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

FORM 10-Q

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

For the quarterly period ended September 30, 2026

or

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

For the transition period from _____to_____

Commission File Number: 001-40154

Oscar Health, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**46-1315570**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
75 Varick Street, 5th Floor, New York, NY	**10013**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(646) 403-3677**

Former name, former address and former fiscal year, if changed since last report: **N/A**

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

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Class A Common Stock, $0.00001 par value per share	**OSCR**	**New York Stock Exchange**

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

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

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

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

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

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

Class of Stock	**Shares Outstanding as of October 31, 2026 (in thousands)**
Class A Common Stock, par value $0.00001 per share	275,510
Class B Common Stock, par value $0.00001 per share	35,176

Oscar Health, Inc.
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This Quarterly Report on Form 10-Q for the period ended September 30, 2026 ("Quarterly Report on Form 10-Q") contains the following defined terms, unless the context otherwise requires: (i) "Oscar," "the Company," "we," "our," "us" or like terms refer to Oscar Health, Inc. and its subsidiaries, (ii) "Thrive Capital" refers to Thrive Capital Management, LLC, a Delaware limited liability company, and the investment funds affiliated with or advised by Thrive Capital Management, LLC and (iii) "Thrive General Partners" refers to Thrive Partners II GP, LLC, Thrive Partners III GP, LLC, Thrive Partners V GP, LLC, Thrive Partners VI GP, LLC, Thrive Partners VII GP, LLC, and Thrive Partners VII Growth GP, LLC, each of which is a general partner of a Thrive Capital-affiliated fund.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q may be forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "forecasts," "predicts," "potential" or "continues" or the negative of these terms or other similar expressions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements regarding our future results of operations and financial position, including risk adjustment transfer payments; industry, regulatory and business trends, including trends in medical expenses and overall market morbidity; our commercial arrangements, business strategy, plans and plan mix; membership and market growth; and our objectives for future operations.

The forward-looking statements in this Quarterly Report on Form 10-Q are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition, and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the following:

- Our ability to execute our strategy and manage our growth effectively (including our ability to successfully integrate strategic acquisitions);
- Our ability to retain and expand our member base;
- Our ability to accurately estimate our incurred medical expenses or overall market morbidity, or effectively manage our medical costs or related administrative costs;
- Unanticipated results of, or changes to, risk adjustment programs or our estimates thereof;
- Evolving federal or state laws or regulations (including any changes in the interpretation or enforcement of existing laws and regulations), including changes with respect to the Patient Protection and Affordable Care Act ("ACA") and any regulations enacted thereunder, the expiration of the enhanced Advanced Premium Tax Credits ("eAPTCs"), the implementation of new program integrity rules, such as ID proofing rules, and rules pursuant to the Notice of Benefit and Payment Parameters ("NBPP") for policy year 2027, the potential funding of a cost-sharing reduction ("CSR") program, or other government actions, such as the imposition of tariffs;
- Our ability to achieve or maintain profitability in the future;
- Our ability to arrange for the delivery of quality care and maintain good relations with brokers and the physicians, hospitals, and other providers within and outside our provider networks;
- Our ability to comply with ongoing, complex and evolving regulatory requirements, including capital reserve and surplus requirements and applicable performance standards;
- Changes or developments in the regulation of health insurance markets in the United States;
- Our, or any of our vendors', ability to comply with laws, regulations, and standards related to the handling of information about individuals or applicable consumer protection laws, including as a result of our participation in government-sponsored programs;
- The ability of our health insurance and Health Maintenance Organization ("HMO") subsidiaries (collectively, "Health Insurance Subsidiaries") to make payments of dividends or distributions to us, including to fund our business strategy;

- Our ability to utilize quota share reinsurance to meet our capital and surplus requirements and protect against downside risk on medical claims;
- Adverse market conditions resulting in our investment portfolio suffering losses or reducing our ability to meet our financing needs;
- Unfavorable or otherwise costly outcomes of lawsuits, audits, investigations, and other third party claims that may arise from the extensive laws and regulations to which we are subject, such as fraud, waste and abuse laws;
- Incurrence of data security breaches of our or our partners' information and technology systems;
- Heightened competition in the markets in which we participate;
- Our ability to attract and retain qualified personnel;
- Uncertainties associated with our utilization of certain artificial intelligence ("AI") and machine learning models;
- Our ability to detect and prevent material weaknesses or significant control deficiencies in our internal controls over financial reporting or other failure to maintain an effective system of internal controls;
- Adverse publicity or other adverse consequences related to our dual class structure or "controlled company" status; and
- The other risks and uncertainties described under the caption "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Securities and Exchange Commission on February 13, 2026.

The forward-looking statements in this Quarterly Report on Form 10-Q are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

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

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Oscar Health, Inc.
Condensed Consolidated Statements of Operations
(unaudited)

(in thousands, except per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue				
Premium	$ 5,041,987	$ 2,923,968	$ 14,412,180	$ 8,723,233
Investment income	91,016	53,215	236,424	153,331
Other revenues	6,295	8,801	18,108	19,628
Total revenue	5,139,298	2,985,984	14,666,712	8,896,192
Operating Expenses				
Medical	4,232,845	2,586,330	11,257,147	7,398,954
Selling, general, and administrative	721,892	521,592	2,119,206	1,538,836
Depreciation and amortization	6,543	7,312	19,621	21,012
Total operating expenses	4,961,280	3,115,234	13,395,974	8,958,802
Earnings (loss) from operations	**178,018**	**(129,250)**	**1,270,738**	**(62,610)**
Interest expense	4,726	6,857	14,818	18,698
Other expenses (income)	(2,089)	3,184	(1,245)	3,308
Earnings (loss) before income taxes	**175,381**	**(139,291)**	**1,257,165**	**(84,616)**
Income tax expense (benefit)	8,077	(1,807)	49,010	5,853
Net income (loss)	**167,304**	**(137,484)**	**1,208,155**	**(90,469)**
Less: Net income (loss) attributable to noncontrolling interests	23	(34)	70	71
Net income (loss) attributable to Oscar Health, Inc.	**$ 167,281**	**$ (137,450)**	**$ 1,208,085**	**$ (90,540)**
Earnings (loss) per Share				
Basic	**$ 0.54**	**$ (0.53)**	**$ 3.98**	**$ (0.35)**
Diluted	**$ 0.49**	**$ (0.53)**	**$ 3.59**	**$ (0.35)**
Weighted Average Common Shares Outstanding				
Basic	**309,339**	**259,273**	**303,259**	**255,419**
Diluted	**346,457**	**259,273**	**339,281**	**255,419**

See the accompanying Notes to Condensed Consolidated Financial Statements

Oscar Health, Inc.
Condensed Consolidated Statements of Comprehensive Income
(unaudited)

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net income (loss)	**$ 167,304**	**$ (137,484)**	**$ 1,208,155**	**$ (90,469)**
Other comprehensive income (loss), net of tax:				
Net unrealized gains (losses) on securities available for sale	(33,414)	2,666	(59,694)	18,213
Comprehensive income (loss)	**133,890**	**(134,818)**	**1,148,461**	**(72,256)**
Comprehensive income (loss) attributable to noncontrolling interests	23	(34)	70	71
Comprehensive income (loss) attributable to Oscar Health, Inc.	**$ 133,867**	**$ (134,784)**	**$ 1,148,391**	**$ (72,327)**

See the accompanying Notes to Condensed Consolidated Financial Statements

Oscar Health, Inc.
Condensed Consolidated Balance Sheets
(unaudited)

(in thousands, except per share amounts)	September 30, 2026	December 31, 2025
Assets		
Current Assets:		
Cash and cash equivalents	$ 4,466,858	$ 2,774,151
Short-term investments	3,021,732	1,216,461
Accounts receivable (net of allowance for credit losses of $19,131 and $7,226)	303,302	362,682
Reinsurance recoverable	270,643	99,750
Receivables from CMS	193,793	136,029
Other current assets	59,831	24,331
Total current assets	8,316,159	4,613,404
Long-term investments	1,441,909	1,470,987
Property, equipment, and capitalized software, net	109,312	88,350
Restricted deposits	27,484	32,951
Other assets	114,116	119,719
Total assets	**$ 10,008,980**	**$ 6,325,411**
Liabilities and Stockholders' Equity		
Current Liabilities:		
Payables to CMS	$ 4,626,054	$ 2,730,095
Benefits payable	1,924,075	1,455,385
Accounts payable and other liabilities	589,220	507,325
Unearned premiums	160,392	166,203
Reinsurance payable	1,711	3,579
Total current liabilities	7,301,452	4,862,587
Long-term debt	432,410	430,095
Other liabilities	49,324	51,994
Total liabilities	**7,783,186**	**5,344,676**
Commitments and contingencies (Note 12)		
Stockholders' Equity		
Class A common stock ($0.00001 par value; 825,000 thousand shares authorized, 275,454 thousand and 261,851 thousand shares outstanding as of September 30, 2026 and December 31, 2025, respectively)	3	3
Class B common stock ($0.00001 par value; 82,500 thousand shares authorized, 35,176 thousand and 35,838 thousand shares outstanding as of September 30, 2026 and December 31, 2025, respectively)	—	—
Treasury stock (315 thousand shares as of September 30, 2026 and December 31, 2025)	(2,923)	(2,923)
Additional paid-in capital	4,353,570	4,256,972
Accumulated deficit	(2,086,349)	(3,294,434)
Accumulated other comprehensive income (loss)	(41,664)	18,030
Total Oscar Health, Inc. stockholders' equity	2,222,637	977,648
Noncontrolling interests	3,157	3,087
Total stockholders' equity	2,225,794	980,735
Total liabilities and stockholders' equity	**$ 10,008,980**	**$ 6,325,411**

See the accompanying Notes to Condensed Consolidated Financial Statements

Oscar Health, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(unaudited)

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Common stock, Class A shares				
Balance, beginning of period	273,410	222,912	261,851	214,974
Issuance of common stock from equity incentive plans and stock purchase agreement	1,996	2,573	13,281	10,674
Conversion of Class B shares to Class A shares	48	395	1,322	395
Shares withheld for net settlement of share-based awards	—	(104)	(1,000)	(267)
Balance, end of period	275,454	225,776	275,454	225,776
Common stock, Class B shares				
Balance, beginning of period	35,224	35,514	35,838	35,514
Issuance of common stock from equity incentive plans	—	555	660	555
Conversion of Class B shares to Class A shares	(48)	(395)	(1,322)	(395)
Balance, end of period	35,176	35,674	35,176	35,674
Common stock, Class A				
Balance, beginning of period	$ 3	$ 2	$ 3	$ 2
Balance, end of period	3	2	3	2
Common stock, Class B				
Balance, beginning of period	—	—	—	—
Balance, end of period	—	—	—	—
Treasury stock				
Balance, beginning of period	(2,923)	(2,923)	(2,923)	(2,923)
Balance, end of period	(2,923)	(2,923)	(2,923)	(2,923)
Additional paid-in capital				
Balance, beginning of period	4,316,831	3,951,980	4,256,972	3,869,617
Stock-based compensation expense	24,815	23,754	66,690	79,111
Issuance of common stock from equity incentive plans and stock purchase agreement	11,924	12,897	41,828	42,192
Purchase of capped calls related to convertible senior subordinated notes	—	(34,440)	—	(34,440)
Net settlement for taxes related to share-based awards	—	(1,746)	(11,920)	(4,035)
Balance, end of period	4,353,570	3,952,445	4,353,570	3,952,445
Accumulated deficit				
Balance, beginning of period	(2,253,630)	(2,804,373)	(3,294,434)	(2,851,283)
Net income (loss) attributable to Oscar Health, Inc.	167,281	(137,450)	1,208,085	(90,540)
Balance, end of period	(2,086,349)	(2,941,823)	(2,086,349)	(2,941,823)
Accumulated other comprehensive income (loss)				
Balance, beginning of period	(8,250)	13,720	18,030	(1,827)
Unrealized gains (loss) on investments, net	(33,414)	2,666	(59,694)	18,213
Balance, end of period	(41,664)	16,386	(41,664)	16,386
Noncontrolling interests				
Balance, beginning of period	3,134	2,943	3,087	2,838
Comprehensive income (loss) attributable to noncontrolling interests	23	(34)	70	71
Balance, end of period	3,157	2,909	3,157	2,909
Total stockholders' equity	**$ 2,225,794**	**$ 1,026,996**	**$ 2,225,794**	**$ 1,026,996**

See the accompanying Notes to Condensed Consolidated Financial Statements

Oscar Health, Inc.
Condensed Consolidated Statements of Cash Flows
(unaudited)

