

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

**FORM 10-Q/A
(Amendment No. 1)**

(Mark One)

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

For the quarterly period ended June 30, 2020

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 001-40308

FINANCE OF AMERICA COMPANIES INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-3474065
(I.R.S. Employer
Identification No.)

909 Lake Carolyn Parkway, Suite 1550
Irving, Texas
(Address of Principal Executive Offices)

75039
(Zip Code)

(972) 865-8114

Registrant's telephone number, including area code

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	FOA	The New York Stock Exchange
Warrants to purchase shares of Class A Common Stock	FOA.WS	The New York Stock Exchange

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

As of August 6, 2020, 35,937,500 ordinary shares, par value \$0.0001 per share, of Replay Acquisition Corp. (the predecessor registrant to Finance of America Companies Inc.) were issued and outstanding.

EXPLANATORY NOTE

As previously disclosed, on April 1, 2021, Finance of America Equity Capital LLC (“FoA”) and Replay Acquisition Corp. (“Replay”), a publicly traded special purpose acquisition company (“SPAC”), completed their previously announced business combination whereby Replay combined with FoA in a series of transactions (collectively, the “Business Combination”) that resulted in Finance of America Companies Inc. (the “Company”) becoming a publicly-traded company on the New York Stock Exchange. As a result of the Business Combination and by operation of Rule 12g-3(a) promulgated under the Securities Exchange Act of 1934, as amended, the Company became the successor issuer to Replay, and the Company is filing this Amendment No. 1 (this “Amendment”) to Replay’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2020, originally filed with the Securities and Exchange Commission (the “SEC”) on August 6, 2020 (the “Original Filing” and, as amended by this Amendment, this “Report”), to restate Replay’s financial statements and related footnote disclosures for the quarter ended June 30, 2020. The Company separately amended Replay’s Annual Report on Form 10-K/A for the year ended December 31, 2020 on May 17, 2021, wherein it restated Replay’s financial statements and related footnote disclosures for the years ended December 31, 2020 and 2019, and the interim periods ended June 30, 2019, September 30, 2019, March 31, 2020, June 30, 2020 and September 30, 2020 (collectively, the “Affected Periods”).

Background of Restatement

Following the Business Combination, on April 12, 2021, the SEC released a public statement (the “Public Statement”) informing market participants that warrants issued by SPACs may require classification as liabilities rather than equity, with changes in the fair value of the warrants reported in earnings each period, due to certain common provisions in SPAC warrant agreements providing for cash settlement in certain circumstances. Prior to the Business Combination, Replay classified the outstanding warrants as equity. For a full description of Replay’s warrants, please refer to Replay’s final prospectus, dated April 3, 2019, filed with the SEC in connection with its initial public offering.

On May 5, 2021, management of the Company and the Audit Committee of the Board of Directors of the Company determined that Replay’s audited financial statements for the Affected Periods should no longer be relied upon due to guidance in the SEC’s Public Statement indicating that Replay’s warrants should have been classified as liabilities on Replay’s Balance Sheets rather than equity.

Following consideration of the guidance in the SEC’s Public Statement, the Company concluded the warrants did not meet the conditions to be classified as equity and instead the warrant agreement governing Replay’s warrants includes a tender offer and make-whole provision that would require both the public warrants and private placement warrants issued in connection with Replay’s initial public offering to be classified as a liability measured at fair value, with changes in fair value reported each period in earnings, and following such guidance, the warrants should have been classified as equity in the previously issued financial statements. In addition, management has identified errors made in the historical financial statements related to its shareholders’ equity where on the date of issuance of the units, Replay improperly allocated the net proceeds among the ordinary shares subject to possible redemption and public warrants. Additionally, the ordinary shares issued during the initial public offering can be redeemed or become redeemable subject to the occurrence of future events considered outside Company control. Therefore, management concluded that Replay should have classified the redeemable shares in temporary equity and remeasured these to their redemption value (i.e., \$10.00 per share) as of the end of the first reporting period after the date of the Replay initial public offering. Management has also noted a reclassifications error related to temporary equity and permanent equity.

As all material restatement information will be included in this Report and in Replay’s amended Annual Report on Form 10-K/A for the year ended December 31, 2020 and Quarterly Report on Form 10-Q/A for the quarter ended September 30, 2020 (such reports, together with this Report, the “Amended Reports”), we do not intend to amend Replay’s Annual Report on Form 10-K for the year ended December 31, 2019 or any of our previously filed Quarterly Reports on Form 10-Q for the periods ended June 30, 2019, September 30, 2019 or March 31, 2020. Accordingly, investors and others should rely only on the financial information and other disclosures regarding the periods described above in the Amended Reports and in future filings with the SEC (as applicable) and should not rely on any previously issued or filed reports, press releases, corporate presentations or similar communications relating to the Affected Periods.

Internal Control Considerations

In connection with the restatement, management has re-evaluated the effectiveness of Replay's disclosure controls and procedures and internal control over financial reporting. As a result of that assessment and in light of the Public Statement, management has concluded that Replay's disclosure controls and procedures and internal controls over financial reporting were not effective as of September 30, 2020, due to a material weakness in Replay's internal control over financial reporting related to the accounting for equity instruments. For a discussion of management's consideration of Replay's disclosure controls and procedures, internal controls over financial reporting, and the material weaknesses identified, see Part I, Item 4, "Controls and Procedures" of this Report.

Items Amended

Each of the following items are amended and restated in their entirety in this Report: (i) Part I, Item 1. Financial Statements; (ii) Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations; and (iii) Part I, Item 4. Controls and Procedures. Additionally, in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the Company is including with this Amendment currently dated certifications from our Principal Executive Officer and Principal Financial Officer. These certifications are filed or furnished, as applicable, in Part II, Item 6. as Exhibits 31.1, 31.2, 32.1 and 32.2.

Except for the foregoing amended and/or restated information required to reflect the effects of the restatement of the financial statements, and applicable cross-references within this Report, this Amendment does not amend, update or change any other items or disclosures contained in the Original Filing. This Report continues to describe conditions as of the date of the Original Filing, and the disclosures herein have not been updated to reflect events, results or developments that have occurred after the date of the Original Filing, or to modify or update those disclosures affected by subsequent events, including the closing of the Business Combination. Accordingly, forward looking statements included in this Report represent management's views as of the date of the Original Filing and should not be assumed to be accurate as of any date thereafter. This Amendment should be read in conjunction with the Original Filing and our filings made with the SEC subsequent to the Original Filing date.

