governmental authorities or others, which could result in fines or judgments against us, damage our reputation, impact our financial condition, and harm our business. If regulators, the media, consumers, or employees raise any concerns about our privacy and data protection or consumer protection practices, even if unfounded, this could also result in fines or judgments against us, damage our reputation, negatively impact our financial condition, or damage our business.

Our games are subject to scrutiny regarding the appropriateness of their content. If we fail to receive our target ratings for certain titles, or if our retailers refuse to sell such titles due to what they perceive to be objectionable content, it could have a negative impact on our business.

Our console and PC games are subject to ratings by the ESRB, a self-regulatory body based in the U.S. that provides U.S. and Canadian consumers of interactive entertainment software with ratings information, including information on the content in such software, such as violence, nudity, or sexual content, along with an assessment of the suitability of the content for certain age groups. Certain other countries have also established content rating systems as prerequisites for product sales in those countries. In addition, certain third parties use other ratings systems. For example, Apple uses a proprietary “App Rating System” and certain online stores, including Google Play, use the International Age Rating Coalition (“IARC”) rating system, whereby ratings are assigned in participating regions through a single application. If we are unable to obtain the ratings we have targeted for our products, it could have a negative impact on our business. In some instances, we may be required to modify our products to meet the requirements of the rating systems, which could delay or disrupt the release of any given product or may prevent its sale altogether in certain territories. Further, if one of our games is “re-rated” for any reason, a ratings organization could require corrective actions, which could include a recall, retailers could refuse to sell it and demand that we accept the return of any unsold or returned copies or consumers could demand a refund for copies previously purchased.

Additionally, retailers may decline to sell, and/or consumers may decline to buy, interactive entertainment software containing what they judge to be graphic violence or sexually explicit material or other content that they deem inappropriate for their businesses, whether because a product received a certain rating by the ESRB or other content rating system, in response to mass shootings or the conflict in Ukraine, or otherwise. If retailers decline to sell our products or consumers decline to buy them based upon their opinion that they contain objectionable themes, graphic violence or sexually explicit material, or other generally objectionable content, we might be required to modify particular titles or forfeit the revenue opportunity of selling such titles.

Tax and Financial Reporting Risks

Changes in tax rates and/or tax laws or exposure to additional tax liabilities could negatively impact our business.

Our income tax liability and effective tax rate could be adversely affected by a variety of factors, including changes in our business, the mix of earnings in countries with differing statutory tax rates, changes in tax laws or tax rulings, changes in interpretations of existing laws, or developments in tax examinations or investigations. Any of these factors could have a negative impact on our business or require us to change the manner in which we operate our business. The tax regimes we are subject to, or operate under, are unsettled and may be subject to significant change. Fundamental changes to corporate tax laws that have been considered or enacted by numerous countries in recent years, including the implementation of legislation intended to conform to new and evolving OECD guidelines, revenue-based taxes on digital services and other changes to the taxation of U.S. multinationals, may have an adverse impact on our income tax expense and could negatively impact our business. Furthermore, tax authorities may choose to examine or investigate our tax reporting or tax liability, including how or where our profits are currently recognized. These proceedings may lead to adjustments or proposed adjustments to our income taxes or provisions for uncertain tax positions.

Our reported financial results could be significantly impacted by changes in financial accounting standards or by the application of existing or future accounting standards to our business as it evolves.

Our reported financial results are impacted by the accounting policies promulgated by the SEC and national accounting standards bodies and the methods, estimates, and judgments that we use in applying our accounting policies. Policies affecting revenue recognition have affected, and could further significantly affect, the way we report revenues related to our products and services. We recognize a majority of the revenues from video games that include an online service on a deferred basis over an estimated service period for such games. In addition, we defer the cost of revenues of those products. Further, our estimate of the service period has changed in the current year and may change again in future years, and we could be required to recognize revenues, and defer related costs, over a shorter or longer period of time. As we enhance, expand, and diversify our business and product offerings, the application of existing or future financial accounting standards, particularly those relating to the way we account for revenues, capitalized software costs, and income taxes, could have a significant impact on our reported net revenues, net income, and earnings per common share under generally accepted accounting principles in the U.S. in any given period.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

Our principal corporate and administrative offices and our Activision segment's headquarters are located in Santa Monica, California. Our Activision segment also leases office space for development studio personnel throughout the U.S., primarily in California, New York, and Wisconsin. We also lease office space in Irvine, California for our Blizzard segment's headquarters, which include administrative and development studio space. We lease office space in London, United Kingdom for our King segment's headquarters, as well as office space for additional administrative and development studio space in Stockholm, Sweden and Barcelona, Spain.

We anticipate no difficulty in extending the leases of our facilities or obtaining comparable facilities in suitable locations, as needed, and we consider our facilities to be adequate for our current needs.

Item 3. LEGAL PROCEEDINGS

Refer to Note 22 of the notes to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for disclosures regarding our legal proceedings.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

Item 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information and Holders

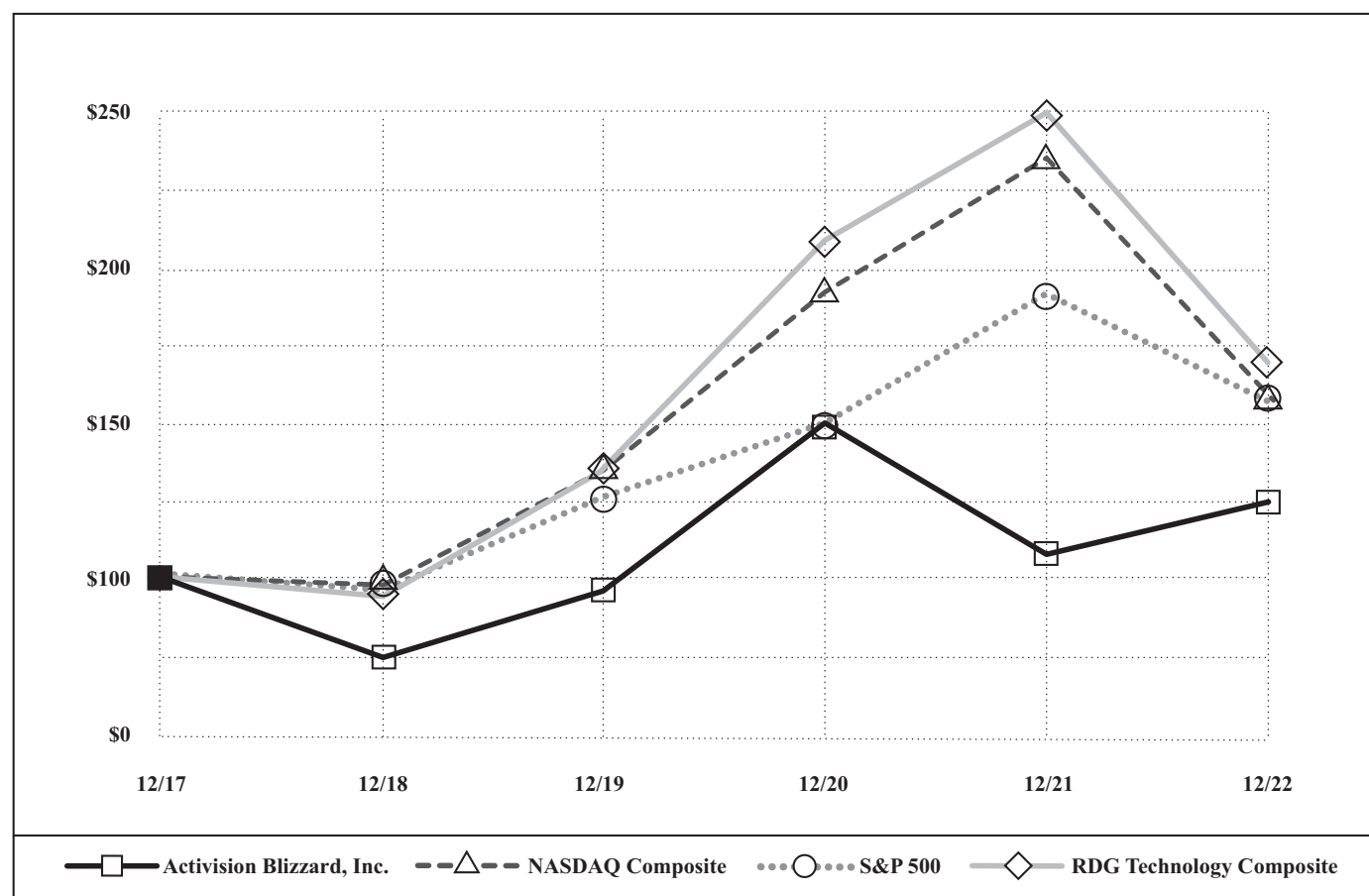
Our common stock is quoted on the Nasdaq National Market under the symbol “ATVI”. At February 16, 2023, there were 1,441 holders of record of our common stock.

Stock Performance Graph

This performance graph shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under such Section 18, and shall not be deemed to be incorporated by reference into any filing of Activision Blizzard, Inc. under the Exchange Act or the Securities Act of 1933, as amended.

COMPARISON OF 5-YEAR CUMULATIVE TOTAL RETURN among Activision Blizzard, Inc., the Nasdaq Composite Index, the S&P 500 Index, and the RDG Technology Composite Index

The following graph and table compare the cumulative total stockholder return on our common stock, the Nasdaq Composite Index, the S&P 500 Index, and the RDG Technology Composite Index. The graph and table assume that \$100 was invested on December 31, 2017, and that dividends were reinvested daily. The stock price performance on the following graph and table is not necessarily indicative of future stock price performance.



Fiscal year ending December 31:	12/17	12/18	12/19	12/20	12/21	12/22
Activision Blizzard, Inc.	\$ 100.00	\$ 73.93	\$ 95.09	\$ 149.55	\$ 107.68	\$ 124.63
Nasdaq Composite	100.00	97.16	132.81	192.47	235.15	158.65
S&P 500	100.00	95.62	125.72	148.85	191.58	156.89
RDG Technology Composite	100.00	93.54	133.70	208.19	249.39	169.48

Cash Dividends

We have paid a dividend annually since 2010. Below is a summary of cash dividends paid over the past three fiscal years:

Year	Per Share Amount	Record Date	Dividend Payment Date
2022	\$0.47	4/15/2022	5/6/2022
2021	\$0.47	4/15/2021	5/6/2021
2020	\$0.41	4/15/2020	5/6/2020

Under the Merger Agreement, we may not declare, set aside, authorize, establish a record date for, or pay any further dividend or other distribution (whether in cash, shares, or property or any combination thereof) in respect of any shares of capital stock or other equity or voting interest, or make any other actual, constructive, or deemed distribution in respect of the shares of capital stock or other equity or voting interest, without obtaining Microsoft's approval (which may not be unreasonably withheld, conditioned, or delayed).

As such, future dividends will depend upon our earnings, financial condition, cash requirements, anticipated future prospects, and other factors deemed relevant by our Board of Directors, including, as relevant, Microsoft's approval. There can be no assurances that dividends will be declared in the future.

Issuer Purchase of Equity Securities

On January 27, 2021, our Board of Directors authorized a stock repurchase program under which we were authorized to repurchase up to \$4 billion of our common stock during the two-year period from February 14, 2021 until the earlier of February 13, 2023 and a determination by the Board of Directors to discontinue the repurchase program. We did not repurchase any shares under this program through its expiry and we are restricted from making any such repurchases during the period between the execution of the Merger Agreement and the Effective Time without Microsoft's approval (which may not be unreasonably withheld, conditioned, or delayed).

Item 6. [RESERVED]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Business Overview

Activision Blizzard, Inc. is a leading global developer and publisher of interactive entertainment content and services. We develop and distribute content and services on video game consoles, PCs, and mobile devices. We also operate esports leagues and offer digital advertising within some of our content. The terms "Activision Blizzard," the "Company," "we," "us," and "our" are used to refer collectively to Activision Blizzard, Inc. and its subsidiaries.

Merger Agreement

On January 18, 2022, we entered into the Merger Agreement with Microsoft and Merger Sub, in which we agreed to be acquired for \$95.00 in cash per Share. Pursuant to the terms of the Merger Agreement, our acquisition will be accomplished through the merger of Merger Sub with and into the Company, with the Company surviving the Merger as a wholly owned subsidiary of Microsoft.

Pursuant to the terms of the Merger Agreement, and subject to the terms and conditions set forth therein, at the Effective Time, each Share (other than Shares (1) held by the Company as treasury stock (excluding certain Shares held by a wholly owned subsidiary of the Company, which shares will remain outstanding and unaffected by the Merger), (2) owned by Microsoft or Merger Sub, (3) owned by any direct or indirect wholly owned subsidiary of Microsoft or Merger Sub or (4) held by stockholders who have neither voted in favor of adoption of the Merger Agreement nor consented thereto in writing and who have properly and validly exercised their statutory rights of appraisal in respect of such Shares in accordance with Section 262 of the Delaware General Corporation Law, in each case, immediately prior to the Effective Time) issued and outstanding immediately prior to the Effective Time will be cancelled and automatically converted into the right to receive \$95.00 in cash, without interest.

If the Merger Agreement is terminated under certain specified circumstances, we or Microsoft will be required to pay a termination fee. We will be required to pay Microsoft a termination fee of approximately \$2.27 billion under specified circumstances, including termination of the Merger Agreement due to our material breach of representations, warranties, covenants or agreements in the Merger Agreement. Microsoft will be required to pay us a reverse termination fee under specified circumstances, including termination of the Merger Agreement due to a permanent injunction arising from Antitrust Laws (as defined in the Merger Agreement) when we are not then in material breach of any provision of the Merger Agreement and if certain other conditions are met, in an amount equal to (1) \$2.5 billion if the termination notice is provided prior to April 18, 2023, or (2) \$3.0 billion if the termination notice is provided at any time after April 18, 2023.

On April 28, 2022, the Company's stockholders adopted the Merger Agreement at a special meeting of stockholders. The consummation of the Merger is subject to customary closing conditions, including, among others, (1) the absence of any court order or law prohibiting (or seeking to prohibit) the consummation of the Merger, (2) the termination or expiration of any applicable waiting period or periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (as amended) and specified approvals under certain other antitrust and foreign investment laws, subject to certain limitations, (3) compliance by us and Microsoft in all material respects with our respective obligations under the Merger Agreement, and (4) subject to specified exceptions and qualifications for materiality, the accuracy of representations and warranties made by us and Microsoft, respectively, as of the signing date and the closing date. The two parties are continuing to engage with regulators reviewing the proposed transaction and are working toward closing in Microsoft's fiscal year ending June 30, 2023, subject to obtaining required regulatory approvals and satisfaction or waiver of other customary closing conditions. For more information regarding the FTC complaint regarding the pending Merger, see Note 22 of the notes to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Employment Matters

We are subject to legal proceedings regarding our workplace and are experiencing adverse effects related to these proceedings and to concerns raised about our workplace. For information about these matters, see Part I, Item 1A “Risk Factors” and Note 22 of the notes to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Our Segments

Based upon our organizational structure, we conduct our business through three reportable segments, each of which is a leading global developer and publisher of interactive entertainment content and services based primarily on our internally-developed intellectual properties.

(i) Activision Publishing, Inc.

Activision delivers content through both premium and free-to-play offerings and primarily generates revenue from full-game and in-game sales, as well as by licensing software to third-party or related-party companies that distribute Activision products. Activision’s key product offerings include titles and content for Call of Duty, a first-person action franchise. Activision also includes the activities of the Call of Duty League, a global professional esports league.

(ii) Blizzard Entertainment, Inc.

Blizzard delivers content through both premium and free-to-play offerings and primarily generates revenue from full-game and in-game sales, subscriptions, and by licensing software to third-party or related-party companies that distribute Blizzard products. Blizzard also maintains a proprietary online gaming platform, Battle.net, which facilitates digital distribution of Blizzard content and selected Activision content, online social connectivity, and the creation of user-generated content. Blizzard’s key product offerings include titles and content for: the Warcraft franchise, which includes World of Warcraft, a subscription-based massive multi-player online role-playing game, and Hearthstone, an online collectible card game based in the Warcraft universe; Diablo in the action role-playing genre; and Overwatch in the team-based first-person action genre. Blizzard also includes the activities of the Overwatch League, a global professional esports league.

(iii) King Digital Entertainment

King delivers content through free-to-play offerings and primarily generates revenue from in-game sales and in-game advertising on mobile platforms. King’s key product offerings include titles and content for Candy Crush, a “match three” franchise.

Other

We also engage in other businesses that do not represent reportable segments, including our Distribution business, which consists of operations in Europe that provide warehousing, logistics, and sales distribution services to third-party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

Business Results and Highlights

Financial Results

2022 financial highlights included:

- consolidated net revenues decreased 14% to \$7.5 billion and consolidated operating income decreased 49% to \$1.7 billion, as compared to consolidated net revenues of \$8.8 billion and consolidated operating income of \$3.3 billion in 2021;
- diluted earnings per common share decreased 44% to \$1.92, as compared to \$3.44 in 2021; and
- cash flows from operating activities were approximately \$2.2 billion, a decrease of 8%, as compared to \$2.4 billion in 2021.

Since certain of our games are hosted online or include significant online functionality that represents a separate performance obligation, we defer the transaction price allocable to the online functionality from the sale of these games and recognize the attributable revenues over the relevant estimated service periods, which are generally less than a year. Net revenues and operating income for the year ended December 31, 2022, include a net effect of \$986 million and \$848 million, respectively, from the deferral of net revenues and related cost of revenues.

In the fourth quarter of 2022, the Company completed its annual assessment of the estimated service periods for players of our games. We have noted that players who purchase in-game content are playing certain of our titles, notably those in our Call of Duty and World of Warcraft offerings, for longer periods of time than in prior years as they engage with services we provide that are designed to enhance and extend gameplay. As such, we have concluded that the estimated service period for in-game revenues from such games has lengthened by approximately three months.

Based on the carrying amount of deferred revenue and deferred cost of revenue as of September 30, 2022, the change resulted in a decrease in net revenues recognized of \$103 million, a decrease in cost of revenues recognized of \$9 million, and a decrease in earnings per diluted share of \$0.10 during the three months ended December 31, 2022. Such amounts will now be recognized during the year ending December 31, 2023. The change in the estimated service period had no impact on net bookings, segment net revenues, or net cash provided by operating activities.

The percentages of our consolidated net revenues from revenue sources that are recognized at a “point-in-time” and from sources that are recognized “over-time and other” were as follows:

	For the Years Ended December 31,		
	2022	2021	2020
Point-in-time (1)	14 %	14 %	16 %
Over-time and other (2)	86 %	86 %	84 %

- (1) Revenues recognized at a “point-in-time” are primarily comprised of the portion of revenues from software products that are recognized when the customer takes control of the product (i.e., upon delivery of the software product) and revenues from our Distribution business.
- (2) Revenues recognized “over-time and other revenue” are primarily comprised of revenues associated with the online functionality of our games, in-game purchases, and subscriptions.

Summary of Title Release Dates

Throughout the year we regularly release new content through seasonal and live services updates within our franchises, including Call of Duty, Warcraft, and Candy Crush. Below is a summary of release dates for certain of our titles, including those discussed throughout our analysis for our operating metrics, consolidated results, and operating segment results.

Title	Release Date
<i>Call of Duty: Modern Warfare® II</i>	October 2022, and when referred to herein, is inclusive of <i>Call of Duty: Warzone 2.0</i> from its release on November 16, 2022
<i>Call of Duty: Vanguard</i>	November 2021, and when referred to herein, is inclusive of <i>Call of Duty: Warzone</i> from the release of <i>Call of Duty: Vanguard</i> Season 1 content and <i>Call of Duty: Warzone Pacific</i> on December 8, 2021 through November 16, 2022
<i>Call of Duty: Black Ops Cold War</i>	November 2020, and when referred to herein, is inclusive of <i>Call of Duty: Warzone</i> from the release of <i>Call of Duty: Black Ops Cold War</i> Season 1 content on December 16, 2020 through December 8, 2021
<i>Call of Duty: Mobile</i>	October 2019
<i>World of Warcraft: Dragonflight™</i>	November 2022
<i>Overwatch 2</i>	October 2022
<i>World of Warcraft: Wrath of the Lich King® Classic</i>	September 2022
<i>Diablo Immortal</i>	June 2022
<i>Diablo II: Resurrected™</i>	September 2021
<i>World of Warcraft: Shadowlands</i>	November 2020

International Sales

International sales are a fundamental part of our business. An important element of our international strategy is to develop content that is specifically directed toward local cultures and customs. Net revenues from international sales accounted for approximately 51%, 51%, and 52% of our total consolidated net revenues for the years ended December 31, 2022, 2021, and 2020, respectively. The majority of our net revenues from foreign countries are generated by consumers in Australia, Brazil, Canada, Mainland China, France, Germany, Italy, Japan, Mexico, South Korea, Taiwan, and the U.K. Our international business is subject to risks typical of an international business, including, but not limited to, foreign currency exchange rate volatility, our reliance on and relationships with any local partners and distributors, and changes in local economies. Accordingly, our future results could be materially and adversely affected by changes in these factors. See “Management’s Overview of Business Trends - China License Agreements” below for information about the recent expiry of our agreements covering several Blizzard titles in Mainland China.

Operating Metrics

The following operating metrics are key performance indicators that we use to evaluate our business. The key drivers of changes in our operating metrics are presented in the order of significance.

Net bookings and in-game net bookings

We monitor net bookings and in-game net bookings as key operating metrics in evaluating the performance of our business because they enable an analysis of performance based on the timing of actual transactions with our customers and provide a more timely indication of trends in our operating results. Net bookings is the net amount of products and services sold digitally or sold-in physically in the period and includes license fees, merchandise, and publisher incentives, among others. Net bookings is equal to net revenues excluding the impact from deferrals. In-game net bookings primarily includes the net amount of microtransactions and downloadable content sold during the period and is equal to in-game net revenues excluding the impact from deferrals.

Net bookings and in-game net bookings were as follows (amounts in millions):

	For the Years Ended December 31,			Increase (Decrease)
	2022	2021		
Net bookings	\$ 8,514	\$ 8,354	\$	160
In-game net bookings	\$ 5,382	\$ 5,100	\$	282

Net bookings

The increase in net bookings for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to:

- a \$205 million increase in King net bookings, driven by higher net bookings from in-game player purchases in the Candy Crush franchise; and
- a \$185 million increase in Blizzard net bookings, driven by higher net bookings from (1) *Diablo Immortal* and (2) *Overwatch 2*, partially offset by lower net bookings from (1) *Diablo II: Resurrected* and (2) *World of Warcraft*, as revenues from the release of *World of Warcraft: Dragonflight* were offset by lower subscription and add-on revenues.

The increase in net bookings was offset by a \$203 million decrease in Activision net bookings, driven by lower net bookings from *Call of Duty: Vanguard* as compared to *Call of Duty: Black Ops Cold War*, partially offset by higher net bookings from *Call of Duty: Modern Warfare II* as compared to *Call of Duty: Vanguard*.

In-game net bookings

The increase in in-game net bookings for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to:

- a \$481 million increase in Blizzard in-game net bookings, driven by in-game net bookings from (1) *Diablo Immortal* and (2) *Overwatch 2*; and
- a \$163 million increase in King in-game net bookings, driven by the Candy Crush franchise.

The increase in in-game net booking was partially offset by a \$362 million decrease in Activision in-game net bookings, driven by lower in-game net bookings from *Call of Duty: Vanguard* as compared to *Call of Duty: Black Ops Cold War*, partially offset by higher in-game net bookings from *Call of Duty: Modern Warfare II* as compared to *Call of Duty: Vanguard*.

Monthly Active Users

We monitor monthly active users (“MAUs”) as a key measure of the overall size of our user base. MAUs are the number of individuals who accessed a particular game in a given month. We calculate average MAUs in a period by adding the total number of MAUs in each of the months in a given period and dividing that total by the number of months in the period. An individual who accesses two of our games would be counted as two users. In addition, due to technical limitations, for Activision and King, an individual who accesses the same game on two platforms or devices in the relevant period would be counted as two users. For Blizzard, an individual who accesses the same game on two platforms or devices in the relevant period would generally be counted as a single user. In certain instances, we rely on third parties to publish our games. In these instances, MAU data is based on information provided to us by those third parties or, if final data is not available, reasonable estimates of MAUs for these third-party published games.

The number of MAUs for a given period can be significantly impacted by the timing of new content releases, since new releases may cause a temporary surge in MAUs. Accordingly, although we believe that overall trends in the number of MAUs can be a meaningful performance metric, period-to-period fluctuations may not be indicative of longer-term trends. The following table details our average MAUs on a sequential quarterly basis for each of our reportable segments (amounts in millions):

	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021
Activision	111	97	94	100	107
Blizzard	45	31	27	22	24
King	233	240	240	250	240
Total	389	368	361	372	371

Average MAUs increased by 21 million or 6% for the three months ended December 31, 2022, as compared to the three months ended September 30, 2022. The increase was primarily due to higher average MAUs for Activision, driven by the Call of Duty franchise, and Blizzard, driven by the launch of *Overwatch 2*, partially offset by a decrease in average MAUs for *Diablo Immortal*.

Average MAUs increased by 18 million or 5% for the three months ended December 31, 2022, as compared to the three months ended December 31, 2021. The increase was primarily due to higher MAUs for Blizzard, driven by the launch of *Overwatch 2*.

Management’s Overview of Business Trends

Mobile Gaming and Free-to-Play Games

Wide adoption of smartphones globally and the free-to-play business model, which allows players to try a new game with no upfront cost, on mobile platforms have increased the total addressable audience for gaming significantly by introducing gaming to new age groups and new regions and allowing gaming to occur more widely outside the home. Mobile gaming is estimated to be larger than console and PC gaming, and has grown at a significant rate over the last five years. All of our reportable segments now have successful live mobile titles in the market, and we continue to develop new mobile titles that present the opportunity for us to expand the reach of, and drive additional player investment in, our products. The June 2022 launch of *Diablo Immortal* is our most recent example of this continued expansion on the mobile platform and we expect 2023 to include the release of *Call of Duty: Warzone Mobile*.

In addition, the free-to-play business model has begun to receive broader acceptance on PC and console platforms. This has provided opportunities for us to increase the reach of our intellectual properties and games through free-to-play offerings, which, in turn, provides opportunities to further drive player investment, as was seen with our *Call of Duty: Warzone* release in March 2020. We have continued to invest in these opportunities, with 2022 including the free-to-play releases of *Overwatch 2* in October 2022 and *Call of Duty: Warzone 2.0* in November 2022.

Importance of our Franchises

A significant portion of our revenues historically has been derived from video games based on our franchises, and these video games have also been responsible for a disproportionately higher percentage of our profits. For example, in 2022, our three franchises—Call of Duty, Warcraft, and Candy Crush—collectively accounted for 79% of our consolidated net revenues—and a significantly higher percentage of our operating income.

In addition to investing in new content for our games, with the aim of releasing such content more frequently, we are continually exploring additional ways to expand our franchises and games. In recent years we have expanded the Call of Duty franchise with *Call of Duty: Warzone* and *Call of Duty Mobile*, as well as bringing Diablo content to mobile for the first time with *Diablo Immortal*. We have similar plans to bring the Warcraft franchise to mobile with *Warcraft Arclight Rumble*TM, which is currently in development.

Overall, we expect that our most popular franchises will continue to produce a disproportionately high percentage of our revenues and profits in the near future. Accordingly, our ability to maintain these franchises and our ability to successfully compete against the wide range of competitive titles available in the industry can significantly impact our performance.

Recurring Revenue Business Models

Increased consumer online connectivity has allowed us to offer players new investment opportunities and to shift our business further towards a more consistently recurring and year-round model through our live services. While our business does continue to experience some periods of “seasonality”, driven primarily by the timing of our new premium full game releases, our in-game content and free-to-play offerings allow our players to access and invest in new content throughout the year. This incremental content not only provides additional high-margin revenues, but it can also increase player engagement.

As we have continued to focus on delivering increased content to our players and to deliver such content more frequently through in-game updates, certain of our games are seeing player engagement and monetization over longer periods of time. As a result, we have noted that players who purchase in-game content are playing certain of our titles, notably those in our Call of Duty and World of Warcraft offerings, for longer periods of time than in prior years. Concurrently, as our games are being monetized over longer periods of time, our capitalized software cost amortization is also elongating to reflect the business performance. Both elongations result in revenues and expenses being recognized over longer periods of time than prior years. Additionally, these elongations have resulted in an increased portion of our capitalized software costs being classified as non-current on our consolidated balance sheet.

Increased Competition for Talent

We believe that our continued success and growth is directly related to our ability to attract, retain, and develop top talent. We have seen increased competition in the market for talent and expect the competitive environment to continue at least in the short term. We have experienced challenges in both the retention of our existing talent and attraction of new talent, but we have more recently seen increasingly positive trends in these areas.

Additionally, refer to the “Our People” section under Part I, Item 1 “Business” for discussion on Activision Blizzard’s initiatives and focus on our employees, including anticipated future investments to achieve our diversity aspirations. See also Part I, Item 1A “Risk Factors” and Note 22 of the notes to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K for a discussion of recent employment matters affecting the Company.

China License Agreements

Activision Blizzard had licensing agreements with NetEase covering the publication of several Blizzard titles in Mainland China. These agreements, which contributed approximately 3% of Activision Blizzard’s consolidated net revenues in both 2021 and 2022, expired in January 2023.

Activision Blizzard is committed to finding alternative ways to serve the community in Mainland China affected by the expiry of these agreements. The co-development and publishing of *Diablo Immortal* is covered by a separate agreement with NetEase, which remains in place. In addition, *Call of Duty: Mobile* is governed by agreements with another third party that are unaffected.

Upcoming Content Releases

As publicly announced, we expect 2023 to include the releases of *Diablo IV*, *Call of Duty: Warzone Mobile* and the next full premium title in the Call of Duty franchise. In addition, throughout the year we expect to deliver ongoing content for our various franchises, including continued in-game content for *Call of Duty: Modern Warfare II*, which includes seasonal content updates for *Call of Duty: Warzone 2.0*, seasonal content updates for *Overwatch 2*, and other substantial new content for key Blizzard franchises, along with continued releases of content, features, and services across King's portfolio with an ongoing focus on the Candy Crush franchise. We will also continue to invest in opportunities that we think have the potential to drive our growth over the long-term, including continuing to build on our advertising initiatives and investments in mobile titles.