(in thousands)	Nine Months Ended September 30, 2026	2025
Cash Flows from Operating Activities:		
Net income (loss)	$ 1,208,155	$ (90,469)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Stock-based compensation expense	58,914	69,569
Depreciation and amortization expense	19,592	21,012
Change in provision for credit losses	11,905	(24,020)
Amortization of debt issuance costs	3,339	774
Net accretion of investments	(22,975)	(23,066)
Deferred taxes	(4,313)	(175)
Net realized gain on sale of financial instruments	(1,907)	(1,302)
Changes in assets and liabilities:		
(Increase) / decrease in:		
Accounts receivable	47,474	(54,402)
Reinsurance recoverable	(170,893)	132,146
Receivables from CMS	(57,764)	(78,240)
Other assets	(21,608)	(29,759)
Increase / (decrease) in:		
Payables to CMS	1,895,959	266,501
Benefits payable	468,691	207,665
Accounts payable and other liabilities	83,847	58,061
Unearned premiums	(5,811)	2,727
Reinsurance payable	(1,868)	(34,071)
Net cash provided by operating activities	**3,510,737**	**422,951**
Cash Flows from Investing Activities:		
Maturity and paydowns of investments	1,614,749	478,173
Sale of investments	1,149,495	134,231
Change in restricted deposits	211	3,225
Purchase of investments	(4,578,517)	(780,673)
Purchase of property, equipment, and capitalized software	(31,864)	(27,310)
Net cash used in investing activities	**(1,845,926)**	**(192,354)**
Cash Flows from Financing Activities:		
Proceeds from exercise of stock options and stock purchase agreement	41,828	42,192
Tax payments related to net settlement of share-based awards	(11,920)	(4,035)
Payments of debt issuance costs	(5,990)	(22,677)
Earn-out liability payout	(3,370)	—
Proceeds from long-term debt	—	410,000
Purchase of capped calls related to convertible notes	—	(34,440)
Net cash provided by financing activities	**20,548**	**391,040**
Increase in cash, cash equivalents and restricted cash equivalents	**1,685,359**	**621,637**
Cash, cash equivalents, restricted cash and cash equivalents—beginning of period	2,804,123	1,551,118
Cash, cash equivalents, restricted cash and cash equivalents—end of period	**4,489,482**	**2,172,755**
Cash and cash equivalents	4,466,858	2,148,865
Restricted cash and cash equivalents included in restricted deposits	22,624	23,890
Total cash, cash equivalents and restricted cash and cash equivalents	**$ 4,489,482**	**$ 2,172,755**
Supplemental Disclosures:		
Interest payments	$ 10,612	$ 11,515
Income tax payments	$ 1,438	$ 17,497

See the accompanying Notes to Condensed Consolidated Financial Statements

Oscar Health, Inc.
Notes to Condensed Consolidated Financial Statements (unaudited)
(in thousands, except per share amounts, or as otherwise stated herein)

1. ORGANIZATION

Oscar Health, Inc., together with its subsidiaries (either individually or collectively referred to as "Oscar" or the "Company"), is a leading consumer health company whose mission is to give people power over their healthcare. The Company's Class A common stock is traded on the New York Stock Exchange ("NYSE") under the symbol "OSCR".

The Company operates as one reportable segment and offers health insurance through the federal and state-based healthcare exchanges established under the Patient Protection and Affordable Care Act ("ACA"). The Company serves consumers, employers, brokers, and partners through Oscar's insurance business ("Oscar Insurance"), Lucie, Inc., Trove Group Inc., and HealthInsurance.org, LLC (Lucie, Inc., Trove Group Inc., and HealthInsurance.org, LLC collectively, the "Marketplace Subsidiaries"). Together, these businesses deliver exceptional lifestyle products and technology platforms that make healthcare easy to choose, use, and experience.

Oscar's technology drives better choice, deeper engagement, and connection to high-value clinical care for the Company's members. Oscar serves approximately 2.7 million effectuated members ("members"), as of September 30, 2026. Effectuated members are those who are actively enrolled in one of the Company's plans and whose required premium payments have either been made or are within the payment grace period. For more information on the recognition of premium related to membership, see *"Note 3 - Revenue Recognition"*.

Basis of Presentation

The accompanying interim Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and the applicable rules and regulations of the Securities and Exchange Commission for interim financial information. As such, these financial statements do not include all information and footnotes required by U.S. GAAP for complete financial statements.

These Condensed Consolidated Financial Statements are unaudited; however, in the opinion of management, they reflect all adjustments, consisting only of normal recurring adjustments, necessary to state fairly the information presented in conformity with U.S. GAAP applicable for the interim periods presented. The results of operations for the interim periods presented are not necessarily indicative of results for the full year or future periods. These unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and related notes thereto included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2025.

Certain monetary amounts, percentages, and other figures included in this Quarterly Report on Form 10-Q have been subject to rounding adjustments. Percentage amounts included in this Quarterly Report on Form 10-Q have not in all cases been calculated on the basis of such rounded figures, but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this Quarterly Report on Form 10-Q may vary from those obtained by performing the same calculations using the figures in the Company's Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q. Certain other amounts that appear in this Quarterly Report on Form 10-Q may not sum due to rounding.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the Condensed Consolidated Financial Statements and accompanying notes. Significant estimates inherent in the preparation of the accompanying interim Condensed Consolidated Financial Statements include healthcare costs incurred but not yet reported ("IBNR") and risk adjustment transfers. Estimates are based on past experience, evaluation of current trends, information from third-party professionals, and other considerations that are reasonable under the circumstances. Actual results may differ materially from these estimates.

Reclassification

Certain prior period amounts have been reclassified within the components of total current assets and total current liabilities in the Company's Condensed Consolidated Balance Sheets, as well as within cash flows from operating activities in the Condensed Consolidated Statements of Cash Flows, to conform to the current period presentation. In addition, certain prior period amounts have been reclassified to conform to the current period presentation in the Condensed Consolidated Statements of Stockholders' Equity. These reclassifications had no impact on the previously reported totals for current assets, current liabilities, total stockholders' equity, or net cash provided by operating activities.

Allowance for Credit Losses

The Company's receivables are reported net of any allowance for credit losses. An allowance for credit losses is generally calculated based on historical collection experience, the counterparty's creditworthiness, and consideration of current and future economic events.

As part of value-based care arrangements, the Company entered into risk sharing arrangements with certain of its providers. The intention of these agreements is to align incentives with providers who desire to share accountability for the quality and costs of managing a population of Oscar's members. If medical expenses exceed agreed upon population-specific target medical loss ratio ("MLR"), the provider reimburses the Company an agreed upon portion of the excess expenses creating a risk share receivable due to the Company. The Company recorded risk sharing receivables on a gross basis included within accounts receivable on the Condensed Consolidated Balance Sheet. The Company evaluated expected losses on risk sharing receivables and recorded and adjusted the resulting expected losses to the allowance for credit losses based on the counterparty's financial health and creditworthiness and any significant changes in the healthcare environment. The Company writes off the receivable balance when it is determined to be uncollectible.

A receivable is recorded within accounts receivable on the Condensed Consolidated Balance Sheet for commissions that are due to the Company from brokers related to actual or expected retroactive member disenrollments. The Company evaluated expected losses on broker commission chargeback receivables and recorded the resulting expected losses to the allowance for credit losses based on the counterparty's financial health and creditworthiness, the Company's historical collection experience, and consideration of current and future economic events over the life of the receivable. The Company writes off the receivable balance when it is determined to be uncollectible.

The Company has presented the rollforward related to its allowance for credit losses below:

	Nine Months Ended September 30,	
(in thousands)	**2026**	**2025**
Beginning balance	$ 7,226	$ 31,300
Plus, provision for credit losses	29,973	—
Less, writeoffs	—	(23,950)
Less, recoveries collected	(18,068)	(70)
Ending balance	**$ 19,131**	**$ 7,280**

Accounting Pronouncements - Not Yet Adopted

In November 2024, the FASB issued Accounting Standards Update No. 2024-03 ("ASU 2024-03"), Income Statement-Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): *Disaggregation of Income Statement Expenses*, which requires additional disclosures in the Notes to Consolidated Financial Statements, disaggregating specific expense categories for relevant income statement captions and additional disclosures of the Company's total amount of selling expenses. This guidance is effective for annual periods beginning after December 15, 2026, and interim periods beginning after December 15, 2027. This ASU is applicable to the Company for the Annual Report on Form 10-K for the year ended December 31, 2027, with early adoption permitted. While the standard will require additional disclosures related to the Company's income statement, the standard is not expected to have any material impact on the Company's consolidated operating results, financial condition, or cash flows. The Company is currently evaluating the impact of the adoption of this guidance on the related disclosures.

In September 2025, the FASB issued Accounting Standards Update No. 2025-06 ("ASU 2025-06"), Intangibles–Goodwill and Other – Internal-Use Software (Subtopic 350-40): *Targeted Improvements to the Accounting for Internal-Use Software,* which modernizes the recognition and disclosure framework for internal-use software costs, removing all references to "development stages" and introducing a more judgment-based approach. This guidance is effective for annual periods beginning after December 15, 2027, and interim periods within those annual reporting periods. This ASU is applicable to the Company's fiscal year beginning January 1, 2028, with early application permitted. The transition method may be prospective, modified, or retrospective. The Company is currently evaluating the impact of the adoption of this guidance on the Company's consolidated financial statements and disclosures.

2. EARNINGS PER SHARE

Basic earnings per share ("EPS") is computed by dividing net income (loss) attributable to Oscar Health, Inc. for the period by the weighted-average shares of common stock outstanding during the period.

In periods when the Company is in a net loss position, potentially dilutive securities are excluded from the computation of diluted EPS because their inclusion would have an anti-dilutive effect; thus, basic EPS is the same as diluted EPS.

During periods of net income, diluted EPS is computed by adjusting net income attributable to Oscar Health, Inc. for any interest charges, net of tax, related to the Company's convertible notes, and, when applicable, for changes in the fair value of the bifurcated conversion option to the extent these instruments are dilutive. This adjusted net income is then divided by the sum of the basic weighted-average shares of common stock outstanding and any dilutive potential common stock outstanding during the period, using the treasury stock method and the if-converted method for convertible senior notes, as described in *"Note 9 - Debt"*. Potential common stock includes the effect of outstanding dilutive stock options, restricted stock units, and performance-based restricted stock units. The computations for basic and diluted EPS are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except per share data)	2026	2025	2026	2025
Numerator:				
Net income (loss) attributable to Oscar Health, Inc. - basic	$ 167,281	$ (137,450)	$ 1,208,085	$ (90,540)
Effect of convertible senior notes	3,722	—	11,164	—
Net income (loss) available to Oscar Health, Inc. common shareholders - diluted	**$ 171,003**	**$ (137,450)**	**$ 1,219,249**	**$ (90,540)**
Denominator:				
Weighted average shares of common stock outstanding - basic	309,339	259,273	303,259	255,419
Common stock equivalents	16,391	—	15,295	—
Effect of convertible senior notes	20,727	—	20,727	—
Weighted average shares of common stock outstanding - diluted	**346,457**	**259,273**	**339,281**	**255,419**
Earnings (loss) per Share				
Basic	**$ 0.54**	**$ (0.53)**	**$ 3.98**	**$ (0.35)**
Diluted	**$ 0.49**	**$ (0.53)**	**$ 3.59**	**$ (0.35)**

The following potential common shares were excluded from the computation of diluted EPS because including them would have had an anti-dilutive effect:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2026	2025	2026	2025
Stock options to purchase common stock	70	13,926	357	13,926
Restricted stock units	116	8,489	315	8,489
Performance-based restricted stock units	—	7,453	—	7,453
Shares underlying convertible notes (Note 9)	—	53,173	—	53,173
Total	**186**	**83,041**	**672**	**83,041**

In September 2025 the Company entered into capped call transactions in connection with the 2030 Notes (as defined in *"Note 9 - Debt"*). The effect of the capped call transactions was excluded from the calculation of diluted earnings per share for all periods presented, as the effect of the capped calls would have been anti-dilutive. The capped calls are generally expected to reduce the potential dilution to the Company's common stock upon any conversion of the 2030 Notes.

3. REVENUE RECOGNITION

Premiums Earned

Premium revenue includes premium subsidies received from the federal government, policy premiums collected directly from members, and assumed policy premiums earned as part of the reinsurance arrangement under the Cigna+Oscar Small Group plan previously offered, net of risk adjustment transfers and ceded premiums from reinsurance contracts accounted for under reinsurance accounting (see *"Note 10 - Reinsurance"* for additional information on the Company's reinsurance contracts).