Forward-Looking Statements

Certain statements in this Amendment may constitute "forward-looking statements" for purposes of the federal securities laws. The Company's forward-looking statements include, but are not limited to, statements regarding its or its management team's expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "anticipate," "appear," "approximate," "believe," "continue," "could," "estimate," "expect," "foresee," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "seek," "should," "would" and similar expressions (or the negative version of such words or expressions) may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements in this Amendment may include, for example, statements about:

- the expected benefits of the Business Combination;
- the Company's financial performance following the Business Combination;
- changes in the Company's strategy, future operations, financial position, estimated revenues and losses, projected costs, margins, cash flows, prospects and plans;
- the impact of health epidemics, including the COVID-19 pandemic, on the Company's business and the actions the Company may take in response thereto;
- expansion plans and opportunities; and
- the outcome of any known and unknown litigation and regulatory proceedings.

These forward-looking statements are based on information available as of the date of this Amendment, and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing the Company's views as of any subsequent date, and the Company does not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

As a result of a number of known and unknown risks and uncertainties, the Company's actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include:

- the risk that the recently consummated Business Combination disrupts current plans and operations of the Company;
- the ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition and the ability of the combined business to grow and manage growth profitably;
- costs related to the Business Combination;
- changes in applicable laws or regulations;
- the effect of the COVID-19 pandemic on the Company's business;
- the possibility that the Company may be adversely affected by other economic, business, and/or competitive factors;
- the inability to maintain the listing of the Company's shares of Class A Common Stock on the NYSE; and
- other risks and uncertainties set forth in the section entitled "Risk Factors" in this Report and in the Company's Report on Form 8-K/A, originally filed with the SEC on May 17, 2021.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

REPLAY ACQUISITION CORP.
BALANCE SHEETS

	<u>June 30, 2020</u> (Unaudited) As Restated	<u>December 31, 2019</u> As Restated
Assets:		
Current assets:		
Cash	\$ 1,261,642	\$ 1,589,795
Prepaid expenses	83,333	62,738
Total current assets	1,344,975	1,652,533
Investments held in Trust Account	293,168,737	292,054,158
Total assets	<u>\$294,513,712</u>	<u>\$ 293,706,691</u>
Liabilities and Shareholders' Equity:		
Current liabilities:		
Accounts payable	\$ 26,078	\$ 86,595
Accrued expenses	25,000	8,860
Total current liabilities	51,078	95,455
Warrant liability	19,990,000	18,817,500
Deferred underwriting commissions	9,187,500	9,187,500
Total liabilities	<u>29,228,578</u>	<u>28,100,455</u>
Commitments and contingencies (Note 5)		
Ordinary shares, \$0.0001 par value; 28,750,000 shares subject to possible redemption at \$10.00 per share at June 30, 2020 and December 31, 2019	287,500,000	287,500,000
Shareholders' Equity:		
Preferred shares, \$0.0001 par value; 2,000,000 shares authorized; none issued and outstanding	—	—
Ordinary shares, \$0.0001 par value; 200,000,000 shares authorized; 7,187,500 shares issued and outstanding (excluding 28,750,000 shares subject to possible redemption) at June 30, 2020 and December 31, 2019	719	719
Additional paid-in capital	—	—
Accumulated deficit	(22,215,585)	(21,894,483)
Total shareholders' equity	<u>(22,214,866)</u>	<u>(21,893,764)</u>
Total Liabilities and Shareholders' Equity	<u>\$294,513,712</u>	<u>\$ 293,706,691</u>

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

REPLAY ACQUISITION CORP.
UNAUDITED STATEMENTS OF OPERATIONS

	For the three months ended		For the six months ended	
	June 30,		June 30,	
	2020	2019	2020	2019
	As Restated	As Restated	As Restated	As Restated
General and administrative expenses	\$ 96,052	\$ 120,491	\$ 263,181	\$ 134,230
Loss from operations	(96,052)	(120,491)	(263,181)	(134,230)
Issuance costs allocated to the public warrants	—	(648,239)	—	(648,239)
(Loss) gain on revaluation of warrant liability	(6,936,250)	3,617,500	(1,172,500)	3,617,500
(Loss) gain on marketable securities, dividends and interest held in Trust Account	(14,168)	1,760,594	1,114,579	1,760,594
Net (loss) income	\$ (7,046,470)	\$ 4,609,364	\$ (321,102)	\$ 4,595,625
Basic and diluted weighted average shares outstanding of Public Shares	28,750,000	28,750,000	28,750,000	28,750,000
Basic and diluted net (loss) income per share, Public Shares	\$ (0.20)	\$ 0.33	\$ —	\$ 0.33
Basic and diluted weighted average shares outstanding of Founder Shares	7,187,500	7,187,500	7,187,500	7,187,500
Basic and diluted net loss per share, Founder Shares	\$ (0.20)	\$ (0.67)	\$ (0.04)	\$ (0.67)

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

REPLAY ACQUISITION CORP.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	For the six months ended June 30, 2020				
	Ordinary Shares		Additional Paid-In Capital	Accumulated Deficit	Total Shareholders' Equity
	Shares	Amounts			
Balance—December 31, 2019, as restated	7,187,500	\$ 719	\$ —	\$(21,894,483)	\$ (21,893,764)
Net income, as restated	—	—	—	6,725,368	6,725,368
Balance—March 31, 2020, as restated (unaudited)	7,187,500	719	\$ —	(15,169,115)	(15,168,396)
Net loss, as restated	—	—	—	(7,046,470)	(7,046,470)
Balance—June 30, 2020, as restated (unaudited)	7,187,500	\$ 719	\$ —	\$(22,215,585)	\$ (22,214,866)

