

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

(Mark One)

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

For the quarterly period ended March 31, 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: 001-38466

GOOSEHEAD INSURANCE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

1500 Solana Blvd, Building 4, Suite 4500

Westlake

Texas

(Address of principal executive offices)

82-3886022

(IRS Employer
Identification No.)

76262

(Zip Code)

(469) 480-3669

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Class A Common Stock, par value \$.01 per share	GSHD	NASDAQ

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, 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 Act). ☐ Yes ☒ No

As of April 20, 2026, there were 23,670,665 shares of Class A common stock outstanding and 11,935,389 shares of Class B common stock outstanding.

Table of contents

	Page
<u>Part I</u>	
Item 1. Condensed Consolidated Financial Statements (Unaudited)	<u>5</u>
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>25</u>
Item 3. Quantitative and Qualitative Disclosures About Market Risk	<u>40</u>
Item 4. Controls and Procedures	<u>40</u>
<u>Part II</u>	
Item 1. Legal Proceedings	<u>41</u>
Item 1A. Risk Factors	<u>41</u>
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	<u>41</u>
Item 3. Defaults Upon Senior Securities	<u>41</u>
Item 4. Mine Safety Disclosures	<u>41</u>
Item 5. Other Information	<u>41</u>
Item 6. Exhibits	<u>42</u>
<u>SIGNATURES</u>	<u>42</u>

Commonly used defined terms

As used in this Quarterly Report on Form 10-Q ("Form 10-Q"), unless the context indicates or otherwise requires, the following terms have the following meanings:

- **Ancillary Revenue:** Revenue that is supplemental to our Core Revenue and Cost Recovery Revenue, Ancillary Revenue is unpredictable and often outside of the Company's control. Included in Ancillary Revenue are Contingent Commissions and other income.
- **Agency Fees:** Fees separate from commissions charged directly to clients for efforts performed in the issuance of new insurance policies.
- **Annual Report on Form 10-K:** The Company's annual report on Form 10-K for the fiscal year ended December 31, 2025.
- **Carrier:** An insurance company.
- **Carrier Appointment:** A contractual relationship with a Carrier.
- **Client Retention:** Calculated by comparing the number of all clients that had at least one policy in force twelve months prior to the date of measurement and still have at least one policy in force at the date of measurement.
- **Contingent Commission:** Revenue in the form of contractual payments from Carriers contingent upon several factors, including growth and profitability of the business placed with the Carrier.
- **Core Revenue:** The most predictable revenue stream for the Company, these revenues consist of New Business Revenue and Renewal Revenue. New Business Revenue is lower-margin, but fairly predictable. Renewal Revenue is higher-margin and very predictable.
- **Corporate Agent Productivity:** The New Business Revenue collected related to corporate sales, divided by the average number of full-time corporate sales agents for the same period. This calculation excludes interns, part-time sales agents and partial full-time equivalent sales managers.
- **Cost Recovery Revenue:** Revenue received by the Company associated with cost recovery efforts associated with selling and financing franchises. Included in Cost Recovery Revenue are Initial Franchise Fees and Interest Income.
- **Franchise Agreement:** Agreements governing our relationships with Franchisees.
- **Franchise Productivity:** The gross commissions paid by Carriers and Agency Fees received from clients related to policies in their first term sold by franchise sales agents, divided by the average number of franchises for the same period, prior to paying Royalty Fees to the Company.
- **Franchisee:** An individual or entity who has entered into a Franchise Agreement with us.
- **GF:** Goosehead Financial, LLC.
- **Initial Franchise Fee:** Contracted fees paid by Franchisees to compensate Goosehead for the training, onboarding and ongoing support of new franchise locations.
- **LLC Unit:** a limited liability company unit of Goosehead Financial, LLC.
- **New Business Commission:** Commissions received from Carriers relating to policies in their first term.
- **New Business Revenue:** New Business Commissions, Agency Fees, and New Business Royalty Fees.
- **New Business Royalty Fees:** Royalty Fees received from Franchisees relating to policies in their first term
- **NPS:** Net Promoter Score is calculated based on a single question: "How likely are you to refer Goosehead Insurance to a friend, family member or colleague?" Clients that respond with a score of 6 or below are Detractors, a score of 7 or 8 are called Passives, and a score of 9 or 10 are Promoters. NPS is calculated by subtracting the percentage of Detractors from the percentage of Promoters.
- **Policies in Force:** As of any reported date, the total count of current (non-cancelled) policies placed by us with our Carriers.
- **Policy Term:** The contractual period the policy provides insurance coverage to the insured.
- **Pre-IPO LLC Members:** owners of LLC Units of GF prior to the Offering.
- **Renewal Commission:** Commissions received from Carriers relating to a policy in a renewal term.
- **Renewal Revenue:** Renewal Commissions and Renewal Royalty Fees.

- **Renewal Royalty Fees:** Royalty Fees received from Franchisees relating to a policy in a renewal term.
- **Royalty Fees:** Fees paid by Franchisees to the Company that are tied to the gross commissions paid by the Carriers related to policies sold or renewed by a franchisee.
- **The Offering:** The initial public offering completed by Goosehead Insurance, Inc. on May 1, 2018.
- **Total Written Premium:** For any reported period, the total amount of current (non-cancelled) gross premium that is placed by Goosehead with its portfolio of Carriers.

Special note regarding forward-looking statements

We have made statements in this Form 10-Q that are forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential” or “continue,” the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties and assumptions about us, may include projections of our future financial performance, our anticipated growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including those factors discussed under the caption entitled “Item 1A. Risk factors” herein and in the Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

The forward-looking statements included in this Form 10-Q are made only as of the date hereof. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. We are under no duty to update any of these forward-looking statements after the date of this Form 10-Q to conform our prior statements to actual results or revised expectations.

PART I

Item 1. Condensed Consolidated Financial Statements (Unaudited)

	Page
Condensed Consolidated Statements of Operations	6
Condensed Consolidated Balance Sheets	7
Condensed Consolidated Statements of Stockholders' Equity	8
Condensed Consolidated Statements of Cash Flows	9
Notes to the Condensed Consolidated Financial Statements	11
Note 1 Organization	11
Note 2 Summary of significant accounting policies	11
Note 3 Revenues	13
Note 4 Franchise fees receivable	16
Note 5 Allowance for uncollectible agency fees	16
Note 6 Property and equipment	17
Note 7 Intangible assets	17
Note 8 Debt	17
Note 9 Income taxes	19
Note 10 Stockholders' equity	20
Note 11 Noncontrolling interest	22
Note 12 Equity-based compensation	23
Note 13 Dividends	23
Note 14 Segment information	23
Note 15 Litigation	24

Goosehead Insurance, Inc.
Condensed Consolidated Statements of Operations
(Unaudited)

(In thousands, except per share amounts)

	Three Months Ended March 31,	
	2026	2025
Revenues:		
Commissions and agency fees	\$ 38,685	\$ 29,423
Franchise revenues	54,274	45,971
Interest income	117	189
Total revenues	93,076	75,583
Operating Expenses:		
Employee compensation and benefits	50,527	48,334
General and administrative expenses	23,969	17,559
Bad debts	373	406
Depreciation and amortization	3,212	2,670
Total operating expenses	78,081	68,969
Income from operations	14,995	6,614
Other Income:		
Interest expense	(5,472)	(5,823)
Other income	267	168
Income before taxes	9,790	959
Tax expense (benefit)	1,745	(1,687)
Net income	8,045	2,646
Less: net income attributable to noncontrolling interests	3,156	304
Net income attributable to Goosehead Insurance, Inc.	\$ 4,889	\$ 2,342
Earnings per share:		
Basic	\$ 0.20	\$ 0.09
Diluted	\$ 0.19	\$ 0.09
Weighted average shares of Class A common stock outstanding		
Basic	24,269	24,791
Diluted	36,640	25,943

See Notes to the Condensed Consolidated Financial Statements

Goosehead Insurance, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)

(In thousands, except per share amounts)

	March 31, 2026	December 31, 2025
Assets		
Current Assets:		
Cash and cash equivalents	\$ 25,652	\$ 34,390
Restricted cash	3,436	3,547
Commissions and agency fees receivable, net	15,785	36,613
Receivable from franchisees, net	14,554	11,141
Prepaid expenses	13,863	7,552
Total current assets	73,290	93,243
Receivable from franchisees, net of current portion	1,822	2,936
Property and equipment, net of accumulated depreciation	22,493	21,549
Right-of-use asset	32,689	34,087
Intangible assets, net of accumulated amortization	44,061	39,700
Deferred income taxes, net	211,442	216,371
Other assets	7,016	6,978
Total assets	\$ 392,813	\$ 414,864
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 31,002	\$ 33,629
Premiums payable	3,436	3,547
Lease liability	9,039	8,666
Contract liabilities	2,931	3,241
Notes payable	2,993	2,993
Liabilities under tax receivable agreement	6,237	6,237
Total current liabilities	55,638	58,313
Lease liability, net of current portion	48,784	51,168
Note payable, net of current portion	314,917	289,461
Contract liabilities, net of current portion	11,974	13,025
Liabilities under tax receivable agreement, net of current portion	165,685	165,685
Total liabilities	596,998	577,652
Class A common stock, \$0.01 par value per share - 300,000 shares authorized, 23,671 shares issued and outstanding as of March 31, 2026, 24,653 shares issued and outstanding as of December 31, 2025	237	247
Class B common stock, \$0.01 par value per share - 50,000 shares authorized, 11,935 issued and outstanding as of March 31, 2026, 11,935 shares issued and outstanding as of December 31, 2025	119	119
Additional paid-in capital	6,839	37,486
Accumulated deficit	(128,467)	(133,356)
Total stockholders' equity	(121,272)	(95,504)
Noncontrolling interests	(82,913)	(67,284)
Total equity	(204,185)	(162,788)
Total liabilities and equity	\$ 392,813	\$ 414,864

See Notes to the Condensed Consolidated Financial Statements

Goosehead Insurance, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)

(In thousands, except per share amounts)

	Issued shares of Class A common stock	Issued shares of Class B common stock	Class A common stock	Class B common stock	Additional paid-in capital	Accumulated deficit	Total stockholders' equity	Noncontrolling interest	Total equity
Balance January 1, 2026	24,653	11,935	\$ 247	\$ 119	\$ 37,486	\$ (133,356)	\$ (95,504)	\$ (67,284)	\$ (162,788)
Distributions	—	—	—	—	—	—	—	(2,190)	(2,190)
Share repurchases	(985)	—	(10)	—	(31,628)	—	(31,638)	(18,691)	(50,329)
Net income	—	—	—	—	—	4,889	4,889	3,156	8,045
Equity-based compensation	—	—	—	—	4,167	—	4,167	2,050	6,217
Activity under employee stock purchase plan	3	—	—	—	70	—	70	46	116
Deferred tax adjustments net of tax receivable agreement liabilities	—	—	—	—	(3,256)	—	(3,256)	—	(3,256)
Balance March 31, 2026	23,671	11,935	\$ 237	\$ 119	\$ 6,839	\$ (128,467)	\$ (121,272)	\$ (82,913)	\$ (204,185)