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2026	2025	2026	2025
Direct policy premiums	$ 5,724,382	$ 3,646,308	$ 17,421,126	$ 10,478,743
Risk adjustment transfers	(677,299)	(727,538)	(2,991,580)	(1,793,532)
Reinsurance premiums ceded	(5,133)	(3,048)	(15,740)	(8,280)
Assumed premiums [1]	37	8,246	(1,626)	46,302
Premium	**$ 5,041,987**	**$ 2,923,968**	**$ 14,412,180**	**$ 8,723,233**

(1) The Company did not renew the Cigna+Oscar Small Group arrangement with Cigna Health and Life Insurance Company after its initial term ended on December 31, 2024. Following termination, the Company has been providing transition and run-off services, and will continue to provide such services through December 31, 2026. The Company also continues to share in premiums and claims for plans sold or issued prior to December 15, 2024.

The Company receives a fixed premium per member per month during the period in which the Company is obligated to provide services to its members based on eligibility criteria provided by the Centers for Medicare & Medicaid Services ("CMS"). Premium is subject to retroactive adjustment based on periodic reconciliation by CMS. Premium revenue reflects premium associated with effectuated members, net of adjustment for premium expected to be refunded to CMS. Premium is expected to be refunded to CMS when a member disenrollment is probable as a result of the non-payment of premium or when a member has been, or it is probable that a member will be, retroactively disenrolled in connection with CMS program integrity requirements and fraud, waste, and abuse laws and regulations. While the members may be disenrolled in one quarterly period, the payment of premiums to be refunded to CMS may occur in a subsequent quarterly period.

For the three and nine months ended September 30, 2026, premium subsidies earned from CMS represented 91% of direct policy premiums. For the three and nine months ended September 30, 2025, premium subsidies earned from CMS represented 93% of direct policy premiums.

As of September 30, 2026 and December 31, 2025, amounts payable to CMS for premium subsidies collected and expected to be refunded to CMS were $1.5 billion and $138.1 million, respectively, and are included within payables to CMS on the Condensed Consolidated Balance Sheets. For information regarding risk adjustment amounts payable to CMS, see *"Note 8 – Risk Adjustment"*.

Other Revenues

Other revenues primarily include revenue earned through the Company's Marketplace Subsidiaries, revenue sharing from virtual credit card rebates, and sublease income. Other revenue is recognized in the period the contractual performance obligations are satisfied and measured in an amount that reflects the consideration the Company expects to be entitled to in exchange for performing the services. The timing of the Company's revenue recognition may differ from the timing of payment by customers. A receivable is recorded to accounts receivable when revenue is recognized prior to payment and there is an unconditional right to payment. Alternatively, deferred revenue is recorded to accounts payable and other liabilities when payment is received before the performance obligations are satisfied.

4. INVESTMENTS

Net investment income was attributable to the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2026	2025	2026	2025
Fixed maturity securities	$ 40,614	$ 28,843	$ 100,382	$ 86,193
Cash equivalents	50,648	23,109	135,321	65,321
Other [1]	40	231	137	1,262
Gross Investment income	91,302	52,183	235,840	152,776
Investment expenses	(461)	(139)	(1,323)	(747)
Net investment income (excluding net realized capital gains (losses))	90,841	52,044	234,517	152,029
Net realized capital gains	175	1,171	1,907	1,302
Net investment income	**$ 91,016**	**$ 53,215**	**$ 236,424**	**$ 153,331**

(1) Represents the net interest earned on funds withheld.

As of September 30, 2026 and December 31, 2025, the Company recorded accrued investment income of $45.3 million and $20.2 million, respectively.

The following tables provide summaries of the Company's carrying amounts and fair values of available-for-sale securities by major security type as of September 30, 2026 and December 31, 2025:

	September 30, 2026			
(in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. treasury and agency securities	$ 3,056,578	$ 74	$ (33,070)	$ 3,023,582
Corporate notes	839,098	4	(9,540)	829,562
Certificates of deposit	550,000	—	—	550,000
Asset-backed securities	57,847	2	(261)	57,588
Other [1]	2,909	—	—	2,909
Total	**$ 4,506,432**	**$ 80**	**$ (42,871)**	**$ 4,463,641**

(1) Includes equity securities without a readily determinable market value.

	December 31, 2025			
(in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. treasury and agency securities	$ 2,076,112	$ 15,433	$ (565)	$ 2,090,980
Corporate notes	557,413	3,051	(50)	560,414
Asset-backed securities	33,497	148	—	33,645
Other [1]	2,409	—	—	2,409
Total	**$ 2,669,431**	**$ 18,632**	**$ (615)**	**$ 2,687,448**

(1) Includes equity securities without a readily determinable market value.

The following tables present the estimated fair value and gross unrealized losses of fixed maturity securities in a gross unrealized loss position, by the length of time in which the securities have continuously been in that position, as of September 30, 2026, and December 31, 2025:

	September 30, 2026					
	Less than 12 Months			12 Months or Longer		
(in thousands, except no. of securities)	Number of Securities	Fair Value	Gross Unrealized Losses	Number of Securities	Fair Value	Gross Unrealized Losses
U.S. treasury and agency securities	391	$ 2,895,479	$ (33,070)	—	$ —	$ —
Corporate notes	361	814,126	(9,540)	—	—	—
Asset-backed securities	28	55,046	(261)	—	—	—
Total	**780**	**$ 3,764,651**	**$ (42,871)**	—	**$ —**	**$ —**

	December 31, 2025					
	Less than 12 Months			12 Months or Longer		
(in thousands, except no. of securities)	Number of Securities	Fair Value	Gross Unrealized Losses	Number of Securities	Fair Value	Gross Unrealized Losses
U.S. treasury and agency securities	48	$ 265,431	$ (445)	5	$ 40,784	$ (120)
Corporate notes	59	82,246	(50)	—	—	—
Total	**107**	**$ 347,677**	**$ (495)**	**5**	**$ 40,784**	**$ (120)**

The Company monitors available-for-sale debt securities for credit losses and recognizes an allowance for credit losses when factors indicate a decline in the fair value of a security is credit-related. Certain investments may experience a decline in fair value due to changes in market interest rates, changes in general economic conditions, or a deterioration in the credit worthiness of a security's issuer. For securities in an unrealized loss position that the Company does not intend to sell, the Company has assessed the gross unrealized losses during the period and determined an allowance for credit losses is not necessary because the declines in fair value are believed to be due to market fluctuations and not due to credit-related events.

The amortized cost and fair value of the Company's fixed maturity securities as of September 30, 2026, and December 31, 2025 by contractual maturity are shown below. Actual maturities of these securities could differ from their contractual maturities because issuers may have the right to call or prepay obligations, with or without penalties.

	September 30, 2026		December 31, 2025	
(in thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	$ 3,028,317	$ 3,021,732	$ 1,213,011	$ 1,216,461
Due after one year through five years	1,359,148	1,327,244	1,372,038	1,385,735
Due after five years through ten years	116,058	111,756	81,973	82,843
Total	**$ 4,503,523**	**$ 4,460,732**	**$ 2,667,022**	**$ 2,685,039**

5. FAIR VALUE MEASUREMENTS

Fair value represents the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants. The Company's financial assets and liabilities measured at fair value on a recurring basis are categorized into a three-level fair value hierarchy based on the priority of the inputs used in the fair value valuation technique.

The levels of the fair value hierarchy are as follows:

- Level 1: Inputs utilize quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: Inputs utilize quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; or model-derived valuations in which all significant inputs are observable in active markets.
- Level 3: Inputs utilized are unobservable but significant to the fair value measurement for the asset or liability. The unobservable inputs are used to measure fair value to the extent relevant observable inputs are not available. The unobservable inputs typically reflect management's own estimates about the assumptions a market participant would use in pricing the asset or liability.

The following tables summarize fair value measurements by level for assets and liabilities measured at fair value on a recurring basis:

	September 30, 2026			
(in thousands)	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents	$ 102,393	$ —	$ —	$ 102,393
Investments				
U.S. treasury and agency securities	$ —	$ 3,023,582	$ —	$ 3,023,582
Corporate notes	—	829,562	—	829,562
Certificates of deposit	—	550,000	—	550,000
Asset-backed securities	—	57,588	—	57,588
Restricted investments				
U.S. treasury securities	—	4,860	—	4,860
Total assets	**$ 102,393**	**$ 4,465,592**	**$ —**	**$ 4,567,985**

	December 31, 2025			
(in thousands)	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents	$ 49,552	$ —	$ —	$ 49,552
Investments				
U.S. treasury and agency securities	$ —	$ 2,090,980	$ —	$ 2,090,980
Corporate notes	—	560,414	—	560,414
Asset-backed securities	—	33,645	—	33,645
Restricted investments				
U.S. treasury securities	—	2,979	—	2,979
Total assets	**$ 49,552**	**$ 2,688,018**	**$ —**	**$ 2,737,570**

6. RESTRICTED CASH AND RESTRICTED DEPOSITS

The Company maintains cash, cash equivalents, and investments on deposit that are pledged to various state agencies in connection with its insurance licensure or property leases. The restricted cash and cash equivalents and restricted investments presented below are included in restricted deposits in the accompanying Condensed Consolidated Balance Sheets.

(in thousands)	September 30, 2026	December 31, 2025
Restricted cash and cash equivalents	$ 22,624	$ 29,972
Restricted investments	4,860	2,979
Restricted deposits	**$ 27,484**	**$ 32,951**

7. BENEFITS PAYABLE

Reserves for medical claims expenses are estimated using actuarial assumptions and recorded as benefits payable liabilities on the Condensed Consolidated Balance Sheets. The assumptions for the estimates and for establishing the resulting liability are reviewed and any adjustments to reserves are reflected in the Condensed Consolidated Statements of Operations in the period in which the estimates are updated.

The following table provides a rollforward of the Company's beginning and ending benefits payable and claims adjustment expenses ("CAE") payable balances for the nine months ended September 30, 2026 and 2025:

	Nine Months Ended September 30, 2026			Nine Months Ended September 30, 2025		
(in thousands)	Benefits Payable	Unallocated Claims Adjustment Expense	Total	Benefits Payable	Unallocated Claims Adjustment Expense	Total
Benefits payable, beginning of the period	$ 1,455,385	$ 19,310	$ 1,474,695	$ 1,356,730	$ 18,241	$ 1,374,971
Less: Reinsurance recoverable	26,541	—	26,541	58,635	—	58,635
Benefits payable, beginning of the period, net	**$ 1,428,844**	**$ 19,310**	**$ 1,448,154**	**$ 1,298,095**	**$ 18,241**	**$ 1,316,336**
Claims incurred and CAE						
Current year	$ 11,494,532	$ 81,910	$ 11,576,442	$ 7,606,305	$ 40,856	$ 7,647,161
Prior years	(237,385)	—	(237,385)	(207,351)	—	(207,351)
Total claims incurred and CAE, net	**$ 11,257,147**	**$ 81,910**	**$ 11,339,057**	**$ 7,398,954**	**$ 40,856**	**$ 7,439,810**
Claims paid and CAE						
Current year	$ 9,910,495	$ 60,442	$ 9,970,937	$ 6,337,135	$ 20,212	$ 6,357,347
Prior years	910,565	15,369	925,934	823,327	18,241	841,568
Total claims and CAE paid, net	**$ 10,821,060**	**$ 75,811**	**$ 10,896,871**	**$ 7,160,462**	**$ 38,453**	**$ 7,198,915**
Benefits and CAE payable, end of period, net	$ 1,864,931	$ 25,409	$ 1,890,340	$ 1,536,587	$ 20,644	$ 1,557,231
Add: Reinsurance recoverable	59,144	—	59,144	27,808	—	27,808
Benefits and CAE payable, end of period	**$ 1,924,075**	**$ 25,409**	**$ 1,949,484**	**$ 1,564,395**	**$ 20,644**	**$ 1,585,039**

Amounts incurred related to prior periods vary from previously estimated liabilities as more claim information becomes available and claims are ultimately settled. The favorable prior period development recognized in the nine months ended September 30, 2026, resulted primarily from lower than expected paid claims for 2025.

8. RISK ADJUSTMENT

The risk adjustment programs in the markets the Company serves are administered federally by CMS and are designed to mitigate the potential impact of adverse selection and provide stability for health insurers. Under these programs, each plan is assigned a risk score based upon demographic information and current year claims information related to its members. Plans with lower than average risk scores generally pay into the pool (included within payables to CMS on the Condensed Consolidated Balance Sheets), while plans with higher than average risk scores generally receive distributions (included within receivables from CMS on the Condensed Consolidated Balance Sheets). The Company estimates its risk adjustment transfer receivable or payable for each state by comparing its estimated risk score to the state average risk score. Changes in the Company's membership throughout the year, including the impact of member disenrollments, may affect the Company's estimate of its risk adjustment transfer receivable or payable. The Company records a receivable or payable as an adjustment to its premium revenues to reflect the year-to-date impact of the risk adjustment based on its best estimate. The Company reevaluates its risk adjustment transfer estimates as new information and market data becomes available until final reporting is received from CMS in later periods, which may be up to twelve months in arrears.