	For the six months ended June 30, 2019				
	Ordinary Shares		Additional Paid-In Capital	Accumulated Deficit	Total Shareholders' Equity
	Shares	Amounts			
Balance—December 31, 2018, as previously reported	7,187,500	\$ 719	\$ 24,281	\$ (2,694)	\$ 22,306
Net loss, as previously reported	—	—	—	(13,739)	(13,739)
Balance—March 31, 2019, as previously reported (unaudited)	7,187,500	719	24,281	(16,433)	8,567
Proceeds from sale of private warrants in excess of fair value, as restated	—	—	775,000	—	775,000
Remeasurement of ordinary shares subject to possible redemption, as restated	—	—	(799,281)	(25,990,309)	(26,789,590)
Net income, as restated	—	—	—	4,609,364	4,609,364
Balance—June 30, 2019, as restated (unaudited)	7,187,500	\$ 719	\$ —	\$(21,397,378)	\$ (21,396,659)

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

REPLAY ACQUISITION CORP.
UNAUDITED STATEMENTS OF CASH FLOW

	For the six months ended June 30,	
	2020	2019
	As Restated	As Restated
Cash Flows from Operating Activities:		
Net (loss) income	\$ (321,102)	\$ 4,595,625
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
General and administrative expenses paid by related party	—	2,206
Gain on marketable securities, dividends and interest held in Trust Account	(1,114,579)	(1,760,594)
Loss (gain) on revaluation of warrant liability	1,172,500	(3,617,500)
Changes in operating assets and liabilities:		
Prepaid expenses	(20,595)	(138,629)
Accounts payable	(60,517)	—
Accrued expenses	16,140	82,575
Net cash used in operating activities	(328,153)	(836,317)
Cash Flows from Investing Activities:		
Cash deposited in Trust Account	—	(287,500,000)
Net cash used in investing activities	—	(287,500,000)
Cash Flows from Financing Activities:		
Proceeds from note payable to related party	—	250,000
Repayment of note payable and advances from related party	—	(252,206)
Proceeds received from initial public offering	—	287,500,000
Proceeds from private placement	—	7,750,000
Offering costs paid	—	(5,151,990)
Net cash provided by financing activities	—	290,095,804
Net change in cash	(328,153)	1,759,487
Cash—beginning of period	1,589,795	25,000
Cash—end of period	\$ 1,261,642	\$ 1,784,487
Supplemental disclosure of noncash activities:		
Offering costs included in accrued expenses	\$ —	\$ 85,000
Offering costs included in accounts payable	\$ —	\$ 2,600
Remeasurement of ordinary shares subject to possible redemption	\$ —	\$ 26,789,590
Deferred underwriting commissions	\$ —	\$ 9,187,500

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

REPLAY ACQUISITION CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS

Note 1—Description of Organization and Business Operations

Replay Acquisition Corp. (the “Company”) was incorporated as a Cayman Islands exempted company on November 6, 2018. The Company was formed for the purpose of effecting a merger, amalgamation, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the “Business Combination”). Although the Company is not limited to a particular business, industry or geographical location for purposes of consummating a Business Combination, the Company intends to focus its search for a target in Argentina and/or Brazil focused on industries that the Company believes have favorable prospects and a high likelihood of generating strong risk-adjusted returns for its shareholders. These industries include, but are not limited to, the consumer, telecommunications and technology, energy, financial services and real estate sectors. The Company is an emerging growth company and, as such, the Company is subject to all of the risks associated with emerging growth companies.

As of June 30, 2020, the Company had not commenced any operations. All activity for the period from November 6, 2018 (inception) through June 30, 2020 relates to the Company’s formation, the Company’s initial public offering (the “Initial Public Offering”) described below, and since the Initial Public Offering, the search for a potential target. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company will generate non-operating income in the form of investment income on cash and cash equivalents from the proceeds derived from the Initial Public Offering.

The Company’s sponsor is Replay Sponsor, LLC, a Delaware limited liability company (the “Sponsor”). The Company’s ability to commence operations is contingent upon obtaining adequate financial resources. The registration statement for the Company’s Initial Public Offering was declared effective on April 3, 2019. On April 8, 2019, the Company consummated its Initial Public Offering of 28,750,000 units (“Units”), including the issuance of 3,750,000 Units as a result of the underwriters’ full exercise of their over-allotment option, at \$10.00 per Unit, generating gross proceeds of \$287.5 million, and incurring offering costs of approximately \$15.0 million, inclusive of approximately \$9.2 million in deferred underwriting commissions (Note 5).

Simultaneously with the closing of the Initial Public Offering, the Company consummated the private placement (“Private Placement”) of 7,750,000 warrants (each, a “Private Placement Warrant” and collectively, the “Private Placement Warrants”) at a price of \$1.00 per Private Placement Warrant to the Sponsor, generating gross proceeds of \$7.75 million (Note 4).

On August 15, 2019, the Company received a written notice (the “Notice”) from the staff of NYSE Regulation of the New York Stock Exchange (“NYSE”) indicating that the Company is not currently in compliance with Section 802.01B of the NYSE Listed Company Manual (the “Manual”), which requires the Company to maintain a minimum of 300 public shareholders on a continuous basis.

Pursuant to the Notice, the Company is subject to the procedures set forth in Sections 801 and 802 of the Manual. The Company submitted a business plan that demonstrates how the Company expects to return to compliance with the minimum public shareholders requirement within 18 months of receipt of the Notice. The Company anticipates that it will satisfy this listing requirement within such time period once it consummates an initial Business Combination.

On October 24, 2019, the Company was notified by the staff of NYSE Regulation that the NYSE’s Listings Operations Committee has agreed to accept the Company’s business plan. The Company will be subject to quarterly monitoring for compliance with such plan.

The Company’s ordinary shares, warrants and Units, which trade under the symbols “RPLA,” “RPLA WS” and “RPLA.U,” respectively, will continue to be listed and traded on the NYSE during the cure period, subject to the Company’s compliance with the NYSE’s other applicable continued listing standards, and will bear the indicator “.BC” on the consolidated tape to indicate noncompliance with the NYSE’s continued listing standards.