	Issued shares of Class A common stock	Issued shares of Class B common stock	Class A common stock	Class B common stock	Additional paid-in capital	Accumulated deficit	Total stockholders' equity	Noncontrolling interest	Total equity
Balance January 1, 2025	24,668	12,620	\$ 247	\$ 126	\$ 58,917	\$ (15,401)	\$ 43,889	\$ (4,813)	\$ 39,076
Distributions	—	—	—	—	—	—	—	(59,232)	(59,232)
Dividends declared (\$5.91 per share)	—	—	—	—	—	(145,786)	(145,786)	—	(145,786)
Net income	—	—	—	—	—	2,342	2,342	304	2,646
Exercise of stock options	241	—	3	—	6,588	—	6,591	3,936	10,527
Equity-based compensation	—	—	—	—	4,136	—	4,136	2,100	6,236
Activity under employee stock purchase plan	1	—	—	—	70	—	70	37	107
Redemption of LLC Units	145	(145)	1	(1)	(697)	—	(697)	697	—
Deferred tax adjustments net of tax receivable agreement liabilities	—	—	—	—	911	—	911	—	911
Balance March 31, 2025	25,055	12,475	\$ 251	\$ 125	\$ 69,925	\$ (158,845)	\$ (88,544)	\$ (56,971)	\$ (145,515)

See Notes to the Condensed Consolidated Financial Statements

Goosehead Insurance, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Three Months Ended March 31,	
	2026	2025
Cash flows from operating activities:		
Net income	\$ 8,045	\$ 2,646
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,212	2,724
Amortization of debt discounts and issuance costs	294	243
Loss on debt extinguishment	—	771
Bad debt expense	373	406
Equity-based compensation	6,217	6,236
Deferred income taxes	1,673	(1,766)
Noncash lease activity	(872)	(745)
Cloud computing arrangement implementation costs	(340)	(460)
Changes in operating assets and liabilities:		
Receivable from franchisees	(2,374)	(1,283)
Commissions and agency fees receivable	20,230	22,945
Prepaid expenses	(6,311)	(14,359)
Other assets	(367)	1,008
Accounts payable and accrued expenses	(5,551)	(2,836)
Contract liabilities	(1,361)	(46)
Net cash provided by operating activities	22,868	15,484
Cash flows from investing activities:		
Issuance of notes receivable to franchisees	—	(25)
Proceeds from notes receivable to franchisees	58	62
Capitalized software development costs	(5,694)	(2,771)
Cash consideration paid for asset acquisitions	(115)	—
Proceeds from fixed asset disposals	245	—
Purchase of property and equipment	(1,633)	(579)
Net cash used for investing activities	(7,139)	(3,313)
Cash flows from financing activities:		
Customer premiums, net	(113)	(1,431)
Debt issuance cost	—	(7,929)
Repayment of notes payable	(748)	(93,078)
Proceeds from notes payable	—	299,250
Proceeds from revolving credit facility	26,000	—
Proceeds from the issuance of Class A common stock	116	10,634
Repurchases of Class A common stock	(49,833)	—
Member distributions	—	(59,233)
Dividends to stockholders	—	(145,786)
Net cash (used for) provided by financing activities	(24,578)	2,427
Net increase (decrease) in cash and cash equivalents, and restricted cash	(8,849)	14,598
Cash and cash equivalents, and restricted cash, beginning of period	37,937	57,973
Cash and cash equivalents, and restricted cash, end of period	\$ 29,088	\$ 72,571

	Three Months Ended March 31,	
	2026	2025
Supplemental disclosure of cash flow data:		
Cash paid for interest	\$ 5,169	\$ 4,155
Cash paid (refunded) for incomes taxes, net	(252)	15

See Notes to the Condensed Consolidated Financial Statements

Goosehead Insurance, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

1. Organization

Goosehead Insurance, Inc. ("GSHD") is the sole managing member of Goosehead Financial, LLC ("GF") and has the sole voting power and control of management of GF. Accordingly, GSHD consolidates the financial results of GF and reports noncontrolling interest in GSHD's condensed consolidated financial statements.

GF was organized on January 1, 2016 as a Delaware Limited Liability Company and is headquartered in Westlake, TX.

GSHD (collectively with its consolidated subsidiaries, the "Company") provides personal and commercial property and casualty insurance brokerage services for its clients through a network of corporate-owned agencies and franchise units across the nation.

The Company had 17 and 14 corporate-owned locations in operation at March 31, 2026 and 2025, respectively. Franchisees are provided access to Carrier Appointments, product training, technology infrastructure, client service centers and back office services. During the three months ended March 31, 2026 and 2025, the Company onboarded 20 and 36 franchise locations, respectively, and had 956 and 1,098 operating franchise locations as of March 31, 2026 and 2025, respectively. No franchises were purchased during the three months ended March 31, 2026 and 2025.

All intercompany accounts and transactions have been eliminated in consolidation.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying condensed consolidated financial statements of the Company have been prepared in accordance with the instructions to Form 10-Q. Therefore, they do not include all of the annual disclosures required by accounting principles generally accepted in the United States of America ("GAAP"). However, in the opinion of management, these statements include all adjustments, consisting of normal recurring adjustments, which are necessary for a fair presentation of the condensed consolidated balance sheets at March 31, 2026 and December 31, 2025, and the condensed consolidated statements of operations, stockholders' equity and cash flows for the three months ended March 31, 2026 and 2025. The interim period condensed consolidated financial statements should be read in conjunction with the Consolidated Financial Statements that are included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

The results of operations for the three months ended March 31, 2026 are not necessarily indicative of the results that can be expected for the entire year. The Company experiences seasonal fluctuations of its revenue due to the timing of contingent commission revenue recognition and trends in housing market activity.

Reclassification

Certain prior period amounts have been reclassified to conform to the current period's presentation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported period. Accordingly, actual results could differ from those estimates as more information becomes known.

Intangible Assets

Intangible assets are stated at cost less accumulated amortization and reflect amounts paid for the Company's web domain, computer software costs, and purchased books of business (customer accounts). The web domain is amortized over a useful life of fifteen years, computer software costs are amortized over a useful life of three to ten years, and books of business (customer accounts) are amortized over a useful life of eight years.

Goosehead Insurance, Inc.

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

Income Taxes

The Company accounts for income taxes pursuant to the asset and liability method, which requires the recognition of deferred income tax assets and liabilities related to the expected future tax consequences arising from temporary differences between the carrying amounts and tax bases of assets and liabilities based on enacted statutory tax rates applicable to the periods in which the temporary differences are expected to reverse. Any effects of changes in income tax rates or laws are included in income tax (benefit) expense in the period of enactment.

Cash and Cash Equivalents, and Restricted Cash

The Company holds premiums received from the insured but not yet remitted to the Carrier in a fiduciary capacity. Premiums received but not yet remitted included in restricted cash were \$3.4 million and \$2.4 million as of March 31, 2026 and 2025, respectively.

The following is a reconciliation of our cash and cash equivalents and restricted cash balances as presented in the condensed consolidated statements of cash flows for the three months ended March 31, 2026 and 2025 (*in thousands*):

	March 31,	
	2026	2025
Cash and cash equivalents	\$ 25,652	\$ 70,208
Restricted cash	3,436	2,363
Cash and cash equivalents, and restricted cash	\$ 29,088	\$ 72,571

The Company earns interest on its cash balance that is held in interest-bearing checking accounts. During the three months ended March 31, 2026, the Company recognized \$0.3 million in interest income. \$0.9 million interest income was recognized during the three months ended March 31, 2025. Interest income is recognized within other income in the condensed consolidated statements of operations. As of March 31, 2026, the Company did not have any cash equivalents.

Recently Adopted Accounting Pronouncements

In July 2025, the FASB issued ASU No. 2025-05, *Financial Instruments—Credit Losses—(Topic 326)—Measurement of Credit Losses for Account Receivable and Contract Assets*. The amendments provide for a practical expedient that an entity may assume that conditions as of the balance sheet date remain unchanged over the remaining life of the asset when estimating expected credit losses for current accounts receivable and current contract assets arising from revenue transactions from contracts with customers. The amendments are effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. The Company has adopted this ASU for the three months ended March 31, 2026, and will apply the practical expedient prospectively.

Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. The amendment requires additional disclosures of certain costs and expenses within the notes to the financial statements. Additionally, in January 2025, the FASB issued ASU No. 2025-01, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date*, which clarified that the updates are effective for annual reporting periods beginning after December 15, 2026, and interim periods thereafter. The Company is currently evaluating the impact this guidance will have on its financial statement disclosures.

In September 2025, the FASB issued ASU No. 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40)—Targeted Improvements to the Accounting for Internal-Use Software*. The amendments improve the accounting for costs related to internal-use software. The new guidance eliminates project stages and requires capitalizing software costs to begin when (1) management has authorized and committed to funding the software project and (2) it is probable that the project will be completed and the software will be used to perform the function intended. When evaluating if a project is probable to be completed, significant development uncertainty must be

Goosehead Insurance, Inc.

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

assessed. Additionally, disclosures for property, plant and equipment will be required for all capitalized software costs. The guidance is effective for annual reporting periods beginning after December 15, 2027, with early adoption permitted as of the beginning of an annual reporting period. Upon adoption, the guidance may be applied prospectively, retrospectively or using a modified transition approach. The Company is currently evaluating the impact this guidance will have on its consolidated financial statements.

3. Revenues

Commissions and agency fees

The Company earns commissions, which are paid as a percentage of the policy premiums placed by the Company, by performing its obligation to identify, place, and make effective insurance coverage on behalf of its customer, the insured. The Company defines the term of the policy as the contractual period the policy provides insurance coverage to the insured, which is typically one year or less. Commissions earned for the placement of the initial policy term for a given insurance product are recorded as New Business Commissions. New Business Commissions are earned at a point in time on the effective date of the policy, which is when the customer's unilateral right to cancel the policy without consideration expires, as the Company has no further performance obligations for the initial term once the policy is placed and made effective.

After the initial policy term for a given insurance product, the Company earns Renewal Commissions by assisting the customer to make effective a renewal policy that satisfies the customer's current insurance coverage needs. The Company performs this obligation by monitoring the customer's policy to ensure a renewal is offered by the carrier and that the client promptly pays the premium. Alternatively, based on the needs of the customer, the Company may assist the customer to adjust coverage terms to satisfy its current insurance coverage needs or the Company may assist the customer to re-shop the insurance coverage to identify, place, and make effective a policy that better meets those needs. Renewal Commissions are earned at a point in time upon the effective date of the renewal policy term or upon the effective date of the replacement policy identified, placed, and made effective for the customer, which is when the customer's unilateral right to non-renew the policy expires, as the Company has no further performance obligations for that renewal policy term.

The transaction price for commissions revenue is set as an estimate of the variable consideration to be received for the current policy term. This estimate includes the fixed consideration due based on the contractual terms of the current policy and adjustments for estimates of modifications of the contractual terms of the current policy and/or termination of the policy before the end of the current term. This variable consideration is constrained to the extent that it is probable there will not be a significant reversal of revenue.

For Agency Fees, the Company enters into a contract with the insured, in which the Company's performance obligation is to place an insurance policy. The transaction price of the agency fee is set at the time the sale is agreed upon, and is included in the contract. Agency Fee revenue is recognized at a point in time, which is the effective date of the policy.

Contingent commission revenue is generated from contracts between the Company and insurance carriers, for which the Company is compensated for certain growth, profitability, or other performance-based metrics. The performance obligations for contingent commissions will vary by contract, but generally include the Company increasing profitable written premium with the insurance carrier. The transaction price for contingent commissions is estimated based on all available information and is recognized over time as the Company completes its performance obligations, as the underlying policies are placed, net of a constraint.