The following table provides a rollforward of the Company’s beginning and ending risk adjustment receivable and payable balances for the nine months ended September 30, 2026, and 2025:

	Nine Months Ended September 30, 2026			Nine Months Ended September 30, 2025		
(in thousands)	Risk Adjustment Receivable	Risk Adjustment Payable	Net Risk Adjustment Payable	Risk Adjustment Receivable	Risk Adjustment Payable	Net Risk Adjustment Payable
Beginning balance [1]	**$ 56,066**	**$ 2,587,700**	**$ 2,531,634**	**$ 64,779**	**$ 1,558,341**	**$ 1,493,562**
Change in accrual:						
Current year	$ 45,482	$ 3,095,693	$ 3,050,211	$ 41,983	$ 1,759,485	$ 1,717,502
Prior years	56,371	(2,028)	(58,399)	16,595	92,626	76,031
Change in accrual, net	**$ 101,853**	**$ 3,093,665**	**$ 2,991,812**	**$ 58,578**	**$ 1,852,111**	**$ 1,793,533**
Payments:						
Prior years	$ 27,088	$ 2,555,975	$ 2,528,887	$ 30,776	$ 1,639,147	$ 1,608,371
Payments	**$ 27,088**	**$ 2,555,975**	**$ 2,528,887**	**$ 30,776**	**$ 1,639,147**	**$ 1,608,371**
Ending balance:						
Current year	$ 45,482	$ 3,095,693	$ 3,050,211	$ 41,983	$ 1,759,485	$ 1,717,502
Prior years	85,349	29,697	(55,652)	50,598	11,820	(38,778)
Ending balance	**$ 130,831**	**$ 3,125,390**	**$ 2,994,559**	**$ 92,581**	**$ 1,771,305**	**$ 1,678,724**

(1) The table includes risk adjustment data validation (“RADV”) receivables and payables. The balance at the beginning of each year presented pertains to prior policy years.

The nine months ended September 30, 2026, reflected higher net risk adjustment payables compared to the nine months ended September 30, 2025, primarily due to higher membership.

9. DEBT

2031 Convertible Senior Notes

In February 2022, the Company issued $305.0 million in aggregate principal amount of convertible senior notes due 2031 (the "2031 Notes") in a private placement to funds affiliated with or advised by Dragoneer Investment Group, LLC, Thrive Capital, LionTree Investment Management, LLC, and Tenere Capital LLC (the "Initial Purchasers"). In connection with the issuance of the 2031 Notes, on January 27, 2022, the Company entered into an investment agreement with the Initial Purchasers (the "Investment Agreement") and on February 3, 2022, the Company entered into an indenture with U.S. Bank, as Trustee (the "2031 Indenture").

On September 11, 2025, the Company entered into an amendment to the Investment Agreement to permit the private offering of the 2030 Notes (as defined below) under the Investment Agreement (the "Amendment"). The Amendment provided, in relevant part, that the issuance of the 2030 Notes would be permitted provided that the 2030 Notes were and remained expressly subordinated in right of payment to the 2031 Notes for as long as Oasis FD Holdings, LP ("Dragoneer") held at least $75.0 million in aggregate principal amount of the 2031 Notes. As discussed further below, in connection with the Exchange Agreement and the related transactions, as of November 5, 2025, the debt covenants in the Investment Agreement, as amended, were extinguished, and the 2030 Notes ceased to be subordinated to the 2031 Notes.

The 2031 Notes bear interest at a rate of 7.25% per annum, payable in cash, semi-annually in arrears on June 30 and December 31 of each year, beginning on June 30, 2022. The 2031 Notes will mature on December 31, 2031, unless they are earlier repurchased, redeemed, or converted, as further discussed in "*Note 9 - Debt*," in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

The 2031 Notes are initially convertible into the Company's Class A common stock at a price of approximately $8.32 per share of Class A common stock (based on an initial conversion rate of 120.1721 shares per $1,000 principal amount), subject to customary adjustments upon the occurrence of certain events. The holders may elect to convert their 2031 Notes if certain conditions are met, as further discussed in "*Note 9 - Debt,*" in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, including upon the satisfaction of a Class A common stock sale price condition. During the quarterly period ended September 30, 2026, the Class A common stock sales price condition was satisfied because the last reported sales price per share of the Company's Class A common stock exceeded 130% of the conversion price of $8.32 per share for at least twenty (20) trading days of the thirty (30) consecutive trading days ending on the last trading day of the quarter. As a result, the holders may elect to convert their 2031 Notes during the fourth quarter of 2026.

As of September 30, 2026, $35 million aggregate principal amount of the 2031 Notes remained outstanding.

Subsequent Event

On November 4, 2026, the Company issued a notice to redeem the remaining $35 million aggregate principal amount of its 2031 Notes on December 31, 2026 (the "Redemption Date"), at a cash redemption price equal to the principal amount of the 2031 Notes plus accrued and unpaid interest (if any) to, but excluding, the Redemption Date.

Noteholders may elect to convert their 2031 Notes during the applicable redemption period. The Company has elected to settle any 2031 Notes surrendered for conversion during the redemption period by physical settlement. A maximum of 4,206,023 shares of Class A Common Stock may be issued upon any such conversion of the outstanding 2031 Notes, based on an initial conversion rate of 120.1721 shares of the Company's Class A common stock per $1,000 principal amount, which is subject to customary adjustments upon the occurrence of certain events. Following the redemption (or earlier conversion by the noteholders), no principal amount of the 2031 Notes will remain outstanding.

2030 Convertible Senior Notes

On September 18, 2025, the Company issued $410.0 million aggregate principal amount of convertible senior notes due 2030 (the "2030 Notes"). The 2030 Notes were issued pursuant to an indenture (the "2030 Indenture"), dated as of September 18, 2025, between the Company and U.S. Bank Trust Company, National Association, as trustee.

The 2030 Notes bear interest at a rate of 2.25% per annum, payable in cash, semi-annually in arrears on March 1 and September 1 of each year, beginning on March 1, 2026. The 2030 Notes will mature on September 1, 2030, unless they are earlier repurchased, redeemed, or converted, as further discussed in "*Note 9 - Debt*," in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

The 2030 Notes are initially convertible into the Company's Class A common stock at a price of approximately $24.82 per share of Class A common stock (based on an initial conversion rate of 40.2946 shares per $1,000 principal amount), subject to customary adjustments upon the occurrence of certain events. The holders may elect to convert their 2030 Notes if certain conditions are met, as further discussed in "*Note 9 - Debt*," in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, including upon the satisfaction of a Class A common stock sale price condition. During the quarterly period ended September 30, 2026, the Class A common stock sales price condition was not satisfied because the last reported sales price per share of the Company's Class A common stock did not exceed 130% of the conversion price of $24.82 per share for at least twenty (20) trading days of the thirty (30) consecutive trading days ending on the last trading day of the quarter. As a result, the holders may not elect to convert their 2030 Notes during the fourth quarter of 2026.

As discussed above under "*2031 Convertible Senior Notes*", the 2030 Notes were originally subordinated to the 2031 Notes. In connection with the Exchange Agreement and the related transactions, as of November 5, 2025, the 2030 Notes ceased to be subordinated to the 2031 Notes.

As of September 30, 2026, $410 million aggregate principal amount of the 2030 Notes remained outstanding. A maximum of 16,520,786 shares of Class A Common Stock may be issued upon conversion of the outstanding 2030 Notes, based on an initial conversion rate of 40.2946 shares of the Company's Class A common stock per $1,000 principal amount, which is subject to customary adjustments upon the occurrence of certain events.

The following is a summary of net carrying amounts and the estimated fair values of the Company's convertible notes:

	2030 Notes		2031 Notes	
(in thousands)	September 30, 2026	December 31, 2025	September 30, 2026	December 31, 2025
Principal amount	$ 410,000	$ 410,000	$ 35,000	$ 35,000
Unamortized debt discount and issuance costs	$ 11,235	$ 13,356	$ 1,355	$ 1,549
Net carrying amount	$ 398,765	$ 396,644	$ 33,645	$ 33,451
Estimated fair value	$ 619,141	$ 401,431	$ 130,157	$ 63,997
Leveling	Level 2	Level 2	Level 3	Level 3

The following table presents the interest expense over the term of the Company's convertible notes:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2026	2025	2026	2025
Coupon interest expense	$ 2,941	$ 5,861	$ 8,822	$ 16,917
Amortization of debt discount and issuance costs	781	384	2,342	774
Interest expense	**$ 3,722**	**$ 6,245**	**$ 11,164**	**$ 17,691**

Capped Call Transactions

On September 15, 2025, in connection with the pricing of the offering of 2030 Notes, the Company entered into privately negotiated capped call transactions (the "Base Capped Call Transactions") with certain of the 2030 Notes initial purchasers or their affiliates and certain other financial institutions (the "Option Counterparties"). In addition, on September 16, 2025, in connection with the initial purchasers' exercise of their option to purchase additional 2030 Notes, the Company entered into additional capped call transactions (the "Additional Capped Call Transactions," and, together with the Base Capped Call Transactions, the "Capped Call Transactions") with each of the Option Counterparties. The cost of the Capped Call Transactions was approximately $34.4 million. For more information, see "*Note 9 - Debt*," in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Revolving Credit Facility

On February 6, 2026, Oscar Health, Inc. entered into a $475.0 million secured three-year revolving credit facility (the "Revolving Credit Facility"), pursuant to a Credit Agreement (the "2026 Credit Agreement") by and among the Company, certain subsidiaries of the Company, as subsidiary guarantors, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto. The facility is set to expire on February 6, 2029, and includes the ability for the Company to increase commitments up to an additional $100.0 million, subject to customary closing conditions. Proceeds will be used for general corporate purposes. Borrowings will initially bear interest, at the Company's option, at either the Term Secured Overnight Financing Rate ("SOFR") plus 4.50% per annum or the Alternate Base Rate plus 3.50% per annum. Each of the commitment fee (initially 0.50% for available but undrawn amounts) and applicable interest rate margin are adjusted based on the Company's Total Net Leverage Ratio. The 2026 Credit Agreement contains customary conditions precedent, representations and warranties, affirmative and negative covenants, events of default and indemnities. In addition, the Revolving Credit Facility requires compliance with certain financial covenants. As of September 30, 2026, no borrowings were outstanding under the Revolving Credit Facility.

10. REINSURANCE

The Company participates in quota share reinsurance to limit risk and capital requirements and excess of loss ("XOL") reinsurance to mitigate the exposure of high cost or catastrophic member risk. The quota share reinsurance arrangements are with more than one counterparty with multiple state-level treaties. The XOL reinsurance arrangements are with a private counterparty and federal and state-run programs. A summary of the Company's reinsurance agreements and related accounting treatment is included in *"Note 11 - Reinsurance,"* in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

As previously disclosed in *"Note 1 - Organization,"* in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, the Company did not renew the Cigna+Oscar Small Group arrangement after the expiration of the initial term on December 31, 2024, and will continue to provide transition and run-off services through December 31, 2026, and share proportionally in all premiums and claims for any Cigna+Oscar Small Group plan sold or issued on or before December 15, 2024, in accordance with the terms of the arrangement.

Reinsurance Contracts Accounted for under Deposit Accounting

Reinsurance contracts that do not meet risk transfer requirements are accounted for under the deposit accounting method. Under deposit accounting, the contract is recorded as a financing transaction, with no impact to premium revenues or medical expenses. The premiums earned and claims incurred that would have otherwise been ceded under reinsurance accounting are recorded on a net basis on the Consolidated Balance Sheets as a deposit liability within accounts payable and other liabilities. As of September 30, 2026, and December 31, 2025, a deposit liability balance of $88.3 million and $140.5 million, respectively, was recorded for the Company's quota share arrangements accounted for under deposit accounting. For the three and nine months ended September 30, 2026, the deposit accounting impact, net of ceding commission, was $22.4 million and $65.4 million, respectively. For the three and nine months ended September 30, 2025, the deposit accounting impact, net of ceding commission, was $12.4 million and $35.2 million, respectively. These amounts were recognized within selling, general, and administrative expenses ("SG&A") on the Condensed Consolidated Statements of Operations.

For the three and nine months ended September 30, 2026, the Company ceded approximately 54% and 50% respectively, of its premiums under reinsurance contracts accounted for under deposit accounting. For the three and nine months ended September 30, 2025, the Company ceded approximately 47% and 49%, respectively, of its premiums under reinsurance contracts accounted for under deposit accounting.

Reinsurance Contracts Accounted for under Reinsurance Accounting

The Company applies reinsurance accounting primarily to XOL treaties. The tables below present information for the Company's reinsurance arrangements accounted for under reinsurance accounting. Please see *"Note 3 - Revenue Recognition"* for total reinsurance premiums ceded and reinsurance premiums assumed, which are included as components of total premium revenue in the Condensed Consolidated Statements of Operations.