Trust Account

Upon the closing of the Initial Public Offering and Private Placement, \$287.5 million (\$10.00 per Unit) of the net proceeds of the sale of the Units in the Initial Public Offering and the Private Placement was placed in a trust account (the “Trust Account”), located in the United States at J.P. Morgan Chase Bank, N.A., with Continental Stock Transfer & Trust Company acting as trustee, and invested only in U.S. government securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act 1940, as amended (the “Investment Company

REPLAY ACQUISITION CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS

Act”), with a maturity of 180 days or less or in any open-ended investment company that holds itself out as a money market fund selected by the Company meeting the conditions of paragraphs (d)(2), (d)(3) and (d)(4) of Rule 2a-7 of the Investment Company Act, as determined by the Company, until the earlier of: (i) the completion of a Business Combination and (ii) the distribution of the Trust Account as described below.

Initial Business Combination

The Company’s management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of Private Placement Warrants, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination. There is no assurance that the Company will be able to complete a Business Combination successfully. The Company must complete one or more initial Business Combinations having an aggregate fair market value of at least 80% of the assets held in the Trust Account (excluding the deferred underwriting commissions and taxes payable on income earned on the Trust Account) at the time of the agreement to enter into the initial Business Combination. However, the Company will only complete a Business Combination if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act.

The Company will provide its holders (the “Public Shareholders”) of its ordinary shares, par value \$0.0001 per share, sold in the Initial Public Offering (the “Public Shares”), with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a shareholder meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The Public Shareholders will be entitled to redeem their Public Shares for a pro rata portion of the amount then in the Trust Account (initially anticipated to be \$10.00 per Public Share). The per-share amount to be distributed to Public Shareholders who redeem their Public Shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters (as discussed in Note 5). These Public Shares were classified as temporary equity upon the completion of the Initial Public Offering in accordance with the Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification (“ASC”) Topic 480, *Distinguishing Liabilities from Equity* (“ASC 840”). In such case, the Company will proceed with a Business Combination if the Company has net tangible assets of at least \$5,000,001 upon such consummation of a Business Combination and a majority of the shares voted are voted in favor of the Business Combination. If a shareholder vote is not required by law and the Company does not decide to hold a shareholder vote for business or other legal reasons, the Company will, pursuant to its Amended and Restated Memorandum and Articles of Association (the “Amended and Restated Memorandum and Articles of Association”), conduct the redemptions pursuant to the tender offer rules of the U.S. Securities and Exchange Commission (“SEC”) and file tender offer documents with the SEC prior to completing a Business Combination. If, however, shareholder approval of the transactions is required by law, or the Company decides to obtain shareholder approval for business or legal reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. Additionally, each Public Shareholder may elect to redeem their Public Shares irrespective of whether they vote for or against the proposed transaction. If the Company seeks shareholder approval in connection with a Business Combination, the initial shareholders (as defined below) agreed to vote their Founder Shares (as defined below in Note 4) and any Public Shares purchased during or after the Initial Public Offering in favor of a Business Combination. Subsequent to the consummation of the Initial Public Offering, the Company will adopt an insider trading policy which will require insiders to: (i) refrain from purchasing shares during certain blackout periods and when they are in possession of any material non-public information and (ii) to clear all trades with the Company’s legal counsel prior to execution. In addition, the initial shareholders agreed to waive their redemption rights with respect to their Founder Shares and Public Shares in connection with the completion of a Business Combination.

Notwithstanding the foregoing, the Amended and Restated Memorandum and Articles of Association provide that a Public Shareholder, together with any affiliate of such shareholder or any other person with whom such shareholder is acting in concert or as a “group” (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), will be restricted from redeeming its shares with respect to more than an aggregate of 15% or more of the ordinary shares sold in the Initial Public Offering, without the prior consent of the Company.

REPLAY ACQUISITION CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS

The Company's Sponsor, officers and directors (the "initial shareholders") agreed not to propose an amendment to the Amended and Restated Memorandum and Articles of Association (a) that would modify the substance or timing of the Company's obligation to redeem 100% of its Public Shares if the Company does not complete a Business Combination within 24 months from the closing of the Initial Public Offering, or April 8, 2021, (the "Combination Period") or (b) with respect to any other provision relating to shareholders' rights or pre-initial Business Combination activity, unless the Company provides the Public Shareholders with the opportunity to redeem their ordinary shares in conjunction with any such amendment.

If the Company is unable to complete a Business Combination within the Combination Period, the Company will (1) cease all operations except for the purpose of winding up, (2) as promptly as reasonably possible but no more than 10 business days thereafter, subject to lawfully available funds therefor, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest (less up to \$100,000 of interest to pay dissolution expenses and which interest shall be net of taxes payable), divided by the number of then issued and outstanding Public Shares, which redemption will completely extinguish Public Shareholders' rights as shareholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (3) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining shareholders and its board of directors, dissolve and liquidate, subject in each case to the Company's obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law.

The initial shareholders agreed to waive their liquidation rights with respect to the Founder Shares if the Company fails to complete a Business Combination within the Combination Period. However, if the initial shareholders should acquire Public Shares in or after the Initial Public Offering, they will be entitled to liquidating distributions from the Trust Account with respect to such Public Shares if the Company fails to complete a Business Combination within the Combination Period. The underwriters agreed to waive their rights to their deferred underwriting commissions (see Note 5) held in the Trust Account in the event the Company does not complete a Business Combination within the Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the residual assets remaining available for distribution (including Trust Account assets) will be less than the \$10.00 per share initially held in the Trust Account. In order to protect the amounts held in the Trust Account, the Sponsor agreed to be liable to the Company if and to the extent any claims by a third party (other than the Company's independent auditors) for services rendered or products sold to the Company, or a prospective target business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account below (1) \$10.00 per Public Share or (2) such lesser amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account due to reductions in the value of the trust assets, in each case net of the interest which may be withdrawn to pay taxes. This liability will not apply with respect to any claims by a third party who executed a waiver of any right, title, interest or claim of any kind in or to any monies held in the Trust Account or to any claims under the Company's indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act").

Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (other than the Company's independent auditors), prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account.

Going Concern Consideration

As of June 30, 2020, the Company had approximately \$1.3 million outside of the Trust Account, approximately \$5.7 million of investment income available in the Trust Account to pay for tax obligations (less up to \$100,000 of interest to pay dissolution expenses), and working capital of approximately \$1.3 million.