The Company must estimate the amount of consideration that will be received such that a significant reversal of revenue is not probable. Contingent commissions represent a form of variable consideration associated with the placement and profitability of coverage, for which we earn commissions. In connection with Topic 606, contingent commissions are estimated, with a constraint applied, and accrued relative to the recognition of the corresponding commissions for the period over which the contract applies. As contingent commissions are earned in relation to policies placed by the Company with the insurance carrier, the timing of recognizing contingent commissions follows a similar pattern as our commissions and fees with any adjustments recognized when payments are received or as additional information that affects the estimate becomes available.

Goosehead Insurance, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Franchise revenues

Franchise revenues include initial franchise fees and ongoing new and renewal royalty fees from franchisees.

Revenue from Initial Franchise Fees is generated from a contract between the Company and a franchisee. The Company's performance obligation is to provide initial training, onboarding, ongoing support and use of the Company's business operations over the period of the franchise agreement. The transaction price is set by the franchise agreement and revenue is recognized over time as the Company completes its performance obligations.

Initial franchise fees are recognized as revenue over the 10-year life of the franchise contract, beginning on the start date of the contract.

Revenue from New and Renewal Royalty Fees is recorded by applying the sales- and usage-based royalties exception. Under the sales- and usage-based exception, the Company recognizes revenue over time as a franchise places and makes effective a policy for an insured. The transaction price for the royalty fee for each policy made effective is set as the contractual royalty rate multiplied by an estimate of the commissions to be received by the franchise for the current term of the policy. This estimate includes the fixed consideration due based on the contractual terms of the current policy and adjustments for estimates of modifications of the contractual terms of the current policy and/or termination of the policy before the end of the current term. This variable consideration is constrained to the extent that it is probable there will not be a significant reversal of revenue.

Contract costs

The Company has evaluated ASC Topic 340—Other Assets and Deferred Cost ("ASC 340") which requires companies to defer certain incremental costs to obtain customer contracts, and certain costs to fulfill customer contracts.

Incremental costs to obtain - The Company defers certain costs to obtain customer contracts primarily as they relate to commission-based compensation plans for selling new franchise agreements. These incremental costs are deferred and amortized over a 10-year period, which is consistent with the term of the contract. The balance of costs to obtain is included with other assets on the condensed consolidated balance sheets.

Costs to fulfill - The Company has evaluated the need to capitalize costs to fulfill customer contracts and has determined that there are no costs that meet the definition for capitalization under ASC 340.

Performance obligations satisfied in previous periods

During the three months ended March 31, 2026, the Company recognized \$7.6 million in commissions and agency fees from performance obligations satisfied in the previous annual period ended December 31, 2025. During three months ended March 31, 2025, the Company recognized \$2.3 million in commissions and agency fees from performance obligations satisfied in the previous annual period ended December 31, 2024. The amount recognized is attributable to changes in the estimated transaction price for variable consideration under contingent commission arrangements which was previously constrained and recognized as the uncertainty was resolved.

Goosehead Insurance, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Disaggregation of Revenue

The following table disaggregates revenue by source *(in thousands)*:

	Three Months Ended March 31,	
	2026	2025
<u>Type of revenue stream:</u>		
Commissions and agency fees		
Renewal Commissions	\$ 18,162	\$ 16,952
New Business Commissions	7,452	5,755
Agency Fees	2,385	2,240
Contingent Commissions	10,686	4,476
Franchise revenues		
Renewal Royalty Fees	43,594	37,244
New Business Royalty Fees	7,886	6,929
Initial Franchise Fees	1,609	1,342
Other Franchise Revenues	1,185	456
Interest Income	117	189
Total Revenues	<u>\$ 93,076</u>	<u>\$ 75,583</u>
<u>Timing of revenue recognition:</u>		
Transferred at a point in time	\$ 27,999	\$ 24,947
Transferred over time	65,077	50,636
Total Revenues	<u>\$ 93,076</u>	<u>\$ 75,583</u>

Contract Balances

The following table provides information about receivables, cost to obtain, and contract liabilities from contracts with customers *(in thousands)*:

	March 31, 2026	December 31, 2025	Increase/(decrease)
Cost to obtain franchise contracts ⁽¹⁾	\$ 1,598	\$ 1,801	\$ (203)
Commissions and agency fees receivable, net	15,785	36,613	(20,828)
Receivable from franchisees ⁽²⁾	16,376	14,077	2,299
Contract liabilities ⁽²⁾⁽³⁾	14,905	16,266	(1,361)

(1) Cost to obtain franchise contracts is included in other assets on the condensed consolidated balance sheets.

(2) Includes both the current and long term portion of this balance.

(3) Initial Franchise Fees to be recognized over the life of the contract.

The Company records Franchise Fees as contract liabilities on the condensed consolidated balance sheets when the agreement is executed. Contract liabilities are reduced as fees are recognized in revenue over the expected life of the franchise license. As the term of the franchise license is typically ten years, substantially all of the franchise fee revenue recognized in the period ended March 31, 2026 was included in the contract liabilities balance as of December 31, 2025.

Goosehead Insurance, Inc.

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

Significant changes in contract liabilities are as follows *(in thousands)*:

Contract liabilities at December 31, 2025	\$	16,266
Revenue recognized during the period		(1,609)
New deferrals ⁽¹⁾		778
Write offs ⁽²⁾		(530)
Contract liabilities at March 31, 2026	\$	<u>14,905</u>

(1) Initial Franchise Fees where the consideration is received from the franchisee for services which are to be transferred to the Franchisee over the expected life of the Franchise Agreement.

(2) Franchise Fees, net of recognized revenue, no longer deferred due to the termination of the Franchise Agreement.

4. Franchise Fees Receivable

The balance of Franchise fees receivable included in Receivable from franchisees consisted of the following *(in thousands)*:

	March 31, 2026	December 31, 2025
Franchise fees receivable ⁽¹⁾	\$ 4,214	\$ 4,844
Less: Unamortized discount ⁽¹⁾	(713)	(904)
Less: Allowance for uncollectible franchise fees ⁽¹⁾	(42)	(40)
Net franchise fees receivable ⁽¹⁾	<u>\$ 3,459</u>	<u>\$ 3,900</u>

(1) Includes both the current and long term portion of this balance.

Activity in the allowance for uncollectible franchise fees was as follows *(in thousands)*:

Balance at December 31, 2025	\$	40
Charges to bad debts		17
Write offs		(15)
Balance at March 31, 2026	\$	<u>42</u>
Balance at December 31, 2024	\$	35
Charges to bad debts		17
Write offs		(17)
Balance at March 31, 2025	\$	<u>35</u>

5. Allowance for Uncollectible Agency Fees

Activity in the allowance for uncollectible agency fees was as follows *(in thousands)*:

Balance at December 31, 2025	\$	489
Charges to bad debts		353
Write offs		(437)
Balance at March 31, 2026	\$	<u>405</u>
Balance at December 31, 2024	\$	363
Charges to bad debts		274
Write offs		(339)
Balance at March 31, 2025	\$	<u>298</u>

Goosehead Insurance, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

6. Property and Equipment

Property and equipment consisted of the following *(in thousands)*:

	March 31, 2026	December 31, 2025
Furniture & fixtures	\$ 10,954	\$ 10,268
Computer equipment	6,986	6,552
Network equipment	1,035	802
Phone system	200	200
Leasehold improvements	38,644	37,387
Total	57,819	55,209
Less accumulated depreciation	(35,326)	(33,660)
Property and equipment, net	\$ 22,493	\$ 21,549

Depreciation expense was \$1.7 million and \$1.8 million for three months ended March 31, 2026 and 2025, respectively.

7. Intangible Assets

Intangible assets consisted of the following *(in thousands)*:

	March 31, 2026	December 31, 2025
Computer software & web domain	\$ 44,530	\$ 38,738
Books of business	11,932	11,817
Total	56,462	50,555
Less: accumulated amortization	(12,401)	(10,856)
Intangible assets, net	\$ 44,061	\$ 39,700

Amortization expense was \$1.5 million and \$0.9 million for three months ended March 31, 2026 and 2025, respectively.

8. Debt

On July 21, 2021, the Company entered into the Second Amended and Restated Credit Agreement (the "Second Amended and Restated Credit Agreement") to refinance its \$25 million revolving credit facility and \$80 million term note payable to a \$50 million revolving credit facility and \$100 million term note payable in order to obtain a more favorable interest rate on the outstanding debt. The revolving credit facility and term note were collateralized by substantially all the Company's assets, which includes rights to future commissions and royalties.

On April 26, 2023, the Company entered into Amendment No.1 of the Second Amended and Restated Credit Agreement, which provided that LIBOR should be replaced with SOFR.

On April 24, 2024, the Company entered into Amendment No. 2 of the Second Amended and Restated Credit Agreement, increasing the term note payable by \$25 million and increasing the capacity of the revolving credit facility by \$25 million to a total capacity of \$75 million.

On January 8, 2025, the Company entered into a credit agreement (the "2025 Credit Agreement") providing for an aggregate \$300 million term notes payable (the "2025 Initial Term Loan") and \$75 million revolving credit facility (the "2025 Revolving Credit Facility"). The 2025 Initial Term Loan matures on January 8, 2032 and the 2025 Revolving

Goosehead Insurance, Inc.

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

Credit Facility matures on January 8, 2030. The 2025 Credit Agreement replaced the Second Amended and Restated Credit Agreement, which was repaid with the proceeds of the 2025 Initial Term Loan and terminated.

The Company recorded \$6.8 million of debt issuance costs and original issue discount related to the 2025 Initial Term Loan within notes payable and \$1.8 million of debt issuance costs related to the 2025 Revolving Credit Facility within other assets in the condensed consolidated balance sheets.

On July 9, 2025, the Company entered into Amendment No. 1 to the 2025 Credit Agreement in order to refinance the outstanding balance of the 2025 Initial Term Loan with a new term loan facility (the "Term B-1 Facility"). The amendment reduced the applicable interest rate on our term loan borrowings under the facility by 0.50% to a rate of Term SOFR plus 3.00%. The Term B-1 Facility is payable in quarterly installments of \$0.7 million, with a balloon payment of \$280.5 million on January 8, 2032. The 2025 Credit Agreement is secured by all property owned, leased or operated by the Company except for certain excluded assets.

As of March 31, 2026, the Company had \$26.0 million drawn against the revolving credit facility and had \$49.0 million available to draw.

The Term B-1 Facility bears interest at a rate of Term SOFR plus 3.00%. The 2025 Revolving Credit Facility bears interest at Term SOFR plus a spread based on leverage ratio tiers as follows:

Leverage Ratio	Interest Rate
< 1.50x	SOFR + 175 bps
≥ 1.50x	SOFR + 200 bps
≥ 2.50x	SOFR + 225 bps
≥ 3.50x	SOFR + 250 bps

Maturities of the term note payable and outstanding revolving credit facility for the next five years are as follows (*in thousands*):

	Amount
Remaining in 2026	\$ 2,244
2027	2,993
2028	2,993
2029	2,993
2030	28,993
Thereafter	283,538
Total	<u>\$ 323,754</u>

The 2025 Credit Agreement contains certain affirmative and negative covenants. Under these covenants, the Company is limited in the amount of additional debt incurred and distributions payable. The Company's maximum allowable trailing twelve months debt-to-EBITDA ratio, as defined by the 2025 Credit Agreement, is 5x. Additionally, the 2025 Credit Agreement contains certain change of control provisions that, if breached, would trigger a default. As of March 31, 2026, the Company was in compliance with these covenants.