The following table reconciles total medical expenses to the amount presented in the Condensed Consolidated Statements of Operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2026	2025	2026	2025
Direct claims incurred	$ 4,308,064	$ 2,626,830	$ 11,474,762	$ 7,457,231
Ceded reinsurance claims	(76,116)	(47,750)	(217,190)	(100,965)
Assumed reinsurance claims	897	7,250	(425)	42,688
Medical expenses	**$ 4,232,845**	**$ 2,586,330**	**$ 11,257,147**	**$ 7,398,954**

The composition of the reinsurance recoverable balance on the Condensed Consolidated Balance Sheets is as follows:

(in thousands)	September 30, 2026	December 31, 2025
Reinsurance premium and claim recoverables	$ 268,906	$ 98,014
Reinsurance ceding commissions	7,003	7,002
Experience refunds on reinsurance agreements	(5,266)	(5,266)
Reinsurance recoverable	**$ 270,643**	**$ 99,750**

Credit Ratings

The financial condition of the Company's reinsurers is regularly evaluated to minimize exposure to significant losses. A key credit quality indicator for reinsurance is the financial strength ratings issued by the credit rating agencies, which provide an independent opinion of a reinsurer's ability to meet ongoing obligations to policyholders. The Company's reinsurers have most recently been issued financial strength ratings of A+ or higher.

The creditworthiness of each reinsurer is evaluated in order to assess counterparty credit risk and estimate an allowance for expected credit losses on the Company's reinsurance recoverable balances.

11. RELATED PARTY TRANSACTIONS

In February 2022, the Company issued the 2031 Notes to funds affiliated with or advised by Dragoneer Investment Group, LLC, Thrive Capital Management, LLC, LionTree Investment Management, LLC and Tenere Capital LLC (collectively, the "Purchasers"). See *"Note 9 - Debt"* for additional information. On November 3, 2025, the Company and Dragoneer entered into an Exchange Agreement (the "Exchange Agreement"), allowing Dragoneer to exchange up to $250.0 million of 2031 Notes for Class A common stock and up to $17.8 million in cash and/or stock. In November 2025, Dragoneer exchanged all $250.0 million of its 2031 Notes for approximately 30.1 million shares of Class A common stock and an inducement payment of approximately $17.8 million ($4.4 million in cash and $13.3 million settled through the issuance of approximately 0.7 million additional shares of Class A common stock). In connection with the Exchange Agreement and the related transactions, as of November 5, 2025, the debt covenants in the Investment Agreement were extinguished, and the 2030 Notes ceased to be subordinated to the 2031 Notes.

On April 3, 2026 (the "Purchase Date"), the Company entered into a Stock Purchase Agreement with Mark T. Bertolini, the Company's Chief Executive Officer, pursuant to which the Company sold an aggregate of 1,000,000 shares of the Company's Class A common stock (the "Shares") to Mr. Bertolini for an aggregate purchase price of $11.9 million, at a price per share of $11.92, representing the per share closing price of the Company's Class A common stock as reported by the NYSE on the trading date immediately preceding the Purchase Date. No underwriting discounts or commissions were paid in connection with the transaction. The Shares were offered and sold in reliance upon the exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended, as a transaction not involving a public offering.

12. COMMITMENTS AND CONTINGENCIES

The Company's current and past business practices are subject to reviews or other investigations by various state insurance and healthcare regulatory authorities and other state and federal regulatory authorities. These reviews focus on numerous facets of the Company's business, including claims payment practices, statutory capital requirements, corporate governance, provider contracting, risk adjustment, competitive practices, commission payments, privacy issues, fraud, waste and abuse laws, network adequacy, utilization management practices, pharmacy benefits, access to care, compliance with Health Insurance Marketplace or enhanced direct enrollment ("EDE") agreements and sales practices, among others. Some of these reviews have historically resulted in fines imposed on the Company and some have required changes to certain of the Company's practices. The Company continues to be subject to these reviews, which could result in additional fines or other sanctions being imposed on the Company or additional changes to certain of its practices.

The Company is also currently involved in, and may in the future from time to time become involved in, legal proceedings and other claims in the ordinary course of its business, including class actions and suits brought by the Company's members, providers, commercial counterparties, employees, and other parties relating to the Company's business, including management and administration of health benefit plans and other services. Such matters can include claims relating to the performance of contractual and non-contractual obligations to providers, vendors, members, employer groups, and others, including, but not limited to, the alleged failure to properly pay in-network and out-of-network claims and challenges to the manner in which the Company processes claims, claims alleging that the Company has engaged in unfair business practices, claims that the Company has violated laws or regulations, disputes regarding the amounts owed under vendor contracts, various employment claims, disputes regarding reinsurance arrangements, disputes relating to intellectual property, privacy, the Telephone Consumer Protection Act and class action lawsuits, such as those designed to target business using website cookies under wiretapping laws, or other claims alleging that the Company has engaged in unfair business practices.

The Company records liabilities for its reasonable estimates of probable losses resulting from these matters where appropriate. Estimates of losses resulting from legal and regulatory matters involving the Company are inherently difficult to predict, particularly where the matters: involve indeterminate claims for monetary damages or may involve fines, penalties or punitive damages; present novel legal theories or represent a shift in regulatory policy; involve a large number of claimants or regulatory bodies; are in the early stages of the proceedings; or could result in a change in business practices. Accordingly, the Company is often unable to estimate the losses or ranges of losses for those matters where there is a reasonable possibility or it is probable that a loss may be incurred, the ultimate settlement of which could be material.

Given that such proceedings are subject to uncertainty, there can be no assurance that such legal proceedings, either individually or in the aggregate, will not have a material adverse effect on Oscar's business, results of operations, financial condition or cash flows.

The ACA originally established a cost-sharing reduction ("CSR") program to make health insurance more affordable for eligible individuals by requiring insurers to reduce out-of-pocket costs while receiving CSR subsidies from CMS. In 2017, the Trump Administration issued an executive order that immediately ceased payments of ACA CSR subsidies to issuers. On June 27, 2017, impacted issuers seeking compensation for the halted CSR subsidy payments commenced a class action lawsuit against the federal government in the Court of Federal Claims, captioned Common Ground Healthcare Cooperative v. United States, Case No. 17-877. In 2024, an agreement in principle was reached between class counsel on behalf of impacted issuers and the federal government to retroactively compensate the class. The settlement agreement was fully executed by the class and the federal government on August 11, 2025. On November 6, 2025, the Court of Federal Claims granted final settlement approval and ordered the distribution of 95% of the settlement funds, with the remaining 5% held until the attorneys' fees award is determined. The estimated net recovery recorded as of December 31, 2025 was approximately $48 million, which was subsequently received in April 2026.

13. SEGMENT INFORMATION

The Company operates in and reports as a single reportable segment. The Company determined that the Chief Executive Officer is the chief operating decision maker ("CODM") who regularly reviews financial information and other key performance indicators on a consolidated basis, for the purposes of allocating resources and evaluating financial performance. Factors used in determining the reportable segment include the nature of operating activities, the Company's organizational and reporting structure, and the type of information presented to the Company's CODM to allocate resources and evaluate financial performance. The accounting policies of the segment are the same as those described in *"Note 2 - Summary of Significant Accounting Policies*," in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. The CODM reviews net income (loss) attributable to Oscar Health, Inc. and earnings (loss) from operations presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. These metrics serve as benchmarks to evaluate the business, measure performance, identify trends, prepare financial projections, and make strategic decisions. The CODM does not evaluate performance or allocate resources based on asset information.

The following table presents the revenue, significant expenses, and net income (loss) for the Company's segment. As the Company operates and reports as a single segment, its measure of segment net income (loss) is the same as net income (loss) attributable to Oscar Health, Inc. on the Condensed Consolidated Statements of Operations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2026	2025	2026	2025
Total revenue	**$ 5,139,298**	**$ 2,985,984**	**$ 14,666,712**	**$ 8,896,192**
Less:				
Medical expenses	4,232,845	2,586,330	11,257,147	7,398,954
Selling, general, and administrative expenses:				
Member acquisition and servicing costs [1]	337,022	247,162	1,013,064	743,558
Premium taxes, exchange fees, and other taxes and fees [2]	201,764	121,192	586,019	328,955
All other SG&A [3]	183,106	153,238	520,123	466,323
Total Selling, general, and administrative expenses	721,892	521,592	2,119,206	1,538,836
Depreciation and amortization	6,543	7,312	19,621	21,012
Earnings (loss) from operations	**178,018**	**(129,250)**	**1,270,738**	**(62,610)**
Interest expense	4,726	6,857	14,818	18,698
Other expenses (income)	(2,089)	3,184	(1,245)	3,308
Earnings (loss) before income taxes	**175,381**	**(139,291)**	**1,257,165**	**(84,616)**
Income tax expense (benefit)	8,077	(1,807)	49,010	5,853
Net income (loss) attributable to noncontrolling interests	23	(34)	70	71
Net income (loss) attributable to Oscar Health, Inc.	**$ 167,281**	**$ (137,450)**	**$ 1,208,085**	**$ (90,540)**

(1) Member acquisition and servicing costs include the Company's expenses incurred to acquire, service, and fulfill obligations to members.

(2) Premium taxes, exchange fees, and other taxes and fees represent non-income tax charges from federal and state governments, including but not limited to healthcare exchange user fees and premium taxes.

(3) All other SG&A includes employee-related and administrative costs that are not member-based. Additionally, all other SG&A includes the net impact of quota share reinsurance accounted for under deposit accounting.

Significant Customers

The Company generates the majority of its total revenue from health insurance policy premiums, which primarily come from subsidies received from CMS as part of the Advanced Premium Tax Credit program.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited Condensed Consolidated Financial Statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the audited Consolidated Financial Statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") included in our Annual Report on Form 10-K for the year ended December 31, 2025 that was filed with the SEC on February 13, 2026. Unless the context otherwise requires, references in this MD&A to "we," "us," "our," "Oscar," "Oscar Health, Inc.," and the "Company" mean the business and operations of Oscar Health, Inc. and its consolidated subsidiaries.

Index to this MD&A

Management's discussion and analysis of financial condition and results of operations is comprised of the following sections:

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Overview

Oscar is a leading consumer healthcare company whose mission is to give people power over their healthcare. We offer health insurance through the federal and state-based healthcare exchanges established under the Patient Protection and Affordable Care Act ("ACA"). We serve consumers, employers, brokers, and partners through Oscar's insurance business ("Oscar Insurance"), Lucie, Inc. Trove Group Inc., and HealthInsurance.org, LLC (Lucie, Inc., Trove Group Inc., and HealthInsurance.org, LLC collectively, the "Marketplace Subsidiaries"). Together, these businesses deliver exceptional lifestyle products and technology platforms that make healthcare easy to choose, use, and experience.

Our technology drives better choice, deeper engagement, and connection to high-value clinical care for our members. We serve approximately 2.7 million effectuated members ("members") as of September 30, 2026, which represents an approximately 27% increase compared to September 30, 2025. Effectuated members are those who are actively enrolled in one of the Company's plans and whose required premium payments have either been made or are within the payment grace period. Refer to *"Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations-Recent Developments, Trends and Other Key Factors Impacting Performance-Members"* and *"Note 3 - Revenue Recognition"* for further discussion.

We regularly review our total revenue, medical loss ratio ("MLR"), selling, general, and administrative expense ratio ("SG&A expense ratio"), earnings from operations, and net income attributable to Oscar Health, Inc. to evaluate our business, measure our performance, identify trends in our business, prepare financial projections, and make strategic decisions.

Total Revenue

Total revenue includes premium revenue (net of risk adjustment transfers), investment income, and other revenues. We believe total revenue is an important metric to assess the growth of our business, as well as the earnings potential of our investment portfolio.

MLR

MLR is a metric used to calculate medical expenses as a percentage of net premiums before ceded quota share reinsurance. The impact of the federal risk adjustment program is included in the denominator of our MLR. We believe MLR is an important metric to demonstrate the ratio of our costs to pay for the healthcare of our members to the net premium before ceded quota share reinsurance.

SG&A Expense Ratio

The SG&A expense ratio reflects the Company's selling, general, and administrative expenses, as a percentage of total revenue (net of risk adjustment transfers). We believe the SG&A expense ratio is useful to evaluate our ability to manage our overall selling, general, and administrative cost base.

Earnings (Loss) from Operations

Earnings (loss) from operations is the Company's total revenue less total operating expenses. We believe earnings (loss) from operations is an important metric for assessing operating performance.

Net Income (Loss) Attributable to Oscar Health, Inc.

Net income (loss) attributable to Oscar Health, Inc. is net earnings (loss) allocated to the Company after net income (loss) attributable to noncontrolling interests. It is a key indicator of the Company's profitability and operational efficiency, allowing management to evaluate performance and make informed decisions on strategic planning, cost management, and resource allocation.