Consolidated Statements of Operations Data

The following table sets forth consolidated statements of operations data for the periods indicated (amounts in millions) and as a percentage of total net revenues, except for cost of revenues, which are presented as a percentage of associated revenues:

	For the Years Ended December 31,			
	2022		2021	
Net revenues				
Product sales	\$ 1,642	22 %	\$ 2,311	26 %
In-game, subscription, and other revenues	5,886	78	6,492	74
Total net revenues	7,528	100	8,803	100
Costs and expenses				
Cost of revenues—product sales:				
Product costs	519	32	649	28
Software royalties and amortization	231	14	346	15
Cost of revenues—in-game, subscription, and other:				
Game operations and distribution costs	1,324	22	1,215	19
Software royalties and amortization	148	3	107	2
Product development	1,421	19	1,337	15
Sales and marketing	1,217	16	1,025	12
General and administrative	1,001	13	788	9
Restructuring and related costs	(3)	—	77	1
Total costs and expenses	5,858	78	5,544	63
Operating income	1,670	22	3,259	37
Interest expense from debt	108	1	108	1
Other (income) expense, net	(182)	(2)	(13)	—
Income before income tax expense	1,744	23	3,164	36
Income tax expense	231	3	465	5
Net income	\$ 1,513	20 %	\$ 2,699	31 %

Consolidated Net Revenues

The key drivers of changes in our consolidated results, operating segment results, and sources of liquidity are presented in the order of significance.

The following table summarizes our consolidated net revenues and in-game net revenues (amounts in millions):

	For the Years Ended December 31,			
	2022	2021	Increase/ (decrease)	% Change
Consolidated net revenues	\$ 7,528	\$ 8,803	\$ (1,275)	(14)%
In-game net revenues (1)	\$ 4,792	\$ 5,266	\$ (474)	(9)%

(1) In-game net revenues primarily includes the net amount of revenues recognized for microtransactions and downloadable content during the period.

Consolidated net revenues

The decrease in consolidated net revenues for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily driven by a decrease in revenues of \$2.0 billion due to lower revenues from:

- *Call of Duty: Vanguard* as compared to *Call of Duty: Black Ops Cold War*;
- *World of Warcraft*;
- *Diablo II: Resurrected*;
- our Distribution business; and
- *Call of Duty: Mobile*.

This decrease was partially offset by an increase in revenues of \$871 million due to higher revenues from:

- *Call of Duty: Modern Warfare II* as compared to *Call of Duty: Vanguard*;
- *Diablo Immortal*; and
- the Candy Crush franchise.

The remaining net decrease in revenues of \$187 million was driven by various other titles.

In-game net revenues

The decrease in in-game net revenues for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily driven by a decrease in in-game net revenues of \$990 million due to lower in-game net revenues from:

- *Call of Duty: Vanguard* as compared to *Call of Duty: Black Ops Cold War*;
- *World of Warcraft*; and
- *Call of Duty: Mobile*.

This decrease was partially offset by an increase in in-game net revenues of \$496 million due to higher in-game net revenues from:

- *Diablo Immortal*; and

- the Candy Crush franchise.

This decrease was further offset by an increase in in-game net revenues of \$20 million from various other titles.

Operating Segment Results

We have three reportable segments—Activision, Blizzard, and King. Our operating segments are consistent with the manner in which our operations are reviewed and managed by our Chief Executive Officer, who is our chief operating decision maker (“CODM”). The CODM reviews segment performance exclusive of: the impact of the change in deferred revenues and related cost of revenues with respect to certain of our online-enabled games; share-based compensation expense (including liability awards accounted for under ASC 718); amortization of intangible assets as a result of purchase price accounting; fees and other expenses (including legal fees, expenses, and accruals) related to acquisitions, associated integration activities, and financings; certain restructuring and related costs; certain partnership wind down related costs; and certain other non-cash charges. The CODM does not review any information regarding total assets on an operating segment basis, and accordingly, no disclosure is made with respect thereto.

Our operating segments are also consistent with our internal organizational structure, the way we assess operating performance and allocate resources, and the availability of separate financial information. We do not aggregate operating segments.

Information on the reportable segment net revenues and segment operating income is presented below (amounts in millions):

	For the Year Ended December 31, 2022				Increase / (decrease)			
	Activision	Blizzard	King	Total	Activision	Blizzard	King	Total
Segment Revenues								
Net revenues from external customers	\$ 3,275	\$ 1,936	\$ 2,785	\$ 7,996	\$ (203)	\$ 203	\$ 205	\$ 205
Intersegment net revenues (1)	—	76	—	76	—	(18)	—	(18)
Segment net revenues	<u>\$ 3,275</u>	<u>\$ 2,012</u>	<u>\$ 2,785</u>	<u>\$ 8,072</u>	<u>\$ (203)</u>	<u>\$ 185</u>	<u>\$ 205</u>	<u>\$ 187</u>
Segment operating income	\$ 1,317	\$ 625	\$ 1,121	\$ 3,063	\$ (350)	\$ (73)	\$ (19)	\$ (442)
	For the Year Ended December 31, 2021							
	Activision	Blizzard	King	Total				
Segment Revenues								
Net revenues from external customers	\$ 3,478	\$ 1,733	\$ 2,580	\$ 7,791				
Intersegment net revenues (1)	—	94	—	94				
Segment net revenues	<u>\$ 3,478</u>	<u>\$ 1,827</u>	<u>\$ 2,580</u>	<u>\$ 7,885</u>				
Segment operating income	\$ 1,667	\$ 698	\$ 1,140	\$ 3,505				

(1) Intersegment revenues reflect licensing and service fees charged between segments.

Reconciliations of total segment net revenues and total segment operating income to consolidated net revenues and consolidated income before income tax expense are presented in the table below (amounts in millions):

	For the Years Ended December 31,	
	2022	2021
Reconciliation to consolidated net revenues:		
Segment net revenues	\$ 8,072	\$ 7,885
Revenues from non-reportable segments (1)	518	563
Net effect from recognition (deferral) of deferred net revenues (2)	(986)	449
Elimination of intersegment revenues (3)	(76)	(94)
Consolidated net revenues	<u>\$ 7,528</u>	<u>\$ 8,803</u>
Reconciliation to consolidated income before income tax expense:		
Segment operating income	\$ 3,063	\$ 3,505
Operating income (loss) from non-reportable segments (1)	22	2
Net effect from recognition (deferral) of deferred net revenues and related cost of revenues (2)	(848)	347
Share-based compensation expense (4)	(462)	(508)
Amortization of intangible assets (5)	(13)	(10)
Merger and acquisition-related fees and other expenses (6)	(68)	—
Restructuring and related costs (7)	3	(77)
Partnership wind down and related costs (8)	(27)	—
Consolidated operating income	<u>1,670</u>	<u>3,259</u>
Interest expense from debt	108	108
Other (income) expense, net	(182)	(13)
Consolidated income before income tax expense	<u>\$ 1,744</u>	<u>\$ 3,164</u>

- (1) Includes other income and expenses outside of our reportable segments, including our Distribution business and unallocated corporate income and expenses.
- (2) Reflects the net effect from recognition (deferral) of deferred net revenues, along with related cost of revenues, on certain of our online-enabled products.
- (3) Intersegment revenues reflect licensing and service fees charged between segments.
- (4) Reflects expenses related to share-based compensation.
- (5) Reflects amortization of intangible assets from purchase price accounting.
- (6) Reflects fees and other expenses related to our proposed transaction with Microsoft, which primarily consist of legal and advisory fees.
- (7) Reflects restructuring initiatives, primarily severance and other restructuring-related costs.
- (8) Reflects expenses related to the wind down of our partnership with NetEase in Mainland China in regards to licenses covering the publication of several Blizzard titles which expired in January 2023.

Segment Results

Activision

The decrease in Activision's segment net revenues and operating income for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to lower revenues from *Call of Duty: Vanguard* as compared to *Call of Duty: Black Ops Cold War*, partially offset by an increase in revenues from *Call of Duty: Modern Warfare II* as compared to *Call of Duty: Vanguard*.

The decrease in segment operating income was also driven by higher product development costs primarily driven by increased costs due to expanded development teams, partially offset by higher capitalization of development costs.

Blizzard

The increase in Blizzard's segment net revenues for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to higher revenues from *Diablo Immortal* and *Overwatch 2*.

This increase in segment net revenues was partially offset by lower revenues from:

- *Diablo II: Resurrected*; and
- *World of Warcraft*, as revenues from the release of *World of Warcraft: Dragonflight* were offset by lower subscription and add-on revenues.

The decrease in segment operating income, despite the increase in segment net revenues, was driven by:

- higher cost of revenues, primarily from *Diablo Immortal*, partially offset by lower software amortization and royalties on *Diablo II: Resurrected*; and
- higher sales and marketing costs, primarily for *Diablo Immortal* and *Overwatch 2*.

Product development costs were comparable year over year, with increased costs due to expanded development teams being offset higher capitalization of development costs.

King

The increase in King's segment net revenues for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to higher revenues from in-game player purchases in the Candy Crush franchise.

Despite the increase in segment net revenues, King's segment operating income decreased for the year ended December 31, 2022, as compared to the year ended December 31, 2021, primarily due to:

- higher sales and marketing costs, primarily for the Candy Crush franchise; and
- lower insurance claim proceeds, as the prior year included receipt of insurance proceeds relating to a network outage which occurred in 2018 from changes made by a third-party partner which inadvertently impacted some users' ability to play and spend money in King games.

Foreign Exchange Impact

Changes in foreign exchange rates had a negative impact of \$293 million and a positive impact of \$100 million on Activision Blizzard's segment net revenues for the years ended December 31, 2022 and 2021, respectively, as compared to the same periods in the previous year. The changes are primarily due to changes in the value of the U.S. dollar relative to the euro and the British pound.

Consolidated Results

Net Revenues by Distribution Channel

The following table details our consolidated net revenues by distribution channel (amounts in millions):

	For the Year Ended December 31,			
	2022	2021	Increase/ (decrease)	% Change
Net revenues by distribution channel:				
Digital online channels (1)	\$ 6,633	\$ 7,663	\$ (1,030)	(13)%
Retail channels	290	479	(189)	(39)
Other (2)	605	661	(56)	(8)
Total consolidated net revenues	<u>\$ 7,528</u>	<u>\$ 8,803</u>	<u>\$ (1,275)</u>	(14)

- (1) Net revenues from “Digital online channels” include revenues from digitally-distributed downloadable content, microtransactions, subscriptions, and products, as well as licensing royalties.
- (2) Net revenues from “Other” primarily include revenues from our Distribution business, the Overwatch League, and the Call of Duty League.

Digital Online Channel Net Revenues

The decrease in net revenues from digital online channels for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to lower revenues from:

- *Call of Duty: Vanguard* as compared to *Call of Duty: Black Ops Cold War*;
- *World of Warcraft*; and
- *Diablo II: Resurrected*.

This decrease was partially offset by higher revenues from:

- *Call of Duty: Modern Warfare II* as compared to *Call of Duty: Vanguard*;
- *Diablo Immortal*; and
- the Candy Crush franchise.

Retail Channel Net Revenues

The decrease in net revenues from retail channels for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to lower revenues from *Call of Duty: Vanguard* as compared to *Call of Duty: Black Ops Cold War*.

Net Revenues by Platform

The following tables detail our net revenues by platform (amounts in millions):

	For the Year Ended December 31,			
	2022	2021	Increase/ (decrease)	% Change
Net revenues by platform:				
Console	\$ 1,753	\$ 2,637	\$ (884)	(34)%
PC	1,653	2,323	(670)	(29)
Mobile and ancillary (1)	3,517	3,182	335	11
Other (2)	605	661	(56)	(8)
Total consolidated net revenues	<u>\$ 7,528</u>	<u>\$ 8,803</u>	<u>\$ (1,275)</u>	(14)

(1) Net revenues from “Mobile and ancillary” primarily include revenues from mobile devices.

(2) Net revenues from “Other” primarily include revenues from our Distribution business, the Overwatch League, and the Call of Duty League.

Console

The decrease in net revenues from the console platform for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to lower revenues from *Call of Duty: Vanguard* as compared to *Call of Duty: Black Ops Cold War*, partially offset by an increase in net revenues from *Call of Duty: Modern Warfare II* as compared to *Call of Duty: Vanguard*.

PC

The decrease in net revenues from the PC platform for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to lower revenues from: *World of Warcraft*, along with the same drivers and offsets noted above for the console platform.

Mobile and Ancillary

The increase in net revenues from mobile and ancillary for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to higher revenues from:

- the Candy Crush franchise; and
- *Diablo Immortal*.

Costs and Expenses

Cost of Revenues

The following tables detail the components of cost of revenues in dollars (amounts in millions) and as a percentage of associated net revenues:

	Year Ended December 31, 2022	% of associated net revenues	Year Ended December 31, 2021	% of associated net revenues	Increase (Decrease)
Cost of revenues—product sales:					
Product costs	\$ 519	32 %	\$ 649	28 %	\$ (130)
Software royalties and amortization	231	14	346	15	(115)
Cost of revenues—in-game, subscription, and other:					
Game operations and distribution costs	1,324	22	1,215	19	109
Software royalties and amortization	148	3	107	2	41
Total cost of revenues	<u>\$ 2,222</u>	30 %	<u>\$ 2,317</u>	26 %	<u>\$ (95)</u>

Cost of Revenues—Product Sales:

The decrease in product costs for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was driven by:

- a \$102 million decrease in product costs for our Distribution business due to lower revenues; and
- a \$45 million decrease in product costs from Activision, driven by lower product costs for *Call of Duty: Vanguard* as compared to *Call of Duty: Black Ops Cold War* due to lower revenues.

The decrease in software royalties and amortization related to product sales for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to a \$113 million decrease in software amortization and royalties from Blizzard, driven by lower software amortization and royalties from (1) *World of Warcraft*, as the prior year included higher amortization associated with the release of *World of Warcraft: Shadowlands*, and (2) *Diablo II: Resurrected*.

Cost of Revenues—In-game, Subscription, and Other:

The increase in game operations and distribution costs for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to a \$104 million increase in service provider fees, primarily digital storefront fees (e.g., fees retained by Apple and Google for our sales on their platforms), as a result of higher revenues.

The increase in software royalties and amortization related to in-game, subscription, and other for the year ended December 31, 2022 as compared to the year ended December 31, 2021, was primarily due to a \$55 million increase in software royalties and amortization from Blizzard, driven by *Diablo Immortal*.

Product Development (amounts in millions)

	<u>December 31, 2022</u>	<u>% of consolidated net revenues</u>	<u>December 31, 2021</u>	<u>% of consolidated net revenues</u>	<u>Increase (Decrease)</u>
Product development	\$ 1,421	19 %	\$ 1,337	15 %	\$ 84

The increase in product development costs for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was driven by a \$475 million increase in development spending. The higher development spending was primarily due to expanded development teams and higher share-based compensation, partially offset by higher capitalization of development costs of \$391 million.

Sales and Marketing (amounts in millions)

	<u>December 31, 2022</u>	<u>% of consolidated net revenues</u>	<u>December 31, 2021</u>	<u>% of consolidated net revenues</u>	<u>Increase (Decrease)</u>
Sales and marketing	\$ 1,217	16 %	\$ 1,025	12 %	\$ 192

The increase in sales and marketing expenses for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to higher marketing spending for the Candy Crush franchise and *Diablo Immortal*.

General and Administrative (amounts in millions)

	<u>December 31, 2022</u>	<u>% of consolidated net revenues</u>	<u>December 31, 2021</u>	<u>% of consolidated net revenues</u>	<u>Increase (Decrease)</u>
General and administrative	\$ 1,001	13 %	\$ 788	9 %	\$ 213

The increase in general and administrative expenses for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to:

- a \$142 million increase in legal and other professional fees, primarily driven by our employment-related matters, inclusive of the \$35 million settlement with the SEC announced on February 3, 2023, and proposed transaction with Microsoft; and
- lower insurance claim proceeds of \$58 million, as the prior year included receipt of insurance proceeds relating to a network outage which occurred in 2018 from changes made by a third-party partner which inadvertently impacted some users' ability to play and spend money in King games.

Restructuring and Related Costs (amounts in millions)

	<u>December 31, 2022</u>	<u>% of consolidated net revenues</u>	<u>December 31, 2021</u>	<u>% of consolidated net revenues</u>	<u>Increase (Decrease)</u>
Restructuring and related costs	\$ (3)	— %	\$ 77	1 %	\$ (80)

During 2019, we began implementing a plan aimed at refocusing our resources on our largest opportunities and removing unnecessary levels of complexity and duplication from certain parts of our business. We substantially completed all actions under our plan and accrued for these costs accordingly in 2021. The remaining activity under the plan is primarily related to cash outlays to be made over time to impacted personnel.

Interest expense from debt (amounts in millions)

	<u>December 31, 2022</u>	<u>% of consolidated net revenues</u>	<u>December 31, 2021</u>	<u>% of consolidated net revenues</u>	<u>Increase (Decrease)</u>
Interest expense from debt	\$ 108	1 %	\$ 108	1 %	\$ —

Interest expense from debt for the year ended December 31, 2022 was comparable to December 31, 2021.

Other (Income) Expense, Net (amounts in millions)

	<u>December 31, 2022</u>	<u>% of consolidated net revenues</u>	<u>December 31, 2021</u>	<u>% of consolidated net revenues</u>	<u>Decrease (Increase)</u>
Other (income) expense, net	\$ (182)	(2)%	\$ (13)	— %	\$ (169)

The increase in other (income) expense, net, for the year ended December 31, 2022, as compared to the year ended December 31, 2021, was primarily due to a \$160 million increase in interest income due to higher market interest rate yields compared to the prior year.

Income Tax Expense (amounts in millions)

	<u>December 31, 2022</u>	<u>% of Pretax income</u>	<u>December 31, 2021</u>	<u>% of Pretax income</u>	<u>Increase (Decrease)</u>
Income tax expense	\$ 231	13 %	\$ 465	15 %	\$ (234)

The income tax expense of \$231 million for the year ended December 31, 2022 reflects an effective tax rate of 13%, which is lower than the effective tax rate of 15% for the year ended December 31, 2021. The decrease is primarily due to changes in the mix of our pre-tax income between countries and lower taxes on foreign earnings.

The effective tax rate of 13% for the year ended December 31, 2022, is lower than the U.S. statutory rate of 21%, primarily due to foreign earnings taxed at lower rates, research and development credits, discrete tax benefits recognized related to tax return to accrual adjustments, and the recognition of previously unrecognized tax benefits.

The overall effective income tax rate in future periods will depend on a variety of factors, such as changes in pre-tax income or loss by jurisdiction, applicable accounting rules, applicable tax laws and regulations, and rulings and interpretations thereof, developments in tax audits and other matters, and variations in the estimated and actual level of annual pre-tax income or loss.

Other information about our income taxes is provided in Note 19 of the notes to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

Foreign Exchange Impact

Changes in foreign exchange rates had a negative impact of \$305 million and a positive impact of \$107 million on our consolidated net revenues in 2022 and 2021, respectively, as compared to the same periods in the previous year.

Changes in foreign exchange rates had a negative impact of \$138 million and a positive impact of \$30 million on our consolidated operating income in 2022 and 2021, respectively, as compared to the same periods in the previous year.

Comparison of 2021 to 2020

For the comparison of 2021 to 2020, refer to Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for the year ended December 31, 2021.

Liquidity and Capital Resources

We believe our ability to generate cash flows from operating activities is one of our fundamental financial strengths. In the near term, we expect our business and financial condition to remain strong and to continue to generate significant operating cash flows. We believe these operating cash flows, in combination with our existing balance of cash and cash equivalents and short-term investments of \$12.1 billion, will be sufficient to finance our operational and financing requirements for the next 12 months and beyond. Our primary sources of liquidity include our cash and cash equivalents, short-term investments, and cash flows provided by operating activities. Our material cash requirements include operating expenses, potential dividend payments and share repurchases, scheduled debt maturities (the next of which is in 2026), capital expenditures and other commitments, as discussed below.

As of December 31, 2022, the amount of cash and cash equivalents held outside of the U.S. by our foreign subsidiaries was \$4.6 billion, as compared to \$3.9 billion as of December 31, 2021. These cash balances are generally available for use in the U.S., subject in some cases to certain restrictions.

Our cash provided from operating activities is somewhat impacted by seasonality. Working capital needs are impacted by sales, which are generally highest in the fourth quarter due to title release timing and holiday-related sales patterns. We consider, on a continuing basis, various transactions to increase shareholder value and enhance our business results, including acquisitions, divestitures, joint ventures, dividends, share repurchases, and other structural changes, with certain of the foregoing actions, if we were to move forward with them, requiring Microsoft's approval under the Merger Agreement (which may not be unreasonably withheld, conditioned, or delayed), subject to certain exceptions. These transactions may result in future cash proceeds or payments.

Sources of Liquidity (amounts in millions)

	December 31, 2022	December 31, 2021	Increase (Decrease)
Cash and cash equivalents	\$ 7,060	\$ 10,423	\$ (3,363)
Short-term investments	5,005	195	4,810
	<u>\$ 12,065</u>	<u>\$ 10,618</u>	<u>\$ 1,447</u>
Percentage of total assets	44 %	42 %	

	For the Year Ended December 31,		
	2022	2021	Increase (Decrease)
Net cash provided by operating activities	\$ 2,220	\$ 2,414	\$ (194)
Net cash used in investing activities	(4,994)	(59)	(4,935)
Net cash used in financing activities	(534)	(521)	(13)
Effect of foreign exchange rate changes	(44)	(48)	4
Net (decrease) increase in cash and cash equivalents and restricted cash	<u>\$ (3,352)</u>	<u>\$ 1,786</u>	<u>\$ (5,138)</u>

Net Cash Provided by Operating Activities

The primary driver of net cash flows associated with our operating activities is the income generated from the sale of our products and services. This is partially offset by: working capital requirements used in the development, sale, and support of our products; payments to our workforce; payments for tax liabilities; and payments for interest on our debt.

Net cash provided by operating activities for the year ended December 31, 2022, was \$2.2 billion, as compared to \$2.4 billion for the year ended December 31, 2021. The decrease was primarily due to lower net income based on business performance, higher capitalized software development spending, unfavorable impact on accounts receivable due to the strength of net bookings in the fourth quarter of 2022 and timing of collections. These were partially offset by other changes in working capital, including lower cash used to settle the 2021 annual incentive compensation plans due to such amounts being paid in equity and lower tax payments.

Net Cash Used in Investing Activities

The primary drivers of net cash flows associated with investing activities typically include purchases and sales of investments, capital expenditures, and cash used for acquisitions.

Net cash used in investing activities for the year ended December 31, 2022, was \$5.0 billion, as compared to \$59 million for the year ended December 31, 2021. The increase was primarily due to purchases of \$4.9 billion of held-to-maturity investments and \$135 million net cash used in business acquisitions during the year ended December 31, 2022 with no similar activity in the prior year.

Net Cash Used in Financing Activities

The primary drivers of net cash flows associated with financing activities typically include the proceeds from, and repayments of, our long-term debt and transactions involving our common stock, including the issuance of shares of common stock to employees upon the exercise of stock options, as well as the payment of dividends.

Net cash used in financing activities for the year ended December 31, 2022, was \$534 million, as compared to \$521 million for the year ended December 31, 2021. The increase was primarily due to \$43 million lower proceeds received from the issuance of common stock to employees due to fewer employee stock options exercised, partially offset by \$32 million lower tax payments relating to net share settlements on restricted stock units.

Effect of Foreign Exchange Rate Changes

Changes in foreign exchange rates had a negative impact of \$44 million and \$48 million on our cash and cash equivalents for the year ended December 31, 2022 and December 31, 2021, respectively. The change was primarily due to changes in the value of the U.S. dollar relative to the euro and the British pound.

Debt

At both December 31, 2022 and December 31, 2021, our total gross unsecured senior notes outstanding was \$3.7 billion, bearing interest at a weighted average rate of 2.87%.

A summary of our outstanding debt is as follows (amounts in millions):

	<u>At December 31, 2022</u>	<u>At December 31, 2021</u>
2026 Notes	\$ 850	\$ 850
2027 Notes	400	400
2030 Notes	500	500
2047 Notes	400	400
2050 Notes	1,500	1,500
Total gross long-term debt	<u>\$ 3,650</u>	<u>\$ 3,650</u>
Unamortized discount and deferred financing costs	<u>(39)</u>	<u>(42)</u>
Total net carrying amount	<u><u>\$ 3,611</u></u>	<u><u>\$ 3,608</u></u>

Refer to Note 13 of the notes to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for further disclosures regarding our debt obligations.

Dividends

On February 3, 2022, our Board of Directors declared a cash dividend of \$0.47 per common share. On May 6, 2022, we made an aggregate cash dividend payment of \$367 million to shareholders of record at the close of business on April 15, 2022. See Item 5 of this Annual Report on Form 10-K for further disclosures regarding our payment of dividends.

Capital Expenditures

We made capital expenditures of \$91 million during the year ended December 31, 2022, as compared to \$80 million during the year ended December 31, 2021. In 2023, we anticipate total capital expenditures of approximately \$100 million, primarily for computer hardware, leasehold improvements, and software purchases.

Commitments

Refer to Note 22 of the notes to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for disclosures regarding our commitments, including a table showing contractual obligations.

Comparison of 2021 to 2020

For the comparison of the year ended December 31, 2021 to the year ended December 31, 2020, refer to Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for the year ended December 31, 2021, under the subheading “Liquidity and Capital Resources.”

Off-Balance Sheet Arrangements

At each of December 31, 2022 and December 31, 2021, Activision Blizzard had no significant relationships with unconsolidated entities or financial parties, often referred to as “structured finance” or “special purpose” entities, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes that have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

Critical Accounting Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The impact and any associated risks related to these estimates on our business operations are discussed throughout Management’s Discussion and Analysis of Financial Condition and Results of Operations where such estimates affect our reported and expected financial results. The estimates discussed below are considered by management to be critical because they are both important to the portrayal of our financial condition and results of operations and because their application places the most significant demands on management’s judgment, with financial reporting results relying on estimates about the effect of matters that are inherently uncertain. Specific risks for these critical accounting estimates are described in the following paragraphs.

For a detailed discussion of the application of these and other accounting policies, see Note 2 of the notes to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

Revenue Recognition

We generate revenue primarily through the sale of our interactive entertainment content and services, principally for the console, PC, and mobile platforms, as well as through the licensing of our intellectual property. Our products span various genres, including first- and third-person action/adventure, role-playing, strategy, and “match three.”

Significant Judgment around Revenue Arrangements with Multiple Deliverables

Our contracts with customers often include promises to transfer multiple products and services. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. Certain of our games, such as titles in the Call of Duty franchise, may contain a license of our intellectual property to play the game offline, but may also depend on a significant level of integration and interdependency with the online functionality. In these cases, significant judgment is required to determine whether this license of our intellectual property should be considered distinct and accounted for separately, or not distinct and accounted for together with the online functionality provided and recognized over time. Generally, for titles in which the software license is functional without the online functionality and a significant component of gameplay is available offline, we believe we have separate performance obligations for the license of the intellectual property and the online functionality.

Significant judgment is also required to determine the standalone selling price for each distinct performance obligation and to determine whether there is a discount that needs to be allocated based on the relative standalone selling price of the various products and services. To estimate the standalone selling price we generally consider market data, including our pricing strategies for the product being evaluated and other similar products we may offer, competitor pricing to the extent data is available, and the replayability design of both the offline and online components of our games. In limited instances, we may also utilize an expected cost approach to determine whether the estimated selling price yields an appropriate profit margin.

Estimated Service Period

We consider a variety of data points when determining the estimated service period for players of our games, including the weighted average number of days between players' unique purchase or first day played online, and the time at which players become inactive and cease engaging with our content for a period of time. We also consider known online trends such as the cadence of content delivery in our games, the service periods of our previously released games, and, to the extent publicly available, the service periods of our competitors' games that are similar in nature to ours. We believe this provides a reasonable depiction of the transfer of services to our customers, as it is the best representation of the time period during which our customers play our games. Determining the estimated service period is subjective and requires significant management judgment. The estimated service periods for players of our current games are less than 12 months.

Additionally, in the fourth quarter of 2022, the Company completed its annual assessment of the estimated service periods for players of our games. We have noted that players who purchase in-game content are playing certain of our titles, notably those in our Call of Duty and World of Warcraft offerings, for longer periods of time than in prior years as they engage with services we provide that are designed to enhance and extend gameplay. As such, we have concluded that the estimated service period for in-game revenues from such games has lengthened by approximately three months.

Based on the carrying amount of deferred revenue and deferred cost of revenue as of September 30, 2022, the change resulted in a decrease in net revenues recognized of \$103 million, a decrease in cost of revenues recognized of \$9 million, and a decrease in earnings per diluted share of \$0.10 during the three months ended December 31, 2022. Such amounts will now be recognized during the year ending December 31, 2023. The change in the estimated service period had no impact on net bookings, segment net revenues, or net cash provided by operating activities.

Future usage patterns could change from historical patterns as a result of various factors, including, but not limited to, changes in our online content, frequency of content delivery, competitor's offerings, and other changes that impact player's engagement that we may not be able to reasonably predict at the time of deriving our estimate. If future usage patterns were to change significantly from historical patterns, in the future our estimated service period could change again and materially impact our future consolidated net revenues and operating income.

Income Taxes

We record a tax provision for the anticipated tax consequences of the reported results of operations. In accordance with Accounting Standards Codification Topic 740, the provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities due to a change in tax rates is recognized in income in the period that includes the enactment date.

We evaluate deferred tax assets each period for recoverability. For those assets that do not meet the threshold of "more likely than not" that they will be realized in the future, a valuation allowance is recorded. As of December 31, 2022 and December 31, 2021, we had valuation allowances of \$305 million and \$278 million, respectively, on gross deferred tax asset balances of \$2.1 billion and \$2.0 billion, respectively.

Management believes it is more likely than not that forecasted income, including income that may be generated as a result of certain tax planning strategies, together with the tax effects of the deferred tax liabilities, will be sufficient to fully recover the remaining deferred tax assets. In the event that all or part of the net deferred tax assets are determined not to be realizable in the future, an adjustment to the valuation allowance would be charged to tax expense in the period such determination is made.

The calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of ASC Topic 740 and complex tax laws. The accounting guidance for uncertainty in income taxes applies to all income tax positions, including the potential recovery of previously paid taxes. Resolution of these uncertainties in a manner inconsistent with management's expectations could have a material impact on our business and results of operations in an interim period in which the uncertainties are ultimately resolved.

Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. Although we believe our reserves are reasonable, no assurance can be given that the final tax outcome of these matters will not be different from that which is reflected in our historical income tax provisions and accruals. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate, as well as the related net interest and penalties.

We are also subject to the continuous examination of our income tax returns by the IRS and are regularly subject to audit by other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these continuous examinations will not have an adverse impact on our operating results and financial condition. For the year ended December 31, 2022, one percentage point increase in our effective tax rate would have resulted in an increase in our income tax expense of approximately \$17 million.

Software Development Costs

Software development costs are capitalized once the technological feasibility of a product is established and such costs are determined to be recoverable. Technological feasibility of a product requires both technical design documentation and game design documentation, or the completed and tested product design and a working model. For products where proven technology exists, this may occur early in the development cycle. Software development costs related to online hosted revenue arrangements are capitalized after the preliminary project phase is complete and it is probable that the project will be completed and the software will be used to perform the function intended. Significant management judgments and estimates are applied in assessing when capitalization commences for software development costs and the evaluation is performed on a product-by-product-basis.

Commencing upon a product's release, capitalized software development costs are amortized to "Cost of revenues—software royalties and amortization" based on the higher of the ratio of current revenues to total projected revenues for the specific product, or on a straight-line basis over the product's estimated economic life. As we have continued to focus on delivering increased content to our players and to deliver such content more frequently through in-game updates, we are seeing our titles being monetized over longer periods of time. Accordingly, the estimated economic lives of our most recent titles have generally extended and the capitalized software costs are being amortized over longer periods of time in those cases. As of December 31, 2022, the amortization periods of our capitalized software costs are from six months to approximately three years.

We evaluate the future recoverability of capitalized software development costs on a quarterly basis. Recoverability is evaluated based on the current and expected performance of the specific products to which the costs relate or in which the licensed trademark or copyright is to be used. Additionally, criteria used to evaluate expected product performance may include, as appropriate: historical performance of comparable products developed with comparable technology; market performance of comparable titles; orders for the product prior to its release; general market conditions; and, for any sequel product, estimated performance based on the performance of the product on which the sequel is based.

Significant management judgments and estimates are utilized in assessing the recoverability of capitalized costs. In evaluating the recoverability of capitalized costs, the assessment of expected product performance utilizes forecasted sales amounts and estimates of additional costs to be incurred. Historically, our forecasted and actual product sales have been more than enough to recover capitalized software costs. If revised forecasted or actual product sales are less than the originally forecasted amounts utilized in the initial recoverability analysis, the net realizable value may be lower than originally estimated in any given quarter, which could result in an impairment charge. Material differences may result in the amount and timing of expenses for any period if matters resolve in a manner that is inconsistent with management's expectations.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Market risk is the potential loss arising from fluctuations in market rates and prices. Our market risk exposures primarily include fluctuations in foreign currency exchange rates and interest rates.

Foreign Currency Exchange Rate Risk

We transact business in many different foreign currencies and may be exposed to financial market risk resulting from fluctuations in foreign currency exchange rates. Revenues and related expenses generated from our international operations are generally denominated in their respective local currencies. Primary currencies include euros, British pounds, Australian dollars, South Korean won, Chinese yuan, and Swedish krona. To the extent the U.S. dollar strengthens against foreign currencies, the translation of these foreign currency-denominated transactions will result in reduced revenues, operating expenses, net income, and cash flows from our international operations. Similarly, our revenues, operating expenses, net income, and cash flows will increase for our international operations if the U.S. dollar weakens against foreign currencies. Since we have significant international sales but incur the majority of our costs in the U.S., the impact of foreign currency fluctuations, particularly the strengthening of the U.S. dollar, generally cause a disproportional impact on our business. We monitor currency volatility throughout the year.

To mitigate our foreign currency risk resulting from our foreign currency-denominated monetary assets, liabilities, and earnings and our foreign currency risk related to functional currency-equivalent cash flows, we periodically enter into currency derivative contracts, principally forward contracts. These forward contracts generally have a maturity of less than one year. The counterparties for our currency derivative contracts are large and reputable commercial or investment banks.

The fair values of our foreign currency contracts are estimated based on the prevailing exchange rates of the various hedged currencies as of the end of the period.

We do not hold or purchase any foreign currency forward contracts for trading or speculative purposes.

Foreign Currency Forward Contracts Designated as Hedges (“Cash Flow Hedges”)

Refer to Note 10 of the notes to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for disclosures regarding our foreign currency forward contracts.

In the absence of hedging activities for the year ended December 31, 2022, a hypothetical adverse foreign currency exchange rate movement of 10% would have resulted in a theoretical decline of our net income of approximately \$145 million. This sensitivity analysis assumes a parallel adverse shift of all foreign currency exchange rates against the U.S. dollar; however, all foreign currency exchange rates do not always move in this manner, and actual results may differ materially.

Interest Rate Risk

Our exposure to market rate risk for changes in interest rates relates primarily to our investment portfolio, as our outstanding debt is all at fixed rates. Our investment portfolio consists primarily of money market funds and government securities with high credit quality and short average maturities. Because short-term securities mature relatively quickly and must be reinvested at the then-current market rates, interest income on a portfolio consisting of cash, cash equivalents, or short-term securities is more subject to market fluctuations than a portfolio of longer-term securities. Conversely, the fair value of such a portfolio is less sensitive to market fluctuations than a portfolio of longer-term securities. At December 31, 2022, our cash and cash equivalents were comprised primarily of money market funds and we had approximately \$5 billion invested in securities classified as held-to-maturity investments which have fixed interest yields and will mature over the next six months.

As of December 31, 2022, based on the composition of our investment portfolio, material movements (higher or lower) of short-term interest rates by the U.S. Federal Reserve can have a material impact on our future interest income.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm (PricewaterhouseCoopers LLP, Los Angeles, California, PCAOB ID: 238)	F-1
Consolidated Balance Sheets at December 31, 2022 and 2021	F-3
Consolidated Statements of Operations for the Years Ended December 31, 2022, 2021, and 2020	F-4
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2022, 2021, and 2020	F-5
Consolidated Statements of Cash Flows for the Years Ended December 31, 2022, 2021, and 2020	F-6
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Other financial statement schedules are omitted because the information called for is not applicable or is shown either in the Consolidated Financial Statements or the Notes thereto.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Definition and Limitations of Disclosure Controls and Procedures.

Our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to reasonably ensure that information required to be disclosed in our reports filed under the Exchange Act is: (1) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms; and (2) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures. A control system, no matter how well designed and operated, can provide only reasonable assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in our periodic reports. Inherent limitations to any system of disclosure controls and procedures include, but are not limited to, the possibility of human error and the circumvention or overriding of such controls by one or more persons. In addition, we have designed our system of controls based on certain assumptions, which we believe are reasonable, about the likelihood of future events, and our system of controls may therefore not achieve its desired objectives under all possible future events.

Evaluation of Disclosure Controls and Procedures.

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures at December 31, 2022, the end of the period covered by this report. Based on this evaluation, the principal executive officer and principal financial officer concluded that, at December 31, 2022, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is (1) recorded, processed, summarized, and reported on a timely basis, and (2) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

Management's Report on Internal Control Over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness, as of December 31, 2022, of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control—Integrated Framework (2013). Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2022.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

The effectiveness of our internal control over financial reporting as of December 31, 2022, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report included in this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting.

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated any changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2022. Based on this evaluation, the principal executive officer and principal financial officer concluded that, at December 31, 2022, there have not been any changes in our internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. OTHER INFORMATION

None.

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information required by this Item, other than the information regarding executive officers, which is included in Item 1 of this report, is incorporated by reference to the sections of our definitive Proxy Statement for our 2023 Annual Meeting of Shareholders entitled “Proposal 1—Election of Directors,” “Corporate Governance Matters—Board Committees,” “Corporate Governance Matters—Governance Documents—Code of Conduct,” and, if applicable, “Beneficial Ownership Matters—Delinquent Section 16(a) Reports” to be filed with the SEC.

Item 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2023 Annual Meeting of Shareholders entitled “Executive Compensation” and “Director Compensation” to be filed with the SEC.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2023 Annual Meeting of Shareholders entitled “Beneficial Ownership Matters,” “Equity Compensation Plan Information,” and “Corporate Governance Matters—Board Committees,” to be filed with the SEC.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2023 Annual Meeting of Shareholders entitled “Corporate Governance Matters—Director Independence,” “Corporate Governance Matters—Board Committees” and “Certain Relationships and Related Person Transactions” to be filed with the SEC.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2023 Annual Meeting of Shareholders entitled “Audit-Related Matters” to be filed with the SEC.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

- (a) 1 *Financial Statements* See Item 8.—Consolidated Financial Statements and Supplementary Data for index to Financial Statements and Financial Statement Schedule on page 62 herein.
- 2 *Financial Statement Schedule* The following financial statement schedule of Activision Blizzard for the years ended December 31, 2022, 2021, and 2020 is filed as part of this report on page F-53 and should be read in conjunction with the consolidated financial statements of Activision Blizzard:

Schedule II—Valuation and Qualifying Accounts

Other financial statement schedules are omitted because the information called for is not applicable or is shown either in the Consolidated Financial Statements or the Notes thereto.

- 3 The exhibits listed on the accompanying index to exhibits immediately following the financial statements are filed as part of, or hereby incorporated by reference into, this Annual Report on Form 10-K.

Item 16. FORM 10-K SUMMARY

None.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Activision Blizzard, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Activision Blizzard, Inc. and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of operations, of comprehensive income, of changes in shareholders’ equity and of cash flows for each of the three years in the period ended December 31, 2022, including the related notes and financial statement schedule listed in the index appearing under Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition – Determination of Estimated Service Period

As described in Note 2 to the consolidated financial statements, a portion of the Company's \$7.5 billion of total net revenues for the year ended December 31, 2022, is recognized ratably over an estimated service period, which for players of the Company's current games is less than twelve months. Management considers a variety of data points when determining the estimated service periods for players of the Company's games, including the weighted-average number of days between players' unique purchase or first day played online, and the time at which players become inactive and cease engaging with the games' content for a period of time. Management also considers known online trends such as the cadence of content delivery in the Company's games, the service period of previously released games, and, to the extent publicly available, the service period of competitors' games that are similar in nature. Determining the estimated service period is subjective and requires management's judgment.

The principal considerations for our determination that performing procedures relating to revenue recognition - determination of estimated service period is a critical audit matter are the significant judgment by management when determining the estimated service period, which in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures to evaluate audit evidence relating to the data used by management in determining the estimated service period, such as the player data for historical or comparable titles to determine the weighted-average number of days between players' unique purchase or first day played online and the time at which players become inactive and cease engaging with the games' content for a period of time, and qualitative factors utilized by management, such as analysis of competitor information.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the determination of the estimated service period. These procedures also included, among others, (i) testing management's process for determining the estimated service period, (ii) testing management's method of analyzing player data, (iii) testing the completeness and accuracy of underlying data used in the determination of the estimated service period, and (iv) evaluating the reasonableness of the estimated service period by comparing it to historical or comparable titles and competitor information.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
February 23, 2023

We have served as the Company's auditor since 2008.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Amounts in millions, except share data)

	<u>At December 31, 2022</u>	<u>At December 31, 2021</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 7,060	\$ 10,423
Held-to-maturity investments	4,932	—
Accounts receivable, net	1,204	972
Software development	640	449
Other current assets	633	712
Total current assets	<u>14,469</u>	<u>12,556</u>
Software development	641	211
Property and equipment, net	193	169
Deferred income taxes, net	1,201	1,377
Other assets	508	497
Intangible assets, net	442	447
Goodwill	9,929	9,799
Total assets	<u>\$ 27,383</u>	<u>\$ 25,056</u>
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 324	\$ 285
Deferred revenues	2,088	1,118
Accrued expenses and other liabilities	1,143	1,008
Total current liabilities	<u>3,555</u>	<u>2,411</u>
Long-term debt, net	3,611	3,608
Deferred income taxes, net	158	506
Other liabilities	816	932
Total liabilities	<u>8,140</u>	<u>7,457</u>
Commitments and contingencies (Note 22)		
Shareholders' equity:		
Common stock, \$0.000001 par value, 2,400,000,000 shares authorized, 1,212,894,055 and 1,207,729,623 shares issued at December 31, 2022 and December 31, 2021, respectively	—	—
Additional paid-in capital	12,260	11,715
Less: Treasury stock, at cost, 428,676,471 shares at December 31, 2022 and December 31, 2021	(5,563)	(5,563)
Retained earnings	13,171	12,025
Accumulated other comprehensive loss	(625)	(578)
Total shareholders' equity	<u>19,243</u>	<u>17,599</u>
Total liabilities and shareholders' equity	<u>\$ 27,383</u>	<u>\$ 25,056</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in millions, except per share data)

	For the Years Ended December 31,		
	2022	2021	2020
Net revenues			
Product sales	\$ 1,642	\$ 2,311	\$ 2,350
In-game, subscription, and other revenues	5,886	6,492	5,736
Total net revenues	7,528	8,803	8,086
Costs and expenses			
Cost of revenues—product sales:			
Product costs	519	649	705
Software royalties and amortization	231	346	269
Cost of revenues—in-game, subscription, and other:			
Game operations and distribution costs	1,324	1,215	1,131
Software royalties and amortization	148	107	155
Product development	1,421	1,337	1,150
Sales and marketing	1,217	1,025	1,064
General and administrative	1,001	788	784
Restructuring and related costs	(3)	77	94
Total costs and expenses	5,858	5,544	5,352
Operating income	1,670	3,259	2,734
Interest expense from debt	108	108	99
Other (income) expense, net (Note 18)	(182)	(13)	(12)
Loss on extinguishment of debt	—	—	31
Income before income tax expense	1,744	3,164	2,616
Income tax expense	231	465	419
Net income	\$ 1,513	\$ 2,699	\$ 2,197
Earnings per common share			
Basic	\$ 1.94	\$ 3.47	\$ 2.85
Diluted	\$ 1.92	\$ 3.44	\$ 2.82
Weighted-average number of shares outstanding			
Basic	782	777	771
Diluted	789	784	778

The accompanying notes are an integral part of these Consolidated Financial Statements.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in millions)

	For the Years Ended December 31,		
	2022	2021	2020
Net income	\$ 1,513	\$ 2,699	\$ 2,197
Other comprehensive (loss) income:			
Foreign currency translation adjustments, net of tax	(30)	(17)	35
Unrealized gains (losses) on forward contracts designated as hedges, net of tax	(14)	53	(36)
Unrealized gains (losses) on available-for-sale securities, net of tax	(3)	8	(2)
Total other comprehensive (loss) income	\$ (47)	\$ 44	\$ (3)
Comprehensive income	<u>\$ 1,466</u>	<u>\$ 2,743</u>	<u>\$ 2,194</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in millions)

	For the Years Ended December 31,		
	2022	2021	2020
Cash flows from operating activities:			
Net income	\$ 1,513	\$ 2,699	\$ 2,197
Adjustments to reconcile net income to net cash provided by operating activities:			
Deferred income taxes	(164)	7	(94)
Non-cash operating lease cost	77	65	65
Depreciation and amortization	106	116	197
Amortization of capitalized software development costs (1)	213	324	249
Share-based compensation expense (2)	462	508	218
Other	(31)	(26)	28
Changes in operating assets and liabilities, net of effect of business acquisitions:			
Accounts receivable, net	(231)	71	(194)
Software development	(693)	(426)	(378)
Other assets	(140)	(114)	(88)
Deferred revenues	987	(537)	216
Accounts payable	37	(7)	(10)
Accrued expenses and other liabilities	84	(266)	(154)
Net cash provided by operating activities	2,220	2,414	2,252
Cash flows from investing activities:			
Proceeds from maturities of available-for-sale investments	213	214	121
Proceeds from sale of available-for-sale investments	26	66	—
Purchases of available-for-sale investments	(109)	(248)	(221)
Purchases of held-to-maturity investments	(4,899)	—	—
Acquisition of business, net of cash acquired (Note 8)	(135)	—	—
Capital expenditures	(91)	(80)	(78)
Other investing activities	1	(11)	—
Net cash used in investing activities	(4,994)	(59)	(178)
Cash flows from financing activities:			
Proceeds from issuance of common stock to employees	47	90	170
Tax payment related to net share settlements on restricted stock units	(214)	(246)	(39)
Dividends paid	(367)	(365)	(316)
Proceeds from debt issuances, net of discounts	—	—	1,994
Repayment of long-term debt	—	—	(1,050)
Payment of financing costs	—	—	(20)
Premium payment for early redemption of note	—	—	(28)
Net cash (used in) provided by financing activities	(534)	(521)	711
Effect of foreign exchange rate changes on cash and cash equivalents	(44)	(48)	69
Net (decrease) increase in cash and cash equivalents and restricted cash	(3,352)	1,786	2,854
Cash and cash equivalents and restricted cash at beginning of period	10,438	8,652	5,798
Cash and cash equivalents and restricted cash at end of period	\$ 7,086	\$ 10,438	\$ 8,652
Supplemental cash flow information:			
Cash paid for income taxes, net of refunds	\$ 323	\$ 468	\$ 806
Cash paid for interest	105	109	82

- (1) Excludes deferral and amortization of share-based compensation expense, including liability awards accounted for under Accounting Standards Codification (“ASC”) 718.
- (2) Includes the net effects of capitalization, deferral, and amortization of share-based compensation expense, including liability awards accounted for under ASC 718.

The accompanying notes are an integral part of these Consolidated Financial Statements.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the Years Ended December 31, 2022, 2021, and 2020
(Amounts and shares in millions, except per share data)

	1,197	\$	—	(429)	\$ (5,563)	\$ 11,174	\$ 7,813	\$ (619)	\$ 12,805
Balance at December 31, 2019							(3)		(3)
Cumulative impact from adoption of new credit loss standard	—	—	—	—	—	—	—	—	—
Components of comprehensive income:									
Net income	—	—	—	—	—	—	2,197	—	2,197
Other comprehensive income (loss)	—	—	—	—	—	—	—	(3)	(3)
Issuance of common stock pursuant to employee stock options	5	—	—	—	—	171	—	—	171
Issuance of common stock pursuant to restricted stock units	1	—	—	—	—	—	—	—	—
Restricted stock surrendered for employees' tax liability	—	—	—	—	—	(40)	—	—	(40)
Share-based compensation expense related to employee stock options and restricted stock units	—	—	—	—	—	226	—	—	226
Dividends (\$0.41 per common share)	—	—	—	—	—	—	(316)	—	(316)
Balance at December 31, 2020	1,203	\$	—	(429)	\$ (5,563)	\$ 11,531	\$ 9,691	\$ (622)	\$ 15,037
Components of comprehensive income:									
Net income	—	—	—	—	—	—	2,699	—	2,699
Other comprehensive income (loss)	—	—	—	—	—	—	—	44	44
Issuance of common stock pursuant to employee stock options	2	—	—	—	—	90	—	—	90
Issuance of common stock pursuant to restricted stock units	6	—	—	—	—	—	—	—	—
Restricted stock surrendered for employees' tax liability	(3)	—	—	—	—	(245)	—	—	(245)
Share-based compensation expense related to employee stock options and restricted stock units	—	—	—	—	—	339	—	—	339
Dividends (\$0.47 per common share)	—	—	—	—	—	—	(365)	—	(365)
Balance at December 31, 2021	1,208	\$	—	(429)	\$ (5,563)	\$ 11,715	\$ 12,025	\$ (578)	\$ 17,599
Components of comprehensive income:									
Net income	—	—	—	—	—	—	1,513	—	1,513
Other comprehensive income (loss)	—	—	—	—	—	—	—	(47)	(47)
Issuance of common stock pursuant to employee stock options	1	—	—	—	—	47	—	—	47
Issuance of common stock pursuant to restricted stock units	7	—	—	—	—	—	—	—	—
Restricted stock surrendered for employees' tax liability	(3)	—	—	—	—	(227)	—	—	(227)
Settlement of liability-classified awards in restricted stock units	—	—	—	—	—	204	—	—	204
Share-based compensation expense related to employee stock options and restricted stock units	—	—	—	—	—	521	—	—	521
Dividends (\$0.47 per common share)	—	—	—	—	—	—	(367)	—	(367)
Balance at December 31, 2022	1,213	\$	—	(429)	\$ (5,563)	\$ 12,260	\$ 13,171	\$ (625)	\$ 19,243

The accompanying notes are an integral part of these Consolidated Financial Statements.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

1. Description of Business

Activision Blizzard, Inc. is a leading global developer and publisher of interactive entertainment content and services. We develop and distribute content and services on video game consoles, personal computers (“PCs”), and mobile devices. We also operate esports leagues and offer digital advertising within some of our content. The terms “Activision Blizzard,” the “Company,” “we,” “us,” and “our” are used to refer collectively to Activision Blizzard, Inc. and its subsidiaries.

Merger Agreement

On January 18, 2022, we entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Microsoft Corporation (“Microsoft”) and Anchorage Merger Sub Inc. (“Merger Sub”), a wholly owned subsidiary of Microsoft. Subject to the terms and conditions of the Merger Agreement, Microsoft agreed to acquire the Company for \$95.00 per issued and outstanding share of our common stock, par value \$0.000001 per share, in an all-cash transaction. On April 28, 2022, the Company’s stockholders adopted the Merger Agreement at a special meeting of stockholders. Pursuant to the Merger Agreement, following consummation of the merger of Merger Sub with and into the Company (the “Merger”), the Company will be a wholly-owned subsidiary of Microsoft. As a result of the Merger, we will cease to be a publicly traded company. We have agreed to various customary covenants and agreements, including, among others, agreements to conduct our business in the ordinary course during the period between the execution of the Merger Agreement and the effective time of the Merger (the “Effective Time”). We do not believe these restrictions will prevent us from meeting our debt service obligations, ongoing costs of operations, working capital needs or capital expenditure requirements.

If the Merger Agreement is terminated under certain specified circumstances, we or Microsoft will be required to pay a termination fee. We will be required to pay Microsoft a termination fee of approximately \$2.27 billion under specified circumstances, including termination of the Merger Agreement due to our material breach of representations, warranties, covenants or agreements in the Merger Agreement. Microsoft will be required to pay us a reverse termination fee under specified circumstances, including termination of the Merger Agreement due to a permanent injunction arising from Antitrust Laws (as defined in the Merger Agreement) when we are not then in material breach of any provision of the Merger Agreement and if certain other conditions are met, in an amount equal to (1) \$2.5 billion if the termination notice is provided prior to April 18, 2023, or (2) \$3.0 billion if the termination notice is provided at any time after April 18, 2023. The consummation of the Merger remains subject to customary closing conditions, including receipt of certain regulatory approvals. The two parties are continuing to engage with regulators reviewing the proposed transaction and are working toward closing in Microsoft’s fiscal year ending June 30, 2023, subject to obtaining required regulatory approvals and satisfaction or waiver of other customary closing conditions.

For additional information related to the Merger Agreement, please refer to the Definitive Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 21, 2022, as supplemented by the Current Report on Form 8-K filed with the SEC on April 15, 2022, and other relevant materials in connection with the proposed transaction with Microsoft that we will file with the SEC and that will contain important information about the Company and the Merger.

China License Agreements

Activision Blizzard had licensing agreements with NetEase, Inc. (“NetEase”) covering the publication of several Blizzard Entertainment, Inc. titles in Mainland China. These agreements, which contributed approximately 3% of Activision Blizzard’s consolidated net revenues in both 2021 and 2022, expired in January 2023.

The co-development and publishing of *Diablo® Immortal™* is covered by a separate agreement with NetEase, which remains in place. In addition, *Call of Duty®: Mobile* is governed by agreements with another third party that are unaffected.

Our Segments

Based upon our organizational structure, we conduct our business through three reportable segments, each of which is a leading global developer and publisher of interactive entertainment content and services based primarily on our internally-developed intellectual properties.

(i) Activision Publishing, Inc.

Activision Publishing, Inc. (“Activision”) delivers content through both premium and free-to-play offerings and primarily generates revenue from full-game and in-game sales, as well as by licensing software to third-party or related-party companies that distribute Activision products. Activision’s key product offerings include titles and content for Call of Duty, a first-person action franchise. Activision also includes the activities of the Call of Duty League™, a global professional esports league.

(ii) Blizzard Entertainment, Inc.

Blizzard Entertainment, Inc. (“Blizzard”) delivers content through both premium and free-to-play offerings and primarily generates revenue from full-game and in-game sales, subscriptions, and by licensing software to third-party or related-party companies that distribute Blizzard products. Blizzard also maintains a proprietary online gaming platform, Battle.net®, which facilitates digital distribution of Blizzard content and selected Activision content, online social connectivity, and the creation of user-generated content. Blizzard’s key product offerings include titles and content for: the Warcraft® franchise, which includes World of Warcraft®, a subscription-based massive multi-player online role-playing game, and Hearthstone®, an online collectible card game based in the Warcraft universe; Diablo® in the action role-playing genre; and Overwatch® in the team-based first-person action genre. Blizzard also includes the activities of the Overwatch League™, a global professional esports league.

(iii) King Digital Entertainment

King Digital Entertainment (“King”) delivers content through free-to-play offerings and primarily generates revenue from in-game sales and in-game advertising on mobile platforms. King’s key product offerings include titles and content for Candy Crush™, a “match three” franchise.

Other

We also engage in other businesses that do not represent reportable segments, including our Activision Blizzard Distribution (“Distribution”) business, which consists of operations in Europe that provide warehousing, logistics, and sales distribution services to third-party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

2. Summary of Significant Accounting Policies

Basis of Consolidation and Presentation

The accompanying consolidated financial statements include the accounts and operations of the Company. All intercompany accounts and transactions have been eliminated. The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the U.S. (“U.S. GAAP”). The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from these estimates and assumptions.

Certain reclassifications have been made to prior year amounts to conform to the current period presentation.

The Company considers events or transactions that occur after the balance sheet date, but before the financial statements are issued, for additional evidence relative to certain estimates or to identify matters that require additional disclosures.

Cash and Cash Equivalents

We consider all money market funds and highly liquid investments with original maturities of three months or less at the time of purchase to be “Cash and cash equivalents.”

Investment Securities

We determine the classification of investments (e.g., held-to-maturity, available-for-sale or trading) in debt securities at the time of purchase and reevaluate such designation as of each reporting period. Investments in debt securities are designated as held-to-maturity when we have the positive intent and ability to hold the securities to maturity. Otherwise, they are classified as available-for-sale.

Held-to-maturity investments

Held-to-maturity investments are carried at amortized cost. Interest and amortization of discounts and premiums, which is computed under the effective interest method, are included in “Other (income) expense, net” in our consolidated statements of operations.

On initial recognition and on an ongoing basis, we evaluate our held-to-maturity investments for expected credit losses collectively, when they share similar risk characteristics, or individually, when the risk characteristics are different. An increase or a decrease in the allowance for expected credit losses is recorded through income as a credit loss expense or a reversal thereof. The allowance for expected credit losses is presented as a deduction from the amortized cost. A held-to-maturity investment security is written off when deemed uncollectible.

No expected credit losses have been recognized for the year ended December 31, 2022.

Available-for-sale investments

Investments in debt securities designated as available-for-sale are carried at fair value, which is based on quoted market prices for such securities, if available, or is estimated on the basis of quoted market prices of financial instruments with similar characteristics. Unrealized gains and losses on the Company’s available-for-sale debt securities are excluded from earnings and are reported as a component of “Other comprehensive income (loss).”

Investments with original maturities greater than three months and remaining maturities of less than one year are classified within “Other current assets.” Investments with maturities beyond one year may be classified within “Other current assets” if they are highly liquid in nature and represent the investment of cash that is available for current operations.

The specific identification method is used to determine the cost of securities disposed of, with realized gains and losses reflected in “Other (income) expense, net” in our consolidated statements of operations.

Equity investments

Investments in equity securities which are not accounted for under the equity method and for which there is not a readily determinable fair value are carried at cost, less impairment, and adjusted for changes resulting from observable price changes in orderly transactions for identical or similar investment of the same issuer. Investments in equity securities with a readily determinable fair value are measured at fair value each reporting period, with unrealized gains and losses recorded within “Other (income) expense, net” in our consolidated statements of operations.

Financial Instruments

The carrying amounts of “Cash and cash equivalents,” “Accounts receivable, net of allowances,” “Accounts payable,” and “Accrued expenses and other liabilities” approximate fair value due to the short-term nature of these accounts.

We transact business in various foreign currencies and have significant international sales and expenses denominated in foreign currencies, subjecting us to foreign currency risk. To mitigate our foreign currency risk resulting from our foreign currency-denominated monetary assets, liabilities, earnings and our foreign currency risk related to functional currency-equivalent cash flows resulting from our intercompany transactions, we periodically enter into currency derivative contracts, principally forward contracts. These forward contracts generally have a maturity of less than one year. The counterparties for our currency derivative contracts are large and reputable commercial or investment banks.

We assess the nature of these derivatives under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 815 to determine whether such derivatives should be designated as hedging instruments. The fair values of foreign currency contracts are estimated based on the prevailing exchange rates of the various hedged currencies as of the end of the period. We report the fair value of these contracts within “Other current assets,” “Accrued expense and other liabilities,” “Other assets,” or “Other liabilities,” as applicable, in our consolidated balance sheets.

We do not hold or purchase foreign currency forward contracts for trading or speculative purposes.

For foreign currency forward contracts which are not designated as hedging instruments under ASC 815, we record the changes in the estimated fair value of these derivatives within “General and administrative expenses” in our consolidated statements of operations, consistent with the nature of the underlying transactions.

For foreign currency forward contracts which have been designated as cash flow hedges in accordance with ASC 815, we assess the effectiveness of these cash flow hedges at inception and on an ongoing basis and determine if the hedges are effective at providing offsetting changes in cash flows of the hedged items. The Company records the changes in the estimated fair value of these derivatives in “Accumulated other comprehensive loss” and subsequently reclassifies the related amount of accumulated other comprehensive income (loss) to earnings within “General and administrative” or “Net revenues” when the hedged item impacts earnings, consistent with the nature and timing of the underlying hedged transactions. Cash flows from these foreign currency forward contracts are classified in the same category as the cash flows associated with the hedged item in the consolidated statements of cash flows. We measure hedge ineffectiveness, if any, and if it is determined that a derivative has ceased to be a highly effective hedge, the Company will discontinue hedge accounting for the derivative.