Because of both instruments' variable interest rates, the notes payable balance at March 31, 2026 and December 31, 2025, approximates fair value using Level 2 inputs, described below.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Goosehead Insurance, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

- Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets.
- Level 2—Significant other observable inputs other than Level 1 prices such as quoted prices in markets that are not active, quoted prices for similar assets or other inputs that are observable, either directly or indirectly, for substantially the full term of the asset.
- Level 3—Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

9. Income Taxes

GSHD is the sole managing member of GF, which is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, GF is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by GF is passed through to and included in the taxable income or loss of its members, including GSHD, on a pro rata basis. GSHD is subject to U.S. federal income taxes, in addition to state and local income taxes, with respect to GSHD's allocable share of income of GF.

Income Tax Expense (Benefit)

Tax expense (benefit) was \$1.7 million for the three months ended March 31, 2026 compared to tax expense (benefit) of \$(1.7) million for the three months ended March 31, 2025. The effective tax rate was 18% for the three months ended March 31, 2026 and (176)% for the three months ended March 31, 2025. The change in the effective tax rate was primarily due to a decrease in the excess tax benefit recognized on stock option exercises during the three months ended March 31, 2025.

Deferred Taxes

Deferred tax assets at March 31, 2026 were \$211.4 million compared to \$216.4 million at December 31, 2025. The primary driver of the decrease was a change in the outside basis difference of GSHD's investment in GF, attributable to the amortization of previously recognized 743(b) basis adjustments and to share repurchase activity during the three months ended March 31, 2026.

Tax Receivable Agreement

GF intends to make an election under Section 754 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder (the "Code") effective for each taxable year in which a redemption or exchange of LLC Units and corresponding Class B common stock for shares of Class A common stock occurs. Future taxable redemptions or exchanges are expected to result in tax basis adjustments to the assets of GF that will be allocated to the Company and thus produce favorable tax attributes. These tax attributes would not be available to GSHD in the absence of those transactions. The anticipated tax basis adjustments are expected to reduce the amount of tax that GSHD would otherwise be required to pay in the future.

GSHD entered into a tax receivable agreement ("TRA") with the Pre-IPO LLC Members on May 1, 2018 that provides for the payment by GSHD to the Pre-IPO LLC Members of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that GSHD actually realizes as a result of (i) any increase in tax basis in GSHD's assets and (ii) tax benefits related to imputed interest deemed arising as a result of payments made under the tax receivable agreement.

During the three months ended March 31, 2026, no LLC Units were redeemed by the Pre-IPO LLC Members for newly issued shares of Class A common stock. In connection with prior redemptions, GSHD received an increase in the tax basis of its investment in GF subject to the provisions of the tax receivable agreement. The Company recognized a liability for the TRA Payments due to the Pre-IPO LLC Members, representing 85% of the aggregate tax benefits the Company expects to realize from the tax basis increases related to the prior redemptions of LLC Units, after concluding it was probable that such TRA Payments would be paid based on its estimates of future taxable income.

Goosehead Insurance, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

As of March 31, 2026, the total amount of TRA Payments due to the Pre-IPO LLC Members under the tax receivable agreement was \$171.9 million, of which \$6.2 million was current and included in liabilities under tax receivable agreement within current liabilities on the condensed consolidated balance sheets. Future exchanges of LLC Units for Class A common stock will result in additional TRA payments.

Uncertain tax positions

GSHD has determined there are no material uncertain tax positions as of March 31, 2026.

10. Stockholders' Equity

Class A Common Stock

GSHD has a total of 23,671 thousand shares of its Class A common stock outstanding at March 31, 2026. Each share of Class A common stock holds economic rights and entitles its holder to one vote per share on all matters submitted to a vote of the stockholders of GSHD.

Class B Common Stock

GSHD has a total of 11,935 thousand shares of its Class B common stock outstanding at March 31, 2026. Each share of Class B common stock has no economic rights but entitles its holder to one vote per share on all matters submitted to a vote of the stockholders of GSHD.

Holders of Class A common stock and Class B common stock vote together as a single class on all matters presented to GSHD's shareholders for their vote or approval, except as otherwise required by applicable law, by agreement, or by GSHD's certificate of incorporation.

Earnings Per Share

The following table sets forth the calculation of basic earnings per share ("EPS") based on net income attributable to GSHD for the three months ended March 31, 2026 and 2025, divided by the basic weighted average number of Class A common stock as of the three months ended March 31, 2026 and 2025 (*in thousands, except per share amounts*).

Diluted EPS of Class A common stock is computed by dividing net income attributable to GSHD by the weighted average number of shares of Class A common stock outstanding adjusted to give effect to potentially dilutive securities.

Shares of the Company's Class B common stock do not share in the earnings or losses attributable to Goosehead Insurance, Inc. and are therefore not participating securities. As such, separate presentation of basic and diluted earnings per share of Class B common stock under the two-class method has not been presented. Shares of the Company's Class B common stock are, however, considered potentially dilutive shares of Class A common stock because shares of Class B common stock, together with the related GF LLC Units, are exchangeable into shares of Class A common stock on a one-for-one basis. The Company calculates the effects of the conversion of Class B shares to Class A shares using the "if-converted" method and includes such effects in the calculation of diluted EPS if the effects are dilutive.

Goosehead Insurance, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

The following table summarizes the calculation of EPS for the three months ended March 31, 2026 and 2025 *(in thousands)*:

	Three Months Ended March 31,	
	2026	2025
Numerator:		
Net income attributable to GSHD - Basic	\$ 4,889	\$ 2,342
Add: net income attributable to noncontrolling interests ⁽¹⁾	3,156	—
Less: income tax effect on income attributable to noncontrolling interests assuming conversion of Class B common shares ⁽¹⁾	(1,057)	—
Net income available to GSHD - Diluted	<u>\$ 6,988</u>	<u>\$ 2,342</u>
Denominator:		
Basic EPS		
Weighted average outstanding Class A common shares - Basic	24,269	24,791
Earnings per share of Class A common stock - Basic	\$ 0.20	\$ 0.09
Diluted EPS		
Weighted average outstanding Class A common shares - Basic	24,269	24,791
Effect of dilutive securities:		
Weighted average outstanding Class B common shares (if-converted) ⁽¹⁾	11,935	—
Stock options ⁽²⁾	436	1,151
Weighted average outstanding Class A common shares - Diluted	<u>36,640</u>	<u>25,943</u>
Earnings per share of Class A common stock - Diluted	\$ 0.19	\$ 0.09

(1) For the three months ended March 31, 2026, the impact of the conversion of Class B common shares to Class A common shares calculated under the if-converted method was dilutive, and as such, (a) 11,935 thousand common shares (assuming the conversion of all outstanding class B common stock) were included in Weighted average outstanding Class A common shares - Diluted and (b) \$2.1 million of noncontrolling interest net income (after incremental tax effect from assuming conversion of all outstanding class B common stock), was added back to Net income attributable to GSHD - Basic to arrive at Net income available to GSHD - diluted. For the three months ended March 31, 2025, the impact of the conversion of Class B common shares to Class A common shares was excluded from the calculation of diluted EPS because the inclusion of such shares would have been anti-dilutive.

(2) Dilutive stock options is computed using the treasury stock method, which are not participating securities. 2,534 thousand stock options were excluded from the computation of diluted earnings per share of Class A common stock for the three months ended March 31, 2026 because the effect would have been anti-dilutive. 335 thousand stock options were excluded from the computation of diluted earnings per share of Class A common stock for the three months ended March 31, 2025 because the effect would have been anti-dilutive.

Goosehead Insurance, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Share Repurchase Program

On April 24, 2024, our board of directors approved a share repurchase program with authorization to purchase up to \$100 million of our Class A common stock, which expired on March 31, 2025.

On April 23, 2025, our board of directors approved a new share repurchase program with authorization to purchase up to \$100 million of our Class A common stock through May 1, 2026.

On February 17, 2026, our board of directors extended the prior share repurchase program and increased the remaining authorization to purchase up to \$198.3 million of our Class A common stock through May 1, 2027.

The share repurchase program does not require the Company to acquire any dollar amount or number of shares of common stock and may be modified, suspended, or discontinued at any time. The timing, manner, price and amount of any repurchases will be determined at the discretion of management in accordance with applicable securities laws and other restrictions. Class A common stock acquired under the program will be retired upon repurchase. Additionally, for every repurchased share of Class A common stock, the Company will direct GF to repurchase, at the price paid to repurchase such share, and cancel an LLC unit of GF held by the Company.

During the three months ended March 31, 2026, the Company repurchased and retired 985 thousand shares of Class A common stock for an aggregate \$50.3 million. During the three months ended March 31, 2025, the Company did not repurchase shares of Class A common stock. All repurchases were made in open-market transactions and recorded at their aggregate transaction cost inclusive of commissions and excise taxes. As of March 31, 2026, the Company had remaining authorization under the share repurchase program to purchase up to approximately \$148.5 million of the Company's Class A common stock.

11. Noncontrolling Interest

GSHD is the sole managing member of GF and, as a result, it consolidates the financial results of GF. GSHD reports a noncontrolling interest representing the economic interest in GF held by the other members of GF.

GF makes distributions to the LLC Unit holders on a pro rata basis to facilitate the LLC Unit holder's quarterly tax payments. For the three months ended March 31, 2026, GF recorded distributions of \$6.7 million, of which \$2.2 million was attributable to Pre-IPO LLC Members. The remaining \$4.5 million was made to GSHD and was eliminated in consolidation.

Under the amended and restated Goosehead Financial, LLC Agreement, the Pre-IPO LLC Members have the right, from and after the completion of the Offering (subject to the terms of the amended and restated Goosehead Financial, LLC Agreement), to require GSHD to redeem all or a portion of their LLC Units for, at GSHD's election, newly-issued shares of Class A common stock on a one-for-one basis or a cash payment equal to the volume weighted average market price of one share of GSHD's Class A common stock for each LLC Unit redeemed (subject to customary adjustments, including for stock splits, stock dividends and reclassifications) in accordance with the terms of the amended and restated Goosehead Financial, LLC Agreement. Additionally, in the event of a redemption request by a Pre-IPO LLC Member, GSHD may, at its option, effect a direct exchange of cash or Class A common stock for LLC Units in lieu of such a redemption. Shares of Class B common stock will be cancelled on a one-for-one basis if GSHD, at the election of a Pre-IPO LLC Member, redeems or exchanges LLC Units of such Pre-IPO LLC Member pursuant to the terms of the amended and restated Goosehead Financial, LLC Agreement. Except for transfers to GSHD pursuant to the amended and restated Goosehead Financial, LLC Agreement or to certain permitted transferees, the Pre-IPO LLC Members are not permitted to sell, transfer or otherwise dispose of any LLC Units or shares of Class B common stock.

During the three months ended March 31, 2026, no LLC Units were redeemed by the noncontrolling interest holders.

Goosehead Insurance, Inc.

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

The following table summarizes the ownership interest in GF *(in thousands)*:

	March 31, 2026	
	LLC Units	Ownership %
Number of LLC Units held by GSHD	23,671	66.5%
Number of LLC Units held by noncontrolling interest holders	11,935	33.5%
Number of LLC Units outstanding	35,606	100.0%

The weighted average ownership percentages for the applicable reporting periods are used to attribute net income to GSHD and the noncontrolling interest holders. The noncontrolling interest holders' weighted average ownership percentage for the three months ended March 31, 2026 was 33.0%.

12. Equity-Based Compensation

Stock option expense was \$6.2 million for the three months ended March 31, 2026. Stock option expense was \$6.2 million for the three months ended March 31, 2025.