Through June 30, 2020, the Company's liquidity needs have been satisfied through receipt of a \$25,000 capital contribution from the Sponsor in exchange for the issuance of the Founder Shares (Note 4) to the Sponsor, \$250,000 in note payable to the Sponsor and approximately \$2,000 of general and administrative expenses paid by a related party on behalf of the Company. Subsequent to the consummation of the Initial Public Offering, the Company received the net proceeds from the consummation of the Private Placement not held in the Trust Account of \$2.0 million. The Company fully repaid the note and the advances to the Sponsor and the related party in May 2019.

REPLAY ACQUISITION CORP.
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In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor or an affiliate of the Sponsor, or certain of the Company's officers and directors may, but are not obligated to, loan the Company Working Capital Loans (Note 4). Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender's discretion, up to \$1.5 million of such Working Capital Loans may be convertible into warrants at a price of \$1.00 per warrant. The warrants would be identical to the Private Placement Warrants. To date, the Company has no borrowings under the Working Capital Loans.

On January 30, 2020, the World Health Organization ("WHO") announced a global health emergency because of a new strain of coronavirus (COVID-19). In March 2020, the WHO classified the COVID-19 outbreak as a pandemic (the "COVID-19 pandemic"), based on the rapid increase in exposure globally. The full impact of the COVID-19 pandemic continues to evolve. The impact of the COVID-19 pandemic on the Company's results of operations, financial position and cash flows will depend on future developments, including the duration and spread of the pandemic and related advisories and restrictions. These developments and the impact of the COVID-19 pandemic on the financial markets and the overall economy are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy are impacted for an extended period, the Company's results of operations, financial position and cash flows may be materially adversely affected. Additionally, the Company's ability to complete an initial Business Combination, may be materially adversely affected due to significant governmental measures being implemented to contain the COVID-19 pandemic or treat its impact, including travel restrictions, the shutdown of businesses and quarantines, among others, which may limit the Company's ability to have meetings with potential investors or affect the ability of a potential target company's personnel, vendors and service providers to negotiate and consummate an initial Business Combination in a timely manner. The Company's ability to consummate an initial Business Combination may also be dependent on the ability to raise additional equity and debt financing, which may be impacted by the COVID-19 pandemic and the resulting market downturn.

In connection with the Company's assessment of going concern considerations in accordance with FASB Accounting Standards Update 2014-15, "Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern," management has determined that in light of the upcoming Business Combination, whereby the Company became a wholly owned subsidiary of New Pubco, Replay will continue to operate as a going concern. No adjustments have been made to the carrying amounts of assets or liabilities should the Company be required to liquidate after April 8, 2021. Refer to Note 9 - Subsequent Events for further detail on the upcoming Business Combination.

Restatement of Previously Issued Financial Statements

The Company has restated its unaudited financial statements as of June 30, 2020 and December 31, 2019, as well as the unaudited financial statements for the three and six month periods ended June 30, 2020 and 2019, to correct misstatements in those prior periods primarily related to misstatements identified in improperly applying accounting guidance on certain warrants, recognizing them as equity instead of a warrant liability, under the guidance of ASC 815-40, *Contracts in Entity's Own Equity*, and not properly accounting for the entire amount of redeemable ordinary shares as temporary equity carried at redemption value in accordance with the guidance in ASC 480.

See Note 8—Restatement of Previously Issued Financial Statements for additional information regarding the errors identified and the restatement adjustments made to the unaudited financial statements.

Note 2—Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited financial statements of the Company have been prepared in accordance with United States generally accepted accounting principles ("GAAP") for interim financial information and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP. In the opinion of management, all adjustments (consisting of normal accruals) considered for a fair presentation have been included. Operating results for the six months ended June 30, 2020 are not necessarily indicative of the results that may be expected for the year ending December 31, 2020.

The accompanying unaudited financial statements should be read in conjunction with the audited financial statements and notes thereto included on Form 10-K/A filed by the Company with the U.S. Securities and Exchange Commission (the "SEC") on May 17, 2021.

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Emerging Growth Company

Section 102(b)(1) of the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such an election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statement with another public company that is neither an emerging growth company nor an emerging growth company that has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and investments held in the Trust Account. Cash is maintained in accounts with financial institutions, which, at times may exceed the Federal depository insurance coverage of \$250,000. The Company has not experienced losses on its cash accounts and management believes, based upon the quality of the financial institutions, that the credit risk with regard to these deposits is not significant. The Company's investments held in the Trust Account consists entirely of U.S. government securities with an original maturity of 180 days or less.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents.

Investments Held in Trust Account

The Company's portfolio of investments held in the Trust Account are comprised solely of U.S. government securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 180 days or less, classified as trading securities. Trading securities are presented on the Balance Sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities is included in gain on marketable securities, dividends and interest held in the Trust Account in the accompanying Statements of Operations. The fair value for trading securities is determined using quoted market prices in active markets.

Warrant Liability

The Company accounts for warrants for the Company's ordinary shares as liabilities at fair value on the Balance Sheets because the warrants do not meet the criteria for classification within equity. Offering costs were allocated to the Ordinary Shares and Public Warrants, and the amounts allocated to the Public Warrants were expensed immediately. The warrants are subject to remeasurement at each balance sheet date and any change in fair value is recognized in the Statements of Operations. The Company will continue to adjust the liability for changes in fair value until the earlier of the exercise or expiration of the Warrants. At that time, the portion of the warrant liability related to the Warrants will be reclassified to additional paid-in capital.

Fair Value Measurements

ASC 820, *Fair Value Measurement*, defines fair value and requires disclosures about fair value measurements. Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring 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). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

ASC 825, *Financial Instruments*, requires all entities to disclose the fair value of financial instruments, both assets and liabilities for which it is practicable to estimate fair value. As of June 30, 2020 and December 31, 2019, the recorded values of cash, prepaid expenses, accounts payable, and accrued expenses approximate the fair values due to the short-term nature of the instruments. The Company's investments held in the Trust Account are comprised of investments in U.S. government securities with an original maturity of 180 days or less. The fair value for trading securities is determined using quoted market prices in active markets.