Concentration of Credit Risk

Our concentration of credit risk relates to depositors holding the Company’s cash and cash equivalents, issuers of investment securities we have purchased, and customers with significant accounts receivable balances.

Our cash and cash equivalents are invested primarily in money market funds consisting of short-term, high-quality debt instruments issued by governments and governmental organizations, financial institutions, and industrial companies.

Our investment securities consist primarily of US government treasury bills and bonds.

We sell our games and content directly to end consumers in certain instances, such as sales through Battle.net, and also through platform providers, digital storefronts, retailers and distributors, including mass-market retailers, consumer electronics stores, discount warehouses, and game specialty stores in the U.S. and other countries worldwide. We perform ongoing credit evaluations of our customers and platform providers and maintain allowances for potential credit losses. We generally do not require collateral or other security from our customers.

Customers and platform providers exceeding 10% or more of our consolidated net revenues and consolidated gross receivables were approximately as follows:

	For the Years Ended December 31,		
	2022	2021	2020
Revenues:			
Apple Inc.	20 %	17 %	15 %
Google Inc.	18 %	17 %	14 %
Sony Interactive Entertainment Inc.	13 %	15 %	17 %
Microsoft Corporation	*	*	11 %
Gross Receivables:			
At December 31,			
	2022	2021	
Sony Interactive Entertainment Inc.	22 %	22 %	
Microsoft Corporation	20 %	20 %	
Google Inc.	10 %	*	

* Did not account for 10% or more of our consolidated net revenues and consolidated gross receivables for the noted period.

Software Development Costs and Intellectual Property Licenses

Software development costs include direct costs incurred for internally developed products, as well as payments made to independent software developers under development agreements. Software development costs are capitalized once the technological feasibility of a product is established and such costs are determined to be recoverable. Technological feasibility of a product requires both technical design documentation and game design documentation, or the completed and tested product design and a working model. For products where proven technology exists, this may occur early in the development cycle. Software development costs related to online hosted revenue arrangements are capitalized after the preliminary project phase is complete and it is probable that the project will be completed and the software will be used to perform the function intended. Significant management judgments and estimates are applied in assessing when capitalization commences for software development costs and the evaluation is performed on a product-by-product basis.

Prior to a product's release, if and when we believe capitalized costs are not recoverable, we expense the amounts as part of "Cost of revenues—software royalties and amortization." Capitalized costs for products that are canceled or are expected to be abandoned are charged to "Product development" in the period of cancellation. Amounts related to software development which are not capitalized are charged immediately to "Product development."

Commencing upon a product's release, capitalized software development costs are amortized to "Cost of revenues—software royalties and amortization" based on the higher of the ratio of current revenues to total projected revenues for the specific product, or on a straight-line basis over the product's estimated economic life. As we have continued to focus on delivering increased content to our players and to deliver such content more frequently through in-game updates, we are seeing our titles being monetized over longer periods of time. Accordingly, the estimated economic lives of our most recent titles have generally extended and the capitalized software costs are being amortized over longer periods of time in those cases. As of December 31, 2022, the amortization periods of our capitalized software costs are from six months to approximately three years. This is also resulting in an increased portion of our capitalized software costs being classified as non-current on our consolidated balance sheet.

We evaluate the future recoverability of capitalized software development costs on a quarterly basis. Recoverability is evaluated based on the current and expected performance of the specific products to which the costs relate or in which the licensed trademark or copyright is to be used. Additionally, criteria used to evaluate expected product performance may include, as appropriate: historical performance of comparable products developed with comparable technology; market performance of comparable titles; orders for the product prior to its release; general market conditions; and, for any sequel product, estimated performance based on the performance of the product on which the sequel is based.

Significant management judgments and estimates are utilized in assessing the recoverability of capitalized costs. In evaluating the recoverability of capitalized costs, the assessment of expected product performance utilizes forecasted sales amounts and estimates of additional costs to be incurred. If revised forecasted or actual product sales are less than the originally forecasted amounts utilized in the initial recoverability analysis, the net realizable value may be lower than originally estimated in any given quarter, which could result in an impairment charge. Material differences may result in the amount and timing of expenses for any period if matters resolve in a manner that is inconsistent with management's expectations.

Assets Recognized from Costs to Obtain a Contract with a Customer

We capitalize costs to obtain a contract with a customer, such as platform provider fees on each sale made to players through the provider's digital storefront, along with third-party developer royalties, and amortize these into cost of revenues in our consolidated statement of operations in the period during which the associated revenues are recognized. We apply the practical expedient to expense, as incurred, costs to obtain a contract with a customer when the amortization period would have been one year or less for certain similar contracts in which commissions are paid to internal personnel or third parties. We believe application of the practical expedient has a limited effect on the amount and timing of cost recognition.

Total capitalized platform provider fees and developer royalties at December 31, 2022 and 2021 were \$160 million and \$30 million, respectively. Substantially all capitalized costs to obtain a contract with a customer are expected to be amortized within 12 months as of December 31, 2022 and 2021, respectively.

Long-Lived Assets

Property and Equipment.

Property and equipment are recorded at cost and depreciated on a straight-line basis over the estimated useful life of the asset (i.e., 25 to 33 years for buildings, and two to five years for computer equipment, office furniture and other equipment). When assets are retired or disposed of, the cost and accumulated depreciation thereon are removed and any resulting gains or losses are included in the consolidated statements of operations. Leasehold improvements are amortized using the straight-line method over the estimated life of the asset, not to exceed the length of the lease. Repair and maintenance costs are expensed as incurred.

Goodwill and Other Indefinite-Lived Assets.

Goodwill is considered to have an indefinite life and is carried at cost. Acquired trade names are assessed as indefinite lived assets if there are no foreseeable limits on the periods of time over which they are expected to contribute cash flows. Goodwill and indefinite-lived assets are not amortized, but are subject to an annual impairment test, as well as between annual tests when events or circumstances indicate that the carrying value may not be recoverable. We perform our annual impairment testing at December 31.

Our annual goodwill impairment test is performed at the reporting unit level. As of December 31, 2022 and 2021, our reporting units were the same as our operating segments. We generally test goodwill for possible impairment first by performing a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If a qualitative assessment is not used, or if the qualitative assessment is not conclusive, a quantitative impairment test is performed. If a quantitative test is performed, we determine the fair value of the related reporting unit and compare this value to the recorded net assets of the reporting unit, including goodwill. The fair value of our reporting units is determined using an income approach based on discounted cash flow models. In the event the recorded net assets of the reporting unit exceed the estimated fair value of such assets, an impairment charge is recorded for this amount. Based on our annual impairment assessment, no impairments of goodwill were identified for the years ended December 31, 2022, 2021, and 2020.

We test our acquired trade names for possible impairment by applying the same process as for goodwill. In the instance when a qualitative test is not performed or is inconclusive, a quantitative test is performed by using a discounted cash flow model to estimate fair value of our acquired trade names. Based on our annual impairment assessment, no impairments of our acquired trade names were identified for the years ended December 31, 2022, 2021, and 2020.

Changes in our assumptions underlying our estimates could result in future impairment charges.

Amortizable Intangible and Other Long-lived Assets.

Intangible assets subject to amortization are carried at cost less accumulated amortization, and amortized over the estimated useful life in proportion to the economic benefits received.

We evaluate the recoverability of our definite-lived intangible assets and other long-lived assets when events or circumstances indicate a potential impairment exists. We consider certain events and circumstances in determining whether the carrying value of identifiable intangible assets and other long-lived assets, other than indefinite-lived intangible assets, may not be recoverable including, but not limited to: significant changes in performance relative to expected operating results; significant changes in the use of the assets; significant negative industry or economic trends; a significant decline in our stock price for a sustained period of time; and changes in our business strategy. If we determine that the carrying value may not be recoverable, we estimate the undiscounted cash flows to be generated from the use and ultimate disposition of the asset group to determine whether an impairment exists. If an impairment is indicated based on a comparison of the asset groups' carrying values and the undiscounted cash flows, the impairment loss is measured as the amount by which the carrying amount of the asset group exceeds its fair value. We did not record an impairment charge to our definite-lived intangible assets for the years ended December 31, 2022, 2021, and 2020.

Leases

We determine if an arrangement is or contains a lease at contract inception. In certain of our lease arrangements, primarily those related to our data center arrangements, judgment is required in determining if a contract contains a lease. For these arrangements, there is judgment in evaluating if the arrangement provides us with an asset that is physically distinct, or that represents substantially all of the capacity of the asset, and if we have the right to direct the use of the asset. Lease assets and liabilities are recognized based on the present value of future lease payments over the lease term at the commencement date. Included in the lease liability are future lease payments that are fixed, in-substance fixed, or are payments based on an index or rate known at the commencement date of the lease. Variable lease payments are recognized as lease expenses as incurred, and generally relate to variable payments made based on the level of services provided by the landlords of our leases. The operating lease right-of-use ("ROU") asset also includes any lease payments made prior to the lease commencement date, initial direct costs incurred, and lease incentives received. As most of our leases do not provide an implicit rate, we generally use our incremental borrowing rate in determining the present value of future payments. The incremental borrowing rate represents an approximation of the rate that would be charged to borrow funds to purchase the leased asset over a similar term, and is based on the information available at the commencement date of the lease. For leased assets with similar lease terms and asset types, we applied a portfolio approach in determining a single incremental borrowing rate for the leased assets.

In determining our lease liability, the lease term includes options to extend the lease when it is reasonably certain that we will exercise such option. For operating leases, the lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Finance lease assets are depreciated on a straight-line basis over the estimated life of the asset, not to exceed the length of the lease, with interest expense associated with finance lease liabilities recorded using the effective interest method. Leases with an initial term of 12 months or less are not recorded on the balance sheet and we recognize lease expense for these leases on a straight-line basis over the lease term.

We have lease agreements with lease and non-lease components. For our real estate, server and data center, and event production and broadcasting equipment leases, we elected the practical expedient to account for the lease and non-lease components as a single lease component. In all other lease arrangements, we account for lease and non-lease components separately. Additionally, for certain leases that have a group of leased assets with similar characteristics in size and composition, we may apply a portfolio approach to effectively account for the operating lease ROU assets and liabilities.

Operating lease ROU assets are presented in "Other assets" and operating lease liabilities are presented in "Accrued expenses and other current liabilities" and "Other liabilities" on our consolidated balance sheet.

Finance lease ROU assets are presented in "Property and equipment, net" and finance lease liabilities are presented in "Accrued expenses and other current liabilities" and "Other liabilities" on our consolidated balance sheet.

Revenue Recognition

We generate revenue primarily through the sale of our interactive entertainment content and services, principally for the console, PC, and mobile platforms, as well as through the licensing of our intellectual property. Our products span various genres, including first- and third-person action/adventure, role-playing, strategy, and “match three.” We primarily offer the following products and services:

- premium full games, which typically provide access to main game content after purchase;
- free-to-play offerings, which allows players to download the game and engage with the associated content for free;
- in-game content for purchase to enhance gameplay (i.e., microtransactions and downloadable content) available within both our premium full-game and free-to-play offerings;
- subscriptions to players in *World of Warcraft* that provide ongoing access to the game content; and
- advertising services for third-party companies to reach and engage with our players, primarily within our free-to-play offerings.

When control of the promised products and services is transferred to our customers, we recognize revenue in the amount that reflects the consideration we expect to receive in exchange for these products and services.

We determine revenue recognition by:

- identifying the contract, or contracts, with a customer;
- identifying the performance obligations in each contract;
- determining the transaction price;
- allocating the transaction price to the performance obligations in each contract; and
- recognizing revenue when, or as, we satisfy performance obligations by transferring the promised goods or services.

Certain products are sold to customers with a “street date” (which is the earliest date these products may be sold by retailers). For these products, we recognize revenues on the later of the street date and the date the product is sold to our customer. For digital full-game downloads sold to customers, we recognize revenue when it is available for download or is activated for gameplay. Revenues are recorded net of taxes assessed by governmental authorities that are imposed at the time of the specific revenue-producing transaction between us and our customer, such as sales and value-added taxes.

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment immediately upon purchase or within 30 to 90 days. In instances where the timing of revenue recognition differs from the timing of invoicing, we do not adjust the promised amount of consideration for the effects of a significant financing component when we expect, at contract inception, that the period between our transfer of a promised product or service to our customer and payment for that product or service will be one year or less.

Product Sales

Product sales consist of sales of our games, including digital full-game downloads and physical products. We recognize revenues from the sale of our products after both (1) control of the products has been transferred to our customers and (2) the underlying performance obligations have been satisfied. Such revenues, which include our software products with significant online functionality and our online hosted software arrangements, are recognized in "Product sales" on our consolidated statement of operations.

Revenues from product sales are recognized after deducting the estimated allowance for returns and price protection, which are accounted for as variable consideration when estimating the amount of revenue to recognize. Returns and price protection are estimated at contract inception and updated at the end of each reporting period as additional information becomes available.

Sales incentives and other consideration given by us to our customers, such as rebates and product placement fees, are considered adjustments of the transaction price of our products and are reflected as reductions to revenues. Sales incentives and other consideration that represent costs incurred by us for distinct goods or services received, such as the appearance of our products in a customer's national circular advertisement, are recorded as "Sales and marketing" expense when the benefit from the sales incentive is separable from sales to the same customer and we can reasonably estimate the fair value of the good or service.

Products with Online Functionality

For our software products that include both offline functionality (i.e., do not require an Internet connection to access) and significant online functionality, such as most of our titles from the Call of Duty franchise, we evaluate whether the license of our intellectual property and the online functionality each represent separate and distinct performance obligations. In such instances, we typically have two performance obligations: (1) a license to the game software that is accessible without an Internet connection (predominantly the offline single player campaign or game mode) and (2) ongoing activities associated with the online components of the game, such as content updates, hosting of online content and gameplay, and online matchmaking (the "online functionality"). The online functionality generally operates to support the additional features and functionalities of the game that are only available online, not the offline license. This evaluation is performed for each software product or product add-on, including downloadable content. When we determine that our software products contain a license of intellectual property (i.e., the offline software license) that is separate and distinct from the online functionality, we consider market conditions and other observable inputs to estimate the standalone selling price for the performance obligations, since we do not generally sell the software license on a standalone basis. These products may be sold in a bundle with other products and services, which often results in the recognition of additional performance obligations.

For arrangements that include both a license to the game software that is accessible offline and separate online functionality, we recognize revenue when control of the license transfers to our customers for the portion of the transaction price allocable to the offline software license and ratably over the estimated service period for the portion of the transaction price allocable to the online functionality. Similarly, we defer a portion of the cost of revenues on these arrangements and recognize the costs as the related revenues are recognized. The cost of revenues that are deferred include product costs, distribution costs, software royalties, amortization, and intellectual property licenses, and excludes intangible asset amortization.

Online Hosted Software Arrangements

For our online hosted software arrangements, such as titles for the Overwatch, Warcraft, and Candy Crush franchises, substantially all gameplay and functionality are obtained through our continuous hosting of the game content for the player. In these instances, we typically have a single performance obligation related to our ongoing activities in the hosted arrangement, including content updates, hosting of the gameplay, online matchmaking, and access to the game content. Similar to our software products with online functionality, these arrangements may include other products and services, which often results in the recognition of additional performance obligations. Revenues related to online hosted software arrangements are generally recognized ratably over the estimated service period.

In-game Revenues

In-game revenues primarily includes revenues from microtransactions and downloadable content. Microtransaction revenues are derived from the sale of virtual currencies and goods to our players to enhance their gameplay experience. Proceeds from these sales of virtual currencies and goods are initially recorded in deferred revenue. Proceeds from the sales of virtual currencies are recognized as revenues when a player uses the virtual goods purchased with a virtual currency. Proceeds from the direct sales of virtual goods are similarly recognized as revenues when a player uses the virtual goods. We categorize our virtual goods as either “consumable” or “durable.” Consumable virtual goods represent goods that can be consumed by a specific player action; accordingly, we recognize revenues from the sale of consumable virtual goods as the goods are consumed and our performance obligation is satisfied. Durable virtual goods represent goods that are accessible to the player over an extended period of time; accordingly, we recognize revenues from the sale of durable virtual goods ratably over the estimated service period.

Subscription Revenues

Subscription revenue arrangements are mostly derived from *World of Warcraft*, which is only playable online and is generally sold on a subscription-only basis. Revenues associated with the sales of subscriptions are deferred until the subscription service is activated by the consumer and are then recognized ratably over the subscription period as the performance obligations are satisfied.

Revenues attributable to the purchase of *World of Warcraft* software by our customers, including expansion packs, are classified as “Product sales,” whereas revenues attributable to subscriptions and other in-game revenues are classified as “In-game, subscription, and other revenues.”

Other Revenues

Other revenues primarily include revenues from software licensing, licensing of intellectual property other than software, and advertising in our games. These revenues are recognized in "In-game, subscription, and other revenues" on our consolidated statement of operations.

In certain countries we have software licensing arrangements where we utilize third-party licensees to distribute and host our games in accordance with license agreements, for which the licensees typically pay us a fixed minimum guarantee and sales-based royalties. These arrangements typically include multiple performance obligations, such as an upfront license of intellectual property and rights to specified or unspecified future updates. Our estimate of the selling price is comprised of several factors including, but not limited to, prior selling prices, prices charged separately by other third-party vendors for similar service offerings, and a cost-plus-margin approach. Based on the allocated transaction price, we recognize revenue associated with the minimum guarantee (1) when we transfer control of the upfront license of intellectual property, (2) upon transfer of control of future specified updates, and/or (3) ratably over the contractual term in which we provide the customer with unspecified future updates. Royalty payments in excess of the minimum guarantee are generally recognized when the licensed product is sold by the licensee.

Revenues from the licensing of intellectual property other than software primarily include the licensing of our (1) brand, logo, or franchise to customers and (2) media content. Fixed fee payments from customers for the license of our brand or franchise are generally recognized over the license term. Fixed fee payments from customers for the license of our media content are generally recognized when control has transferred to the customer, which may be upfront or over time.

Revenues from advertising arise primarily from contractual relationships with advertising networks, agencies, advertising brokers and directly with advertisers to display advertisements in our games. For all advertising arrangements, we are the principal and our performance obligation is to provide the inventory for advertisements to be displayed in our games. Our advertising arrangements are primarily impression-based and we recognize revenue from these in the contracted period in which the impressions are delivered. Impressions are considered delivered when an advertisement is displayed to users. The pricing and terms for all our advertising arrangements are governed by either a master contract or insertion order. The transaction price in advertising arrangements governed by a master contract is generally based on a revenue share percentage stated in the contract. The transaction price in advertising arrangements governed by an insertion order is generally the product of the number of advertising units delivered (e.g., impressions, videos viewed) and the contractually agreed upon price per advertising unit.

Significant Judgment around Revenue Arrangements with Multiple Deliverables

Our contracts with customers often include promises to transfer multiple products and services. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. Certain of our games, such as titles in the Call of Duty franchise, may contain a license of our intellectual property to play the game offline, but may also depend on a significant level of integration and interdependency with the online functionality. In these cases, significant judgment is required to determine whether this license of our intellectual property should be considered distinct and accounted for separately, or not distinct and accounted for together with the online functionality provided and recognized over time. Generally, for titles in which the software license is functional without the online functionality and a significant component of gameplay is available offline, we believe we have separate performance obligations for the license of the intellectual property and the online functionality.

Significant judgment is also required to determine the standalone selling price for each distinct performance obligation and to determine whether there is a discount that needs to be allocated based on the relative standalone selling price of the various products and services. To estimate the standalone selling price we generally consider market data, including our pricing strategies for the product being evaluated and other similar products we may offer, competitor pricing to the extent data is available, and the replayability design of both the offline and online components of our games. In limited instances, we may also utilize an expected cost approach to determine whether the estimated selling price yields an appropriate profit margin.

Estimated Service Period

We consider a variety of data points when determining the estimated service period for players of our games, including the weighted average number of days between players' unique purchase or first day played online, and the time at which players become inactive and cease engaging with our content for a period of time. We also consider known online trends such as the cadence of content delivery in our games, the service periods of our previously released games, and, to the extent publicly available, the service periods of our competitors' games that are similar in nature to ours. We believe this provides a reasonable depiction of the transfer of services to our customers, as it is the best representation of the time period during which our customers play our games. Determining the estimated service period is subjective and requires significant management judgment. The estimated service periods for players of our current games are less than 12 months.

Additionally, in the fourth quarter of 2022, the Company completed its annual assessment of the estimated service periods for players of our games. We have noted that players who purchase in-game content are playing certain of our titles, notably those in our Call of Duty and World of Warcraft offerings, for longer periods of time than in prior years as they engage with services we provide that are designed to enhance and extend gameplay. As such, we have concluded that the estimated service period for in-game revenues from such games has lengthened by approximately three months.

Based on the carrying amount of deferred revenue and deferred cost of revenue as of September 30, 2022, the change resulted in a decrease in net revenues recognized of \$103 million, a decrease in cost of revenues recognized of \$9 million, and a decrease in earnings per diluted share of \$0.10 during the three months ended December 31, 2022. Such amounts will now be recognized during the year ending December 31, 2023. The change in the estimated service period had no impact on net bookings, segment net revenues, or net cash provided by operating activities.

Future usage patterns could change from historical patterns as a result of various factors, including, but not limited to, changes in our online content, frequency of content delivery, competitor's offerings, and other changes that impact player's engagement that we may not be able to reasonably predict at the time of deriving our estimate. If future usage patterns were to change significantly from historical patterns, in the future our estimated service period could change again and materially impact our future consolidated net revenues and operating income.

Principal Agent Considerations

We evaluate sales of our products and content via third-party digital storefronts, such as Microsoft's Xbox Games Store, Sony's PSN, the Apple App Store, the Google Play Store, and Valve's Steam storefront, to determine whether revenues should be reported gross or net of fees retained by the storefront. Key indicators that we evaluate in determining whether we are the principal in the sale (gross reporting) or an agent (net reporting) include, but are not limited to:

- which party is primarily responsible for fulfilling the promise to provide the specified good or service; and
- which party has discretion in establishing the price for the specified good or service.

Based on our evaluation of the above indicators, we report revenues on a gross basis for sales arrangements via the Apple App Store, the Google Play Store, and Valve's Steam storefront, and we report revenues on a net basis (i.e., net of fees retained by the digital storefront) for sales arrangements via Microsoft's Xbox Games Store and Sony's PSN.

Allowances for Returns and Price Protection

We may permit product returns from, or grant price protection to, our customers under certain conditions. In general, price protection refers to the circumstances in which we elect to decrease, on a short- or longer-term basis, the wholesale price of a product by a certain amount and, when granted and applicable, allow customers a credit against amounts owed by such customers to us with respect to open and/or future invoices. The conditions our customers must meet to be granted the right to return products or receive price protection credits include, among other things, compliance with applicable trading and payment terms and delivery of sell-through reports to us. We may also consider the facilitation of slow-moving inventory and other market factors.

Management uses judgment in estimates made with respect to potential future product returns and price protection related to current period product revenues and when establishing the allowance for returns and price protection. We estimate the amount of future returns and price protection for current period product revenues utilizing historical experience and information regarding inventory levels and the demand and acceptance of our products by the end consumer, and record revenue for the transferred products in the amount of consideration to which we expect to be entitled.

Based upon historical experience, we believe that our estimates are reasonable. However, actual returns and price protection could vary from our allowance estimates and therefore impact the amount and timing of our revenues for any period if conditions change or if matters resolve in a manner that is inconsistent with management's assumptions utilized in determining the allowances.

Contract Balances

We generally record a receivable related to revenue when we have an unconditional right to invoice and receive payment, and record deferred revenue when cash payments are received or due in advance of our performance, even if amounts are refundable.

The allowance for doubtful accounts reflects our best estimate of expected credit losses inherent in our accounts receivable balance. In estimating the allowance for doubtful accounts, we analyze the age of current outstanding account balances, historical bad debts, customer concentrations, customer creditworthiness, current economic trends, and changes in our customers' payment terms and their economic condition, as well as whether we can obtain sufficient credit insurance. Any significant changes in any of these criteria would affect management's estimates in establishing our allowance for doubtful accounts.

Deferred revenue is comprised primarily of unearned revenue related to the sale of products with online functionality or online hosted arrangements. We typically invoice, and collect payment for, these sales at the beginning of the contract period and recognize revenue ratably over the estimated service period. Deferred revenue also includes payments for: product sales pending delivery or activation; subscription revenues; licensing revenues with fixed minimum guarantees; and other revenues for which we have been paid in advance and earn the revenue when we transfer control of the product or service.

Refer to Note 11 for further information, including changes in deferred revenue during the period.

Shipping and Handling

Shipping and handling costs consist primarily of packaging and transportation charges incurred to move finished goods to customers. We recognize all shipping and handling costs as an expense in “Cost of revenues-product costs,” including those incurred when control of the product has already transferred to the customer.

Cost of Revenues

Our cost of revenues consist of the following:

Cost of revenues—product sales:

- (1) “Product costs”—includes the manufacturing costs of goods produced and sold. These generally include product costs, manufacturing royalties (net of volume discounts), personnel-related costs, warehousing, platform provider fees and distribution costs. We generally recognize volume discounts when they are earned (typically in connection with the achievement of unit-based milestones).
- (2) “Software royalties and amortization”—includes the amortization of capitalized software costs and royalties attributable to product sales revenues. These are costs capitalized on the balance sheet until the respective games are released, at which time the capitalized costs are amortized. Also included is amortization of intangible assets recognized in purchase accounting attributable to product sales revenues.

Cost of revenues—in-game, subscription, and other revenues:

- (1) “Game operations and distribution costs”—includes costs to operate our games, such as customer service, Internet bandwidth and server costs, platform provider fees, and payment provider fees, along with costs to associated with our esports activities. Platform provider fees incurred are capitalized and amortized over the same period as the associated revenues.
- (2) “Software royalties and amortization”—includes the amortization of capitalized software costs and royalties attributable to in-game, subscription, and other revenues. These are costs capitalized on the balance sheet until the respective games are released, at which time the capitalized costs are amortized. Also included is amortization of intangible assets recognized in purchase accounting attributable to in-game, subscription, and other revenues.

Advertising Expenses

We expense advertising as incurred, except for production costs associated with media advertising, which are deferred and charged to expense when the related advertisement is run for the first time. Advertising expenses for the years ended December 31, 2022, 2021, and 2020 were \$882 million, \$736 million, and \$746 million, respectively, and are included in “Sales and marketing” in the consolidated statements of operations.

Income Taxes

We record a tax provision for the anticipated tax consequences of the reported results of operations. In accordance with ASC Topic 740, the provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities due to a change in tax rates is recognized in income in the period that includes the enactment date.

We evaluate deferred tax assets each period for recoverability. For those assets that do not meet the threshold of “more likely than not” that they will be realized in the future, a valuation allowance is recorded.

We report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest and penalties, if any, related to unrecognized tax benefits in “Income tax expense.”

On December 22, 2017, the U.S. enacted the Tax Cuts and Jobs Act which also created a new minimum tax that applies to certain foreign earnings (“GILTI”). We have elected to recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years.

Excess tax benefits and tax deficiencies from share-based payments are recorded as an income tax expense or benefit in the consolidated statement of operations. The tax effects of exercised or vested equity awards are treated as discrete items in the reporting period in which they occur.

Foreign Currency Translation

All assets and liabilities of our foreign subsidiaries who have a functional currency other than U.S. dollars are translated into U.S. dollars at the exchange rate in effect at the balance sheet date, and revenue and expenses are translated at average exchange rates during the period. The resulting translation adjustments are reflected as a component of “Accumulated other comprehensive loss” in shareholders’ equity.

Earnings Per Common Share

“Basic earnings per common share” is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the periods presented. “Diluted earnings per common share” is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding, increased by the weighted-average number of common stock equivalents. Common stock equivalents are calculated using the treasury stock method and represent incremental shares issuable upon exercise of our outstanding options. However, potential common shares are not included in the denominator of the diluted earnings per common share calculation when inclusion of such shares would be anti-dilutive.

Share-Based Payments

We account for share-based payments in accordance with ASC Subtopic 718-10. Share-based compensation expense for a given grant is recognized over the requisite service period (that is, the period for which the employee is being compensated) and is based on the value of share-based payment awards after a reduction for estimated forfeitures. Forfeitures are estimated at the time of grant and are revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

We generally estimate the value of stock options using a binomial-lattice model. This estimate is affected by our stock price, as well as assumptions regarding a number of highly complex and subjective variables, including our expected stock price volatility over the term of the awards and projected employee stock option exercise behaviors.

We generally determine the fair value of restricted stock units based on the closing market price of the Company’s common stock on the date of grant, reduced by the present value of the estimated future dividends during the vesting period. Certain restricted stock units granted to our employees vest based on the achievement of pre-established performance conditions, including those that are market-based. For performance-based restricted stock units not subject to market conditions, each quarter we update our assessment of the probability that the specified performance criteria will be achieved. We amortize the fair values of performance-based restricted stock units over the requisite service period, adjusting for estimated forfeitures for each separately vesting tranche of the award. For market-based restricted stock units, we estimate the fair value at the date of grant using a Monte Carlo valuation methodology and amortize those fair values over the requisite service period, adjusting for estimated forfeitures for each separately vesting tranche of the award. The Monte Carlo methodology that we use to estimate the fair value of market-based restricted stock units at the date of grant incorporates into the valuation the possibility that the market condition may not be satisfied. Provided that the requisite service is rendered, the total fair value of the market-based restricted stock units at the date of grant must be recognized as compensation expense even if the market condition is not achieved. However, the number of shares that ultimately vest can vary significantly with the performance of the specified market criteria.

For share-based compensation grants that are liability classified, if any, we update our grant date valuation at each reporting period and recognize a cumulative catch-up adjustment for changes in the value related to the requisite service already rendered. Additionally, any obligations that are based predominantly on fixed monetary amounts that are generally known at inception of the obligation, and are to be settled with a variable number of shares of our common stock, are liability classified with expense recognized ratably over the vesting period. Liability classified awards are subsequently reclassified to equity upon settlement in shares of our common stock.