13. Dividends

On January 9, 2025, GF declared a special distribution of \$175 million, which was paid in cash on January 31, 2025 to holders of record of LLC Units, including to GSHD, as of the close of business on January 21, 2025. The special distribution resulted in a payment of \$59 million to our noncontrolling interest holders. On January 9, 2025, the board of directors of the Company declared a one-time special cash dividend of \$5.91 to all holders of Class A common stock of GSHD as of the close of business on January 21, 2025, which was paid in cash on January 31, 2025 for a total of \$146 million. \$1.22 of the special cash dividend was funded by cash received by GSHD from prior tax distributions from GF that were in excess of the corporate income taxes payable by GSHD. The remaining \$4.69 of the special cash dividend was funded by the cash received by the Company from the special distribution by GF.

No dividends were declared during the three months ended March 31, 2026.

Any future special cash dividends will be declared at the sole discretion of GF's managing member, with respect to GF, and the Company's board of directors, with respect to GSHD. In determining whether a future special cash dividend will be declared by the Company, the board of directors may, at its sole discretion, consider the following: the Company's financial condition and operating results, the Company's available cash and current and anticipated cash needs, the Company's capital requirements, any contractual, legal, tax and regulatory restrictions, general economic and business conditions, and such other factors or conditions as the board of directors deems relevant.

14. Segment Information

The Company is organized into a single reportable segment: insurance distribution. The insurance distribution segment provides clients with access to home, auto, umbrella, motorcycle, flood, and other ancillary insurance products. The Company derives its revenue entirely from within the United States and manages business activities on a consolidated basis. The Company's chief operating decision maker is its Chief Executive Officer.

The accounting policies of the insurance distribution segment are the same as those described in the summary of significant accounting policies. The chief operating decision maker uses net income, as reported on the Condensed Consolidated Statements of Operations, to assess performance and allocate resources for the insurance distribution segment. The significant segment expense categories regularly provided to the chief operating decision maker are

Goosehead Insurance, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

the same as those included on the Condensed Consolidated Statements of Operations. The measure of segment assets is total assets as reported on the Condensed Consolidated Balance Sheets.

The chief operating decision maker uses net income to assess performance by examining period-over-period trends, benchmarking to the Company's competitors, and monitoring budget versus actual results. The chief operating decision maker uses net income to evaluate income generated from segment assets in deciding whether to reinvest profits into the segment or into other parts of the entity, such as for share repurchases or dividends.

15. Litigation

From time to time, GSHD may be involved in various legal proceedings, lawsuits and claims incidental to the conduct of the Company's business. The Company records accruals for legal contingencies to the extent that it has concluded that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. When a material loss contingency is reasonably possible but not probable, the Company does not record a liability, but instead discloses the nature and the amount of the claim, and an estimate of the loss or range of losses, if such an estimate can be made. In the opinion of the Company's management, the likely results of any ongoing legal matters are not expected, either individually or in the aggregate, to have a material adverse effect on the Company's financial position, results of operations or cash flows.

On November 10, 2022, a verified stockholder class action complaint for declaratory relief, captioned Mickey Dollens v. Goosehead Insurance, Inc., C.A. No. 2022-1018-JTL, was filed in the Court of Chancery of the State of Delaware (the "Dollens Action"), alleging certain corporate governance documents adopted by the Company were invalid under Delaware law. On August 8, 2023, the parties entered into a proposed settlement providing for certain non-monetary benefits to the class (i.e., revisions to the Company's Stockholder Agreement). Additionally, the plaintiffs petitioned the Court for attorneys' fees and litigation expenses. The matter was stayed pending resolution of an appeal of a similar case. On March 24, 2026, the parties presented the Court with an updated proposed settlement providing for the same non-monetary benefits to the class, as well as payment by the Company of certain attorneys' fees and litigation expenses. The Company does not consider the settlement, if approved, to be material.

Item 2: Management's discussion and analysis of financial condition and results of operations

OVERVIEW

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and the related notes and other financial information included elsewhere in this Form 10-Q. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under "Risk factors" and elsewhere in this report and in the Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

We are a rapidly growing personal lines independent insurance agency, reinventing the traditional approach to distributing personal lines products and services throughout the United States. We were founded with one vision in mind: to provide clients with superior insurance coverage at the best available price and in a timely manner. By leveraging our differentiated business model and innovative technology platform, we are able to deliver a superior insurance experience to our clients.

Financial Highlights for the First Quarter of 2026:

- Total revenue increased 23% from the first quarter of 2025 to \$93.1 million
- Core Revenue* increased by 15% from the first quarter of 2025 to \$79.5 million
- Total Written Premiums placed increased 13% from the prior-year period to \$1.1 billion
- Net income increased by \$5.4 million from the first quarter of 2025 to \$8.0 million, or 9% of total revenues
- Adjusted EBITDA* increased 57% from the first quarter of 2025 to \$24.4 million, or 26% of total revenues
- Basic and diluted earnings per share were \$0.20 and \$0.19, respectively, and Adjusted EPS* was \$0.37 per share for the three months ended March 31, 2026
- Policies in Force increased 14% from March 31, 2025 to 1,973,000 at March 31, 2026
- Corporate sales headcount increased 13% from March 31, 2025 to 482 at March 31, 2026
 - As of March 31, 2026, 275 of these Corporate sales agents had less than one year of tenure and 207 had greater than one year of tenure
- Total operating franchises decreased 13% from March 31, 2025 to 956 at March 31, 2026
 - As of March 31, 2026, 77 operating Franchisees had less than one year of tenure and 879 operating Franchisees had greater than one year of tenure
- Total Franchise agents increased 3% from March 31, 2025 to 2,150 at March 31, 2026

*Core Revenue, Adjusted EBITDA and Adjusted EPS are non-GAAP measures. Reconciliation of Core Revenue to total revenue, Adjusted EBITDA to net income and Adjusted EPS to EPS, the most directly comparable financial measures presented in accordance with GAAP, are set forth under "Key performance indicators".

Certain income statement line items

Revenues

For the three months ended March 31, 2026, revenue increased by 23% to \$93.1 million from \$75.6 million for the three months ended March 31, 2025. Total Written Premium, which we believe is the best leading indicator of future revenue, increased 13% for the three months ended March 31, 2026 to \$1.1 billion from \$1.0 billion for the three months ended March 31, 2025. Total Written Premiums drive our current and future Core Revenue and give us potential opportunities to earn Ancillary Revenue in the form of Contingent Commissions.

Our various revenue streams do not equally contribute to the long-term value of Goosehead. For instance, Renewal Revenue and Renewal Royalty Fees are more predictable and have higher margin profiles, thus are higher quality revenue streams for the Company. Alternatively, Contingent Commissions, while high margin, are unpredictable and dependent on insurance company underwriting and forces of nature and thus are lower quality revenue for the Company. Our revenue streams can be viewed in three distinct categories: Core Revenue, Cost Recovery Revenue, and Ancillary Revenue, which are non-GAAP measures. A reconciliation of Core Revenue, Cost Recovery Revenue, and Ancillary Revenue to total revenue, the most directly comparable financial measure presented in accordance with GAAP, are set forth under "Key performance indicators".

Core Revenue:

- Renewal Commissions - highly predictable, higher-margin revenue stream, which is managed by our service team.
- Renewal Royalty Fees - highly predictable, higher-margin revenue stream, which is managed by our service team. For policies in their first renewal term, we see an increase in our share of royalties from 20% to 50% of the commission paid by the Carriers.
- New Business Commissions - predictable based on agent headcount and consistent ramp-up of agents, but lower margin than Renewal Commissions because of higher commissions paid to agents and higher back-office costs associated with policies in their first term. This revenue stream has predictably converted into higher-margin Renewal Commissions historically, and we expect this to continue moving forward.
- New Business Royalty Fees - predictable based on franchise count and consistent ramp-up of franchises, but lower margin than Renewal Royalty Fees because the Company only receives a royalty fee of 20% on the commissions paid by the Carrier in the first term of every policy and incurs higher back-office costs associated with policies in their first term. This revenue stream has predictably converted into higher-margin Renewal Royalty Fees historically, and we expect this to continue moving forward.
- Agency Fees - although predictable based on agent count, Agency Fees do not renew like New Business Commissions and Renewal Commissions.

Cost Recovery Revenue:

- Initial Franchise Fees - one-time Cost Recovery Revenue stream per franchise unit that covers the Company's costs to recruit, train, onboard, and support the franchise for the first year. These fees are fully earned and non-refundable when a franchise attends our initial training.
- Interest Income - like Initial Franchise Fees, interest income is a Cost Recovery Revenue stream that reimburses the Company for those franchises on a payment plan.

Ancillary Revenue:

- Contingent Commissions - although high margin, Contingent Commissions are unpredictable and susceptible to weather events and Carrier underwriting results. Management does not rely on Contingent Commissions for operating cash flow or budget planning.
- Other Franchise Revenues - book transfer fees, marketing investments from Carriers and other items that are unpredictable and supplemental to other revenue streams.

We discuss below the breakdown of our revenue by stream:

<i>(in thousands)</i>	Three Months Ended March 31,			
	2026		2025	
Core Revenue:				
Renewal Commissions ⁽¹⁾	\$18,162	20 %	\$16,952	22 %
Renewal Royalty Fees ⁽²⁾	43,594	46 %	37,244	49 %
New Business Commissions ⁽¹⁾	7,452	8 %	5,755	8 %
New Business Royalty Fees ⁽²⁾	7,886	8 %	6,929	9 %
Agency Fees ⁽¹⁾	2,385	3 %	2,240	3 %
Total Core Revenue	79,479	85 %	69,120	91 %
Cost Recovery Revenue:				
Initial Franchise Fees ⁽²⁾	1,609	2 %	1,342	2 %
Interest Income	117	— %	189	— %
Total Cost Recovery Revenue	1,726	2 %	1,531	2 %
Ancillary Revenue:				
Contingent Commissions ⁽¹⁾	10,686	12 %	4,476	6 %
Other Franchise Revenues ⁽²⁾	1,185	1 %	456	1 %
Total Ancillary Revenue	11,871	13 %	4,932	7 %
Total Revenues	\$93,076	100 %	\$75,583	100 %

(1) Renewal Commissions, New Business Commissions, Agency Fees, and Contingent Commissions are included in "Commissions and agency fees" as shown on the condensed consolidated statements of operations.

(2) Renewal Royalty Fees, New Business Royalty Fees, Initial Franchise Fees, and Other Franchise Revenues are included in "Franchise revenues" as shown on the condensed consolidated statements of operations.

Consolidated results of operations

The following is a discussion of our consolidated results of operations for each of the three months ended March 31, 2026 and 2025. This information is derived from our accompanying condensed consolidated financial statements prepared in accordance with GAAP.

The following table summarizes our results of operations (*in thousands*):

	Three Months Ended March 31,			
	2026		2025	
Revenues:				
Commissions and agency fees	\$ 38,685	42 %	\$ 29,423	39 %
Franchise revenues	54,274	58 %	45,971	61 %
Interest income	117	— %	189	— %
Total revenues	93,076	100 %	75,583	100 %
Operating Expenses:				
Employee compensation and benefits	50,527	65 %	48,334	70 %
General and administrative expenses	23,969	31 %	17,559	26 %
Bad debts	373	— %	406	1 %
Depreciation and amortization	3,212	4 %	2,670	4 %
Total operating expenses	78,081	100 %	68,969	100 %
Income from operations	14,995		6,614	
Other Income:				
Interest expense	(5,472)		(5,823)	
Other income	267		168	
Income before taxes	9,790		959	
Tax expense (benefit)	1,745		(1,687)	
Net income	8,045		2,646	
Less: net income attributable to noncontrolling interests	3,156		304	
Net income attributable to Goosehead Insurance, Inc.	\$ 4,889		\$ 2,342	

Revenues

For the three months ended March 31, 2026 revenue increased 23% to \$93.1 million from \$75.6 million for the three months ended March 31, 2025.