REPLAY ACQUISITION CORP.
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Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Offering Costs Associated with the Initial Public Offering

Offering costs incurred in connection with preparation of the Initial Public Offering, of approximately \$15.1 million consisted principally of underwriter discounts of \$14.4 million (including \$9.2 million of which payment is deferred) and approximately \$638,000 of professional, printing, filing, regulatory and other costs. These expenses, together with the underwriting discounts and commissions, were allocated to the ordinary shares and the public warrants. Amounts allocated to the ordinary shares were recognized as a reduction to the ordinary shares carrying value, and the amounts allocated to the public warrants were expensed immediately.

Ordinary Shares Subject to Possible Redemption

The Company accounts for its ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at redemption value. Conditionally redeemable ordinary shares (including ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, ordinary shares are classified as shareholders' equity. The Company's ordinary shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, at June 30, 2020 and December 31, 2019, 28,750,000 ordinary shares subject to possible redemption are presented as temporary equity outside of the shareholders' equity section of the Company's Balance Sheets.

The ordinary shares subject to possible redemption are subject to the subsequent measurement guidance in ASC 480. Under such guidance, the Company must subsequently measure the shares to their redemption amount because, as a result of the allocation of net proceeds to the Public Warrants, the initial carrying amount of the Ordinary Shares is less than \$10.00 per share. In accordance with the guidance, the Company has elected to measure the Ordinary shares subject to possible redemption to their redemption amount (i.e., \$10.00 per share) immediately as if the end of the first reporting period after the IPO, June 30, 2019, was the redemption date.

Net Income (Loss) Per Ordinary Share

The Company complies with the accounting and disclosure requirements of FASB ASC Topic 260 *Earnings Per Share*. The Statements of Operations include a presentation of (loss) income per Public Share and (loss) income per Founder Share following the two-class method of income per share. In order to determine the net (loss) income attributable to both the Public and Founder Shares, the Company first considered the total (loss) income allocable to both classes of shares. This is calculated using the total net (loss) income less any dividends paid. For purposes of calculating net (loss) income per share, any remeasurement of the ordinary shares subject to possible redemption was considered to be dividends paid to the public shareholders. Subsequent to calculating the total (loss) income allocable to both classes of shares, the Company allocated the amount using a ratio reflective of the respective participation rights. This resulted in an allocation of 80% for the Public Shares and 20% for the Founder Shares.

For the six months ended June 30, 2020, basic and diluted net loss per share of Public Shares, were calculated by dividing 80% of the total loss allocable to all shares, approximately \$1.4 million, by 28,750,000, the weighted average number of Public Shares outstanding for the period. For the six months ended June 30, 2020, basic and diluted net loss per share of Founder Shares were calculated by dividing 20% of the total loss allocable to all shares, approximately \$1.4 million, by 7,187,500, the weighted average number of Founder Shares outstanding for the period.

For the six months ended June 30, 2019, basic and diluted net income per share of Public Shares, were calculated by dividing 80% of the total loss allocable to all shares, approximately \$24.0 million, plus the remeasurement of the ordinary shares subject to possible redemption, approximately \$28.6 million, by 28,750,000, the weighted average number of Public Shares outstanding for the period. For the six months ended June 30, 2019, basic and diluted net loss per share of Founder Shares were calculated by dividing 20% of the total loss allocable to all shares, approximately \$24.0 million, by 7,187,500, the weighted average number of Founder Shares outstanding for the period.

For the three months ended June 30, 2020, basic and diluted net loss per share of Public Shares, were calculated by dividing 80% of the total loss allocable to all shares, approximately \$7.0 million, by 28,750,000, the weighted average number of Public Shares outstanding for the period. For the three months ended June 30, 2020, basic and diluted net loss per share of Founder Shares were calculated by dividing 20% of the total loss allocable to all shares, approximately \$7.0 million, by 7,187,500, the weighted average number of Founder Shares outstanding for the period.

For the three months ended June 30, 2019, basic and diluted net income per share of Public Shares, were calculated by dividing 80% of the total loss allocable to all shares, approximately \$23.9 million, plus the remeasurement of the ordinary shares subject to possible redemption, approximately \$28.6 million, by 28,750,000, the weighted average number of Public Shares outstanding for the period. For the three months ended June 30, 2019, basic and diluted net loss per share of Founder Shares were calculated by dividing 20% of the total loss allocable to all shares, approximately \$23.9 million, by 7,187,500, the weighted average number of Founder Shares outstanding for the period.

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Income Taxes

FASB ASC 740, *Income Taxes*, prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of June 30, 2020 and December 31, 2019. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. No amounts were accrued for the payment of interest and penalties at June 30, 2020 and December 31, 2019. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception. There is currently no taxation imposed on income by the Government of the Cayman Islands. In accordance with Cayman income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's financial statements.

There is currently no taxation imposed on income by the Government of the Cayman Islands. In accordance with Cayman income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's financial statements.

Risks and Uncertainties

Management continues to evaluate the impact of the COVID-19 pandemic on the industry and has concluded that while it is reasonably possible that the virus could have a negative effect on the Company's financial position, results of its operations and/or search for a target company, the specific impact is not readily determinable as of the date of these unaudited financial statements. The unaudited financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting pronouncements, if currently adopted, would have a material effect on the Company's financial statements.

Note 3--Initial Public Offering

On April 8, 2019, the Company sold 28,750,000 Units, including the issuance of 3,750,000 Units as a result of the underwriters' full exercise of their over-allotment option, at a purchase price of \$10.00 per Unit in the Initial Public Offering. Of these, an aggregate of 2,500,000 Units in the Initial Public Offering ("Affiliate Units") were purchased by certain affiliates of the Sponsor for gross proceeds of \$25.0 million.

Each Unit consists of one ordinary share and one-half of one redeemable warrant (each, a "Public Warrant"). Each whole Public Warrant entitles the holder to purchase one ordinary share at a price of \$11.50 per share, subject to adjustment (see Note 6).