Loss Contingencies

ASC Topic 450 governs the disclosure of loss contingencies and accrual of loss contingencies in respect of litigation and other claims. We record an accrual for a potential loss when it is probable that a loss will occur and the amount of the loss can be reasonably estimated. When the reasonable estimate of the potential loss is within a range of amounts, the minimum of the range of potential loss is accrued, unless a higher amount within the range is a better estimate than any other amount within the range. Moreover, even if an accrual is not required, we provide additional disclosure related to litigation and other claims when it is reasonably possible (i.e., more than remote) that the outcomes of such litigation and other claims include potential material adverse impacts on us.

3. Cash and Cash Equivalents

The following table summarizes the components of our cash and cash equivalents (amounts in millions):

	At December 31,	
	2022	2021
Cash	\$ 421	\$ 354
Foreign government treasury bills	—	34
Money market funds	6,639	10,035
Cash and cash equivalents	<u>\$ 7,060</u>	<u>\$ 10,423</u>

4. Held-to-Maturity Investments

The following table summarizes the Company's held-to-maturity investments at December 31, 2022 (amount in millions):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized losses	Estimated Fair Value (Level 1)
U.S. treasuries and government agency securities	\$ 4,932	\$ 1	\$ (3)	\$ 4,930

At December 31, 2022, all contractual maturities of held-to-maturity investments were less than 12 months.

5. Software Development

Our total capitalized software development costs of \$1.3 billion and \$660 million as of December 31, 2022 and December 31, 2021, respectively, primarily relate to internal development costs.

Amortization of capitalized software development costs was as follows (amounts in millions):

	For the Years Ended December 31,		
	2022	2021	2020
Amortization of capitalized software development costs	\$ 236	\$ 341	\$ 263

6. Property and Equipment, Net

Property and equipment, net was comprised of the following (amounts in millions):

	At December 31,	
	2022	2021
Land	\$ 1	\$ 1
Buildings	3	4
Leasehold improvements	244	227
Computer and server equipment	653	703
Office furniture and other equipment	90	90
Total cost of property and equipment	991	1,025
Less accumulated depreciation	(798)	(856)
Property and equipment, net	<u>\$ 193</u>	<u>\$ 169</u>

Depreciation expense for the years ended December 31, 2022, 2021, and 2020 was \$91 million, \$105 million, and \$117 million, respectively.

7. Intangible Assets, Net

Intangible assets, net, consist of the following (amounts in millions):

	At December 31, 2022			
	Estimated useful lives	Gross carrying amount	Accumulated amortization	Net carrying amount
Acquired definite-lived intangible assets (1):				
Trade names and other	1 - 10 years	\$ 90	\$ (81)	\$ 9
Acquired indefinite-lived intangible assets:				
Activision trademark	Indefinite			\$ 386
Acquired trade names	Indefinite			47
Total indefinite-lived intangible assets				<u>\$ 433</u>
Total intangible assets, net				<u>\$ 442</u>

(1) Beginning with the first quarter of 2022, the balances of the internally-developed franchises intangible assets have been removed as such amounts were fully amortized in the prior year.

At December 31, 2021				
	Estimated useful lives	Gross carrying amount	Accumulated amortization	Net carrying amount
Acquired definite-lived intangible assets:				
Internally-developed franchises	3 - 11 years	\$ 1,154	\$ (1,154)	\$ —
Trade names and other	1 - 10 years	80	(66)	14
Total definite-lived intangible assets		<u>\$ 1,234</u>	<u>\$ (1,220)</u>	<u>\$ 14</u>
Acquired indefinite-lived intangible assets:				
Activision trademark	Indefinite			\$ 386
Acquired trade names	Indefinite			47
Total indefinite-lived intangible assets				<u>\$ 433</u>
Total intangible assets, net				<u>\$ 447</u>

8. Goodwill

The carrying amount of goodwill by reportable segment at both December 31, 2022 and December 31, 2021, was as follows (amounts in millions):

	Activision	Blizzard	King	Total
Balance at December 31, 2020	\$ 6,899	\$ 190	\$ 2,676	\$ 9,765
Additions through acquisition (1)	34	—	—	34
Balance at December 31, 2021	<u>\$ 6,933</u>	<u>\$ 190</u>	<u>\$ 2,676</u>	<u>\$ 9,799</u>
Additions through acquisition (2)	—	97	33	130
Balance at December 31, 2022	<u>\$ 6,933</u>	<u>\$ 287</u>	<u>\$ 2,709</u>	<u>\$ 9,929</u>

(1) On October 28, 2021 we acquired a mobile game developer, Digital Legends, that operates as a studio under our Activision segment. The total net assets acquired were not material.

(2) The Company completed the acquisition of two businesses to acquire 100% of the respective voting equity interests of the following entities during June 2022:

- Proletariat Inc. (“Proletariat”), a privately held game development studio based in Boston, Massachusetts, was acquired by Blizzard to increase developer resources for the Warcraft franchise.
- Peltarion AB (“Peltarion”), a privately held artificial intelligence (“AI”) software company based in Stockholm, Sweden, was acquired by King to acquire AI and machine learning talent and a machine learning operations platform that will accelerate the current use of AI and machine learning technology in King’s game platform.

The total purchase price for these acquisitions was \$152 million utilizing cash on hand. The value to the Company of both of these acquisitions is primarily in the assembled workforce of the acquired businesses and therefore the majority of the value for each acquisition has been recognized as goodwill. Goodwill attributed to the acquired businesses is not expected to be tax-deductible. The fair values assigned to assets acquired and liabilities assumed are based on management’s best estimates and assumptions at the acquisition date.

The results of operations of Proletariat and Peltarion, in each case, since the date of acquisition, are included in our consolidated financial statements. Pro forma results of operations have not been presented because the effect of the acquisitions are not material to our consolidated statements of operations, either individually or in the aggregate.

9. Other Assets and Liabilities

Included in “Accrued expenses and other liabilities” in our consolidated balance sheets are accrued payroll-related costs of \$400 million and \$364 million at December 31, 2022 and 2021, respectively, and the current portion of income taxes payable of \$80 million and \$144 million at December 31, 2022 and 2021, respectively.

10. Fair Value Measurements

The Financial Accounting Standards Board literature regarding fair value measurements for certain assets and liabilities establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of “observable inputs” and minimize the use of “unobservable inputs.” The three levels of inputs used to measure fair value are as follows:

- Level 1—Quoted prices in active markets for identical assets or liabilities;
- Level 2—Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets or other inputs that are observable or can be corroborated by observable market data; and
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities, including certain pricing models, discounted cash flow methodologies, and similar techniques that use significant unobservable inputs.

Fair Value Measurements on a Recurring Basis

The table below segregates all of our financial assets and liabilities that are measured at fair value on a recurring basis into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date (amounts in millions):

	Fair Value Measurements at December 31, 2022 Using				
	As of December 31, 2022	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance Sheet Classification
Financial Assets:					
Recurring fair value measurements:					
Money market funds	\$ 6,639	\$ 6,639	\$ —	\$ —	Cash and cash equivalents
Equity securities	49	49	—	—	Other current assets
Foreign currency forward contracts designated as hedges	6	—	6	—	Other current assets
Total	<u>\$ 6,694</u>	<u>\$ 6,688</u>	<u>\$ 6</u>	<u>\$ —</u>	
Financial Liabilities:					
Foreign currency forward contracts designated as hedges	\$ (6)	\$ —	\$ (6)	\$ —	Accrued expenses and other liabilities

	As of December 31, 2021	Fair Value Measurements at December 31, 2021 Using			Balance Sheet Classification	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Financial Assets:						
Recurring fair value measurements:						
Money market funds	\$ 10,035	\$ 10,035	\$ —	\$ —	Cash and cash equivalents	
Available-for-sale foreign government treasury bills	34	34	—	—	Cash and cash equivalents	
Available-for-sale U.S. treasuries and government agency securities	130	130	—	—	Other current assets	
Equity securities	50	50	—	—	Other current assets	
Foreign currency forward contracts designated as hedges	20	—	20	—	Other current assets	
Total	\$ 10,269	\$ 10,249	\$ 20	\$ —		

Foreign Currency Forward Contracts

Foreign Currency Forward Contracts Designated as Hedges (“Cash Flow Hedges”)

The total gross notional amounts and fair values of our Cash Flow Hedges, which generally had remaining maturities of 12 months or less as of December 31, 2022, are as follows (amounts in millions):

	As of December 31, 2022		As of December 31, 2021	
	Notional amount	Fair value gain (loss)	Notional amount	Fair value gain (loss)
Foreign Currency:				
Buy USD, Sell EUR	\$ 509	\$ —	\$ 382	\$ 20

The amounts of pre-tax net realized gains (losses) associated with our Cash Flow Hedges that were reclassified out of “Accumulated other comprehensive income (loss)” and into earnings are as follows (amounts in millions):

	For the Years Ended December 31,			Statement of Operations Classification
	2022	2021	2020	
Cash Flow Hedges	\$ 53	\$ (9)	\$ (3)	Net revenues

11. Deferred Revenues

We record deferred revenues when cash payments are received or due in advance of the fulfillment of our associated performance obligations. The aggregate of the current and non-current balances of deferred revenues as of December 31, 2022 and December 31, 2021, were \$2.1 billion and \$1.1 billion, respectively. For the year ended December 31, 2022, the additions to our deferred revenues balance were primarily due to cash payments received or due in advance of satisfying our performance obligations, while the reductions to our deferred revenues balance were primarily due to the recognition of revenues upon fulfillment of our performance obligations, which were in the ordinary course of business. During the years ended December 31, 2022, December 31, 2021, and December 31, 2020, \$1.1 billion, \$1.7 billion, and \$1.3 billion, respectively, of revenues were recognized that were included in the deferred revenues balance at the beginning of the period.

As of December 31, 2022, the aggregate amount of contracted revenues allocated to our unsatisfied performance obligations was \$2.2 billion, which included our deferred revenues balances and amounts to be invoiced and recognized as revenue in future periods. We expect to recognize approximately \$2.1 billion over the next 12 months, and the remainder thereafter. This balance did not include an estimate for variable consideration arising from sales-based royalty license revenue in excess of the contractual minimum guarantee or any estimated amounts of variable consideration that are subject to constraint in accordance with the revenue accounting standard.

12. Leases

Our lease arrangements are primarily for: (1) corporate, administrative, and development studio offices; and (2) data centers and server equipment. Our existing leases have remaining lease terms ranging from one to seven years. In certain instances, such leases include one or more options to renew, with renewal terms that generally extend the lease term by one to five years for each option. The exercise of lease renewal options is generally at our sole discretion. All of our existing leases are classified as operating leases.

Components of our lease costs are as follows (amounts in millions):

	Years Ended December 31,		
	2022	2021	2020
Operating leases			
Operating lease costs	\$ 85	\$ 78	\$ 75
Variable lease costs	24	18	20

Supplemental information related to our operating leases is as follows (amounts in millions):

	Years Ended December 31,		
	2022	2021	2020
Supplemental Operating Cash Flows Information			
Cash paid for amounts included in the measurement of lease liabilities	\$ 93	\$ 75	\$ 77
ROU assets obtained in exchange for new lease obligations	47	64	80

	At December 31,	
	2022	2021
Weighted Average Lease terms and discount rates		
Remaining lease term	3.62 years	4.10 years
Discount rate	3.34 %	3.01 %

Future undiscounted lease payments for our operating lease liabilities, and a reconciliation of these payments to our operating lease liabilities at December 31, 2022, are as follows (amounts in millions):

For the years ending December 31,		
2023	\$	89
2024		71
2025		47
2026		26
2027		20
Thereafter		7
Total future lease payments	\$	260
Less imputed interest		(15)
Total lease liabilities	\$	245

Operating lease ROU assets and liabilities recorded on our consolidated balance sheet as of December 31, 2022 and December 31, 2021, were as follows (amounts in millions):

	At December 31,		Balance Sheet Classification
	2022	2021	
ROU assets	\$ 210	\$ 237	Other assets
Current lease liabilities	\$ 83	\$ 77	Accrued expenses and other current liabilities
Non-current lease liabilities	162	212	Other liabilities
	<u>\$ 245</u>	<u>\$ 289</u>	Total lease liabilities

13. Debt

Credit Facilities

As of December 31, 2022 and December 31, 2021, we had \$1.5 billion available under a revolving credit facility (the “Revolver”) pursuant to a credit agreement entered into on October 11, 2013 (as amended thereafter and from time to time, the “Credit Agreement”). To date, we have not drawn on the Revolver and we were in compliance with the terms of the Credit Agreement as of December 31, 2022.

The Revolver is scheduled to mature on August 24, 2023. Borrowings under the Revolver will bear interest, at the Company’s option, at either (1) a base rate equal to the highest of (i) the federal funds rate, plus 0.5%, (ii) the prime commercial lending rate of Bank of America, N.A. and (iii) the London Interbank Offered Rate (“LIBOR”) for an interest period of one month beginning on such day plus 1.00%, or (2) LIBOR, in each case, plus an applicable interest margin. LIBOR will be subject to a floor of 0% and base rate will be subject to an effective floor of 1.00%. The applicable interest margin for borrowings under the Revolver will range from 0.875% to 1.375% for LIBOR borrowings and from 0% to 0.375% for base rate borrowings and will be determined by reference to a pricing grid based on the Company’s credit ratings. Up to \$50 million of the Revolver may be used for letters of credit.

Under the Credit Agreement, we are subject to a financial covenant requiring the Company’s Consolidated Total Net Debt Ratio (as defined in the Credit Agreement) not to exceed 3.75:1.00 (or, at the Company’s option and for a limited period of time upon the consummation of a Qualifying Acquisition (as defined in the Credit Agreement), 4.25:1.00). The Credit Agreement contains covenants customary for transactions of this type for issuers with similar credit ratings. These include those restricting liens, debt of non-guarantor subsidiaries and certain fundamental changes, in each case with exceptions, including exceptions for secured debt and debt of non-guarantor subsidiaries of the Company, in each case up to an amount not exceeding 7.5% of Total Assets (as defined in the Credit Agreement). We were in compliance with the terms of the Credit Agreement as of December 31, 2022.

Unsecured Senior Notes

As of December 31, 2022 and December 31, 2021, we had \$3.7 billion of gross unsecured senior notes outstanding. A summary of our outstanding unsecured senior notes is as follows (amounts in millions):

Unsecured Senior Notes	Interest Rate	Semi-Annual Interest Payments Due On	Maturity	At December 31, 2022		At December 31, 2021	
				Principal	Fair Value (Level 2)	Principal	Fair Value (Level 2)
2026 Notes	3.40%	Mar. 15 & Sept. 15	Sept. 2026	\$ 850	\$ 810	\$ 850	\$ 912
2027 Notes	3.40%	Jun. 15 & Dec. 15	Jun. 2027	400	378	400	430
2030 Notes	1.35%	Mar. 15 & Sept. 15	Sept. 2030	500	391	500	463
2047 Notes	4.50%	Jun. 15 & Dec. 15	Jun. 2047	400	353	400	480
2050 Notes	2.50%	Mar. 15 & Sept. 15	Sept. 2050	1,500	936	1,500	1,320
Total gross long-term debt				\$ 3,650		\$ 3,650	
Unamortized discount and deferred financing costs				(39)		(42)	
Total net carrying amount				\$ 3,611		\$ 3,608	

We may redeem some or all of each class of the unsecured senior notes. Any such redemption will be at a price equal to 100% of the aggregate principal amount thereof plus accrued and unpaid interest as well as, for a redemption prior to the permitted redemption date for that class of notes, a “make-whole” premium.

Upon the occurrence of certain change of control events, we will be required to offer to repurchase the notes outstanding at a purchase price equal to 101% of the principal amount thereof, plus accrued and unpaid interest. These repurchase requirements are considered clearly and closely related to the unsecured notes and are not accounted for separately upon issuance.

The outstanding notes are general senior obligations of the Company and rank pari passu in right of payment to all of the Company’s existing and future senior indebtedness, including the Revolver described above. The notes are not secured and are effectively junior to any of the Company’s existing and future indebtedness that is secured to the extent of the value of the collateral securing such indebtedness. The notes contain customary covenants that place restrictions in certain circumstances on, among other things, the incurrence of secured debt, entry into sale or leaseback transactions, and certain merger or consolidation transactions. We were in compliance with the terms of the notes outstanding as of December 31, 2022.

As of December 31, 2022, with the exception of our 2026 Notes and 2027 Notes, which are scheduled to mature in September 2026 and June 2027, respectively, no other contractual principal repayments of our long-term debt were due within the next five years.

14. Accumulated Other Comprehensive Income (Loss)

The components of accumulated other comprehensive income (loss) were as follows (amounts in millions):

	For the Year Ended December 31, 2022			
	Foreign currency translation adjustments	Unrealized gain (loss) on available-for-sale securities	Unrealized gain (loss) on forward contracts	Total
Balance at December 31, 2021	\$ (606)	\$ 3	\$ 25	\$ (578)
Other comprehensive income (loss) before reclassifications	(30)	19	39	28
Amounts reclassified from accumulated other comprehensive income (loss) into earnings	—	(22)	(53)	(75)
Balance at December 31, 2022	\$ (636)	\$ —	\$ 11	\$ (625)

	For the Year Ended December 31, 2021			
	Foreign currency translation adjustments	Unrealized gain (loss) on available-for- sale securities	Unrealized gain (loss) on forward contracts	Total
Balance at December 31, 2020	\$ (589)	\$ (5)	\$ (28)	\$ (622)
Other comprehensive income (loss) before reclassifications	(17)	(2)	44	25
Amounts reclassified from accumulated other comprehensive income (loss) into earnings	—	10	9	19
Balance at December 31, 2021	<u>\$ (606)</u>	<u>\$ 3</u>	<u>\$ 25</u>	<u>\$ (578)</u>

15. Operating Segments and Geographic Regions

We have three reportable segments—Activision, Blizzard, and King. Our operating segments are consistent with the manner in which our operations are reviewed and managed by our Chief Executive Officer, who is our chief operating decision maker (“CODM”). The CODM reviews segment performance exclusive of: the impact of the change in deferred revenues and related cost of revenues with respect to certain of our online-enabled games; share-based compensation expense (including liability awards accounted for under ASC 718); amortization of intangible assets as a result of purchase price accounting; fees and other expenses (including legal fees, expenses, and accruals) related to acquisitions, associated integration activities, and financings; certain restructuring and related costs; certain partnership wind down related costs; and certain other non-cash charges. The CODM does not review any information regarding total assets on an operating segment basis, and accordingly, no disclosure is made with respect thereto.

Our operating segments are also consistent with our internal organizational structure, the way we assess operating performance and allocate resources, and the availability of separate financial information. We do not aggregate operating segments.

Information on reportable segment net revenues and operating income are presented below (amounts in millions):

Year Ended December 31, 2022				
	Activision	Blizzard	King	Total
Segment Revenues				
Net revenues from external customers	\$ 3,275	\$ 1,936	\$ 2,785	\$ 7,996
Intersegment net revenues (1)	—	76	—	76
Segment net revenues	<u>\$ 3,275</u>	<u>\$ 2,012</u>	<u>\$ 2,785</u>	<u>\$ 8,072</u>
Segment operating income	\$ 1,317	\$ 625	\$ 1,121	\$ 3,063

Year Ended December 31, 2021				
	Activision	Blizzard	King	Total
Segment Revenues				
Net revenues from external customers	\$ 3,478	\$ 1,733	\$ 2,580	\$ 7,791
Intersegment net revenues (1)	—	94	—	94
Segment net revenues	<u>\$ 3,478</u>	<u>\$ 1,827</u>	<u>\$ 2,580</u>	<u>\$ 7,885</u>
Segment operating income	\$ 1,667	\$ 698	\$ 1,140	\$ 3,505

Year Ended December 31, 2020				
	Activision	Blizzard	King	Total
Segment Revenues				
Net revenues from external customers	\$ 3,942	\$ 1,794	\$ 2,164	\$ 7,900
Intersegment net revenues (1)	—	111	—	111
Segment net revenues	<u>\$ 3,942</u>	<u>\$ 1,905</u>	<u>\$ 2,164</u>	<u>\$ 8,011</u>
Segment operating income	\$ 1,868	\$ 693	\$ 857	\$ 3,418

(1) Intersegment revenues reflect licensing and service fees charged between segments.

Reconciliations of total segment net revenues and total segment operating income to consolidated net revenues and consolidated income before income tax expense are presented in the table below (amounts in millions):

	Years Ended December 31,		
	2022	2021	2020
Reconciliation to consolidated net revenues:			
Segment net revenues	\$ 8,072	\$ 7,885	\$ 8,011
Revenues from non-reportable segments (1)	518	563	519
Net effect from recognition (deferral) of deferred net revenues (2)	(986)	449	(333)
Elimination of intersegment revenues (3)	(76)	(94)	(111)
Consolidated net revenues	<u>\$ 7,528</u>	<u>\$ 8,803</u>	<u>\$ 8,086</u>
Reconciliation to consolidated income before income tax expense:			
Segment operating income	\$ 3,063	\$ 3,505	\$ 3,418
Operating income (loss) from non-reportable segments (1)	22	2	(55)
Net effect from recognition (deferral) of deferred net revenues and related cost of revenues (2)	(848)	347	(238)
Share-based compensation expense (4)	(462)	(508)	(218)
Amortization of intangible assets (5)	(13)	(10)	(79)
Restructuring and related costs (6)	3	(77)	(94)
Partnership wind down and related costs (7)	(27)	—	—
Merger and acquisition-related fees and other expenses (8)	(68)	—	—
Consolidated operating income	<u>1,670</u>	<u>3,259</u>	<u>2,734</u>
Interest expense from debt	108	108	99
Other (income) expense, net	(182)	(13)	(12)
Loss on extinguishment of debt	—	—	31
Consolidated income before income tax expense	<u>\$ 1,744</u>	<u>\$ 3,164</u>	<u>\$ 2,616</u>

- (1) Includes other income and expenses outside of our reportable segments, including our Distribution business and unallocated corporate income and expenses.
- (2) Reflects the net effect from recognition (deferral) of deferred net revenues, along with related cost of revenues, on certain of our online-enabled products.
- (3) Intersegment revenues reflect licensing and service fees charged between segments.
- (4) Reflects expenses related to share-based compensation.
- (5) Reflects amortization of intangible assets from purchase price accounting.
- (6) Reflects restructuring initiatives, primarily severance and other restructuring-related costs.
- (7) Reflects expenses related to the wind down of our partnership with NetEase in Mainland China in regards to licenses covering the publication of several Blizzard titles which expired in January 2023.
- (8) Reflects fees and other expenses related to our proposed transaction with Microsoft, which primarily consist of legal and advisory fees.

Net revenues by distribution channel, including a reconciliation to each of our reportable segment's revenues, were as follows (amounts in millions):

Year Ended December 31, 2022						
	Activision	Blizzard	King	Non-reportable segments	Elimination of intersegment revenues (3)	Total
Net revenues by distribution channel:						
Digital online channels (1)	\$ 2,324	\$ 1,600	\$ 2,785	\$ —	\$ (76)	\$ 6,633
Retail channels	274	16	—	—	—	290
Other (2)	45	56	—	504	—	605
Total consolidated net revenues	<u>\$ 2,643</u>	<u>\$ 1,672</u>	<u>\$ 2,785</u>	<u>\$ 504</u>	<u>\$ (76)</u>	<u>\$ 7,528</u>
Change in deferred revenues:						
Digital online channels (1)	\$ 629	\$ 341	\$ —	\$ —	\$ —	\$ 970
Retail channels	3	—	—	—	—	3
Other (2)	—	(1)	—	14	—	13
Total change in deferred revenues	<u>\$ 632</u>	<u>\$ 340</u>	<u>\$ —</u>	<u>\$ 14</u>	<u>\$ —</u>	<u>\$ 986</u>
Segment net revenues:						
Digital online channels (1)	\$ 2,953	\$ 1,941	\$ 2,785	\$ —	\$ (76)	\$ 7,603
Retail channels	277	16	—	—	—	293
Other (2)	45	55	—	518	—	618
Total segment net revenues	<u>\$ 3,275</u>	<u>\$ 2,012</u>	<u>\$ 2,785</u>	<u>\$ 518</u>	<u>\$ (76)</u>	<u>\$ 8,514</u>
Year Ended December 31, 2021						
	Activision	Blizzard	King	Non-reportable segments	Elimination of intersegment revenues (3)	Total
Net revenues by distribution channel:						
Digital online channels (1)	\$ 3,287	\$ 1,873	\$ 2,597	\$ —	\$ (94)	\$ 7,663
Retail channels	449	30	—	—	—	479
Other (2)	40	72	—	549	—	661
Total consolidated net revenues	<u>\$ 3,776</u>	<u>\$ 1,975</u>	<u>\$ 2,597</u>	<u>\$ 549</u>	<u>\$ (94)</u>	<u>\$ 8,803</u>
Change in deferred revenues:						
Digital online channels (1)	\$ (264)	\$ (140)	\$ (17)	\$ —	\$ —	\$ (421)
Retail channels	(34)	(8)	—	—	—	(42)
Other (2)	—	—	—	14	—	14
Total change in deferred revenues	<u>\$ (298)</u>	<u>\$ (148)</u>	<u>\$ (17)</u>	<u>\$ 14</u>	<u>\$ —</u>	<u>\$ (449)</u>
Segment net revenues:						
Digital online channels (1)	\$ 3,023	\$ 1,733	\$ 2,580	\$ —	\$ (94)	\$ 7,242
Retail channels	415	22	—	—	—	437
Other (2)	40	72	—	563	—	675
Total segment net revenues	<u>\$ 3,478</u>	<u>\$ 1,827</u>	<u>\$ 2,580</u>	<u>\$ 563</u>	<u>\$ (94)</u>	<u>\$ 8,354</u>

Year Ended December 31, 2020

	Activision	Blizzard	King	Non-reportable segments	Elimination of intersegment revenues (3)	Total
Net revenues by distribution channel:						
Digital online channels (1)	\$ 2,930	\$ 1,672	\$ 2,167	\$ —	\$ (111)	\$ 6,658
Retail channels	702	39	—	—	—	741
Other (2)	57	92	—	538	—	687
Total consolidated net revenues	<u>\$ 3,689</u>	<u>\$ 1,803</u>	<u>\$ 2,167</u>	<u>\$ 538</u>	<u>\$ (111)</u>	<u>\$ 8,086</u>
Change in deferred revenues:						
Digital online channels (1)	\$ 365	\$ 102	\$ (3)	\$ —	\$ —	\$ 464
Retail channels	(112)	—	—	—	—	(112)
Other (2)	—	—	—	(19)	—	(19)
Total change in deferred revenues	<u>\$ 253</u>	<u>\$ 102</u>	<u>\$ (3)</u>	<u>\$ (19)</u>	<u>\$ —</u>	<u>\$ 333</u>
Segment net revenues:						
Digital online channels (1)	\$ 3,295	\$ 1,774	\$ 2,164	\$ —	\$ (111)	\$ 7,122
Retail channels	590	39	—	—	—	629
Other (2)	57	92	—	519	—	668
Total segment net revenues	<u>\$ 3,942</u>	<u>\$ 1,905</u>	<u>\$ 2,164</u>	<u>\$ 519</u>	<u>\$ (111)</u>	<u>\$ 8,419</u>

- (1) Net revenues from “Digital online channels” include revenues from digitally-distributed downloadable content, microtransactions, subscriptions, and products, as well as licensing royalties.
- (2) Net revenues from “Other” primarily include revenues from our Distribution business, the Overwatch League, and the Call of Duty League.
- (3) Intersegment revenues reflect licensing and service fees charged between segments.

Net revenues by geographic region, including a reconciliation to each of our reportable segment's net revenues, were as follows (amounts in millions):

Year Ended December 31, 2022						
	Activision	Blizzard	King	Non-reportable segments	Elimination of intersegment revenues (2)	Total
Net revenues by geographic region:						
Americas	\$ 1,732	\$ 716	\$ 1,809	\$ —	\$ (49)	\$ 4,208
EMEA (1)	652	434	668	504	(22)	2,236
Asia Pacific	259	522	308	—	(5)	1,084
Total consolidated net revenues	<u>\$ 2,643</u>	<u>\$ 1,672</u>	<u>\$ 2,785</u>	<u>\$ 504</u>	<u>\$ (76)</u>	<u>\$ 7,528</u>
Change in deferred revenues:						
Americas	\$ 420	\$ 188	\$ —	\$ —	\$ 1	\$ 609
EMEA (1)	145	99	(1)	14	—	257
Asia Pacific	67	53	1	—	(1)	120
Total change in deferred revenues	<u>\$ 632</u>	<u>\$ 340</u>	<u>\$ —</u>	<u>\$ 14</u>	<u>\$ —</u>	<u>\$ 986</u>
Segment net revenues:						
Americas	\$ 2,152	\$ 904	\$ 1,809	\$ —	\$ (48)	\$ 4,817
EMEA (1)	797	533	667	518	(22)	2,493
Asia Pacific	326	575	309	—	(6)	1,204
Total segment net revenues	<u>\$ 3,275</u>	<u>\$ 2,012</u>	<u>\$ 2,785</u>	<u>\$ 518</u>	<u>\$ (76)</u>	<u>\$ 8,514</u>
Year Ended December 31, 2021						
	Activision	Blizzard	King	Non-reportable segments	Elimination of intersegment revenues (2)	Total
Net revenues by geographic region:						
Americas	\$ 2,446	\$ 876	\$ 1,664	\$ —	\$ (55)	\$ 4,931
EMEA (1)	976	638	665	549	(31)	2,797
Asia Pacific	354	461	268	—	(8)	1,075
Total consolidated net revenues	<u>\$ 3,776</u>	<u>\$ 1,975</u>	<u>\$ 2,597</u>	<u>\$ 549</u>	<u>\$ (94)</u>	<u>\$ 8,803</u>
Change in deferred revenues:						
Americas	\$ (198)	\$ (79)	\$ (11)	\$ —	\$ —	\$ (288)
EMEA (1)	(80)	(65)	(5)	14	—	(136)
Asia Pacific	(20)	(4)	(1)	—	—	(25)
Total change in deferred revenues	<u>\$ (298)</u>	<u>\$ (148)</u>	<u>\$ (17)</u>	<u>\$ 14</u>	<u>\$ —</u>	<u>\$ (449)</u>
Segment net revenues:						
Americas	\$ 2,248	\$ 797	\$ 1,653	\$ —	\$ (55)	\$ 4,643
EMEA (1)	896	573	660	563	(31)	2,661
Asia Pacific	334	457	267	—	(8)	1,050
Total segment net revenues	<u>\$ 3,478</u>	<u>\$ 1,827</u>	<u>\$ 2,580</u>	<u>\$ 563</u>	<u>\$ (94)</u>	<u>\$ 8,354</u>

Year Ended December 31, 2020

	Activision	Blizzard	King	Non-reportable segments	Elimination of intersegment revenues (2)	Total
Net revenues by geographic region:						
Americas	\$ 2,316	\$ 794	\$ 1,384	\$ —	\$ (60)	\$ 4,434
EMEA (1)	1,061	550	568	538	(37)	2,680
Asia Pacific	312	459	215	—	(14)	972
Total consolidated net revenues	<u>\$ 3,689</u>	<u>\$ 1,803</u>	<u>\$ 2,167</u>	<u>\$ 538</u>	<u>\$ (111)</u>	<u>\$ 8,086</u>
Change in deferred revenues:						
Americas	\$ 228	\$ 58	\$ (1)	\$ —	\$ —	\$ 285
EMEA (1)	36	43	(1)	(19)	—	59
Asia Pacific	(11)	1	(1)	—	—	(11)
Total change in deferred revenues	<u>\$ 253</u>	<u>\$ 102</u>	<u>\$ (3)</u>	<u>\$ (19)</u>	<u>\$ —</u>	<u>\$ 333</u>
Segment net revenues:						
Americas	\$ 2,544	\$ 852	\$ 1,383	\$ —	\$ (60)	\$ 4,719
EMEA (1)	1,097	593	567	519	(37)	2,739
Asia Pacific	301	460	214	—	(14)	961
Total segment net revenues	<u>\$ 3,942</u>	<u>\$ 1,905</u>	<u>\$ 2,164</u>	<u>\$ 519</u>	<u>\$ (111)</u>	<u>\$ 8,419</u>

(1) “EMEA” consists of the Europe, Middle East, and Africa geographic regions.