Recent Developments, Trends, and Other Key Factors Impacting Performance

Regulatory Update

Our operations are subject to comprehensive and detailed federal, state, and local laws and regulations, which continue to rapidly evolve and change. The following regulatory developments have impacted our operations during the periods presented in the financial statements contained elsewhere in this Quarterly Report on Form 10-Q, or are expected to impact our results of operations in future periods.

The ACA

- The enhanced Advanced Premium Tax Credits ("eAPTCs") that were in place from 2021 until the end of 2025 contributed to increases in the population of the health insurance marketplaces established by the ACA and operated by the federal government, as well as other marketplaces operated by individual states (collectively, "Health Insurance Marketplaces") and, as a result, our membership. These eAPTCs expired at the end of 2025, which we believe caused coverage to become unaffordable for some individuals, reducing both the overall participation in the Health Insurance Marketplaces and the Company's membership since the end of the 2026 open enrollment period ("OEP").

- The current presidential administration and the Centers for Medicare & Medicaid Services ("CMS") are increasingly focused on improving integrity in the Health Insurance Marketplaces' eligibility and enrollment process, and we expect this focus to continue. For example, on July 4, 2025, the President signed into law the One Big Beautiful Bill Act (the "OBBBA") which, among other things, requires additional verification procedures to confirm member eligibility for Advanced Premium Tax Credits ("APTCs"), and limits the eligibility of APTCs for certain populations. Similarly, on June 25, 2025, CMS issued the "Program Integrity Rules", which created stricter eligibility verification requirements for APTCs and processes related to ACA plan enrollment, such as shorter OEPs and the suspension of certain special enrollment periods ("SEPs"). Certain provisions of the Program Integrity Rules were challenged by plaintiffs in the federal district court in Maryland in *City of Columbus vs. Kennedy* ("Columbus I"). On August 22, 2025, the court issued a nationwide stay on several of the challenged provisions, and these provisions were not in effect during the 2026 OEP. On June 12, 2026, the court issued a final ruling nullifying the stayed provisions as well as certain other provisions of the Program Integrity Rules. Provisions of the Program Integrity Rules unaffected by the stay and nullification became effective on August 25, 2025.

- The nullification of certain provisions of the Program Integrity Rules (subject to any appeal, further rulemaking, or additional guidance from CMS or applicable Health Insurance Marketplaces) will result in certain of the pre-Program Integrity Rules remaining in place for plan year 2027. As a result, the OEP for 2027 will effectively revert back to the historical period of November 1st to January 15th. In addition, certain of the nullified provisions were reintroduced in the Notice of Benefit and Payment Parameters ("NBPP") for plan year 2027, and are again being challenged by plaintiffs in a new lawsuit ("Columbus II", discussed below).

- On May 15, 2026, the U.S. Department of Health and Human Services ("HHS") finalized the NBPP for plan year 2027 (the "2027 NBPP"). The 2027 NBPP reintroduces updated versions of certain of the provisions of the Program Integrity Rules that were nullified in Columbus I. For example, the 2027 NBPP includes stricter income verification rules requiring individuals to submit documents to verify their income when data sources indicate household income is below 100% of the Federal Poverty Line ("FPL") and removes the option for Health Insurance Marketplaces to accept income attestations from individuals when I.R.S. tax data is unavailable for the household ("Income Verification Rules"). Reintroduced provisions also require Health Insurance Marketplaces to deem a tax filer ineligible for APTCs if the tax filer received APTCs in a prior year but failed to file a federal income tax return to reconcile their eligibility for such APTCs ("1-year FTR Rule"). On June 3, 2026, plaintiffs challenged these, as well as other, provisions of the 2027 NBPP in *City of Columbus vs. Kennedy* (i.e., "Columbus II"). On July 16, 2026, the court issued a nationwide stay on several provisions of the 2027 NBPP, including the Income Verification Rules and the 1-year FTR Rule (collectively the "Stayed Provisions"), pending a final ruling on the merits of the case. Provisions of the 2027 NBPP unaffected by the stay became effective on July 20, 2026. As a result of the stay, many of the pre-Program Integrity Rules will remain in place for 2027 OEP, unless there is further court action to lift the stay. If the Stayed Provisions are implemented, we expect these provisions to impact APTC eligibility and ACA enrollment processes beginning with the 2027 OEP.

- Separately, in May 2026, CMS announced that effective as of October 12, 2026, enhanced direct enrollment ("EDE") platforms must require identity proofing ("ID Proofing") before an agent or broker may proceed with an application or enrollment for (i) new consumers, including someone moving to a different coverage state, (ii) a consumer with a net premium of $30 or less per month after subsidies that is actively enrolling, or (iii) a consumer working with a new agent. Identity proofing generally requires a consumer to verify its identity through a remote process, which may include validation through CMS' identity-proofing service or another CMS-approved service. We expect that these requirements may make enrollment more difficult for certain consumers, which could reduce enrollment in the Health Insurance Marketplaces.

- In connection with CMS' ongoing focus on the integrity of the Health Insurance Marketplaces, CMS conducts periodic inquiries to verify member eligibility and ensure compliance with applicable program integrity and fraud, waste, and abuse laws and regulations. These inquiries have resulted, and may in the future result, in the removal of members by CMS. The Company's estimate of premium associated with these inquiries and expected to be refunded to CMS is included in payables to CMS on the Condensed Consolidated Balance Sheets, as further described in *"Note 3 - Revenue Recognition"*.

- We believe that the expiration of the eAPTCs, and the implementation of any program integrity requirements (such as the Program Integrity Rules, the 2027 NBPP, the ID Proofing rules, and the OBBBA) and any related regulatory inquiries could continue to negatively impact the size of the Health Insurance Marketplaces and our membership in future years. Any resulting market contraction could negatively impact market morbidity. For more information, see Part I, Item 1, "Business–Government Regulation–Ongoing Requirements and Changes to the ACA", and Part I, Item 1A. *"Risk Factors-Most Material Risks to Us-Our success and ability to grow our business depend in part on retaining and expanding our member base. If we fail to add new members or retain current members, or manage our membership growth appropriately to meet our business objectives, our business, revenue, operating results, and financial condition could be harmed,"* and *"Risk Factors–Most Material Risks to Us–Failure to accurately estimate our incurred medical expenses or overall market morbidity, or effectively manage our medical costs or related administrative costs could negatively affect our financial position, results of operations, and cash flows"* in our Annual Report on Form 10-K for the year ended December 31, 2025.

Tariffs

The Trump administration has indicated that new tariffs may be imposed on a variety of products relevant to our business, including certain pharmaceutical products and ingredients and medical devices and supplies imported into the United States. For example, on April 2, 2026, the Trump administration issued a proclamation under Section 232 of the Trade Expansion Act imposing 100% tariffs on patented pharmaceuticals and associated pharmaceutical ingredients, imported into the United States, which took effect on July 31, 2026 for certain enumerated companies, and on September 29, 2026 for all other companies, unless manufacturers agreed to specific government drug pricing deals or committed to shifting production and research and development of patented pharmaceuticals and pharmaceutical ingredients domestically. While this action may pressure drug manufacturers to reduce list prices, there could also be a corresponding, or even disproportionate, decrease in the pharmaceutical rebates that we negotiate and typically receive. Since the expectation of these rebates is factored into our premium pricing strategy, a reduction in rebates that outpaces any decline in underlying drug costs could exert financial pressure, potentially leading to an adverse impact on our earnings from operations and an increase in our MLR.

Beyond the direct drug pricing mechanism, the imposition of tariffs, coupled with the uncertainty surrounding their implementation and scope, could introduce volatility across our medical cost structure. Potential broad market impacts include, among other things, higher costs for medical providers and facilities, higher pharmaceutical prices, higher costs of medical devices, and supplies and shortages of certain medicines and medical supplies. Shortages in medicines and supplies may also impact the health of our members, which in turn may result in higher medical costs. The unprecedented nature of these types of tariffs, as well as uncertainty around their implementation, could impact our ability to accurately estimate and effectively manage the impact on our medical expenses, which in turn could adversely affect our results of operations and financial position.

For additional details, see Part I, Item 1A. *"Risk Factors-Most Material Risks to Us-Failure to accurately estimate our incurred medical expenses or overall market morbidity, or effectively manage our medical costs or related administrative costs could negatively affect our financial position, results of operations, and cash flows"* and *"Risk Factors-Risks Related to the Regulatory Framework That Governs Us-Changes in laws, regulations or rules relating to taxes or tariffs could adversely affect us"* in our Annual Report on Form 10-K for the year ended December 31, 2025.

Members

Our membership is measured as of a particular point in time. Membership may vary throughout the year due to disenrollments, SEP, and other market dynamics that are in effect. Member disenrollments typically result from voluntary termination by members, non-payment of premiums beyond the member's grace period, or removal by CMS for failure to meet program integrity requirements or in accordance with fraud, waste, and abuse laws and regulations. In accordance with federal regulations, eligible members receiving APTC subsidies are entitled to a 90-day grace period for the non-payment of premiums. For all other eligible member enrollees, the grace period is typically 30 days, subject to specific state requirements. Market dynamics may include but are not limited to enhancements, extensions, reductions or eliminations of APTCs; other legislative or regulatory actions, such as recent Congressional and CMS initiatives to improve the integrity in the ACA eligibility and enrollment process and pre-enrollment verification procedures; Medicaid redeterminations; or other factors that may cause the overall market to grow or decline.

Risk Adjustment

The risk adjustment programs in the markets we serve are administered federally by CMS and are designed to mitigate the potential impact of adverse selection and provide stability for Health Insurance Subsidiaries. Under these programs, each plan is assigned a risk score based upon demographic information and current year claims information related to its members. The risk score is used to adjust plan revenue to reflect the relative risk of the plan's enrolled population. Changes in the Company's membership throughout the year, including the impact of member disenrollments, may affect the Company's estimate of its risk adjustment transfer receivable or payable. We reevaluate our risk adjustment transfer estimates as new information and market data becomes available, until we receive the final reporting from CMS in later periods, up to twelve months in arrears. The Company records a receivable or payable as an adjustment to its premium revenues to reflect the year-to-date impact of the risk adjustment based on its best estimate. For the nine months ended September 30, 2026 and 2025, risk adjustment transfer payables were approximately 17% of direct policy premium revenue.

Our risk adjustment transfer estimates are subject to a high degree of estimation and variability, and are affected by the relative risk of our members, and in the case of the ACA, that of other insurers. The data we rely upon to calculate these estimates includes data received from independent third parties. In addition, the data may be incomplete, can vary considerably from period to period, requires considerable judgment in interpretation, lacks context, and provides limited insight. Moreover, our risk adjustment transfer estimates are subject to change due to factors outside of our control, such as changes in legislation, regulations, regulatory inquiries and enforcement, enrollment in government health plans, inflation, market size, market morbidity, the actions of our competitors, and other uncertainties. There is a higher degree of uncertainty associated with estimates of risk adjustment transfers earlier in the policy year or, in the case of SEP driven enrollment, throughout the policy year, resulting from the fact that risk scores are based on lagged claim data. There is additional uncertainty for both markets and blocks of business that experience outsized growth, compounded by the lack of credible experience data on the newly enrolling population, including SEP driven enrollees and new members moving from one government program to another. Furthermore, there is also uncertainty associated with changes in other carriers' operations, which may impact the ultimate degree of market-level risk. Actual risk adjustment calculations and transfers have in the past materially differed, and could materially differ in the future, from our assumptions.

Claims Incurred

Our medical expenses are impacted by unit costs and utilization, as well as seasonal effects on medical costs, as members pay their contractual claims portion of claims responsibility, meeting their deductibles and out-of-pocket maximums over the course of the policy year, which shifts more costs to us in the second half of the year as we pay a higher proportion of covered claims costs. Our medical expenses are also impacted by the number of days and holidays in a given period. Our medical and pharmacy costs can also exhibit seasonality depending on selection effects or changes in the risk profile of our membership and the proportion of our membership that is new in the calendar year. The emergence of medical and pharmacy claims is influenced by the aforementioned drivers, and further mix shifts may continue to alter claims incurred patterns in future periods.

Seasonality

Our business is generally affected by the seasonal patterns of our member enrollment, medical expenses, and health plan mix shift and product design. SEP or other market dynamics that drive enrollment and/or mix changes throughout the year may impact the per member levels of premiums, claims, and/or risk adjustment transfers. Claims utilization and risk adjustment seasonality may be affected by new member enrollment levels and plan mix in 2026, as newer members tend to take time to engage with their benefits, and the shift to higher deductible plans could concentrate a higher portion of total costs to the second half of the year.