Note 4--Related Party Transactions

Founder Shares and Private Placement Warrants

In December 2018, the Sponsor purchased 7,187,500 ordinary shares, par value \$0.0001 per share (the "Founder Shares"), for an aggregate price of \$25,000. In March 2019, the Sponsor transferred to the Company's independent directors an aggregate of 90,000 Founder Shares for an aggregate purchase price of \$313. The Sponsor agreed to forfeit up to 937,500 Founder Shares to the extent that the over-allotment option was not exercised in full by the underwriters. The forfeiture was to be adjusted to the extent that the over-allotment option was not exercised in full by the underwriters so that the Founder Shares would represent 20.0% of the Company's issued and outstanding shares after the Initial Public Offering. On April 5, 2019, the underwriters fully exercised their over-allotment option which closed simultaneously with the Initial Public Offering; thus, the 937,500 Founder Shares were no longer subject to forfeiture.

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The initial shareholders agreed, subject to limited exceptions, not to transfer, assign or sell any of their Founder Shares until the earlier to occur of: (A) one year after the completion of the initial Business Combination or (B) subsequent to the initial Business Combination, (x) if the last reported sale price of the ordinary shares equals or exceeds \$12.00 per share (as adjusted for share splits, share dividends, rights issuances, subdivisions, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after the initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, amalgamation, share exchange, reorganization or other similar transaction that results in all of the Company's shareholders having the right to exchange their ordinary shares for cash, securities or other property.

Simultaneously with the closing of the Initial Public Offering on April 8, 2019, the Company sold 7,750,000 Private Placement Warrants to the Sponsor at a price of \$1.00 per Private Placement Warrant, generating gross proceeds of \$7.75 million. Each Private Placement Warrant is exercisable for one ordinary share at a price of \$11.50 per share. The Private Placement Warrants have been accounted for as liabilities, with an initial fair value of \$6,975,000. The difference between the proceeds received and the fair value was recognized as a capital contribution in additional paid-in capital on the Statements of Changes in Shareholders' Equity. A portion of the net proceeds from the Private Placement Warrants was added to the proceeds from the Initial Public Offering held in the Trust Account. If the Company does not complete a Business Combination within the Combination Period, the Private Placement Warrants will expire worthless. The Private Placement Warrants will be non-redeemable and exercisable on a cashless basis so long as they are held by the Sponsor or its permitted transferees.

The Sponsor and the Company's officers and directors agreed, subject to limited exceptions, not to transfer, assign or sell any of their Private Placement Warrants until 30 days after the completion of the initial Business Combination.

Related Party Loans

On December 1, 2018, the Sponsor agreed to loan the Company an aggregate of up to \$250,000 to cover expenses related to the Initial Public Offering pursuant to a promissory note (the "Note"). This loan was non-interest bearing and payable on the earlier of June 30, 2019 or the completion of the Initial Public Offering. The Company borrowed \$250,000 under the Note, and fully repaid on May 6, 2019.

In addition to the Note, the Company borrowed approximately \$2,000 from a related party for general and administrative expenses. The Company repaid this amount on May 7, 2019.

In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor or an affiliate of the Sponsor, or certain of the Company's officers and directors may, but are not obligated to, loan the Company funds as may be required ("Working Capital Loans"). If the Company completes a Business Combination, the Company would repay the Working Capital Loans out of the proceeds of the Trust Account released to the Company. Otherwise, the Working Capital Loans would be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of proceeds held outside the Trust Account to repay the Working Capital Loans but no proceeds held in the Trust Account would be used to repay the Working Capital Loans. Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender's discretion, up to \$1.5 million of such Working Capital Loans may be convertible into warrants at a price of \$1.00 per warrant. The warrants would be identical to the Private Placement Warrants. To date, the Company had no borrowings under the Working Capital Loans.

Reimbursement

The Sponsor, officers and directors, or any of their respective affiliates, will be reimbursed for any out-of-pocket expenses incurred in connection with activities on the Company's behalf such as identifying potential target businesses and performing due diligence on suitable Business Combinations. The Company's Audit Committee will review on a quarterly basis all payments that were made to the Sponsor, officers, directors or the Company's or any of their affiliates and will determine which expenses and the amount of expenses that will be reimbursed. There is no cap or ceiling on the reimbursement of out-of-pocket expenses incurred by such persons in connection with activities on the Company's behalf.

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Note 5—Commitments and Contingencies

Registration Rights

The holders of Founder Shares, Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans, if any, and any ordinary shares underlying such securities, are entitled to registration rights pursuant to a Registration Rights Agreement entered into on April 3, 2019. These holders will be entitled to certain demand and “piggyback” registration rights. However, the Registration Rights Agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until the termination of the applicable lock-up period for the securities to be registered. The Company will bear the expenses incurred in connection with the filing of any such registration statements.

Underwriting Agreement

The Company granted the underwriters a 45-day option from the date of the final prospectus relating to the Initial Public Offering to purchase up to 3,750,000 additional Units to cover over-allotments, if any, at the Initial Public Offering price less the underwriting discounts and commissions. On April 5, 2019, the underwriters fully exercised their over-allotment option which closed simultaneously with the Initial Public Offering.

Except on the Affiliate Units, the underwriters were entitled to an underwriting discount of \$0.20 per Unit, or \$5.25 million in the aggregate, paid upon the closing of the Initial Public Offering. In addition, \$0.35 per Unit, or approximately \$9.19 million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement.

Note 6—Shareholders’ Equity

Ordinary Shares—The Company is currently authorized to issue 200,000,000 ordinary shares with a par value of \$0.0001 per share. Holders of ordinary shares are entitled to one vote for each share. The Company sold 28,750,000 Units in the Initial Public Offering and 7,187,500 ordinary shares to the Sponsor (Founders Shares). As a result, as of June 30, 2020 and December 31, 2019, there were 35,937,500 ordinary shares issued and outstanding, including 28,750,000 ordinary shares subject to possible redemption.

Preference Shares—The Company is authorized to issue 2,000,000 preference shares with such designations, voting and other rights and preferences as may be determined from time to time by the Company’s board of directors. As of June 30, 2020 and December 31, 2019, there were no preference shares issued or outstanding.