(2) Intersegment revenues reflect licensing and service fees charged between segments.

The Company’s net revenues in the U.S. were 49%, 49%, and 48% of consolidated net revenues for the years ended December 31, 2022, 2021, and 2020, respectively. The Company’s net revenues in the U.K. were 11%, 11%, and 12% of consolidated net revenues for the years ended December 31, 2022, 2021, and 2020, respectively. No other country’s net revenues exceeded 10% of consolidated net revenues for the years ended December 31, 2022, 2021, or 2020.

Net revenues by platform, including a reconciliation to each of our reportable segment's net revenues, were as follows (amounts in millions):

Year Ended December 31, 2022						
	Activision	Blizzard	King	Non-reportable segments	Elimination of intersegment revenues (3)	Total
Net revenues by platform:						
Console	\$ 1,661	\$ 92	\$ —	\$ —	\$ —	\$ 1,753
PC	456	1,203	70	—	(76)	1,653
Mobile and ancillary (1)	481	321	2,715	—	—	3,517
Other (2)	45	56	—	504	—	605
Total consolidated net revenues	<u>\$ 2,643</u>	<u>\$ 1,672</u>	<u>\$ 2,785</u>	<u>\$ 504</u>	<u>\$ (76)</u>	<u>\$ 7,528</u>
Change in deferred revenues:						
Console	\$ 286	\$ 27	\$ —	\$ —	\$ —	\$ 313
PC	252	239	—	—	—	491
Mobile and ancillary (1)	94	75	—	—	—	169
Other (2)	—	(1)	—	14	—	13
Total change in deferred revenues	<u>\$ 632</u>	<u>\$ 340</u>	<u>\$ —</u>	<u>\$ 14</u>	<u>\$ —</u>	<u>\$ 986</u>
Segment net revenues:						
Console	\$ 1,947	\$ 119	\$ —	\$ —	\$ —	\$ 2,066
PC	708	1,442	70	—	(76)	2,144
Mobile and ancillary (1)	575	396	2,715	—	—	3,686
Other (2)	45	55	—	518	—	618
Total segment net revenues	<u>\$ 3,275</u>	<u>\$ 2,012</u>	<u>\$ 2,785</u>	<u>\$ 518</u>	<u>\$ (76)</u>	<u>\$ 8,514</u>

Year Ended December 31, 2021

	Activision	Blizzard	King	Non-reportable segments	Elimination of intersegment revenues (3)	Total
Net revenues by platform:						
Console	\$ 2,502	\$ 135	\$ —	\$ —	\$ —	\$ 2,637
PC	660	1,673	84	—	(94)	2,323
Mobile and ancillary (1)	574	95	2,513	—	—	3,182
Other (2)	40	72	—	549	—	661
Total consolidated net revenues	<u>\$ 3,776</u>	<u>\$ 1,975</u>	<u>\$ 2,597</u>	<u>\$ 549</u>	<u>\$ (94)</u>	<u>\$ 8,803</u>
Change in deferred revenues:						
Console	\$ (248)	\$ (6)	\$ —	\$ —	\$ —	\$ (254)
PC	(82)	(145)	(1)	—	—	(228)
Mobile and ancillary (1)	32	3	(16)	—	—	19
Other (2)	—	—	—	14	—	14
Total change in deferred revenues	<u>\$ (298)</u>	<u>\$ (148)</u>	<u>\$ (17)</u>	<u>\$ 14</u>	<u>\$ —</u>	<u>\$ (449)</u>
Segment net revenues:						
Console	\$ 2,254	\$ 129	\$ —	\$ —	\$ —	\$ 2,383
PC	578	1,528	83	—	(94)	2,095
Mobile and ancillary (1)	606	98	2,497	—	—	3,201
Other (2)	40	72	—	563	—	675
Total segment net revenues	<u>\$ 3,478</u>	<u>\$ 1,827</u>	<u>\$ 2,580</u>	<u>\$ 563</u>	<u>\$ (94)</u>	<u>\$ 8,354</u>

Year Ended December 31, 2020

	Activision	Blizzard	King	Non-reportable segments	Elimination of intersegment revenues (3)	Total
Net revenues by platform:						
Console	\$ 2,668	\$ 116	\$ —	\$ —	\$ —	\$ 2,784
PC	582	1,489	96	—	(111)	2,056
Mobile and ancillary (1)	382	106	2,071	—	—	2,559
Other (2)	57	92	—	538	—	687
Total consolidated net revenues	<u>\$ 3,689</u>	<u>\$ 1,803</u>	<u>\$ 2,167</u>	<u>\$ 538</u>	<u>\$ (111)</u>	<u>\$ 8,086</u>
Change in deferred revenues:						
Console	\$ 140	\$ (8)	\$ —	\$ —	\$ —	\$ 132
PC	64	115	—	—	—	179
Mobile and ancillary (1)	49	(5)	(3)	—	—	41
Other (2)	—	—	—	(19)	—	(19)
Total change in deferred revenues	<u>\$ 253</u>	<u>\$ 102</u>	<u>\$ (3)</u>	<u>\$ (19)</u>	<u>\$ —</u>	<u>\$ 333</u>
Segment net revenues:						
Console	\$ 2,808	\$ 108	\$ —	\$ —	\$ —	\$ 2,916
PC	646	1,604	96	—	(111)	2,235
Mobile and ancillary (1)	431	101	2,068	—	—	2,600
Other (2)	57	92	—	519	—	668
Total segment net revenues	<u>\$ 3,942</u>	<u>\$ 1,905</u>	<u>\$ 2,164</u>	<u>\$ 519</u>	<u>\$ (111)</u>	<u>\$ 8,419</u>

- (1) Net revenues from “Mobile and ancillary” primarily include revenues from mobile devices.
- (2) Net revenues from “Other” primarily include revenues from our Distribution business, the Overwatch League, and the Call of Duty League.
- (3) Intersegment revenues reflect licensing and service fees charged between segments.

Long-lived assets by geographic region were as follows (amounts in millions):

	At December 31,		
	2022	2021	2020
Long-lived assets* by geographic region:			
Americas	\$ 279	\$ 264	\$ 270
EMEA	103	122	166
Asia Pacific	21	20	17
Total long-lived assets by geographic region	<u>\$ 403</u>	<u>\$ 406</u>	<u>\$ 453</u>

- * The only long-lived assets that we classify by region are our long-term tangible fixed assets, which consist of property, plant, and equipment assets and lease right-of-use assets. All other long-term assets are not allocated by location.

For information regarding significant customers, see “Concentration of Credit Risk” in Note 2.

16. Share-Based Payments

Activision Blizzard Equity Incentive Plans

On June 5, 2014, the Activision Blizzard, Inc. 2014 Incentive Plan (the “2014 Plan”) became effective. Under the 2014 Plan, the Compensation Committee of our Board of Directors is authorized to provide share-based compensation in the form of stock options, share appreciation rights, restricted stock, restricted stock units (“RSUs”), performance shares, and other performance- or value-based awards structured by the Compensation Committee within parameters set forth in the 2014 Plan. As of the effective date of the 2014 Plan, we had ceased making awards under our prior equity incentive plans (collectively, the “Prior Plans”), although such plans remain in effect to the extent that they continue to govern outstanding awards.

While the Compensation Committee has broad discretion to create equity incentives, our current share-based compensation program generally utilizes a combination of options and restricted stock units. The majority of our options have time-based vesting schedules, generally vesting annually over a period of three years to five years, and expire 10 years from the grant date. In addition, under the terms of the 2014 Plan, the exercise price for the options must be equal to or greater than the closing price per share of our common stock on the date the award is granted, as reported on Nasdaq. Restricted stock units have time-based vesting schedules, generally vesting in their entirety on an anniversary of the date of grant, or vest annually over a period of three years to five years, and may also be contingent on the achievement of specified performance measures, including those which are market-based. Achievement against such performance measures typically results in vesting of amounts that are different than the target shares at grant based on over- or under-achievement against the performance targets. Typically, performance-based RSUs provide for vesting up to 125% of the grant date target shares if performance targets are sufficiently overachieved (and will be cancelled without the vesting of any shares if the threshold level of performance measures is not met), but in certain instances some of our unvested performance-based RSUs can vest up to 250% of the grant date target amount based on achievement against the performance targets.

As of the date it was approved by our shareholders, there were 46 million shares available for issuance under the 2014 Plan. The number of shares of our common stock reserved for issuance under the 2014 Plan has been, and may be further, increased from time to time by: (1) the number of shares relating to awards outstanding under any Prior Plan that: (i) expire, or are forfeited, terminated or canceled, without the issuance of shares; (ii) are settled in cash in lieu of shares; or (iii) are exchanged, prior to the issuance of shares of our common stock, for awards not involving our common stock; (2) if the exercise price of any option outstanding under any Prior Plans is, or the tax withholding requirements with respect to any award outstanding under any Prior Plans are, satisfied by withholding shares otherwise then deliverable in respect of the award or the actual or constructive transfer to the Company of shares already owned, the number of shares equal to the withheld or transferred shares; and (3) if a share appreciation right is exercised and settled in shares, a number of shares equal to the difference between the total number of shares with respect to which the award is exercised and the number of shares actually issued or transferred. As of December 31, 2022, we had approximately 9 million shares of our common stock reserved for future issuance under the 2014 Plan. Shares issued in connection with awards made under the 2014 Plan are generally issued as new stock issuances.

Fair Value Valuation Assumptions

Valuation of Stock Options

The fair value of stock options granted are principally estimated using a binomial-lattice model. The inputs in our binomial-lattice model include expected stock price volatility, risk-free interest rate, dividend yield, contractual term, and vesting schedule, as well as measures of employees' cancellation, exercise, and post-vesting termination behavior.

The following table presents the weighted-average assumptions, weighted average grant date fair value, and the range of expected stock price volatility (the Company did not grant any stock options during the year ended December 31, 2022):

	Employee Stock Options	
	For the Years Ended December 31,	
	2021	2020
Expected life (in years)	7.61	7.70
Volatility	31.06 %	30.89 %
Risk free interest rate	1.29 %	0.70 %
Dividend yield	0.51 %	0.53 %
Weighted-average grant date fair value	\$ 30.65	\$ 25.93
Stock price volatility range:		
Low	31.00 %	30.00 %
High	35.00 %	39.00 %

Expected life

The expected life of employee stock options is a derived output of the binomial-lattice model and represents the weighted-average period the stock options are expected to remain outstanding. A binomial-lattice model assumes that employees will exercise their options when the stock price equals or exceeds an exercise multiple. The exercise multiple is based on historical employee exercise behaviors.

Volatility

To estimate volatility for the binomial-lattice model, we consider the implied volatility of exchange-traded options on our stock to estimate short-term volatility, the historical volatility of our common shares during the option's contractual term to estimate long-term volatility, and a statistical model to estimate the transition from short-term volatility to long-term volatility.

Risk-free interest rate

As is the case for volatility, the risk-free interest rate is assumed to change during the option's contractual term. The risk-free interest rate, which is based on U.S. Treasury yield curves, reflects the expected movement in the interest rate from one time period to the next.

Dividend yield

The expected dividend yield assumption is based on our historical and expected future amount of dividend payouts.

Share-based compensation expense recognized is based on awards ultimately expected to vest and therefore has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant based on historical experience and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Valuation of Restricted Stock Units

The fair value of the Company's RSU awards granted are generally based upon the closing price of the Company's common stock on the date of grant reduced by the present value of dividends expected to be paid on our common stock prior to vesting. We also grant market-based RSU awards, from time to time, the fair value of which is determined using a Monte Carlo simulation. Such market-based RSU awards include performance conditions based on our own stock price and may also include performance conditions that compare our stock price performance to an index, such as the S&P 500 Total Shareholder Return index. The valuation assumptions utilized in the Monte Carlo model are generally consistent with the inputs discussed in the valuation of stock options above. The weighted average risk-free interest rate, volatility, and dividend yield utilized in the Monte Carlo model for market-based RSU awards in 2020 were 0.11%, 37.39%, and 0.47%, respectively.

On December 14, 2021, we granted approximately 1.6 million RSU awards which were valued at approximately \$70.00 per share rather than the closing share price on the date of grant of \$59.52. None of these awards were granted to named executive officers of the Company. While these grants were not made in contemplation of the Company's announcement of the Merger Agreement (see Note 1) entered into with Microsoft, in light of the proximity to when the Company became aware of a potential merger and the signing date of the Merger Agreement, the Company has determined the fair value for these awards should consider potential subsequent value appreciation that would be expected from the market upon announcement of the Merger. In determining the adjustment to the closing share price to estimate the fair value of these awards, the Company considered various factors such as observable share prices before and after announcement of a merger in recent transactions, the offer price range known at time of the grants being made, the final merger per share consideration, the actual increase in share price seen after announcement of the Merger, industry practices in applying liquidity discounts and probability of the Merger being entered into. The awards vest over their requisite service period and do not provide for any accelerated vesting or other features as a result of entering into or upon closing of the Merger.

Accuracy of Fair Value Estimates

We developed the assumptions used in the models above, including measures of employees' exercise and post-vesting termination behavior. Our ability to accurately estimate the fair value of share-based payment awards at the grant date depends upon the accuracy of the model and our ability to accurately forecast model inputs for as long as ten years into the future. Although the fair value of employee stock options is determined using an option-pricing model, the estimates that are produced by this model may not be indicative of the fair value observed between a willing buyer and a willing seller as there are not current active markets for the trading of employee stock options and other share-based instruments.

Stock Option Activity

Stock option activity is as follows:

	Number of shares (in thousands)	Weighted- average exercise price per stock option	Weighted- average remaining contractual term (in years)	Aggregate intrinsic value (in millions)
Outstanding stock options at December 31, 2021	9,133	\$ 57.77		
Exercised	(1,022)	45.22		
Forfeited	(181)	74.12		
Expired	(69)	76.97		
Outstanding stock options at December 31, 2022	<u>7,861</u>	\$ 58.85	6.17	\$ 157
Vested and expected to vest at December 31, 2022	<u>7,749</u>	\$ 58.46	6.15	\$ 157
Exercisable at December 31, 2022	6,297	\$ 53.10	5.77	\$ 153

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (i.e., the difference between our closing stock price on the last trading day of the period and the exercise price, times the number of shares for options where the closing stock price is greater than the exercise price) that would have been received by the option holders had all option holders exercised their options on that date. This amount changes based on the market value of our stock. The total intrinsic value of options actually exercised was \$34 million, \$88 million, and \$174 million for the years ended December 31, 2022, 2021, and 2020, respectively. The total grant date fair value of options that vested during the years ended December 31, 2022, 2021, and 2020 was \$37 million, \$57 million, and \$62 million, respectively.

At December 31, 2022, \$10 million of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 0.75 years.

RSU Activity

We grant RSUs, which represent the right to receive shares of our common stock. Vesting for RSUs is generally contingent upon the holder's continued employment with us and may be subject to other conditions (which may include the satisfaction of a performance measure). Also, certain of our performance-based RSUs, including those that are market-based, include a range of shares that may be released at vesting, which are above or below the targeted number of RSUs based on actual performance relative to the performance measure. If the vesting conditions are not met, unvested RSUs will be forfeited. Upon vesting of the RSUs, we may withhold shares otherwise deliverable to satisfy tax withholding requirements.

The following table summarizes our RSU activity with performance-based RSUs, including those with market conditions, presented at 100% of the target level shares that may potentially vest (amounts in thousands, except per share data):

	Number of shares	Weighted- average grant date fair value per RSU
Unvested RSUs at December 31, 2021	13,258	\$ 75.51
Granted	9,082	78.14
Vested	(7,075)	79.45
Forfeited	(1,511)	82.14
Unvested RSUs at December 31, 2022	<u>13,754</u>	\$ 74.53

Certain of our performance-based RSUs did not have an accounting grant date as of December 31, 2022, as for each such grant there is not a mutual understanding between the Company and the employee of the performance terms. Generally, these performance terms relate to operating income performance for future years, the goals for which have yet to be set. As of December 31, 2022, based on the target potential shares that could be earned, there were 0.9 million performance-based RSUs outstanding for which the accounting grant date had not been set. Accordingly, no grant date fair value was established and the weighted average grant date fair values calculated above excludes these RSUs.

At December 31, 2022, approximately \$481 million of total unrecognized compensation cost was related to RSUs and is expected to be recognized over a weighted-average period of 1.43 years. The total grant date fair value of RSUs that vested during the years ended December 31, 2022, 2021, and 2020 was \$335 million, \$306 million, and \$82 million, respectively.

The income tax benefit from stock option exercises and RSU vestings was \$83 million, \$70 million, and \$61 million for the years ended December 31, 2022, 2021, and 2020, respectively.

Share-Based Compensation Expense

The following table sets forth the total share-based compensation expense included in our consolidated statements of operations (amounts in millions):

	For the Years Ended December 31,		
	2022	2021	2020
Cost of revenues—product sales: Software royalties and amortization	\$ 21	\$ 17	\$ 14
Cost of revenues—in-game, subscription, and other: Game operations and distribution costs	7	7	1
Cost of revenues—in-game, subscription, and other: Software royalties and amortization	3	—	—
Product development	224	211	42
Sales and marketing	58	44	21
General and administrative	149	229	140
Share-based compensation expense before income taxes	462	508	218
Income tax benefit	(77)	(36)	(28)
Total share-based compensation expense, net of income tax benefit	<u>\$ 385</u>	<u>\$ 472</u>	<u>\$ 190</u>

Share-based compensation expense for the years ended December 31, 2022 and 2021 includes \$95 million and \$194 million, respectively, for liability awards accounted for under ASC 718. The liability awards primarily relate to the portion of Company's compensation payments for 2022 and 2021 for which the Company determined to settle certain amounts not yet paid as of year-end under its annual performance plans in stock as opposed to cash.

Total share-based compensation expense capitalized to our consolidated balance sheets as a component of "Software Development" for the years ended December 31, 2022, 2021, and 2020 was \$170 million, \$63 million, and \$23 million, respectively.

17. Restructuring

During 2019, we began implementing a plan aimed at refocusing our resources on our largest opportunities and removing unnecessary levels of complexity from certain parts of our business. We substantially completed all actions under our plan and accrued for these costs accordingly as of December 31, 2021. The remaining activity under the plan is primarily related to cash outlays to be made over time to impacted personnel.

The following table summarizes accrued restructuring and related costs included in “Accrued expenses and other liabilities” and “Other liabilities” in our consolidated balance sheet and the cumulative charges incurred (amounts in millions):

	Severance and employee related costs	Facilities and related costs	Other costs	Total
Balance at December 31, 2020	\$ 88	\$ —	\$ 3	\$ 91
Costs charged to expense	36	16	27	79
Cash payments	(55)	—	(6)	(61)
Non-cash charge adjustment (1)	(5)	(16)	(3)	(24)
Balance at December 31, 2021	\$ 64	\$ —	\$ 21	\$ 85
Cash payments	(34)	—	(8)	(42)
Non-cash charge and other adjustments	(4)	—	(5)	(9)
Balance at December 31, 2022	\$ 26	\$ —	\$ 8	\$ 34

(1) Adjustments primarily relate to non-cash charges included in “Costs charged to expense” for write-down of assets for our lease facilities, inclusive of lease right-of-use assets and associated fixed assets, that were vacated.

Total restructuring and related costs by segment are (amounts in millions):

	For the Years Ended December 31,		
	2022	2021	2020
Activision	\$ —	\$ 2	\$ 13
Blizzard	(3)	70	71
King	—	1	(1)
Other segments (1)	—	6	4
Total	<u>\$ (3)</u>	<u>\$ 79</u>	<u>\$ 87</u>

(1) Includes charges outside of our reportable segments, including charges for our corporate and administrative functions.

During the years ended December 31, 2021 and 2020, we incurred additional restructuring charges and adjustments that are not included in the plan discussed above. Such amounts were not material.

18. Other (Income) Expense, Net

Other (income) expense, net is comprised of the following (amounts in millions):

	For the Years Ended December 31,		
	2022	2021	2020
Interest income	\$ (165)	\$ (5)	\$ (21)
Realized and unrealized loss (gain) on equity investment	1	(28)	(3)
Other (income) expense	(18)	20	12
Other (income) expense, net	<u>\$ (182)</u>	<u>\$ (13)</u>	<u>\$ (12)</u>

19. Income Taxes

Domestic and foreign income (loss) before income taxes and details of the income tax expense (benefit) are as follows (amounts in millions):

	For the Years Ended December 31,		
	2022	2021	2020
Income before income tax expense:			
Domestic	\$ 490	\$ 1,451	\$ 1,160
Foreign	1,254	1,713	1,456
	<u>\$ 1,744</u>	<u>\$ 3,164</u>	<u>\$ 2,616</u>
Income tax expense (benefit):			
Current:			
Federal	\$ 269	\$ 189	\$ 206
State	28	35	92
Foreign	102	229	218
Total current	<u>399</u>	<u>453</u>	<u>516</u>
Deferred:			
Federal	(324)	73	(84)
State	(28)	12	(10)
Foreign	184	(73)	(3)
Total deferred	<u>(168)</u>	<u>12</u>	<u>(97)</u>
Income tax expense	<u>\$ 231</u>	<u>\$ 465</u>	<u>\$ 419</u>

The items accounting for the difference between income taxes computed at the U.S. federal statutory income tax rate and the income tax expense (benefit) at the effective tax rate for each of the years are as follows (amounts in millions):

	For the Years Ended December 31,					
	2022		2021		2020	
Federal income tax provision at statutory rate	\$ 367	21 %	\$ 664	21 %	\$ 549	21 %
State taxes, net of federal benefit	20	1	67	2	43	2
Research and development credits	(65)	(4)	(81)	(2)	(70)	(3)
Foreign earnings taxed at different rates	(72)	(4)	(120)	(4)	(93)	(4)
Foreign-derived intangible income	(46)	(3)	(50)	(1)	(40)	(2)
Change in tax reserves	9	1	43	1	60	2
Change in tax legislation	—	—	(53)	(2)	(23)	(1)
Change in valuation allowance	11	1	11	—	35	2
Intra-entity IP transfer	—	—	—	—	(31)	(1)
Other	7	—	(16)	—	(11)	—
Income tax expense	<u>\$ 231</u>	<u>13 %</u>	<u>\$ 465</u>	<u>15 %</u>	<u>\$ 419</u>	<u>16 %</u>

The Company's tax rate is affected by the tax rates in the jurisdictions in which the Company operates, some of which have a statutory tax rate less than the U.S. rate and the relative amount of income earned in each jurisdiction.

In October 2019, we completed an intra-entity transfer of certain intellectual property rights to one of our subsidiaries in the U.K., aligning the ownership of these rights with our evolving business. The transfer did not result in a taxable gain; however, our U.K. subsidiary received a step-up in tax basis based on the fair value of the transferred intellectual property rights. The U.K. amortizable tax basis is recoverable over a period of three years to 25 years and the related deferred tax asset was measured using the enacted U.K. corporate tax rates for the years in which the amortization will be realized. During the year ended December 31, 2021, we recognized a one-time net benefit of \$53 million from remeasuring this deferred tax asset due to the enactment of a change in the UK corporate tax rate.

During the year ended December 31, 2020, we completed an intra-entity transfer of certain intellectual property rights to the U.S. to better align the profits related to these rights with our evolving business activities. As a result, a significant portion of these earnings began qualifying for preferential treatment as foreign-derived intangible income during 2020. The transfer resulted in a one-time benefit of \$31 million in connection with the remeasurement of a U.S. deferred tax asset related to foreign earnings.

Income tax expense for 2022 reflects the impact of certain tax elections and comparable changes the Company intends to include in its 2022 income tax returns and related statutory filings. To take these actions, the Merger Agreement requires Microsoft's approval (which may not be unreasonably withheld, conditioned, or delayed), subject to certain exceptions. Failure to obtain this approval could have an adverse effect on our income tax expense.

Deferred income taxes reflect the net tax effects of temporary differences between the amounts of assets and liabilities for accounting purposes and the amounts used for income tax purposes. The components of the net deferred tax assets (liabilities) are as follows (amounts in millions):

	As of December 31,	
	2022	2021
Deferred tax assets:		
Deferred revenue	\$ 324	\$ 210
Tax attributes carryforwards	191	143
Share-based compensation	47	46
Intangibles	1,333	1,458
Capitalized software development expenses	52	—
Other	136	141
Deferred tax assets	2,083	1,998
Valuation allowance	(305)	(278)
Deferred tax assets, net of valuation allowance	1,778	1,720
Deferred tax liabilities:		
Intangibles	(171)	(158)
Capitalized software development expenses	—	(10)
U.S. deferred taxes on foreign earnings	(491)	(603)
Other	(72)	(78)
Deferred tax liabilities	(734)	(849)
Net deferred tax assets	\$ 1,044	\$ 871

As of December 31, 2022, we had gross tax credit carryforwards of \$287 million for state purposes. The tax credit carryforwards are included in deferred tax assets net of unrealized tax benefits that would apply upon the realization of uncertain tax positions.

We evaluate deferred tax assets each period for recoverability. We record a valuation allowance for assets that do not meet the threshold of "more likely than not" to be realized in the future. To make that determination, we evaluate the likelihood of realization based on the weight of all positive and negative evidence available. As of December 31, 2022 and December 31, 2021, we maintained a valuation allowance related to our California research and development credit carryforwards of \$129 million and \$118 million, respectively. We will reassess this determination quarterly and record a tax benefit if and when future evidence allows for a partial or full release of this valuation allowance.

Activision Blizzard's tax years after 2008 remain open to examination by certain major taxing jurisdictions to which we are subject. The Internal Revenue Service is currently examining our federal tax returns for the 2012 through 2019 tax years. In addition, King's pre-acquisition tax returns remain open in various jurisdictions, primarily as a result of transfer pricing matters. We anticipate resolving King's transfer pricing for both pre- and post-acquisition tax years through a collaborative multilateral process with the tax authorities in the relevant jurisdictions, which include the U.K. and Sweden. While the outcome of this process remains uncertain, it could result in an agreement that changes the allocation of profits and losses between these and other relevant jurisdictions or a failure to reach an agreement that results in unilateral adjustments to the amount and timing of taxable income in the jurisdictions in which King operates.

In addition, certain of our subsidiaries are under examination or investigation, or may be subject to examination or investigation, by tax authorities in various jurisdictions. These proceedings may lead to adjustments or proposed adjustments to our taxes or provisions for uncertain tax positions. Such proceedings may have a material adverse effect on the Company's consolidated financial position, liquidity, or results of operations in the earlier of the period or periods in which the matters are resolved and in which appropriate tax provisions are taken into account in our financial statements. If we were to receive a materially adverse assessment from a taxing jurisdiction, we would plan to vigorously contest it and consider all of our options, including the pursuit of judicial remedies.

As of December 31, 2022, we had \$1.2 billion of gross unrecognized tax benefits, \$734 million of which would affect our effective tax rate, if recognized. A reconciliation of total gross unrecognized tax benefits is as follows (amounts in millions):

	For the Years Ended December 31,		
	2022	2021	2020
Unrecognized tax benefits balance at January 1	\$ 1,289	\$ 1,166	\$ 1,037
Gross increase for tax positions taken during a prior year	7	98	97
Gross decrease for tax positions taken during a prior year	(52)	(18)	(1)
Gross increase for tax positions taken during the current year	22	52	38
Settlement with taxing authorities	(5)	(6)	(3)
Lapse of statute of limitations	(38)	(3)	(2)
Unrecognized tax benefits balance at December 31	<u>\$ 1,223</u>	<u>\$ 1,289</u>	<u>\$ 1,166</u>

As of December 31, 2022, 2021, and 2020, we had approximately \$113 million, \$102 million, and \$93 million, respectively, of accrued interest and penalties related to uncertain tax positions. For the years ended December 31, 2022, 2021, and 2020, we recorded \$13 million, \$11 million, and \$19 million, respectively, of interest expense related to uncertain tax positions.

We regularly assess the likelihood of adverse outcomes resulting from these examinations and monitor the progress of ongoing discussions with tax authorities in determining the appropriateness of our tax provisions. The final resolution of the Company's global tax disputes is uncertain. There is significant judgment required in the analysis of disputes, including the probability determination and estimation of the potential exposure. Based on current information, in the opinion of the Company's management, the ultimate resolution of these matters is not expected to have a material adverse effect on the Company's consolidated financial position, liquidity, or results of operations.