Commissions and agency fees

Commissions and agency fees consist of new business commissions, renewal commissions, agency fees, and contingent commissions.

The following table sets forth these revenue streams by amount and as a percentage of total commissions and agency fees for the periods indicated (*in thousands*):

	Three Months Ended March 31,			
	2026		2025	
Core Revenue:				
Renewal Commissions	\$ 18,162	47 %	\$ 16,952	58 %
New Business Commissions	7,452	19 %	5,755	20 %
Agency Fees	2,385	6 %	2,240	8 %
Total Core Revenue:	27,999	72 %	24,947	85 %
Ancillary Revenue:				
Contingent Commissions	10,686	28 %	4,476	15 %
Commissions and agency fees	\$ 38,685	100 %	\$ 29,423	100 %

Renewal Commissions increased by \$1.2 million, or 7%, to \$18.2 million for the three months ended March 31, 2026 from \$17.0 million for the three months ended March 31, 2025. The increase during the three months ended March 31, 2026 was primarily due to an increase in the number of policies in their renewal term compared to the prior period.

New Business Commissions increased by \$1.7 million, or 29%, to \$7.5 million for the three months ended March 31, 2026 from \$5.8 million for the three months ended March 31, 2025. The increase during the three months ended March 31, 2026 was primarily driven by an increase in the number of Corporate sales agents, as well as an increase in the per-agent productivity in the period.

Revenue from Agency Fees increased by \$0.1 million, or 6%, to \$2.4 million for the three months ended March 31, 2026 from \$2.2 million for the three months ended March 31, 2025. The increase in Agency Fees during the three months ended March 31, 2026 was primarily attributable to an increase in the number of policies written where an agency fee was charged.

Revenue from Contingent Commissions increased by \$6.2 million to \$10.7 million for the three months ended March 31, 2026 from \$4.5 million for the three months ended March 31, 2025. The increase during the three months ended March 31, 2026 was primarily attributable to changes in the estimated transaction price for variable consideration under contingent commission arrangements which was previously constrained and recognized as the uncertainty was resolved.

Franchise revenues

Franchise Revenues consist of Royalty Fees, Initial Franchise Fees, and Other Franchise Revenues.

The following table sets forth these revenue streams by amount and as a percentage of franchise revenues for the periods indicated (*in thousands*):

	Three Months Ended March 31,			
	2026		2025	
Core Revenues:				
Renewal Royalty Fees	\$ 43,594	80 %	\$ 37,244	81 %
New Business Royalty Fees	7,886	15 %	6,929	15 %
Total Core Revenues:	51,480	95 %	44,173	96 %
Cost Recovery Revenues:				
Initial Franchise Fees	1,609	3 %	1,342	3 %
Ancillary Revenues:				
Other Franchise Revenues	1,185	2 %	456	1 %
Franchise revenues	\$ 54,274	100 %	\$ 45,971	100 %

Revenue from Renewal Royalty Fees increased by \$6.4 million, or 17%, to \$43.6 million for the three months ended March 31, 2026 from \$37.2 million for the three months ended March 31, 2025. The increase in revenue from Renewal Royalty Fees during the three months ended March 31, 2026 was primarily attributable to an increase in the number of policies in the renewal term, assisted by client retention of 85%.

Revenue from New Business Royalty Fees increased by \$1.0 million, or 14%, to \$7.9 million for the three months ended March 31, 2026 from \$6.9 million for the three months ended March 31, 2025. The increase in revenue from New Business Royalty Fees during the three months ended March 31, 2026 was primarily attributable to an increase in the number of franchise agents and an increase in franchise productivity.

Revenue from Initial Franchise Fees increased at \$0.3 million, or 20%, to \$1.6 million for the three months ended March 31, 2026 from \$1.3 million for the three months ended March 31, 2025. The increase in Revenue from Initial Franchise Fees during the three months ended March 31, 2026 was primarily attributable to higher turnover of franchises during the period, which accelerates recognition of Initial Franchise Fees for franchises that were terminated or transferred during the period.

Interest income

Interest income decreased by \$0.1 million, or 38%, to \$0.1 million for the three months ended March 31, 2026 from \$0.2 million for the three months ended March 31, 2025. The decrease in interest income during the three months ended March 31, 2026 was primarily attributable to fewer franchises operating under the payment plan option during the period.

Expenses

Employee compensation and benefits

Employee compensation and benefits expenses increased by \$2.2 million, or 5%, to \$50.5 million for the three months ended March 31, 2026 from \$48.3 million for the three months ended March 31, 2025. The increase in employee compensation during the three months ended March 31, 2026 was primarily related to investments in corporate producers and technology functions.

General and administrative expenses

General and administrative expenses increased by \$6.4 million, or 37%, to \$24.0 million for the three months ended March 31, 2026 from \$17.6 million for the three months ended March 31, 2025. The increase was primarily attributable to increased spending on professional services and technologies, including AI technologies.

Bad debts

Bad debts of \$0.4 million for the three months ended March 31, 2026 remained flat as compared to \$0.4 million for the three months ended March 31, 2025.

Depreciation and amortization

Depreciation and amortization increased by \$0.5 million, or 20%, to \$3.2 million for the three months ended March 31, 2026 from \$2.7 million for the three months ended March 31, 2025. This increase during the three months ended March 31, 2026 was primarily attributable to increased spending on software development since March 31, 2025.

Interest expense

Interest expense decreased by \$0.4 million, or 6%, for the three months ended March 31, 2026 to \$5.5 million from \$5.8 million for the three months ended March 31, 2025. The primary driver of the decrease during the three months ended March 31, 2026 was our entering into Amendment No. 1 to the 2025 Credit Agreement on July 9, 2025, which reduced the applicable interest rate on our term loan borrowings under the facility by 0.50%.

Other income

Other income consists of interest earned on cash deposits, loss on debt extinguishment, debt modification expense, interest expense on current TRA payments, and remeasurements of our TRA liability. Other income increased by \$0.1 million for the three months ended March 31, 2026 primarily attributable to a loss on debt extinguishment in the three months ended March 31, 2025 related to the Company's repayment of the Second Amended and Restated Credit Agreement, offset by a decrease in interest earned on cash deposits.

Tax expense (benefit)

Tax expense (benefit) increased by \$3.4 million for the three months ended March 31, 2026, to a tax expense of \$1.7 million from a tax (benefit) of \$(1.7) million for the three months ended March 31, 2025. The increase in tax expense (benefit) for the three months ended March 31, 2026 was primarily attributable to increases in income before taxes and a decrease in excess tax benefits recognized on stock option exercises as compared to the three months ended March 31, 2025.

Key performance indicators

Our key operating metrics are discussed below:

Total Written Premium

Total Written Premium represents, for any reported period, the total amount of current (non-cancelled) gross premium that is placed by Goosehead with its portfolio of Carriers. Total Written Premium placed is an appropriate measure of operating performance because it reflects growth of our business relative to other insurance agencies.

The following tables show Total Written Premium placed by corporate agents and franchisees for the three months ended March 31, 2026 and 2025 (*in thousands*).

	Three Months Ended March 31,		% Change
	2026	2025	
Corporate sales Total Written Premium	\$ 204,049	\$ 176,606	16 %
Franchise sales Total Written Premium	929,904	823,625	13 %
Total Written Premium	\$ 1,133,953	\$ 1,000,231	13 %

Policies in Force

Policies in Force means, as of any reported date, the total count of current (non-cancelled) policies placed by Goosehead with its portfolio of Carriers. We believe that Policies in Force is an appropriate measure of operating performance because it reflects growth of our business relative to other insurance agencies.

As of March 31, 2026, we had 2.0 million Policies in Force compared to 1.9 million as of December 31, 2025 and 1.7 million as of March 31, 2025, representing a 4% and a 14% increase, respectively.

NPS

Net Promoter Score (NPS) is calculated based on a single question: "How likely are you to refer Goosehead Insurance to a friend, family member or colleague?" Clients that respond with a 6 or below are Detractors, with a 7 or 8 are Passives, and with a 9 or 10 are Promoters. NPS is calculated by subtracting the percentage of Detractors from the percentage of Promoters. For example, if 50% of respondents were Promoters and 10% were Detractors, NPS is a 40. NPS is a useful gauge of the loyalty of client relationships and can be compared across companies and industries. NPS is calculated on a trailing twelve-month basis.

NPS has decreased to 72 as of March 31, 2026, compared to 87 as of March 31, 2025.

Client Retention

Client Retention is calculated by comparing the number of clients that had at least one policy in force twelve months prior to the date of measurement and still have at least one policy in force at the date of measurement. We believe Client Retention is useful as a measure of how well Goosehead retains clients year-over-year and minimizes defections.

Client Retention of 85% at March 31, 2026 increased when compared to 85% at December 31, 2025, and 84% at March 31, 2025 assisted by moderating premium rate increases. For the trailing twelve months ended March 31, 2026, we retained 89% of the premiums we distributed in the trailing twelve months ended March 31, 2025, which decreased from the 90% premium retention at December 31, 2025. The decline in premium retention is primarily attributable to moderating premium rate increases offset by increasing client retention. Our premium retention rate is higher than our Client Retention rate as a result of both premiums increasing year over year and additional coverages sold by our sales and service teams.

New Business Revenue

New Business Revenue is commissions received from the Carrier, Agency Fees received from clients, and New Business Royalty Fees from franchises relating to policies in their first term.

For the three months ended March 31, 2026, New Business Revenue grew 19% to \$17.7 million, from \$14.9 million for the three months ended March 31, 2025. Growth in New Business Revenue during the three months ended March 31, 2026 was primarily driven by an increase in the number of Corporate and Franchise sales agents and growth in Corporate and Franchise productivity.

Any diminished capacity of Carriers to place new business (including as a result of 2025 wildfires in Southern California, severe floods in Central Texas, and other natural disasters) could slow the growth of our New Business Revenue in the future.

Renewal Revenue

Renewal Revenue is commissions received from the Carrier and Renewal Royalty Fees from franchises received after the first term of a policy.

For the three months ended March 31, 2026, Renewal Revenue grew 14% to \$61.8 million, from \$54.2 million for the three months ended March 31, 2025. Growth in Renewal Revenue during the three months ended March 31, 2026 was driven by an increase in the number of policies in the renewal term assisted by Client Retention of 85% at March 31, 2026.

Declines in client retention caused by increases in premium rates could slow the growth of our Renewal Revenue in the future.