Reinsurance

We believe our reinsurance agreements help us achieve important goals for our business, including risk management and capital efficiency. Our reinsurance agreements are contracted under two different types of arrangements: quota share reinsurance contracts and excess of loss ("XOL") reinsurance contracts. In quota share reinsurance, the reinsurer agrees to assume a specified percentage of the ceding company's losses in exchange for a corresponding percentage of premiums. In XOL reinsurance, the reinsurer agrees to assume all or a portion of the ceding company's losses in excess of a specified amount. Under XOL reinsurance, the premium payable to the reinsurer is negotiated by the parties based on losses on an individual member in a given calendar year and their assessment of the amount of risk being ceded to the reinsurer. In the case of federal and state-run reinsurance programs, no reinsurance premiums are paid. The reinsurance agreements do not relieve us of our primary medical claims incurred obligations. Refer to *"Note 10 - Reinsurance"* included elsewhere in this Quarterly Report on Form 10-Q for a description of the accounting methods used to record the Company's reinsurance arrangements.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses. A summary of the Company's significant accounting policies is included in *"Note 2 - Summary of Significant Accounting Policies,"* in our Annual Report on Form 10-K for the year ended December 31, 2025. Certain of our accounting policies are considered critical, as these policies require significant, difficult, or complex judgments by management, often requiring the use of estimates about the effects of matters that are inherently uncertain. As of September 30, 2026, there were no significant changes to our critical accounting estimates from what was reported in our Annual Report on Form 10-K for the year ended December 31, 2025.

Components of Our Results of Operations

Premium

Premium revenue includes premium subsidies received from the federal government, policy premiums collected directly from our members, and assumed policy premiums earned as part of the reinsurance arrangement under the Cigna+Oscar Small Group plan previously offered, net of risk adjustment transfers and ceded premium from reinsurance contracts accounted for under reinsurance accounting.

The Company receives a fixed premium per member per month during the period in which the Company is obligated to provide services to its members based on eligibility criteria provided by CMS. Premium is subject to retroactive adjustment based on periodic reconciliation by CMS. Premium revenue reflects premium associated with effectuated members, net of adjustment for premium expected to be refunded to CMS. Premium is expected to be refunded to CMS when a member disenrollment is probable as a result of the non-payment of premium or when a member has been, or it is probable that a member will be, retroactively disenrolled in connection with CMS program integrity requirements and fraud, waste, and abuse laws and regulations.

The Company did not renew the Cigna+Oscar Small Group arrangement after the expiration of the initial term on December 31, 2024.

Investment Income

Investment income includes investment income, interest earned, and gains (losses) on our investment portfolio.

Other Revenues

Other revenues primarily include revenue earned through the Company's Marketplace Subsidiaries, revenue sharing from virtual credit card rebates, and sublease income.

Medical Expenses

Medical expense consists of both paid and unpaid medical expenses incurred to provide medical services and products to our members. Medical claims include fee-for-service claims, pharmacy benefits, capitation payments to providers, disputed provider claims, and various other medical-related costs. Under fee-for-service claims arrangements with providers, we retain the financial responsibility for medical care provided and incur costs based on actual utilization of hospital and physician services. Medical claims are recognized in the period healthcare services are provided. Unpaid medical expenses include claims reported and in the process of being settled, but that have not yet been paid, as well as healthcare costs incurred but not yet reported to us, which are collectively referred to as benefits payable or claim reserves. The development of the claim reserve estimate is based on actuarial methodologies that consider underlying claim payment patterns, medical cost inflation, historical developments, such as claim inventory levels and claim receipt patterns, and other relevant factors. The methods for making such estimates and for establishing the resulting liability are continuously reviewed and any adjustments are reflected in the period determined. Medical expense also reflects the net impact of our ceded reinsurance claims from reinsurance contracts accounted for under reinsurance accounting.

Selling, General, and Administrative Expenses

Selling, general, and administrative expenses primarily include distribution and servicing costs, premium taxes, exchange fees, other taxes and fees, employee-related expenses, costs of software and hardware, stock-based compensation, the impact of quota share reinsurance, and other administrative costs.

Other Expenses (Income)

Other expenses (income) consists primarily of miscellaneous expenses or income that are not core to our operations, including a profit sharing arrangement with a co-branded health plan and changes in the fair value of financial instruments.

Income Tax Expense (Benefit)

Income tax expense (benefit) consists of changes to our current and deferred federal and state tax assets and liabilities. Income taxes are recorded as deferred tax assets and deferred tax liabilities based on differences between the book and tax bases of assets and liabilities. Our deferred tax assets and liabilities are calculated by applying the current tax rates and laws to taxable years in which such differences are expected to reverse.

Net income (loss) Attributable to Noncontrolling Interests

Net income (loss) attributable to noncontrolling interests represents the share of the Company's earnings allocated to the Company's joint venture partner.

Results of Operations

The following table sets forth our results of operations for the periods indicated:

(in thousands, except percentages)	Three Months Ended September 30, 2026	Three Months Ended September 30, 2025	Nine Months Ended September 30, 2026	Nine Months Ended September 30, 2025
Revenue				
Premium	$ 5,041,987	$ 2,923,968	$ 14,412,180	$ 8,723,233
Investment income	91,016	53,215	236,424	153,331
Other revenues	6,295	8,801	18,108	19,628
Total revenue	**5,139,298**	**2,985,984**	**14,666,712**	**8,896,192**
Operating Expenses				
Medical	4,232,845	2,586,330	11,257,147	7,398,954
Selling, general, and administrative	721,892	521,592	2,119,206	1,538,836
Depreciation and amortization	6,543	7,312	19,621	21,012
Total operating expenses	4,961,280	3,115,234	13,395,974	8,958,802
Earnings (loss) from operations	**178,018**	**(129,250)**	**1,270,738**	**(62,610)**
Interest expense	4,726	6,857	14,818	18,698
Other expenses (income)	(2,089)	3,184	(1,245)	3,308
Earnings (loss) before income taxes	**175,381**	**(139,291)**	**1,257,165**	**(84,616)**
Income tax expense (benefit)	8,077	(1,807)	49,010	5,853
Net income (loss)	**167,304**	**(137,484)**	**1,208,155**	**(90,469)**
Less: Net income (loss) attributable to noncontrolling interests	23	(34)	70	71
Net income (loss) attributable to Oscar Health, Inc.	**$ 167,281**	**$ (137,450)**	**$ 1,208,085**	**$ (90,540)**
MLR	84.0 %	88.5 %	78.1 %	84.8 %
SG&A expense ratio	14.0 %	17.5 %	14.4 %	17.3 %

Premium

Premium revenue increased $2.1 billion, or 72%, for the three months ended September 30, 2026, compared to the same period in 2025, driven by rate increases and higher membership. Premium revenue increased $5.7 billion, or 65%, for the nine months ended September 30, 2026, compared to the same period in 2025, driven by rate increases and higher membership, partially offset by an increase in the net risk adjustment transfer accrual.

As of September 30, 2026, effectuated membership increased by 0.6 million, or 27%, compared to September 30, 2025, driven by above market growth during the 2026 OEP and strong retention.

The following table summarizes the Company's membership by offering:

	As of September 30,	
Effectuated Membership by Offering	**2026**	**2025**
Individual and Small Group [1]	2,691,885	2,111,736
Cigna+Oscar [2]	—	5,168
Total Members [3]	**2,691,885**	**2,116,904**

(1) Membership includes members enrolled through a Custom Health Option and Individual Care Expense Arrangement ("CHOICE"). 2025 membership includes small group members. The Company no longer offers small group plans effective December 15, 2024.

(2) Represents total membership for our former co-branded partnership with Cigna. We did not renew the Cigna+Oscar Small Group arrangement after its initial term ended on December 31, 2024.

(3) Represents effectuated members. Effectuated members are those who are actively enrolled in one of our plans and whose required premium payments have either been made or are within the payment grace period. A member covered under more than one of our health plans counts as a single member for the purposes of this metric.

Investment Income

Investment income increased $37.8 million, or 71%, for the three months ended September 30, 2026, compared to the same period in 2025, and increased $83.1 million, or 54%, for the nine months ended September 30, 2026, compared to the same period in 2025, primarily due to higher invested assets, partially offset by lower yield.

Medical Expenses and MLR

Medical expenses increased $1.6 billion, or 64%, for the three months ended September 30, 2026, compared to the same period in 2025, and increased $3.9 billion, or 52%, for the nine months ended September 30, 2026, compared to the same period in 2025. These increases were primarily due to increased membership, as well as medical cost trend. MLR decreased for the three months and nine months ended September 30, 2026, compared to the same periods in 2025. The decrease was primarily driven by our disciplined pricing strategy.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except percentages)	**2026**	**2025**	**2026**	**2025**
Net claims before ceded quota share reinsurance [A]	$ 4,232,845	$ 2,586,330	$ 11,257,147	$ 7,398,954
Net premiums before ceded quota share reinsurance [B]	$ 5,041,987	$ 2,923,968	$ 14,412,180	$ 8,723,233
Medical Loss Ratio [A divided by B]	84.0 %	88.5 %	78.1 %	84.8 %

Selling, General, and Administrative Expenses and SG&A Expense Ratio

Selling, general, and administrative expenses increased $200.3 million, or 38%, for the three months ended September 30, 2026, compared to the same period in 2025, and increased $580.4 million, or 38%, for the nine months ended September 30, 2026, compared to the same period in 2025. These increases were driven by higher membership year over year, resulting in higher volume-driven costs such as taxes and fees and broker commissions, as well as higher year-over-year exchange user fee rates.

The SG&A expense ratio decreased 350 basis points to 14.0% for the three months ended September 30, 2026 compared to 17.5% for the same period in 2025, primarily due to lower risk adjustment as a percentage of premium, greater fixed cost leverage, and disciplined expense management. The SG&A expense ratio decreased 290 basis points to 14.4% for the nine months ended September 30, 2026, compared to 17.3% for the same period in 2025, primarily due to greater fixed cost leverage and disciplined expense management.

Liquidity and Capital Resources

Overview

We maintain liquidity at two levels of our corporate structure, through our health insurance and Health Maintenance Organization subsidiaries (collectively, "Health Insurance Subsidiaries") and through our parent company, Oscar Health, Inc. (on a standalone basis "Parent"), together with subsidiaries other than our Health Insurance Subsidiaries. The majority of our assets consist of cash and cash equivalents and investments.

As of September 30, 2026, and December 31, 2025, total cash and cash equivalents and investments held by our Health Insurance Subsidiaries was $8.6 billion and $5.1 billion, respectively, of which $18.9 million and $18.3 million, respectively, was on deposit with regulators as required for statutory licensing purposes. These amounts are classified as restricted deposits on the balance sheets. As of September 30, 2026, and December 31, 2025, total cash and cash equivalents and investments held by our Parent and subsidiaries other than our Health Insurance Subsidiaries were $359.9 million and $414.2 million, respectively, of which $8.6 million and $14.7 million was restricted as of September 30, 2026 and December 31, 2025, respectively.

Our Health Insurance Subsidiaries' states of domicile have statutory minimum capital requirements that are intended to measure capital adequacy, taking into account the risk characteristics of an insurer's investments and products. The combined statutory capital and surplus of our Health Insurance Subsidiaries was estimated to be approximately $2.3 billion and $1.0 billion as of September 30, 2026 and December 31, 2025, respectively, which was in compliance with and in excess of the minimum capital requirements for each period. The Health Insurance Subsidiaries in aggregate exceeded the minimum statutory risk-based capital ("RBC") requirement by $356.0 million as of December 31, 2025 and are estimated to have approximately $1.4 billion of excess capital as of September 30, 2026. The Health Insurance Subsidiaries may be subject to additional capital and surplus requirements in the future, as a result of factors such as increasing membership and medical costs or changes in risk adjustment transfer estimates, which the Parent would be required to fund to the extent the applicable Health Insurance Subsidiary did not have excess capital to cover the requirement. In such circumstances, we may need to incur additional indebtedness, sell capital stock, or access other sources of funding in order to fund such requirements. During periods of increased volatility, adverse securities and credit markets, including those due to rising interest rates, may exert downward pressure on the availability of liquidity and credit capacity for certain issuers, and any such funding may not be available on favorable terms, or at all.

As certain of our Health Insurance Subsidiaries have become profitable and to the extent their levels of statutory capital and surplus exceed applicable minimum regulatory requirements, we may make periodic requests for dividends and distributions from our subsidiaries to fund our operations or seek to enter into transactions or structures that enable us to efficiently deploy this excess capital, which may or may not require approval by our regulators. During the nine months ended September 30, 2026, the Parent received approximately $500.0 million in capital distributions from the Health Insurance Subsidiaries. As noted below, these funds were used to fund Oscar Health Maintenance Organization of Florida, Inc., which began writing insurance in 2026. During the nine months ended September 30, 2025, the Health Insurance Subsidiaries made loan repayments of $15.0 million to the Parent.