20. Computation of Basic/Diluted Earnings Per Common Share

The following table sets forth the computation of basic and diluted earnings per common share (amounts in millions, except per share data):

	For the Years Ended December 31,		
	2022	2021	2020
Numerator:			
Consolidated net income	\$ 1,513	\$ 2,699	\$ 2,197
Denominator:			
Denominator for basic earnings per common share— weighted-average common shares outstanding	782	777	771
Effect of dilutive stock options and awards under the treasury stock method	7	7	7
Denominator for diluted earnings per common share— weighted-average common shares outstanding plus dilutive common shares under the treasury stock method	789	784	778
Basic earnings per common share	\$ 1.94	\$ 3.47	\$ 2.85
Diluted earnings per common share	\$ 1.92	\$ 3.44	\$ 2.82

21. Capital Transactions

Repurchase Programs

On January 27, 2021, our Board of Directors authorized a stock repurchase program under which we are authorized to repurchase up to \$4 billion of our common stock during the two-year period from February 14, 2021 until the earlier of February 13, 2023, or a determination by the Board of Directors to discontinue the repurchase program. We did not repurchase any shares under this program through its expiry and we are restricted from making any repurchases during the period between the execution of the Merger Agreement with Microsoft and the Effective Time without Microsoft's approval (which may not be unreasonably withheld, conditioned, or delayed).

Dividends

On February 3, 2022, our Board of Directors declared a cash dividend of \$0.47 per common share. On May 6, 2022, we made an aggregate cash dividend payment of \$367 million to shareholders of record at the close of business on April 15, 2022.

On February 4, 2021, our Board of Directors declared a cash dividend of \$0.47 per common share. On May 6, 2021, we made an aggregate cash dividend payment of \$365 million to shareholders of record at the close of business on April 15, 2021.

22. Commitments and Contingencies

Commitments and Obligations

In the normal course of business, we enter into contractual arrangements with third parties for non-cancelable operating lease agreements for our offices, for the development of products which may include obtaining rights to intellectual property, and for hosting services to support our games and our administrative functions. Under these agreements, we commit to provide specified payments to a lessor, developer, or hosting provider, as the case may be, based upon contractual arrangements. Additionally, we also enter into arrangements in which we commit to spend specified amounts for marketing to support and promote our content and services. Assuming all contractual provisions are met, the total future minimum commitments for these and other contractual arrangements in place at December 31, 2022, are scheduled to be paid as follows (amounts in millions):

	Contractual Obligations (1)				
	Facility and Equipment Leases	Developer and Hosting	Marketing	Long-Term Debt Obligations (2)	Total
For the years ending December 31,					
2023	\$ 91	\$ 184	\$ 85	\$ 105	\$ 465
2024	71	27	—	105	203
2025	47	12	—	105	164
2026	25	—	—	955	980
2027	20	—	—	469	489
Thereafter	7	—	—	3,633	3,640
Total	<u>\$ 261</u>	<u>\$ 223</u>	<u>\$ 85</u>	<u>\$ 5,372</u>	<u>\$ 5,941</u>

- (1) We have omitted uncertain income tax liabilities from this table due to the inherent uncertainty regarding the timing of the potential issue resolution of the underlying matters. Specifically, either (a) the underlying positions have not been fully developed under audit to quantify at this time or (b) the years relating to the matters for certain jurisdictions are not currently under audit. At December 31, 2022, we had \$476 million of net unrecognized tax benefits included in “Other liabilities,” in our consolidated balance sheet.

Additionally, at December 31, 2022, we have a remaining net Transition Tax liability of \$127 million associated with the U.S. Tax Reform Act. The remaining Transition Tax liability is payable over the next four years and is not reflected in our Contractual Obligations table above.

- (2) Long-term debt obligations represent our obligations related to the contractual principal repayments and interest payments for our outstanding unsecured notes, which are subject to fixed interest rates, as of December 31, 2022. There was no outstanding balance under our Revolver as of December 31, 2022. We have calculated the expected interest obligation based on the outstanding principal balance and interest rate applicable at December 31, 2022. Refer to Note 13 for additional information on our debt obligations.

Legal Proceedings

We are party to routine claims, suits, investigations, audits, and other proceedings arising from the ordinary course of business, including with respect to intellectual property rights, contractual claims, labor and employment matters, regulatory matters, tax matters, unclaimed property matters, compliance matters, and collection matters. In the opinion of management, such routine claims and lawsuits are not significant, and we do not expect them to have a material adverse effect on our business, financial condition, results of operations, or liquidity. We are also party to the proceedings set forth below.

EEOC Settlement

In September 2021, the Company entered into a proposed consent decree with the U.S. Equal Employment Opportunity Commission (the “EEOC”) to settle claims regarding certain employment practices. The consent decree was approved by the United States District Court, Central District of California on March 29, 2022. The consent decree, among other things, provides for the creation of an \$18 million settlement fund for eligible claimants; upgrading Company policies, practices, and training to further prevent and eliminate harassment and discrimination in its workplaces, including implementing an expanded performance review system with a new equal opportunity focus; and providing ongoing oversight and review of the Company’s training programs, investigation policies, disciplinary framework and compliance by appointing a third-party equal opportunity consultant for the next three years whose findings will be regularly reported to the EEOC and shared with our Board of Directors.

The California Civil Rights Department (formerly known as the Department of Fair Employment and Housing) (the “CRD”) filed a motion to intervene in the matter, seeking to object to the consent decree, including the amount of the settlement fund; that motion was denied. The CRD filed a notice of appeal of the order denying the CRD’s motion to intervene. The CRD filed its opening brief for its appeal of the Court’s order denying its motion to intervene with the United States Court of Appeals for the Ninth Circuit on May 18, 2022. On April 19, 2022, the CRD filed a second motion to intervene with the United States District Court. The CRD’s second motion to intervene was denied on June 3, 2022. On June 7, 2022, the CRD filed a notice of appeal of the order denying the CRD’s second motion to intervene with the United States Court of Appeals for the Ninth Circuit. On March 4, 2022, Jessica Gonzalez, a former Blizzard Entertainment employee, filed a motion to intervene with the United States District Court; it was denied on March 22, 2022. On May 23, 2022, Gonzalez filed a notice of appeal of the order denying her motion to intervene with the United States Court of Appeals for the Ninth Circuit. The CRD appeals and Gonzalez appeal are pending before the Ninth Circuit.

Pending Employment-Related Matters

On July 20, 2021, the CRD filed a complaint (the “CRD Matter”) in California Superior Court, County of Los Angeles against Activision Blizzard, Blizzard Entertainment and Activision Publishing (together, the “Defendants”) alleging violations of the California Fair Employment and Housing Act and the California Equal Pay Act. The CRD filed a First Amended Complaint in the CRD Matter on August 23, 2021. The Defendants moved to dismiss the First Amended Complaint; the motion was heard on February 15, 2022. The Defendants’ motion was denied in part and granted in part, and the CRD did not amend with respect to the granted portion. On May 6, 2022, Defendants moved for partial summary adjudication seeking to dismiss claims asserted under the Fair Employment & Housing Act, which the Court denied. Defendants filed a Petition for Peremptory Writ or Other Appropriate Relief regarding the Court’s denial of Defendants’ motion for partial summary adjudication, which was denied. Defendants appealed the denial of their writ to the California Supreme Court, which was denied. On October 27, 2022, the CRD filed a Motion for Summary Adjudication on certain of Defendants’ affirmative defenses with a hearing date scheduled for June 29, 2023. The February 27, 2023 trial date has been vacated and a new trial date will be set by the Court. In addition, in January 2022, the Company’s Board of Directors received notice of an investigation by the CRD and investigatory subpoenas; on February 8, 2023, the CRD issued a letter indicating that it had decided to close this matter.

On August 3, 2021, a putative class action was filed in the United States District Court, Central District of California, entitled *Gary Cheng v. Activision Blizzard, Inc., et al.*, Case No. 2:21-cv-06240-PA-JEM. Plaintiffs assert claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), against the Company and five current or former officers. An amended complaint was filed on December 3, 2021, purportedly on behalf of a class of the Company’s shareholders who purchased stock between February 28, 2017 and November 16, 2021. In an order dated April 18, 2022, the Court granted defendants’ motion to dismiss the amended complaint with leave to amend. Plaintiffs filed a second amended complaint on May 18, 2022, on behalf of shareholders who purchased stock between November 8, 2018 and November 16, 2021, which defendants moved to dismiss on June 16, 2022. In an order dated August 30, 2022, the Court granted defendants’ motion to dismiss the second amended complaint with leave to amend. Plaintiff filed a third amended complaint on September 29, 2022. Defendants’ motion to dismiss the third amended complaint was filed October 31, 2022. In an order entered January 23, 2023, the Court granted defendants’ motion to dismiss the third amended complaint without leave to amend and on the same date entered judgment in accordance with that order.

Beginning on August 6, 2021, three putative shareholder derivative actions were filed in California Superior Court, County of Los Angeles, and those cases have now been consolidated in an action entitled *York County on Behalf of County of York Retirement Fund v. Robert A. Kotick, et al.*, Case No. 21STCV28949. Another related putative shareholder derivative action, entitled *Lesley Warren Savage v. Robert A. Kotick, et al.*, Case No. 22STCV17478, was filed in California Superior Court, County of Los Angeles on May 23, 2022. These related shareholder derivative actions in California Superior Court are currently stayed. On November 15, 2021, a putative shareholder derivative action was filed in the United States District Court, Central District of California, entitled *Luke Kahnert v. Robert A. Kotick, et al.*, Case No. 2:21-cv-08968-PA-JEM. The putative derivative actions collectively assert claims on the Company's behalf against a number of current or former officers, employees and directors for breach of fiduciary duty, corporate waste, unjust enrichment, misappropriation, contribution, and alleged violation of Section 14(a) of the Exchange Act based on allegations similar to those in the CRD Matter and in the securities class action. The Company is named as a nominal defendant. An amended complaint in the *Kahnert* case was filed on January 7, 2022 and, in an order dated May 20, 2022, the Court granted defendants' motion to dismiss the amended complaint with leave to amend. Plaintiffs filed a second amended complaint on June 1, 2022 in the *Kahnert* case. In an order dated September 8, 2022, the Court granted defendants' motion to dismiss the second amended complaint with leave to amend. Plaintiffs in the *Kahnert* case filed a third amended complaint on September 23, 2022. Defendants' motion to dismiss the third amended complaint in the *Kahnert* case was filed October 24, 2022. In an order dated January 17, 2023, the Court granted defendants' motion to dismiss the third amended complaint without leave to amend and on the same date entered judgment in accordance with that order.

On February 3, 2023, the Company settled the previously-disclosed investigation by the Securities and Exchange Commission related to the Company's disclosures on employment matters and related issues without admitting or denying the SEC's findings. As part of the settlement, the Company consented to the entry of an order finding violations of Exchange Act Rule 13a-15, requiring issuers to maintain effective disclosure controls and procedures, and Exchange Act Rule 21F-17(a), providing certain whistleblower protections. The order requires the Company to cease and desist from future violations of these provisions and to pay a \$35 million civil monetary penalty.

We are unable to predict the impact of the above pending matters on our business, financial condition, results of operations, or liquidity at this time.

Legal Proceedings Regarding the Merger

Following the announcement of the proposed transaction with Microsoft, complaints were filed in the United States District Court for the Southern District of New York, the United States District Court for the Eastern District of New York, the United States District Court for the Central District of California, the United States District Court for the Eastern District of Pennsylvania and the United States District Court for the District of Delaware against the Company and its directors: *Stein v. Activision Blizzard, Inc. et al.*, No. 1:22-cv-01560 (S.D.N.Y.); *Perry v. Activision Blizzard, Inc. et al.*, No. 1:22-cv-02074 (S.D.N.Y.); *Whitfield v. Activision Blizzard, Inc. et al.*, 2:22-cv-01182 (E.D.N.Y.); *Lande v. Activision Blizzard, Inc. et al.*, No. 1:22-cv-01267 (E.D.N.Y.); *Watson v. Activision Blizzard, Inc. et al.*, No. 2:22-cv-01268 (C.D. Cal.); *Rubin v. Activision Blizzard, Inc. et al.*, No. 2:22-cv-01343 (C.D. Cal.); *Baker v. Activision Blizzard, Inc. et al.*, No. 2:22-cv00875 (E.D. Pa.); and *David v. Activision Blizzard, Inc. et al.*, No. 1:22-cv-00339 (D. Del.). The complaints each assert violations of Section 14(a) and Section 20(a) of the Exchange Act and allege that the preliminary proxy statement filed in connection with the proposed transaction between the Company and Microsoft omitted certain purportedly material information which rendered the preliminary proxy statement incomplete and misleading. Specifically, the complaints allege that the preliminary proxy statement failed to disclose material information regarding the sales process, the Company's projections and the financial analyses of the Company's financial advisor. The complaints sought, among other things, an order to enjoin the transaction unless additional disclosures were issued; and, if the transaction closes, damages. The Watson complaint also alleges that the Company's directors entered into the transaction for self-interested reasons, including receipt of personal benefits in the transaction. All of the complaints have been voluntarily dismissed.

Following the announcement of the proposed transaction with Microsoft, the Company also received several demand letters from purported stockholders and two lawsuits, *Sjunde AP-Fonden v. Activision Blizzard, Inc.*, No. 2022-0281-KSJM (Del. Ch.) and *New York City Employees' Retirement System et. al. v. Activision Blizzard, Inc.*, No. 2022-0365-KSJM (Del. Ch.) (together, the “220 Complaints”), for books and records pursuant to 8 Del. C. § 220. Among other things, the demand letters and the 220 Complaints seek to investigate purported breaches of fiduciary duty related to the proposed transaction with Microsoft. Specifically, the demands seek to investigate Mr. Kotick’s role in the proposed transaction with one of the demands alleging that Mr. Kotick’s position at the Company was at risk given workplace issues and he chose to pursue a transaction rather than resign. Such demand further alleges that Mr. Kotick agreed to a price range without authorization from our Board of Directors and that our Board of Directors allowed Mr. Kotick to control the transaction process. Such demand also alleges that the transaction price is inadequate because Microsoft’s opportunistic offer took advantage of the Company’s purportedly depressed stock price and that management may have attempted to validate the consideration through downward adjustments to the Company’s long-range plan.

On November 3, 2022 a lawsuit captioned, *Sjunde AP-Fonden v. Activision Blizzard, Inc. et al.*, C.A. No. 2022-1001-CM (Del. Ch.) was filed under seal in the Court of Chancery of the State of Delaware on behalf of a class of stockholders of the Company. The complaint names the Company, our directors, Microsoft and Merger Sub as defendants. The complaint alleges that the director defendants breached their fiduciary duty in connection with the initiation, timing, negotiation, approval and disclosure of the Merger. The complaint also alleges that the Merger was not approved in compliance with the requirements of 8 Del. C. § 251, and seeks a declaration that the Merger would be invalid if consummated. The complaint also asserts a claim against Microsoft and Merger Sub for aiding and abetting the purported breaches of fiduciary duty and conspiring with the director defendants in those breaches. On January 25, 2023, an amended complaint was filed in the *Sjunde AP-Fonden* action.

On December 8, 2022, the United States Federal Trade Commission (“FTC”) issued an administrative complaint against the Company and Microsoft alleging that the Company and Microsoft executed the Merger Agreement in violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, which, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18 and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45. The Company filed an answer to the FTC’s administrative complaint on December 22, 2022, and thereafter filed an amended answer on January 4, 2023. The administrative trial is currently scheduled to take place before an FTC administrative law judge starting August 2, 2023.

We are unable to predict the impact of the above pending matters on our business, financial condition, results of operations, or liquidity at this time.

The Company has received voluntary requests for information from the SEC and a grand jury subpoena from the United States Department of Justice related to their respective investigations into trading by third parties—including persons known to the Company’s CEO—in securities prior to the announcement of the proposed transaction with Microsoft. The Company is fully cooperating with these investigations.

Letters of Credit

As described in Note 13, a portion of our Revolver can be used to issue letters of credit of up to \$50 million, subject to the availability of the Revolver. At December 31, 2022, we did not have any letters of credit issued or outstanding under the Revolver.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

VALUATION AND QUALIFYING ACCOUNTS

(Amounts in millions)

Col. A Description	Col. B Balance at Beginning of Period	Col. C Additions(A)	Col. D Deductions(B)	Col. E Balance at End of Period
At December 31, 2022				
Allowances for sales returns and price protection and other allowances	\$ 17	\$ 7	\$ (8)	\$ 16
Valuation allowance for deferred tax assets	\$ 278	\$ 33	\$ (6)	\$ 305
At December 31, 2021				
Allowances for sales returns and price protection and other allowances	\$ 63	\$ 3	\$ (49)	\$ 17
Valuation allowance for deferred tax assets	\$ 228	\$ 52	\$ (2)	\$ 278
At December 31, 2020				
Allowances for sales returns and price protection and other allowances	\$ 118	\$ (29)	\$ (26)	\$ 63
Valuation allowance for deferred tax assets	\$ 181	\$ 49	\$ (2)	\$ 228

(A) Includes increases and reversals of allowances for sales returns, price protection, and valuation allowance for deferred tax assets due to normal reserving terms.

(B) Includes actual write-offs and utilization of allowances for sales returns, price protection, and releases of income tax valuation allowances and foreign currency translation and other adjustments.

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EXHIBIT INDEX

Pursuant to the rules and regulations of the SEC, the Company has filed certain agreements as exhibits to this Annual Report on Form 10-K. These agreements may contain representations and warranties by the parties. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (1) may have been qualified by disclosures made to such other party or parties, (2) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in the Company's public disclosure, (3) may reflect the allocation of risk among the parties to such agreements, and (4) may apply materiality standards different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe the Company's actual state of affairs at the date hereof and should not be relied upon.

Exhibit Number	Exhibit
2.1	Agreement and Plan of Merger, dated as of January 18, 2022, by and among Microsoft Corporation, Anchorage Merger Sub Inc. and Activision Blizzard, Inc. (incorporated by reference to Exhibit 2.1 of the Company's Form 8-K, filed January 19, 2022).
3.1	Third Amended and Restated Certificate of Incorporation of Activision Blizzard, Inc., dated June 5, 2014 (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K, filed June 6, 2014).
3.2	Fifth Amended and Restated Bylaws of Activision Blizzard, Inc., adopted as of January 17, 2022 (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K, filed January 19, 2022).
4.1	Indenture, dated as of September 19, 2016, among Activision Blizzard, Inc., the guarantors named therein and Wells Fargo Bank, National Association, as trustee, with respect to the Company's 2.300% Unsecured Senior Notes due 2021 and the Company's 3.400% Unsecured Senior Notes due 2026 (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K, filed September 19, 2016).
4.2	Base Indenture, dated as of May 26, 2017, between Activision Blizzard, Inc. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K, filed May 26, 2017).
4.3	First Supplemental Indenture, dated as of May 26, 2017, between Activision Blizzard, Inc. and Wells Fargo Bank, National Association, as trustee, with respect to the Company's 2.600% Unsecured Senior Notes due 2022, the Company's 3.400% Unsecured Senior Notes due September 2027 and the Company's 4.500% Unsecured Senior Notes due 2047 (incorporated by reference to Exhibit 4.2 of the Company's Form 8-K, filed May 26, 2017).
4.4	Second Supplemental Indenture, dated August 10, 2020, between Activision Blizzard, Inc. and Wells Fargo Bank, National Association, as trustee, with respect to the Company's 1.350% Unsecured Senior Notes due 2030, and the Company's 2.500% Unsecured Senior Notes Due 2050 (incorporated by reference to Exhibit 4.2 of the Company's Form 8-K, filed August 10, 2020).
4.5	Form of certificate for the Company's 3.400% Unsecured Senior Notes due 2026 (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K, filed September 19, 2016).
4.6	Form of certificate for the Company's 3.400% Unsecured Senior Notes due 2027 (incorporated by reference to Exhibit 4.2 of the Company's Form 8-K, filed May 26, 2017).
4.7	Form of certificate for the Company's 1.350% Unsecured Senior Notes due 2030 (incorporated by reference to Exhibit 4.2 of the Company's Form 8-K, filed August 10, 2020).
4.8	Form of certificate for the Company's 4.500% Unsecured Senior Notes due 2047 (incorporated by reference to Exhibit 4.2 of the Company's Form 8-K, filed May 26, 2017).
4.9	Form of certificate for the Company's 2.500% Unsecured Senior Notes due 2050 (incorporated by reference to Exhibit 4.2 of the Company's Form 8-K, filed August 10, 2020).
4.10	Description of Securities (incorporated by reference to Exhibit 4.10 of the Company's Form 10-K for the year ended December 31, 2021).
10.1*	Activision Blizzard, Inc. Amended and Restated 2008 Incentive Plan, as amended and restated on June 7, 2012 (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed June 12, 2012).
10.2*	Amended and Restated Activision Blizzard, Inc. 2014 Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended March 31, 2017).
10.3*	Activision Blizzard, Inc. KDE Equity Incentive Plan, amended as of November 1, 2016 (incorporated by reference to Exhibit 10.14 of the Company's Form 10-K for the year ended December 31, 2016).
10.4*	Form of Notice of Stock Option Award for grants to unaffiliated directors pursuant to the Activision Blizzard, Inc. 2008 Incentive Plan (effective as of November 12, 2008) (incorporated by reference to Exhibit 10.44 of the Company's Form 10-K for the year ended December 31, 2008).
10.5*	Form of Notice of Stock Option Award for grants to unaffiliated directors pursuant to the Activision Blizzard, Inc. 2008 Incentive Plan (effective as of March 6, 2013) (incorporated by reference to Exhibit 10.5 of the Company's Form 10-Q for the quarter ended March 31, 2013).

Exhibit Number	Exhibit
10.6*	Form of Notice of Restricted Share Unit Award for grants to persons other than non-affiliated directors pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of July 29, 2014) (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended September 30, 2014).
10.7*	Form of Notice of Restricted Share Unit Award for grants to non-affiliated directors pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of July 29, 2014) (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended September 30, 2014).
10.8*	Form of Notice of Stock Option Award for grants pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of March 2, 2017) (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended March 31, 2017).
10.9*	Form of Notice of Performance-Vesting Restricted Share Unit Award for grants pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of March 2, 2017) (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q for the quarter ended March 31, 2017).
10.10*	Form of Notice of Stock Option Award for grants pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of October 26, 2018) (incorporated by reference to Exhibit 10.21 of the Company's Form 10-K for the year ended December 31, 2018).
10.11*	Form of Notice of Stock Option Award for grants pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of November 4, 2019) (incorporated by reference to Exhibit 10.22 to the Company's Form 10-K for the year ended December 31, 2019).
10.12*	Form of Notice of Performance-Vesting Restricted Share Unit Award for grants pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of November 4, 2019) (incorporated by reference to Exhibit 10.23 to the Company's Form 10-K for the year ended December 31, 2019).
10.13*	Form of Notice of Stock Option Awards for grants pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of November 18, 2020) (incorporated by reference to Exhibit 10.24 of the Company's Form 10-K for the year ended December 31, 2020).
10.14*	Form of Notice of Performance-Vesting Restricted Share Unit Award for grants pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of December 4, 2020) (incorporated by reference to Exhibit 10.25 of the Company's Form 10-K for the year ended December 31, 2020).
10.15*	Form of Notice of Stock Option Awards for grants pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of October 29, 2021) (incorporated by reference to Exhibit 10.15 of the Company's Form 10-K for the year ended December 31, 2021).
10.16*	Form of Notice of Restricted Share Unit Award for grants to persons other than non-affiliated directors pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of October 29, 2021) (incorporated by reference to Exhibit 10.16 of the Company's Form 10-K for the year ended December 31, 2021).
10.17*	Form of Notice of Restricted Share Unit Award for grants to non-affiliated directors pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of October 29, 2021) (incorporated by reference to Exhibit 10.17 of the Company's Form 10-K for the year ended December 31, 2021).
10.18*	Form of Notice of Performance-Vesting Restricted Share unit Award for grants pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (effective as of October 29, 2021) (incorporated by reference to Exhibit 10.18 of the Company's Form 10-K for the year ended December 31, 2021).
10.19*	Form of Notice of Performance-Vesting Restricted Share Unit Award for grants during pendency of Microsoft transaction to certain new employees pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended March 31, 2022).
10.20*	Form of Notice of Restricted Share Unit Award for grants during pendency of Microsoft transaction to certain new employees pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended March 31, 2022).
10.21*	Form of Notice of Restricted Share Unit Award for management grants during pendency of Microsoft transaction to certain employees pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q for the quarter ended March 31, 2022).
10.22*	Form of Notice of Restricted Share Unit Award for retention grants during pendency of Microsoft transaction to certain employees pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan (incorporated by reference to Exhibit 10.4 of the Company's Form 10-Q for the quarter ended March 31, 2022).
10.23*	Form of Notice of Restricted Share Unit Award for certain grants during pendency of Microsoft transaction to certain employees pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan.
10.24*	Form of Notice of Restricted Share Unit Award for certain grants during pendency of Microsoft transaction to certain employees pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan.

Exhibit Number	Exhibit
10.25*	Form of Notice of Restricted Share Unit Award for certain grants during pendency of Microsoft transaction to certain employees pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan.
10.26*	Form of Notice of Restricted Share Unit Award for grants to non-affiliated directors pursuant to the Activision Blizzard, Inc. 2014 Incentive Plan.
10.27*	Amended and Restated CEO Recognition Program (incorporated by reference to Exhibit 10.6 of the Company's Form 10-Q for the quarter ended June 30, 2014).
10.28*	Activision Blizzard, Inc. Corporate Annual Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended September 30, 2015).
10.29*	Employment Agreement, dated as of October 1, 2016, between Robert A. Kotick and the Company (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed November 25, 2016).
10.30*	Extension Amendment, dated as of April 28, 2021, between Robert A. Kotick and the Company (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed April 29, 2021).
10.31*	Form of Notice of 2018 Stock Option Award to Robert A. Kotick (incorporated by reference to Exhibit 10.27 of the Company's Form 10-K for the year ended December 31, 2018).
10.32*	Form of Notice of 2019 Stock Option Award to Robert A. Kotick (incorporated by reference to Exhibit 10.31 to the Company's Form 10-K for the year ended December 31, 2019).
10.33*	Corrected Employment Agreement, dated as of April 1, 2021, between Activision Blizzard, Inc. and Armin Zerza (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended September 30, 2021).
10.34*	Employment Agreement, dated as of March 9, 2020, between Activision Blizzard, Inc. and Daniel Alegre (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed March 11, 2020).
10.35*	Employment Agreement, dated as of February 1, 2021, between Activision Blizzard, Inc. and Brian Bulatao (incorporated by reference to Exhibit 10.28 of the Company's Form 10-K for the year ended December 31, 2021).
10.36*	Employment Agreement, dated as of May 17, 2021, between Activision Blizzard, Inc. and Grant Dixon (incorporated by reference to Exhibit 10.29 of the Company's Form 10-K for the year ended December 31, 2021).
10.37*	Employment Agreement, dated as of October 5, 2022, between Activision Blizzard, Inc. and Lulu Cheng Mesurvey.
10.38*	Activision Blizzard, Inc. Enhanced Severance Plan, established November 30, 2022 (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed December 21, 2022).
10.39*	Form of Acceleration and Clawback Agreement (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K, filed December 21, 2022).
10.40*	Non-Affiliated Director Compensation Program and Stock Ownership Guidelines, as amended and restated as of December 3, 2021 (incorporated by reference to Exhibit 10.33 of the Company's Form 10-K for the year ended December 31, 2021).
10.41	Credit Agreement, dated as of October 11, 2013, among the Company, as borrower, certain subsidiaries of the Company, as guarantors, a group of lenders, Bank of America, N.A., as administrative agent and collateral agent for the lenders, J.P. Morgan Securities LLC, as syndication agent, Bank of America Merrill Lynch and J.P. Morgan Securities LLC, as joint lead arrangers and joint bookrunners, and Goldman Sachs & Co., HSBC Securities (USA) Inc., Mitsubishi UFJ Securities (USA), Inc., Mizuho Securities USA Inc., RBC Capital Markets, SunTrust Bank and U.S. Bank National Association, as co-documentation agents (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed October 18, 2013).
10.42	First Amendment to the Credit Agreement, dated as of October 11, 2013, by and among Activision Blizzard, Inc., the guarantors from time to time party thereto, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent and collateral agent, and the several other agents party thereto (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed November 3, 2015).
10.43	Second Amendment to the Credit Agreement, dated as of October 11, 2013, by and among Activision Blizzard, Inc., the guarantors from time to time party thereto, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent and collateral agent, and the several other agents party thereto (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed November 17, 2015).
10.44	Third Amendment to the Credit Agreement, dated as of October 11, 2013, by and among Activision Blizzard, Inc., the guarantors from time to time party thereto, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent and collateral agent, and the several other agents party thereto (incorporated by reference to Exhibit 10.1 of the Company's form 8-K, filed December 14, 2015).
10.45	Fourth Amendment to the Credit Agreement, dated as of October 11, 2013, by and among Activision Blizzard, Inc., the guarantors from time to time party thereto, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent and collateral agent, and the several other agents party thereto (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed April 1, 2016).