Non-GAAP Measures

Core Revenue, Cost Recovery Revenue, Ancillary Revenue, Adjusted EBITDA, Adjusted EBITDA Margin, and Adjusted EPS are not measures of financial performance under GAAP and should not be considered substitutes for total revenue, net income, net income margin or earnings per share, which we consider to be the most directly comparable GAAP measures. We refer to these measures as "non-GAAP financial measures." We consider these non-GAAP financial measures to be useful metrics for management and investors to facilitate operating performance comparisons from period to period by excluding potential differences caused by variations in capital structures, tax position, depreciation, amortization and certain other items that we believe are not representative of our core business. Core Revenue, Cost Recovery Revenue, Ancillary Revenue, Adjusted EBITDA, Adjusted EBITDA Margin, and Adjusted EPS have limitations as analytical tools, and when assessing our operating performance, you should not consider Core Revenue, Cost Recovery Revenue, Ancillary Revenue, Adjusted EBITDA, Adjusted EBITDA Margin, or Adjusted EPS in isolation or as substitutes for total revenue, net income, earnings per share, as applicable, or other consolidated income statement data prepared in accordance with GAAP. Other companies may calculate Core Revenue, Cost Recovery Revenue, Ancillary Revenue, Adjusted EBITDA, Adjusted EBITDA Margin, and Adjusted EPS differently than we do, limiting their usefulness as comparative measures.

Core Revenue

Core Revenue is a supplemental measure of our performance and includes Renewal Commissions, Renewal Royalty Fees, New Business Commissions, New Business Royalty Fees, and Agency Fees. We believe that Core Revenue is an appropriate measure of operating performance because it summarizes all of our revenues from sales of individual insurance policies.

Core Revenue increased by \$10.4 million, or 15%, to \$79.5 million for the three months ended March 31, 2026 from \$69.1 million for the three months ended March 31, 2025. The primary drivers of the increase during the three months ended March 31, 2026 were an increase in policies in their renewal term, assisted by Client Retention of 85%; more new policies written, driven by an increase in the number of Corporate and Franchise sales agents and growth in Franchise productivity.

Cost Recovery Revenue

Cost Recovery Revenue is a supplemental measure of our performance and includes Initial Franchise Fees and Interest Income. We believe that Cost Recovery Revenue is an appropriate measure of operating performance because it summarizes revenues that are viewed by management as cost recovery mechanisms.

Cost Recovery Revenue increased by \$0.2 million, or 13%, to \$1.7 million for the three months ended March 31, 2026 from \$1.5 million for the three months ended March 31, 2025. The primary driver was an increase in terminations and transfers of franchises, resulting in acceleration of initial franchise fee revenue.

Ancillary Revenue

Ancillary Revenue is a supplemental measure of our performance and includes Contingent Commissions and Other Franchise Revenues. We believe that Ancillary Revenue is an appropriate measure of operating performance because it summarizes revenues that are ancillary to our core business.

Ancillary Revenue increased by \$6.9 million to \$11.9 million for the three months ended March 31, 2026 from \$4.9 million for the three months ended March 31, 2025. The increase during the three months ended March 31, 2026 was attributable to an increase in Total Written Premium and the recognition of Contingent Commissions attributable to the year ended December 31, 2025, for which the estimate of the transaction price had been previously constrained and revenue was recognized as the uncertainty was resolved.

Contingent Commissions are inherently volatile as they are based on carrier underwriting profitability and may be impacted by catastrophic losses resulting from natural or man-made disasters.

Adjusted EBITDA

Adjusted EBITDA is a supplemental measure of our performance. We believe that Adjusted EBITDA is an appropriate measure of operating performance because it eliminates the impact of items that do not relate to business performance. Adjusted EBITDA is defined as net income (the most directly comparable GAAP measure) before interest, income taxes, depreciation and amortization, adjusted to exclude equity-based compensation, impairment expense, and other non-operating items, including, among other things, certain non-cash charges and certain non-recurring or non-operating gains or losses.

Adjusted EBITDA increased by \$8.9 million, or 57%, to \$24.4 million for the three months ended March 31, 2026 from \$15.5 million for the three months ended March 31, 2025. The primary driver of the increase in Adjusted EBITDA during the three months ended March 31, 2026 was growth in total revenue partially offset by an increase in general and administrative expenses excluding impairment expense.

Adjusted EBITDA Margin

Adjusted EBITDA Margin is Adjusted EBITDA as defined above, divided by total revenue. Adjusted EBITDA Margin is helpful in measuring profitability of operations on a consolidated level.

For the three months ended March 31, 2026, Adjusted EBITDA Margin of 26% increased when compared to 21% for the three months ended March 31, 2025 as a result of total revenue growing at a faster rate than employee compensation and benefits and general and administrative expenses, excluding equity-based compensation, impairment expense, and other non-operating items.

Adjusted EPS

Adjusted EPS is a supplemental measure of our performance, defined as earnings per share (the most directly comparable GAAP measure) before non-recurring or non-operating income and expenses. Adjusted EPS is a useful measure to management because it eliminates the impact of items that do not relate to business performance.

GAAP to Non-GAAP Reconciliations

The following tables show a reconciliation from Total Revenues to Core Revenue, Cost Recovery Revenue, and Ancillary Revenue (*in thousands*):

	Three Months Ended March 31,	
	2026	2025
Total Revenues	\$ 93,076	\$ 75,583
Core Revenue:		
Renewal Commissions ⁽¹⁾	\$ 18,162	\$ 16,952
Renewal Royalty Fees ⁽²⁾	43,594	37,244
New Business Commissions ⁽¹⁾	7,452	5,755
New Business Royalty Fees ⁽²⁾	7,886	6,929
Agency Fees ⁽¹⁾	2,385	2,240
Total Core Revenue	79,479	69,120
Cost Recovery Revenue:		
Initial Franchise Fees ⁽²⁾	1,609	1,342
Interest Income	117	189
Total Cost Recovery Revenue	1,726	1,531
Ancillary Revenue:		
Contingent Commissions ⁽¹⁾	10,686	4,476
Other Franchise Revenues ⁽²⁾	1,185	456
Total Ancillary Revenue	11,871	4,932
Total Revenues	\$ 93,076	\$ 75,583

(1) Renewal Commissions, New Business Commissions, Agency Fees, and Contingent Commissions are included in "Commissions and agency fees" as shown on the condensed consolidated statements of operations.

(2) Renewal Royalty Fees, New Business Royalty Fees, Initial Franchise Fees, and Other Franchise Revenues are included in "Franchise revenues" as shown on the condensed consolidated statements of operations.

The following tables show a reconciliation from net income to Adjusted EBITDA and Adjusted EBITDA margin (*in thousands*):

	Three Months Ended March 31,	
	2026	2025
Net income	\$ 8,045	\$ 2,646
Interest expense	5,472	5,823
Depreciation and amortization	3,212	2,670
Tax expense (benefit)	1,745	(1,687)
Equity-based compensation	6,217	6,236
Impairment expense	—	—
Other income	(267)	(168)
Adjusted EBITDA	\$ 24,424	\$ 15,520
Adjusted EBITDA Margin ⁽¹⁾	26 %	21 %

(1) Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by Total Revenue (\$24,424/\$93,076) and (\$15,520/\$75,583) for the three months ended March 31, 2026 and 2025, respectively.

The following tables show a reconciliation from basic earnings per share to Adjusted EPS. Note that totals may not sum due to rounding:

	Three Months Ended March 31,	
	2026	2025
Earnings per share - basic (GAAP)	\$ 0.20	\$ 0.09
Add: equity-based compensation ⁽¹⁾	0.17	0.17
Adjusted EPS (non-GAAP)	\$ 0.37	\$ 0.26

(1) Calculated as equity-based compensation divided by sum of weighted average Class A and Class B shares [\$6.2 million/(24.3 million + 11.9 million)] for the three months ended March 31, 2026 and [\$6.2 million/ (24.8 million + 12.6 million)] for the three months ended March 31, 2025.

Liquidity and capital resources

Liquidity and capital resources

We have managed our historical liquidity and capital requirements primarily through the receipt of revenues. Our primary cash flow activities involve: (1) generating cash flow from Commissions and Agency Fees, which largely includes New Business Commissions, Renewal Commissions, and Agency Fees; (2) generating cash flow from Franchise Revenues operations, which largely includes Initial Franchise Fees and Royalty Fees; (3) borrowings, interest payments and repayments under our credit agreement; and (4) issuing shares of Class A common stock. As of March 31, 2026, our cash and cash equivalents balance was \$25.7 million. We have used cash flow from operations primarily to pay compensation and related expenses; general, administrative and other expenses; debt service; special dividends; share repurchases; and distributions to our owners.

Credit agreements

On January 8, 2025, the Company entered into a credit agreement (the "2025 Credit Agreement") providing for an aggregate \$300 million term notes payable (the "2025 Initial Term Loan") and \$75 million revolving credit facility (the "2025 Revolving Credit Facility"). The 2025 Initial Term Loan matures on January 8, 2032 and the 2025 Revolving Credit Facility matures on January 8, 2030. This credit agreement replaced the prior Second Amended and Restated Credit Agreement, dated July 21, 2021, which was repaid with the proceeds of the 2025 Initial Term Loan and terminated.

On July 9, 2025, the Company entered into Amendment No. 1 to the 2025 Credit Agreement in order to refinance the outstanding balance of the 2025 Initial Term Loan with a new term loan facility (the "Term B-1 Facility"). The amendment reduced the applicable interest rate on our term loan borrowings under the facility by 0.50% to a rate of Term SOFR plus 3.00%. The term note is payable in quarterly installments of \$0.7 million, with a balloon payment of \$280.5 million on January 8, 2032. The 2025 Credit Agreement is secured by all property owned, leased or operated by the Company except for certain excluded assets.

See "Note 8. Debt" in the condensed consolidated financial statements included herein for additional discussion of the Company's credit facilities.

Comparative cash flows

The following table summarizes our cash flows from operating, investing and financing activities for the periods indicated (*in thousands*):

	Three Months Ended March 31,		
	2026	2025	Change
Net cash provided by operating activities	\$ 22,868	\$ 15,484	\$ 7,384
Net cash used for investing activities	(7,139)	(3,313)	(3,826)
Net cash provided by (used for) financing activities	(24,578)	2,427	(27,005)
Net increase (decrease) in cash and cash equivalents	(8,849)	14,598	(23,447)
Cash and cash equivalents, and restricted cash, beginning of period	37,937	57,973	(20,036)
Cash and cash equivalents, and restricted cash, end of period	\$ 29,088	\$ 72,571	\$ (43,483)

Operating activities

Net cash provided by operating activities was \$22.9 million for the three months ended March 31, 2026 as compared to net cash provided by operating activities of \$15.5 million for the three months ended March 31, 2025. This increase in net cash provided by operating activities was primarily attributable a \$5.4 million increase related to net income and an \$8.0 million increase related to a reduction in outflows for prepaid expenses.

Investing activities

Net cash used for investing activities was \$7.1 million for the three months ended March 31, 2026, compared to net cash used for investing activities of \$3.3 million for the three months ended March 31, 2025. This increase was driven by a \$2.9 million increase in capitalized software development costs and a \$1.1 million increase in purchases of property and equipment.

Financing activities

Net cash used for financing activities was \$(24.6) million for the three months ended March 31, 2026 as compared to net cash provided by financing activities of \$2.4 million for the three months ended March 31, 2025. This change in net cash provided by (used for) financing activities was primarily driven by share repurchases \$(49.8) million, which was partially offset by new borrowings on our revolving credit facility of \$26.0 million.

Future sources and uses of liquidity

Our sources of liquidity are (1) cash on hand, (2) net working capital, (3) cash flows from operations and (4) our revolving credit facility. Based on our current expectations, we believe that these sources of liquidity will be sufficient to fund our working capital requirements and to meet our commitments for the next 12 months following the date of the condensed consolidated financial statements herein.