During the nine months ended September 30, 2026, Parent made $760.5 million of capital contributions to the Health Insurance Subsidiaries, including $500.0 million in funding for a new insurance subsidiary, Oscar Health Maintenance Organization of Florida, Inc. During the nine months ended September 30, 2025, Parent made $65.8 million of capital contributions to the Health Insurance Subsidiaries. Our Health Insurance Subsidiaries also utilize quota share reinsurance arrangements to reduce our minimum capital and surplus requirements, which are designed to enable us to efficiently deploy capital to fund our growth. We estimate that had we not had any quota share reinsurance arrangements in place, the Health Insurance Subsidiaries would have been required to hold approximately $1.2 billion and $683.1 million of additional capital as of September 30, 2026 and December 31, 2025, respectively, which the Parent would have been required to fund to the extent the applicable Health Insurance Subsidiary did not have excess capital to cover the requirement.

Short-Term Cash Requirements

The Company's cash requirements within the next twelve months include benefits payable, risk adjustment transfer payables, current lease liabilities, interest payable on debt, other current liabilities, and other obligations. We expect the cash required to meet these obligations to be primarily funded by cash available for general corporate use, cash flows from current operations, and/or the realization of current assets, such as accounts receivable. Based on our current forecast, we believe the Company's cash, cash equivalents, and investments, not including restricted cash, will be sufficient to fund our operating requirements for at least the next twelve months.

Long-Term Cash Requirements

Our long-term cash requirements under our various contractual obligations and commitments include operating leases and obligations under our convertible notes, each as discussed below. We expect the cash required to meet our long-term obligations to be primarily generated through future cash flows from operations. See *"Note 13 - Leases"* and *"Note 9 - Debt"* to our Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2025 and *"Note 9 – Debt"* to our Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q for further detail of our obligations and the timing of expected future payments.

2031 Convertible Senior Notes

In February 2022, the Company issued $305.0 million in aggregate principal amount of convertible senior notes due 2031 (the "2031 Notes") in a private placement to funds affiliated with or advised by Dragoneer Investment Group, LLC, Thrive Capital, LionTree Investment Management, LLC, and Tenere Capital LLC (the "Initial Purchasers"). In connection with the sale and issuance of the 2031 Notes, on January 27, 2022, we entered into an investment agreement with the Initial Purchasers (the "Investment Agreement") and on February 3, 2022, we entered into an indenture with U.S. Bank, as Trustee (the "2031 Indenture").

The 2031 Notes bear interest at a rate of 7.25% per annum, payable in cash, semi-annually in arrears on June 30 and December 31 of each year, beginning on June 30, 2022. The 2031 Notes will mature on December 31, 2031, unless they are earlier repurchased, redeemed, or converted.

As of September 30, 2026, $35 million aggregate principal amount of the 2031 Notes remained outstanding.

On November 4, 2026, the Company issued a notice to redeem the remaining $35 million aggregate principal amount of its 2031 Notes on December 31, 2026. For more information, see *"Note 9 – Debt"* to our Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q. For more information on our 2031 Notes, including details relating to repurchase, redemption and conversions of the 2031 Notes, see *"Part II, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—2031 Convertible Senior Notes"* and *"Note 9 - Debt"* to our Consolidated Financial Statements, each in our Annual Report on Form 10-K for the year ended December 31, 2025, and, *"Note 9 – Debt"* to our Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q.

2030 Convertible Senior Notes

On September 18, 2025, the Company issued $410.0 million aggregate principal amount of convertible senior notes due 2030 (the "2030 Notes"). The 2030 Notes were issued pursuant to an indenture (the "2030 Indenture"), dated as of September 18, 2025, between the Company and U.S. Bank Trust Company, National Association, as trustee.

The 2030 Notes bear interest at a rate of 2.25% per annum, payable in cash, semi-annually in arrears on March 1 and September 1 of each year, beginning on March 1, 2026. The 2030 Notes will mature on September 1, 2030, unless they are earlier repurchased, redeemed, or converted, as further discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. As of September 30, 2026, $410 million aggregate principal amount of the 2030 Notes remained outstanding.

On September 15, 2025, in connection with the pricing of the offering of 2030 Notes, the Company entered into privately negotiated capped call transactions (the "Base Capped Call Transactions") with certain of the 2030 Notes initial purchasers or their affiliates and certain other financial institutions (the "Option Counterparties"). In addition, on September 16, 2025, in connection with the initial purchasers' exercise of their option to purchase additional 2030 Notes, the Company entered into additional capped call transactions (the "Additional Capped Call Transactions," and, together with the Base Capped Call Transactions, the "Capped Call Transactions") with each of the Option Counterparties. The Capped Call Transactions cover the aggregate number of shares of the Company's Class A common stock that initially underlie the 2030 Notes (subject to customary anti-dilution adjustments), and are expected to reduce potential dilution to the Company's Class A common stock upon any conversion of 2030 Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted 2030 Notes, with such reduction and/or offset subject to a cap, based on the cap price of the Capped Call Transactions.

The 2030 Notes were originally subordinated to the 2031 Notes. In connection with the Exchange Agreement and the related transactions, as of November 5, 2025, the 2030 Notes ceased to be subordinated to the 2031 Notes. For more information on our 2030 Notes, including details relating to repurchase, redemption and conversions of the 2030 Notes, and the Capped Call Transactions, see *"Part II, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—2030 Convertible Senior Notes"* and *"Note 9 - Debt"* to our Consolidated Financial Statements, each in our Annual Report on Form 10-K for the year ended December 31, 2025, and "*Note 9 – Debt*" to our Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q.

Revolving Credit Facility

On February 6, 2026, we entered into a $475.0 million secured three-year revolving credit facility (the "Revolving Credit Facility"), pursuant to a Credit Agreement (the "2026 Credit Agreement") by and among the Company, certain subsidiaries of the Company, as subsidiary guarantors, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto. For more information, see "*Note 9 – Debt*" to our Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q. As of September 30, 2026, no borrowings were outstanding under the Revolving Credit Facility.

Investments

We generally invest our cash in U.S. Treasury instruments, federal and state agency securities, investment grade corporate bonds, certificates of deposit, commercial paper, and asset backed securities to improve our overall investment return. These investments are purchased pursuant to board of directors ("Board") approved investment policies that conform to applicable state laws and regulations.

Our investment policies are designed to provide liquidity, preserve capital, and optimize the total return on invested assets. These policies also align with the constraints of state regulations governing the types of investments our subsidiaries can hold. These investment policies require that our investments in U.S. corporate bonds have final maturities of no more than five years from the settlement date, asset backed securities have effective maturities of no more than five years from the settlement date and U.S. federal and state government obligations have final maturities of no more than seven years from the settlement date, in each case subject to the applicable investment policy. Professional portfolio managers operating under documented guidelines manage our investments and a portion of our cash equivalents. Our portfolio managers are directed to obtain our prior approval before selling investments in a loss position.

Net investment income on a consolidated basis was $91.0 million and $53.2 million for the three months ended September 30, 2026, and 2025, respectively, and $236.4 million and $153.3 million for the nine months ended September 30, 2026 and 2025, respectively. Net investment income for our Health Insurance Subsidiaries was $86.9 million and $50.6 million for the three months ended September 30, 2026 and 2025, respectively, and $227.4 million and $146.7 million for the nine months ended September 30, 2026 and 2025, respectively.

Our restricted investments consist primarily of cash and cash equivalents and U.S. Treasury securities; we have the ability to hold such restricted investments until maturity. The Company maintains cash and cash equivalents and investments on deposit or pledged to various state agencies as a condition for licensure. We classify our restricted deposits as long-term given the requirement to maintain such assets on deposit with regulators.

Summary of Cash Flows

Our cash flows used in operations may differ substantially from our net income (loss) due to non-cash charges or due to changes in balance sheet accounts.

The timing of our cash flows from operating activities can also vary among periods due to the timing of payments made or received. Some of our payments and receipts, including loss settlements, rebates from our pharmacy benefit manager, risk adjustment transfers, subsequent reinsurance receipts, and premium subsidies returned to CMS can be significant. Therefore, their timing can influence cash flows from operating activities in any given period. The potential for a large claim under an insurance or reinsurance contract means that our Health Insurance Subsidiaries may need to make substantial payments within relatively short periods of time, which would have a negative impact on our operating cash flows.

Our primary operating cash flow sources are premiums and investment income. Our primary operating cash flow uses are payments for claims, risk adjustment transfers, and operating expenses, including interest expense. For the nine months ended September 30, 2026, net cash provided by operating activities was $3.5 billion as compared with $423.0 million for the same period in 2025. The increase was primarily due to higher premiums received, partially offset by higher claim disbursements and risk adjustment payments.

Cash flows from investing activities primarily include the purchase and disposition of financial instruments. For the nine months ended September 30, 2026, net cash used in investing activities was $1.8 billion as compared to $192.4 million for the same period in 2025. This increase was primarily driven by higher investment purchases, partially offset by higher sales and maturities of investment.

Cash flows from financing activities may include proceeds from the issuance of debt securities, proceeds from stock option exercises, and tax payments related to the net settlement of share-based awards. For the nine months ended September 30, 2026, net cash provided by financing activities was $20.5 million as compared to $391.0 million for the same period in 2025. The change was primarily due to proceeds from the 2030 Notes transaction in 2025.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of exposure due to potential changes in interest rates and/or inflation and the resulting impact on investment income and interest expense. We do not hold financial instruments for trading purposes.

Interest Rate Risk

We are subject to interest rate risk in connection with the fair value of our investment portfolio, which consists of U.S. Treasury and agency securities, corporate notes, asset-backed securities, and certificates of deposit. Our primary market risk exposure is driven by changes to prime rate based interest rates. Interest rate risk is highly sensitive due to many factors, including U.S. monetary and tax policies, U.S. and international economic factors, and other factors beyond our control. Assuming a hypothetical and immediate 1% increase in interest rates on September 30, 2026, the fair value of our investments would decrease by approximately $55.1 million. Any declines in interest rates over time would reduce our investment income.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) are designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives.

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

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2026 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

The information required under this Part II, Item 1 is set forth in *"Note 12 - Commitments and Contingencies"* to the Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q.

Given that such proceedings are subject to uncertainty, there can be no assurance that such legal proceedings, either individually or in the aggregate, will not have a material adverse effect on our business, results of operations, financial condition or cash flows.

Item 1A. Risk Factors

The risks that we believe are material to our investors are disclosed in Part I, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2025.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

(a) None.

(b) None.

(c) On August 18, 2026, R. Scott Blackley, the Company's Chief Financial Officer, entered into a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c). Mr. Blackley's plan provides for the exercise of vested stock options and the associated sale of up to 500,000 shares of Class A common stock, and the additional sale of up to 500,000 shares of Class A common stock, through August 18, 2027. The plan terminates on the earlier of the date all the shares under the plan are sold and August 18, 2027. No trades will commence under the plan until after the expiration of the applicable cooling off period on November 16, 2026.

Item 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed/ Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Oscar Health, Inc.	8-K	001-40154	3.1	3/8/2021	
3.2	Amended and Restated Bylaws of Oscar Health, Inc.	8-K	001-40154	3.2	3/8/2021	
4.1	Specimen Common Stock Certificate of Oscar Health, Inc.	S-1/A	333-252809	4.1	2/22/2021	
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.					*
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.					*
32.1	Section 1350 Certification of Chief Executive Officer.					**
32.2	Section 1350 Certification of Chief Financial Officer.					**
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 Extension Calculation Linkbase Document					*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					*
104	Cover Page Interactive Data File (formatted as Inline XBRL and embedded within Exhibit 101)					*

* Filed herewith.
** Furnished herewith.
† Indicates management contract or compensatory plan.

SIGNATURES

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

OSCAR HEALTH, INC.

Date: **November 5, 2026**

By: /s/ Mark T. Bertolini

Mark T. Bertolini
Chief Executive Officer
(Principal Executive Officer)

Date: **November 5, 2026**

By: /s/ R. Scott Blackley

R. Scott Blackley
Chief Financial Officer
(Principal Financial Officer)

Date: **November 5, 2026**

By: /s/ Victoria Baltrus

Victoria Baltrus
Chief Accounting Officer
(Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION

I, Mark T. Bertolini, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Oscar Health, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **November 5, 2026**

By: /s/ Mark T. Bertolini

Mark T. Bertolini

Chief Executive Officer

(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, R. Scott Blackley, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Oscar Health, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **November 5, 2026**

By: /s/ R. Scott Blackley

R. Scott Blackley
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of Oscar Health, Inc. (the "Company") for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: **November 5, 2026**

By: /s/ Mark T. Bertolini

Mark T. Bertolini

Chief Executive Officer

(Principal Executive Officer)

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of Oscar Health, Inc. (the "Company") for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: **November 5, 2026**

By: /s/ R. Scott Blackley

R. Scott Blackley
Chief Financial Officer
(Principal Financial Officer)