Exhibit Number	Exhibit
10.46	Fifth Amendment to the Credit Agreement, dated as of October 11, 2013, by and among Activision Blizzard, Inc., the guarantors from time to time party thereto, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent and collateral agent, and the several other agents party thereto (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed August 24, 2016).
10.47	Sixth Amendment to the Credit Agreement, dated as of October 11, 2013, by and among Activision Blizzard, Inc., the guarantors from time to time party thereto, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent and collateral agent, and the several other agents party thereto (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed February 6, 2017).
10.48	Seventh Amendment to the Credit Agreement, dated as of October 11, 2013, by and among Activision Blizzard, Inc., the guarantors from time to time party thereto, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent and collateral agent, and the several other agents party thereto (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed August 29, 2018).
10.49†	Playstation2 CD-ROM/DVD-ROM Licensed Publisher Agreement, dated as of April 1, 2000, between Sony Computer Entertainment America Inc. and Activision, Inc. (incorporated by reference to Exhibit 10.5 of the Company's Form 10-Q for the quarter ended March 31, 2022).
10.50†	Playstation2 Licensed Publisher Agreement, dated as of March 23, 2001, between Sony Computer Entertainment Europe Limited and Activision UK Limited (incorporated by reference to Exhibit 10.6 of the Company's Form 10-Q for the quarter ended March 31, 2022).
10.51†	Global PlayStation 3 Format Licensed Publisher Agreement, dated March 5, 2007, between Sony Computer Entertainment America Inc. and Activision, Inc. (incorporated by reference to Exhibit 10.7 of the Company's Form 10-Q for the quarter ended March 31, 2022).
10.52†	PlayStation Portable Licensed Publisher Agreement dated September 15, 2004, between Sony Computer Entertainment America Inc. and Activision, Inc. (incorporated by reference to Exhibit 10.8 of the Company's Form 10-Q for the quarter ended March 31, 2022).
10.53†	PlayStation Portable Licensed Publisher Agreement dated September 27, 2005, between Sony Computer Entertainment Europe Limited and Activision UK Limited (incorporated by reference to Exhibit 10.9 of the Company's Form 10-Q for the quarter ended March 31, 2022).
21.1	Subsidiaries of the Company.
23.1	Consent of Independent Registered Public Accounting Firm (PricewaterhouseCoopers LLP).
24.1	Power of Attorney of each Executive Officer and Director signing this report (included in the signature page hereto).
31.1	Certification of Robert A. Kotick pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Armin Zerza pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Robert A. Kotick pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Armin Zerza pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document - The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document.
101.LAB	Inline XBRL Taxonomy Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Management contract or compensatory plan, contract or arrangement in which a director or executive officer of the Company participates.

† Portions of this exhibit omitted pursuant to Item 601(b)(10)(iv) of Regulation S-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: February 23, 2023

ACTIVISION BLIZZARD, INC.

By: /s/ ROBERT A. KOTICK
Robert A. Kotick
Director and Chief Executive Officer of Activision Blizzard, Inc.
(Principal Executive Officer)

POWER OF ATTORNEY

Each individual whose signature appears below constitutes and appoints Robert A. Kotick and Armin Zerza and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his, her, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: <u>/s/ ROBERT A. KOTICK</u> (Robert A. Kotick)	Director, Chief Executive Officer (Principal Executive Officer)	February 23, 2023
By: <u>/s/ ARMIN ZERZA</u> (Armin Zerza)	Chief Financial Officer (Principal Financial Officer)	February 23, 2023
By: <u>/s/ JESSE YANG</u> (Jesse Yang)	Deputy Chief Financial Officer and Comptroller (Principal Accounting Officer)	February 23, 2023
By: <u>/s/ REVETA BOWERS</u> (Reveta Bowers)	Director	February 23, 2023
By: <u>/s/ KERRY CARR</u> (Kerry Carr)	Director	February 23, 2023
By: <u>/s/ ROBERT J. CORTI</u> (Robert J. Corti)	Director	February 23, 2023
By: <u>/s/ BRIAN G. KELLY</u> (Brian G. Kelly)	Chairman of the Board and Director	February 23, 2023
By: <u>/s/ BARRY MEYER</u> (Barry Meyer)	Director	February 23, 2023
By: <u>/s/ ROBERT J. MORGADO</u> (Robert J. Morgado)	Director	February 23, 2023
By: <u>/s/ PETER NOLAN</u> (Peter Nolan)	Director	February 23, 2023
By: <u>/s/ DAWN OSTROFF</u> (Dawn Ostroff)	Director	February 23, 2023

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME TO NON-GAAP MEASURES
(Amounts in millions, except per share data)

Year Ended December 31, 2022	Net Revenues	Cost of Revenues —Product Sales: Software Amortization	Cost of Revenues —Product Sales: Software Amortization	Cost of Revenues —In-game/Subs/ Other: Game Operations and Distribution Costs	Cost of Revenues —In-game/Subs/ Other: Software Royalties and Amortization	Product Development	Sales and Marketing	General and Administrative	Restructuring and related costs	Total Costs and Expenses
GAAP Measurement	\$ 7,528	\$ 519	\$ 231	\$ 1,324	\$ 148	\$ 1,421	\$ 1,217	\$ 1,001	\$ (3)	\$ 5,858
Share-based compensation ¹	—	—	(21)	(7)	(3)	(224)	(58)	(149)	—	(462)
Amortization of intangible assets ²	—	—	—	—	(7)	—	—	(6)	—	(13)
Restructuring and related costs ³	—	—	—	—	—	—	—	—	3	3
Partnership wind down and related costs ⁴	—	—	—	—	—	—	—	(27)	—	(27)
Merger and acquisition-related fees and other expenses ⁵	—	—	—	—	—	—	—	(68)	—	(68)
Non-GAAP Measurement	\$ 7,528	\$ 519	\$ 210	\$ 1,317	\$ 138	\$ 1,197	\$ 1,159	\$ 751	\$ —	\$ 5,291
Net effect of deferred revenues and related cost of revenues ⁶	\$ 986	\$ 24	\$ 13	\$ 59	\$ 42	\$ —	\$ —	\$ —	\$ —	\$ 138
	Operating Income	Net Income	Basic Earnings per Share	Diluted Earnings per Share						
GAAP Measurement	\$ 1,670	\$ 1,513	\$ 1.94	\$ 1.92						
Share-based compensation ¹	462	462	0.59	0.59						
Amortization of intangible assets ²	13	13	0.02	0.02						
Restructuring and related costs ³	(3)	(3)	—	—						
Partnership wind down and related costs ⁴	27	27	0.03	0.03						
Merger and acquisition-related fees and other expenses ⁵	68	68	0.09	0.09						
Income tax impacts from items above ⁷	—	(46)	(0.06)	(0.06)						
Non-GAAP Measurement	\$ 2,237	\$ 2,034	\$ 2.60	\$ 2.58						
Net effect of deferred revenues and related cost of revenues ⁶	\$ 848	\$ 657	\$ 0.84	\$ 0.83						

1 Reflects expenses related to share-based compensation.

2 Reflects amortization of intangible assets from purchase price accounting.

3 Reflects restructuring initiatives.

4 Reflects expenses related to the wind down of our partnership with NetEase in China in regards to licenses covering the publication of several Blizzard titles which expired in January 2023.

5 Reflects fees and other expenses related to our proposed transaction with Microsoft, primarily legal and advisory fees.

6 Reflects the net effect from deferral of revenues and (recognition) of deferred revenues, along with related cost of revenues, on certain of our online-enabled products, including the effects of taxes.

7 Reflects the income tax impact associated with the above items. Tax impact on non-GAAP pre-tax income is calculated under the same accounting principles applied to the GAAP pre-tax income under ASC 740, which employs an annual effective tax rate method to the results.

The GAAP and non-GAAP earnings per share information is presented as calculated. The sum of these measures, as presented, may differ due to the impact of rounding.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME TO NON-GAAP MEASURES
(Amounts in millions, except per share data)

Year Ended December 31, 2021	Net Revenues	Cost of Revenues —Product Sales: —Product Costs	Cost of Revenues —Product Sales: Software Royalties and Amortization	Cost of Revenues —In-game/Subs/ Other: Game Operations and Distribution Costs	Cost of Revenues —In-game/Subs/ Other: Software Royalties and Amortization	Product Development	Sales and Marketing	General and Administrative	Restructuring and related costs	Total Costs and Expenses
GAAP Measurement	\$ 8,803	\$ 649	\$ 346	\$ 1,215	\$ 107	\$ 1,337	\$ 1,025	\$ 788	\$ 77	\$ 5,544
Share-based compensation ¹	—	—	(17)	(7)	—	(211)	(44)	(229)	—	(508)
Amortization of intangible assets ²	—	—	—	—	(3)	—	—	(7)	—	(10)
Restructuring and related costs ³	—	—	—	—	—	—	—	—	(77)	(77)
Non-GAAP Measurement	\$ 8,803	\$ 649	\$ 329	\$ 1,208	\$ 104	\$ 1,126	\$ 981	\$ 552	\$ —	\$ 4,949
Net effect of deferred revenues and related cost of revenues ⁴	\$ (449)	\$ (5)	\$ (109)	\$ 5	\$ 7	\$ —	\$ —	\$ —	\$ —	\$ (102)

	Operating Income	Net Income	Basic Earnings per Share	Diluted Earnings per Share
GAAP Measurement	\$ 3,259	\$ 2,699	\$ 3.47	\$ 3.44
Share-based compensation ¹	508	508	0.65	0.65
Amortization of intangible assets ²	10	10	0.01	0.01
Restructuring and related costs ³	77	77	0.10	0.10
Income tax impacts from items above ⁵	—	(98)	(0.13)	(0.13)
Non-GAAP Measurement	\$ 3,854	\$ 3,196	\$ 4.11	\$ 4.08
Net effect of deferred revenues and related cost of revenues ⁴	\$ (347)	\$ (280)	\$ (0.36)	\$ (0.36)

1 Reflects expenses related to share-based compensation.

2 Reflects amortization of intangible assets from purchase price accounting.

3 Reflects restructuring initiatives, primarily severance and other restructuring-related costs.

4 Reflects the net effect from deferral of revenues and (recognition) of deferred revenues, along with related cost of revenues, on certain of our online-enabled products, including the effects of taxes.

5 Reflects the income tax impact associated with the above items. Tax impact on non-GAAP pre-tax income is calculated under the same accounting principles applied to the GAAP pre-tax income under ASC 740, which employs an annual effective tax rate method to the results.

The GAAP and non-GAAP earnings per share information is presented as calculated. The sum of these measures, as presented, may differ due to the impact of rounding.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP NET INCOME TO NON-GAAP MEASURES
(Amounts in millions, except per share data)

Year Ended December 31, 2020	Net Revenues	Cost of Revenues —Product Sales: —Product Sales: Product Costs	Cost of Revenues —In-game/Subs/ Other: Game Operations and Distribution Costs	Cost of Revenues —In-game/Subs/ Other: Software Royalties and Amortization	Product Development	Sales and Marketing	General and Administrative	Restructuring and related costs	Total Costs and Expenses
GAAP Measurement	\$ 8,086	\$ 705	\$ 269	\$ 1,131	\$ 155	\$ 1,150	\$ 1,064	\$ 784	\$ 5,352
Share-based compensation ¹	—	—	(14)	(1)	—	(42)	(21)	(140)	(218)
Amortization of intangible assets ²	—	—	—	—	(68)	—	—	(11)	(79)
Restructuring and related costs ³	—	—	—	—	—	—	—	(94)	(94)
Non-GAAP Measurement	\$ 8,086	\$ 705	\$ 255	\$ 1,130	\$ 87	\$ 1,108	\$ 1,043	\$ 633	\$ 4,961
Net effect of deferred revenues and related cost of revenues ⁴	\$ 333	\$ (40)	\$ 111	\$ 13	\$ 11	\$ —	\$ —	\$ —	\$ 95
	Operating Income	Net Income	Basic Earnings per Share	Diluted Earnings per Share					
GAAP Measurement	\$ 2,734	\$ 2,197	\$ 2.85	\$ 2.82					
Share-based compensation ¹	218	218	0.28	0.28					
Amortization of intangible assets ²	79	79	0.10	0.10					
Restructuring and related costs ³	94	94	0.12	0.12					
Loss on extinguishment of debt ⁵	—	31	0.04	0.04					
Income tax impacts from items above ⁶	—	(123)	(0.16)	(0.16)					
Non-GAAP Measurement	\$ 3,125	\$ 2,496	\$ 3.24	\$ 3.21					
Net effect of deferred revenues and related cost of revenues ⁴	\$ 238	\$ 205	\$ 0.26	\$ 0.26					

- ¹ Reflects expenses related to share-based compensation.
² Reflects amortization of intangible assets from purchase price accounting.
³ Reflects restructuring initiatives, primarily severance and other restructuring-related costs.
⁴ Reflects the net effect from deferral of revenues and (recognition) of deferred revenues, along with related cost of revenues, on certain of our online-enabled products, including the effects of taxes.
⁵ Reflects the loss on extinguishment of debt from financing activities.
⁶ Reflects the income tax impact associated with the above items. Tax impact on non-GAAP pre-tax income is calculated under the same accounting principles applied to the GAAP pre-tax income under ASC 740, which employs an annual effective tax rate method to the results.

The GAAP and non-GAAP earnings per share information is presented as calculated. The sum of these measures, as presented, may differ due to the impact of rounding.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
OPERATING SEGMENTS INFORMATION
(Amounts in millions)

Year Ended	December 31, 2022				\$ Increase / (Decrease)			
	Activision	Blizzard	King	Total	Activision	Blizzard	King	Total
Segment Net Revenues								
Net revenues from external customers	\$ 3,275	\$ 1,936	\$ 2,785	\$ 7,996	\$ (203)	\$ 203	\$ 205	\$ 205
Intersegment net revenues ¹	—	76	—	76	—	(18)	—	(18)
Segment net revenues	<u>\$ 3,275</u>	<u>\$ 2,012</u>	<u>\$ 2,785</u>	<u>\$ 8,072</u>	<u>\$ (203)</u>	<u>\$ 185</u>	<u>\$ 205</u>	<u>\$ 187</u>
Segment operating income	\$ 1,317	\$ 625	\$ 1,121	\$ 3,063	\$ (350)	\$ (73)	\$ (19)	\$ (442)
Operating Margin				37.9 %				

	December 31, 2021			
	Activision	Blizzard	King	Total
Segment Net Revenues				
Net revenues from external customers	\$ 3,478	\$ 1,733	\$ 2,580	\$ 7,791
Intersegment net revenues ¹	—	94	—	94
Segment net revenues	<u>\$ 3,478</u>	<u>\$ 1,827</u>	<u>\$ 2,580</u>	<u>\$ 7,885</u>
Segment operating income	\$ 1,667	\$ 698	\$ 1,140	\$ 3,505
Operating Margin				44.5 %

¹ Intersegment revenues reflect licensing and service fees charged between segments.

Our operating segments are consistent with the manner in which our operations are reviewed and managed by our Chief Executive Officer, who is our chief operating decision maker (“CODM”). The CODM reviews segment performance exclusive of: the impact of the change in deferred revenues and related cost of revenues with respect to certain of our online-enabled games; share-based compensation expense (including liability awards accounted for under ASC 718); amortization of intangible assets as a result of purchase price accounting; fees and other expenses (including legal fees, costs, expenses and accruals) related to acquisitions, associated integration activities, and financings; certain restructuring and related costs; and other non-cash charges. **See the following page for the reconciliation tables of segment revenues and operating income to consolidated net revenues and consolidated income before income tax expense.**

Our operating segments are also consistent with our internal organization structure, the way we assess operating performance and allocate resources, and the availability of separate financial information. We do not aggregate operating segments.

In 2021, the Company reviewed its overall compensation structure and philosophy and began implementing changes to its compensation payments for 2021, primarily to enhance equity ownership for employees and bring our employee equity compensation more in line with current industry practice. As an aspect of this change, the Company determined to settle amounts not yet paid as of December 31, 2021 under its annual performance plans in stock as opposed to cash and further to provide such incentives at no less than target performance without regard to whether target performance was achieved, resulting in a year-end share-based compensation liability of \$194 million. The changes in Q4 2021 resulted in \$160 million of expense related to achievement against 2021 performance targets that would have otherwise been included in our segment operating income to instead be excluded from our 2021 segment operating income as it is now part of share-based compensation, accounted for as a liability under ASC 718. The changes increased our Activision, Blizzard, King and non-reportable segment operating income by \$43 million, \$25 million, \$65 million, and \$27 million, respectively, for the three months and year ended December 31, 2021.

Similarly, in 2022, the Company is expecting to pay out certain of its annual performance plans in stock as opposed to cash. The share-based compensation expense associated with the bonus programs for Activision, Blizzard, King and non-reportable segments was \$19 million, \$32 million, \$4 million, and \$3 million, respectively, for the three months ended December 31, 2022. The share-based compensation expense associated with the bonus programs for Activision, Blizzard, King and non-reportable segments was \$37 million, \$34 million, \$16 million, and \$24 million, respectively, for the year ended December 31, 2022.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
OPERATING SEGMENTS INFORMATION
(Amounts in millions)

	Year Ended December 31,	
	2022	2021
Reconciliation to consolidated net revenues:		
Segment net revenues	\$ 8,072	\$ 7,885
Revenues from non-reportable segments ¹	518	563
Net effect from recognition (deferral) of deferred net revenues ²	(986)	449
Elimination of intersegment revenues ³	(76)	(94)
Consolidated net revenues	<u>\$ 7,528</u>	<u>\$ 8,803</u>
Reconciliation to consolidated income before income tax expense:		
Segment operating income	\$ 3,063	\$ 3,505
Operating income (loss) from non-reportable segments ¹	22	2
Net effect from recognition (deferral) of deferred net revenues and related cost of revenues ²	(848)	347
Share-based compensation expense ⁴	(462)	(508)
Amortization of intangible assets	(13)	(10)
Restructuring and related costs ⁵	3	(77)
Partnership wind down and related costs ⁶	(27)	—
Merger and acquisition-related fees and other expenses ⁷	(68)	—
Consolidated operating income	<u>1,670</u>	<u>3,259</u>
Interest expense from debt	108	108
Other (income) expense, net	(182)	(13)
Consolidated income before income tax expense	<u>\$ 1,744</u>	<u>\$ 3,164</u>

- 1 Includes other income and expenses outside of our reportable segments, including our distribution business and unallocated corporate income and expenses.
- 2 Reflects the net effect from (deferral) of revenues and recognition of deferred revenues, along with related cost of revenues, on certain of our online-enabled products.
- 3 Intersegment revenues reflect licensing and service fees charged between segments.
- 4 Reflects expenses related to share-based compensation.
- 5 Reflects restructuring initiatives, primarily severance and other restructuring-related costs.
- 6 Reflects expenses related to the wind down of our partnership with NetEase in China in regards to licenses covering the publication of several Blizzard titles which expired in January 2023.
- 7 Reflects fees and other expenses related to our proposed transaction with Microsoft, primarily legal and advisory fees.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
NET REVENUES BY DISTRIBUTION CHANNEL
(Amounts in millions)

	Year Ended					
	December 31, 2022		December 31, 2021		\$ Increase (Decrease)	% Increase (Decrease)
	Amount	% of Total ¹	Amount	% of Total ¹		
Net Revenues by Distribution Channel						
Digital online channels ²	\$ 6,633	88 %	\$ 7,663	87 %	\$ (1,030)	(13)%
Retail channels	290	4	479	5	(189)	(39)
Other ³	605	8	661	8	(56)	(8)
Total consolidated net revenues	<u>\$ 7,528</u>	<u>100 %</u>	<u>\$ 8,803</u>	<u>100 %</u>	<u>\$ (1,275)</u>	<u>(14)</u>
Change in deferred revenues⁴						
Digital online channels ²	\$ 970		\$ (421)			
Retail channels	3		(42)			
Other ³	13		14			
Total changes in deferred revenues	<u>\$ 986</u>		<u>\$ (449)</u>			

- 1 The percentages of total are presented as calculated. Therefore, the sum of these percentages, as presented, may differ due to the impact of rounding.
- 2 Net revenues from Digital online channels represent revenues from digitally-distributed downloadable content, microtransactions, subscriptions, and products, as well as licensing royalties.
- 3 Net revenues from Other primarily include revenues from our distribution business, the Overwatch League, and the Call of Duty League.
- 4 Reflects the net effect from deferral of revenues and (recognition) of deferred revenues on certain of our online-enabled products.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
NET REVENUES BY PLATFORM
(Amounts in millions)

	Year Ended					
	December 31, 2022		December 31, 2021		\$ Increase (Decrease)	% Increase (Decrease)
	Amount	% of Total ¹	Amount	% of Total ¹		
Net Revenues by Platform						
Console	\$ 1,753	23 %	\$ 2,637	30 %	\$ (884)	(34)%
PC	1,653	22	2,323	26	(670)	(29)
Mobile and ancillary ²	3,517	47	3,182	36	335	11
Other ³	605	8	661	8	(56)	(8)
Total consolidated net revenues	<u>\$ 7,528</u>	<u>100 %</u>	<u>\$ 8,803</u>	<u>100 %</u>	<u>\$ (1,275)</u>	<u>(14)</u>
Change in deferred revenues⁴						
Console	\$ 313		\$ (254)			
PC	491		(228)			
Mobile and ancillary ²	169		19			
Other ³	13		14			
Total changes in deferred revenues	<u>\$ 986</u>		<u>\$ (449)</u>			

- 1 The percentages of total are presented as calculated. Therefore, the sum of these percentages, as presented, may differ due to the impact of rounding.
- 2 Net revenues from Mobile and ancillary primarily include revenues from mobile devices.
- 3 Net revenues from Other primarily include revenues from our distribution business, the Overwatch League, and the Call of Duty League.
- 4 Reflects the net effect from deferral of revenues and (recognition) of deferred revenues on certain of our online-enabled products.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
NET REVENUES BY GEOGRAPHIC REGION
(Amounts in millions)

	Year Ended					
	December 31, 2022		December 31, 2021		\$ Increase (Decrease)	% Increase (Decrease)
	Amount	% of Total ¹	Amount	% of Total ¹		
Net Revenues by Geographic Region						
Americas	\$ 4,208	56 %	\$ 4,931	56 %	\$ (723)	(15)%
EMEA ²	2,236	30	2,797	32	(561)	(20)
Asia Pacific	1,084	14	1,075	12	9	1
Total consolidated net revenues	<u>\$ 7,528</u>	<u>100 %</u>	<u>\$ 8,803</u>	<u>100 %</u>	<u>\$ (1,275)</u>	(14)
Change in deferred revenues ³						
Americas	\$ 609		\$ (288)			
EMEA ²	257		(136)			
Asia Pacific	120		(25)			
Total changes in deferred revenues	<u>\$ 986</u>		<u>\$ (449)</u>			

1 The percentages of total are presented as calculated. Therefore, the sum of these percentages, as presented, may differ due to the impact of rounding.

2 Net revenues from EMEA consist of the Europe, Middle East, and Africa geographic regions.

3 Reflects the net effect from deferral of revenues and (recognition) of deferred revenues on certain of our online-enabled products.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
SUPPLEMENTAL CASH FLOW INFORMATION
(Amounts in millions)

	Three Months Ended								Year over Year % Increase (Decrease)
	March 31,	June 30,	September 30,	December 31,	March 31,	June 30,	September 30,	December 31,	
	2021	2021	2021	2021	2022	2022	2022	2022	
Cash Flow Data									
Operating Cash Flow	\$ 844	\$ 388	\$ 521	\$ 661	\$ 642	\$ 198	\$ 257	\$ 1,123	70 %
Capital Expenditures	22	14	23	21	15	37	15	24	14
Non-GAAP Free Cash Flow ¹	\$ 822	\$ 374	\$ 498	\$ 640	\$ 627	\$ 161	\$ 242	\$ 1,099	72
Operating Cash Flow - TTM ²	\$ 2,948	\$ 2,568	\$ 2,893	\$ 2,414	\$ 2,212	\$ 2,022	\$ 1,758	\$ 2,220	(8)
Capital Expenditures - TTM ²	81	82	81	80	73	96	88	91	14
Non-GAAP Free Cash Flow ¹ - TTM ²	\$ 2,867	\$ 2,486	\$ 2,812	\$ 2,334	\$ 2,139	\$ 1,926	\$ 1,670	\$ 2,129	(9)%

1 Non-GAAP free cash flow represents operating cash flow minus capital expenditures.

2 TTM represents trailing twelve months. Operating Cash Flow for three months ended June 30, 2020, three months ended September 30, 2020, and three months ended December 31, 2020, were \$768 million, \$196 million, and \$1,140 million, respectively. Capital Expenditures for the three months ended June 30, 2020, three months ended September 30, 2020, and three months ended December 31, 2020, were \$13 million, \$24 million, and \$22 million, respectively.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
EBITDA AND ADJUSTED EBITDA
(Amounts in millions)

	March 31, 2022	June 30, 2022	September 30, 2022	December 31, 2022	Trailing Twelve Months Ended December 31, 2022
GAAP Net Income	\$ 395	\$ 280	\$ 435	\$ 403	\$ 1,513
Interest expense from debt	27	27	27	27	108
Other income (expense), net	(13)	(10)	(42)	(117)	(182)
Provision for income taxes	70	41	65	55	231
Depreciation and amortization	24	25	29	28	106
EBITDA	503	363	514	396	1,776
Share-based compensation expense ¹	98	100	102	161	462
Restructuring and related costs ²	(2)	(3)	2	—	(3)
Partnership wind down and related costs ³	—	—	—	27	27
Merger and acquisition-related fees and other expenses ⁴	32	16	10	10	68
Adjusted EBITDA	\$ 631	\$ 476	\$ 628	\$ 594	\$ 2,330
Change in deferred net revenues and related cost of revenues ⁵	\$ (235)	\$ (1)	\$ 25	\$ 1,059	\$ 848

1 Reflects expenses related to share-based compensation.

2 Reflects restructuring initiatives.

3 Reflects expenses related to the wind down of our partnership with NetEase in China in regards to licenses covering the publication of several Blizzard titles which expired in January 2023.

4 Reflects fees and other expenses related to our proposed transaction with Microsoft, primarily legal and advisory fees.

5 Reflects the net effect from deferral of revenues and (recognition) of deferred revenues, along with related cost of revenues, on certain of our online-enabled products.

Trailing twelve months amounts are presented as calculated. Therefore, the sum of the four quarters, as presented, may differ due to the impact of rounding.

ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES
OPERATING METRICS

(Amounts in millions)

Net Bookings¹

	Year Ended December 31,			
	2022	2021	\$ Increase (Decrease)	% Increase (Decrease)
Net bookings ¹	\$ 8,514	\$ 8,354	\$ 160	2 %
In-game net bookings ²	\$ 5,382	\$ 5,100	\$ 282	6 %

- 1 We monitor net bookings as a key operating metric in evaluating the performance of our business because it enables an analysis of performance based on the timing of actual transactions with our customers and provides more timely indications of trends in our operating results. Net bookings is the net amount of products and services sold digitally or sold-in physically in the period, and includes license fees, merchandise, and publisher incentives, among others. Net bookings is equal to net revenues excluding the impact from deferrals.
- 2 In-game net bookings primarily includes the net amount of downloadable content and microtransactions sold during the period, and is equal to in-game net revenues excluding the impact from deferrals.

Monthly Active Users³

	December 31, 2021	March 31, 2022	June 30, 2022	September 30, 2022	December 31, 2022
Activision	107	100	94	97	111
Blizzard	24	22	27	31	45
King	240	250	240	240	233
Total MAUs	371	372	361	368	389

- 3 We monitor monthly active users (“MAUs”) as a key measure of the overall size of our user base. MAUs are the number of individuals who accessed a particular game in a given month. We calculate average MAUs in a period by adding the total number of MAUs in each of the months in a given period and dividing that total by the number of months in the period. An individual who accesses two of our games would be counted as two users. In addition, due to technical limitations, for Activision and King, an individual who accesses the same game on two platforms or devices in the relevant period would be counted as two users. For Blizzard, an individual who accesses the same game on two platforms or devices in the relevant period would generally be counted as a single user. In certain instances, we rely on third parties to publish our games. In these instances, MAU data is based on information provided to us by those third parties, or, if final data is not available, reasonable estimates of MAUs for these third-party published games.

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Corporate Information

Board of Directors

Reveta Bowers
Former Interim Head of School
of the Center for Early Education

Kerry Carr
Senior Vice President Global
Performance Management,
Revenue Growth Management
and Shared Services, Bacardi

Robert J. Corti
Retired Chief Financial Officer,
Avon Products

Brian G. Kelly
Chairman of the Board,
Activision Blizzard

Robert A. Kotick
Chief Executive Officer,
Activision Blizzard

Barry Meyer
Retired Chairman and
Chief Executive Officer,
Warner Bros. Entertainment

Robert J. Morgado
Lead Independent Director,
Activision Blizzard
Former Chairman and
Chief Executive Officer,
Warner Music Group

Peter Nolan
Senior Advisor,
Leonard Green & Partners

Dawn Ostroff
Former Chief Content and
Advertising Business Officer,
Spotify

Officers

Robert A. Kotick
Chief Executive Officer,
Activision Blizzard

Brian Bulatao
Chief Administrative Officer,
Activision Blizzard

Grant Dixon
Chief Legal Officer,
Activision Blizzard

Armin Zerza,
Chief Financial Officer,
Activision Blizzard

Special Advisor

Thomas Tipl
Vice Chairman,
Activision Blizzard

Transfer Agent

Broadridge Corporate
Issuer Solutions
(800) 685-4509

Auditor

PricewaterhouseCoopers LLP
Los Angeles, California

Worldwide Website

www.activisionblizzard.com

E-mail

IR@activisionblizzard.com

Annual Meeting

Wednesday, June 21, 2023,
9:00 am PDT. To be held via live
audio webcast.

Annual Report on Form 10-K

Activision Blizzard's Annual Report
on Form 10-K for the year ended
December 31, 2022, is available to
shareholders without charge, upon
request, by calling our Investor
Relations department at (310)
255-2000 or by mailing a request
to our Corporate Secretary at our
corporate headquarters.

Non-incorporation

Portions of the Company's 2022
Form 10-K, as filed with the SEC, are
included within this Annual Report.
Other than these portions of the
Form 10-K, all other portions of this
Annual Report are not "filed" with
the SEC and shall not be deemed so.

Corporate Headquarters

Activision Blizzard, Inc.
2701 Olympic Boulevard
Building B
Santa Monica, CA 90404
(310) 255-2000

Domestic Offices

Albany, NY
Austin, TX
Boston, MA
Boulder, CO
Carlsbad, CA
Eden Prairie, MN
El Segundo, CA
Foster City, CA
Frisco, TX
Irvine, CA
Los Angeles, CA
Middleton, WI
New York, NY
Novato, CA
Portland, ME
Redmond, WA
Rogers, AR
San Francisco, CA
Santa Monica, CA
Sherman Oaks, CA
Woodland Hills, CA

International Offices

Barcelona, Spain
Berlin, Germany
Birmingham, United Kingdom
Burglengenfeld, Germany
Cork, Ireland
Dublin, Ireland
Krakow, Poland
London, United Kingdom
Malmö, Sweden
Manchester, United Kingdom
Melbourne, Australia
Mexico City, Mexico
Mississauga, Canada
Montreal, Canada
Pyrmont, Australia
Quebec, Canada
São Paulo, Brazil
Seoul, Republic of Korea
Shanghai, China
Singapore
St. Julian's, Malta
Stockholm, Sweden
Sydney, Australia
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