We expect that our primary uses of liquidity will comprise cash to (1) provide capital to facilitate the organic growth of our business, (2) pay operating expenses, including cash compensation to our employees, (3) make payments under the tax receivable agreement, (4) pay interest and principal due on borrowings under our 2025 Credit Agreement (5) pay income taxes, (6) repurchase shares under our Share Repurchase Program, and (7) when deemed advisable by our board of directors, pay dividends.

Dividend policy

As of March 31, 2026, there have been no material changes to our dividend policy as described in the Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Tax receivable agreement

We entered into a tax receivable agreement with the Pre-IPO LLC Members on May 1, 2018 that provides for the payment by us to the Pre-IPO LLC Members of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize as a result of (i) any increase in tax basis in Goosehead Insurance, Inc.'s assets and (ii) tax benefits related to imputed interest deemed arising as a result of payments made under the tax receivable agreement. See "Item 13. Certain relationships and related transactions, and director independence" of the Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Holders of Goosehead Financial, LLC Units (other than Goosehead Insurance, Inc.) may, subject to certain conditions and transfer restrictions described above, redeem or exchange their LLC Units for shares of Class A common stock of Goosehead Insurance, Inc. on a one-for-one basis. Goosehead Financial, LLC intends to make an election under Section 754 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder (the "Code") effective for each taxable year in which a redemption or exchange of LLC Units for shares of Class A common stock occurs, which is expected to result in increases to the tax basis of the assets of Goosehead Financial, LLC at the time of a redemption or exchange of LLC Units. The redemptions or exchanges are expected to result in increases in the tax basis of the tangible and intangible assets of Goosehead Financial, LLC. These increases in tax basis may reduce the amount of tax that Goosehead Insurance, Inc. would otherwise be required to pay in the future. We have entered into a tax receivable agreement with the Pre-IPO LLC Members that provides for the payment by us to the Pre-IPO LLC Members of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize as a result of (i) any increase in tax basis in Goosehead Insurance, Inc.'s assets resulting from (a) the purchase of LLC Units from any of the Pre-IPO LLC Members using the net proceeds from any future offering, (b) redemptions or exchanges by the Pre-IPO LLC Members of LLC Units for shares of our Class A common stock or (c) payments under the tax receivable agreement and (ii) tax benefits related to imputed interest deemed arising as a result of payments made under the tax receivable agreement. This payment obligation is an obligation of Goosehead Insurance, Inc. and not of Goosehead Financial, LLC. For purposes of the tax receivable agreement, the cash tax savings in income tax will be computed by comparing the actual income tax liability of Goosehead Insurance, Inc. (calculated with certain assumptions) to the amount of such taxes that Goosehead Insurance, Inc. would have been required to pay had there been no increase to the tax basis of the assets of Goosehead Financial, LLC as a result of the redemptions or exchanges and had Goosehead Insurance, Inc. not entered into the tax receivable agreement. Estimating the amount of payments that may be made under the tax receivable agreement is by its nature imprecise, insofar as the calculation of amounts payable depends on a variety of factors. While the actual increase in tax basis, as well as the amount and timing of any payments under the tax receivable agreement, will vary depending upon a number of factors, including the timing of redemptions or exchanges, the price of shares of our Class A common stock at the time of the redemption or exchange, the extent to which such redemptions or exchanges are taxable and the amount and timing of our income. See "Item 13. Certain relationships and related transactions, and director independence" of the Annual Report on Form 10-K for the fiscal year ended December 31, 2025. We anticipate that we will account for the effects of these increases in tax basis and associated payments under the tax receivable agreement arising from future redemptions or exchanges as follows:

- we will record an increase in deferred tax assets for the estimated income tax effects of the increases in tax basis based on enacted federal and state tax rates at the date of the redemption or exchange;
- to the extent we estimate that we will not realize the full benefit represented by the deferred tax asset, based on an analysis that will consider, among other things, our expectation of future earnings, we will reduce the deferred tax asset with a valuation allowance; and
- we will record 85% of the estimated realizable tax benefit (which is the recorded deferred tax asset less any recorded valuation allowance) as an increase to the liability due under the tax receivable agreement and the remaining 15% of the estimated realizable tax benefit as an increase to additional paid-in capital.

All of the effects of changes in any of our estimates after the date of the redemption or exchange will be included in net income. Similarly, the effect of subsequent changes in the enacted tax rates will be included in net income.

Contractual obligations, commitments, and contingencies

The following table represents our contractual obligations as of March 31, 2026, aggregated by type (*in thousands*):

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases ⁽¹⁾	\$ 68,040	\$ 11,979	\$ 25,155	\$ 17,997	\$ 12,909
Debt obligations payable ⁽²⁾	323,754	2,993	5,985	31,985	282,791
Interest expense ⁽³⁾	118,901	21,579	42,608	39,910	14,804
Liabilities under the tax receivable agreement ⁽⁴⁾	171,922	6,237	21,059	41,134	103,492
Total	<u>\$ 682,617</u>	<u>\$ 42,788</u>	<u>\$ 94,807</u>	<u>\$ 131,026</u>	<u>\$ 413,996</u>

- (1) The Company leases its facilities under non-cancelable operating leases. In addition to monthly lease payments, the lease agreements require the Company to reimburse the lessors for its portion of operating costs each year. Rent expense was \$2.2 million and \$2.1 million for the three months ended March 31, 2026 and 2025, respectively.
- (2) The Company entered into a new credit agreement on January 8, 2025 for an aggregate \$300 million in term loans, which were used to pay off the existing term loan, and a new revolving credit facility of \$75 million, of which \$26.0 million was drawn as of March 31, 2026. See "Note 8. Debt" under Part I, Item 1 of this Form 10-Q.
- (3) Interest expense includes interest payments on our outstanding debt obligations under our credit agreement. Our debt obligations have variable interest rates. We have calculated future interest obligations based on the interest rate for our debt obligations as of March 31, 2026.
- (4) See "Item 2. Management's discussion and analysis of financial condition and results of operation - Tax receivable agreement."

Share Repurchase Program

On April 24, 2024, our board of directors approved a share repurchase program with authorization to purchase up to \$100 million of our Class A common stock, which expired on March 31, 2025. On April 23, 2025, our board of directors approved a new share repurchase program with authorization to purchase up to \$100 million of our Class A common stock through May 1, 2026. On February 17, 2026, our board of directors extended the prior share repurchase program and increased the remaining authorization to purchase up to \$198.3 million of our Class A common stock through May 1, 2027. See "Note 10. Stockholders' Equity" in the condensed consolidated financial statements included herein for a discussion of the repurchase programs.

Off-balance sheet arrangements

We do not invest in any off-balance sheet vehicles that provide liquidity, capital resources, market or credit risk support, or engage in any activities that expose us to any liability that is not reflected in our condensed consolidated financial statements except for those described under "Contractual obligations, commitments and contingencies" above.

Critical accounting policies

Our discussion and analysis of our consolidated financial condition and results of operations is based upon the accompanying condensed consolidated financial statements and notes thereto, which have been prepared in accordance with GAAP. The preparation of the condensed consolidated financial statements requires us to make estimates, judgments and assumptions, which we believe to be reasonable, based on the information available. These estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. Variances in the estimates or assumptions used to actual experience could yield materially different accounting results. On an ongoing basis, we evaluate the continued appropriateness of our accounting policies and resulting estimates to make adjustments we consider appropriate under the facts and circumstances. There have been no significant changes to our critical accounting policies as disclosed in the Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Recent accounting pronouncements

See "Note 2. Summary of Significant Accounting Policies—Recently Issued Accounting Pronouncements" under Part I, Item 1 of this Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to our exposure to market risks as described in "Item 7A. Quantitative and qualitative disclosure of market risks" in the Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Item 4. Controls and Procedures

Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of March 31, 2026. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

There were no changes to our internal control over financial reporting that occurred during the quarter ended March 31, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 1. Legal Proceedings

The information required by this Item is incorporated by reference to "Part I, Item I, Note 15. Litigation" in the condensed consolidated financial statements included herein.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

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

Subject to the terms of the amended and restated Goosehead Financial, LLC Agreement, each LLC Unit is redeemable (along with the cancellation of the corresponding share of Class B common stock) for one share of Class A common stock.

Issuer Purchases of Equity Securities

Share repurchase activity during the three months ended March 31, 2026 was as follows (in thousands, except for average price paid per share):

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs
January 1, 2026 - January 31, 2026	—	\$—	—	\$18,300
February 1, 2026 - February 28, 2026	893	\$50.16	893	\$153,485
March 1, 2026 - March 31, 2026	92	\$54.21	92	\$148,487
Total	985		985	

(1) On April 23, 2025, our board of directors approved a share repurchase program with authorization to purchase up to \$100.0 million of our Class A common stock through May 1, 2026. On February 17, 2026, our board of directors approved a share repurchase program extension with authorization to purchase up to \$198.3 million of our Class A common stock through May 1, 2027.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

There were no adoptions, modifications, or terminations by any of our directors or officers of any contract, instruction, or written plan for the purchase or sale of securities intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any non-Rule 10b5-1 trading arrangements requiring disclosure pursuant to Item 408(a) during the first quarter of fiscal 2026, except as follows:

On February 24, 2026, a Rule 10b5-1 trading arrangement with respect to the sale of the Company's Class A common stock (the "10b5-1 Plan"), previously adopted by The Mark & Robyn Jones Descendants Trust (the "Trust"), of which Mark E. Jones, our Executive Chairman, and Robyn Jones, a member of our Board of Directors, are trustees, expired by operation of its terms. The 10b5-1 Plan was adopted on November 22, 2024 and provided for the potential sale of up to 200,000 shares of the Company's Class A common stock owned by the Trust. As of the termination of the 10b5-1 Plan, the Trust had sold 100,000 shares of Class A common stock under its terms.

Item 6. Exhibits

Exhibit 31.1	Certifications of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certifications of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document

*Schedules and exhibits omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company agrees to furnish to the Securities and Exchange Commission a copy of any omitted schedule or exhibit upon request.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, we have duly caused this report to be signed on our behalf by the undersigned thereunto duly authorized.

GOOSEHEAD INSURANCE, INC.

Date: April 22, 2026

By: /s/ Mark K. Miller
Mark K. Miller
Chief Executive Officer
(Principal Executive Officer)

Date: April 22, 2026

By: /s/ Mark E. Jones, Jr.
Mark E. Jones, Jr.
President and Chief Operating Officer
(Principal Accounting Officer)

Date: April 22, 2026

By: /s/ John Martin
John Martin
Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.1

Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002

I, Mark K. Miller, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Goosehead Insurance, 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 company as of, and for, the periods presented in this report;
4. The company'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 company 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 company, 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 company'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 company's internal control over financial reporting that occurred during the company'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 company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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: April 22, 2026

/s/ Mark K. Miller
Mark K. Miller
Chief Executive Officer

Exhibit 31.2

Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002

I, John Martin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Goosehead Insurance, 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 company as of, and for, the periods presented in this report;
4. The company'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 company 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 company, 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 company'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 company's internal control over financial reporting that occurred during the company'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 company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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: April 22, 2026

/s/ John Martin
John Martin
Chief Financial Officer

Exhibit 32

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

The certification set forth below is being submitted in connection with Goosehead Insurance, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2026 (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Mark K. Miller, the Chief Executive Officer and John Martin, the Chief Financial Officer of Goosehead Insurance, Inc., each certifies that, to the best of his knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Goosehead Insurance, Inc.

Date: April 22, 2026

/s/ Mark K. Miller
Mark K. Miller
Chief Executive Officer

Date: April 22, 2026

/s/ John Martin
John Martin
Chief Financial Officer