Warrants—Public Warrants may only be exercised for a whole number of shares. No fractional Public Warrants will be issued upon separation of the Units and only whole Public Warrants will trade. The Public Warrants will become exercisable on the later of (a) 30 days after the completion of a Business Combination or (b) 12 months from the closing of the Initial Public Offering, or April 8, 2020; provided in each case that the Company has an effective registration statement under the Securities Act covering the ordinary shares issuable upon exercise of the Public Warrants and a current prospectus relating to them is available (or the Company permits holders to exercise their Public Warrants on a cashless basis and such cashless exercise is exempt from registration under the Securities Act). The Company has agreed that as soon as practicable, but in no event later than 15 business days, after the closing of a Business Combination, the Company will use its best efforts to file with the SEC a registration statement for the registration, under the Securities Act, of the ordinary shares issuable upon exercise of the Public Warrants. If the shares issuable upon exercise of the warrants are not registered under the Securities Act, the Company will be required to permit holders to exercise their warrants on a cashless basis. However, no warrant will be exercisable for cash or on a cashless basis, and the Company will not be obligated to issue any shares to holders seeking to exercise their warrants, unless the issuance of the shares upon such exercise is registered or qualified under the securities laws of the state of the exercising holder, or an exemption from registration is available. Notwithstanding the above, if the Company’s ordinary shares are at the time of any exercise of a warrant not listed on a national securities exchange such that it satisfies the definition of a “covered security” under Section 18(b)(1) of the Securities Act, the Company may, at its option, require holders of Public Warrants who exercise their warrants to do so on a “cashless basis” in accordance with Section 3(a)(9) of the Securities Act and, in the event the Company so elects, the Company will not be required to file or maintain in effect a registration statement, but the Company will use its best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available.

REPLAY ACQUISITION CORP.
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The Public Warrants will expire five years after the completion of a Business Combination or earlier upon redemption or liquidation.

The Private Placement Warrants are identical to the Public Warrants underlying the Units sold in the Initial Public Offering, except that the Private Placement Warrants and the ordinary shares issuable upon exercise of the Private Placement Warrants will not be transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions. Additionally, the Private Placement Warrants will be non-redeemable so long as they are held by the initial purchasers or such purchasers' permitted transferees. If the Private Placement Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants.

The Company may call the Public Warrants for redemption (except with respect to the Private Placement Warrants):

- in whole and not in part;
- at a price of \$0.01 per warrant;
- upon a minimum of 30 days' prior written notice of redemption; and
- if, and only if, the last reported closing price of the ordinary shares equals or exceeds \$18.00 per share for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders.

If the Company calls the Public Warrants for redemption, management will have the option to require all holders that wish to exercise the Public Warrants to do so on a "cashless basis," as described in the warrant agreement.

The exercise price and number of ordinary shares issuable upon exercise of the warrants may be adjusted in certain circumstances including in the event of a share dividend, recapitalization, reorganization, merger or consolidation. In addition, if (x) the Company issues additional ordinary shares or equity-linked securities for capital raising purposes in connection with the closing of its initial Business Combination at an issue price or effective issue price of less than \$9.20 per ordinary share (with such issue price or effective issue price to be determined in good faith by the Company's board of directors and, in the case of any such issuance to the Sponsor or its affiliates, without taking into account any Founder Shares held by the Sponsor or such affiliates, as applicable, prior to such issuance) (the "Newly Issued Price"), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of the Company's initial Business Combination on the date of the consummation of such initial Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Company's ordinary shares during the 20 trading day period starting on the trading day prior to the day on which the Company consummates its initial Business Combination (such price, the "Market Value") is below \$9.20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price and the \$18.00 per share redemption trigger price described above will be adjusted (to the nearest cent) to be equal to 180% of the higher of the Market Value and the Newly Issued Price. Additionally, in no event will the Company be required to net cash settle the warrant shares. If the Company is unable to complete a Business Combination within the Combination Period and the Company liquidates the funds held in the Trust Account, holders of warrants will not receive any of such funds with respect to their warrants, nor will they receive any distribution from the Company's assets held outside of the Trust Account with the respect to such warrants. Accordingly, the warrants may expire worthless.

The Company accounts for the Public Warrants and Private Placement Warrants as liabilities in accordance with the guidance contained in ASC 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity*. Because the Company does not control the occurrence of events, such as a tender offer or exchange, that may trigger cash settlement of the warrants where not all of the shareholders also receive cash, the warrants do not meet the criteria for equity treatment thereunder, as such, the warrants must be recorded as derivative liability.

Additionally, certain adjustments to the settlement amount of the Private Placement Warrants are based on a variable that is not an input to the fair value of a "fixed-for-fixed" option as defined under ASC 815-40, and thus the Private Placement Warrants are not considered indexed to the Company's own stock and not eligible for an exception from derivative accounting.

The Company recorded a derivative liability upon the issuance of the warrants. Accordingly, the Company classified each warrant as a liability at its fair value. The Public Warrants were allocated a portion of the proceeds from the issuance of the Units equal to its fair value determined by the Monte Carlo simulation. The warrant liability is subject to re-measurement at each balance sheet date. With each such re-measurement, the warrant liability will be adjusted to fair value, with the change in fair value recognized in the Company's Statements of Operations. The Company will reassess the classification of the warrants at each balance sheet date. If the classification changes as a result of events during the period, the warrants will be reclassified as of the date of the event that causes the reclassification.

REPLAY ACQUISITION CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS

Note 7—Fair Value Measurements

The following tables present information about the Company’s financial assets that are measured at fair value on a recurring basis as of June 30, 2020 and December 31, 2019 by level within the fair value hierarchy:

June 30, 2020

<u>Description</u>	<u>Quoted Prices in Active Markets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Other Unobservable Inputs (Level 3)</u>
Assets:			
Investments held in Trust Account	\$293,168,737	\$ —	\$ —
Liabilities:			
Warrants	\$ —	\$19,990,000	\$ —

December 31, 2019

<u>Description</u>	<u>Quoted Prices in Active Markets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Other Unobservable Inputs (Level 3)</u>
Assets:			
Investments held in Trust Account	\$292,054,158	\$ —	\$ —
Liabilities:			
Warrants	\$ —	\$18,817,500	\$ —

The Company has determined that the Warrants issued as part of the Warrants are subject to treatment as a liability. As the transfer of these Warrants to anyone other than the purchasers or their permitted transferees would result in the Warrants having substantially the same terms as the Private Placement Warrants issued in the Offering. The Company has determined that the fair value of each Warrant issued as part of the Warrants is the same as that of a Warrant issued in the Offering, with an insignificant adjustment for short-term marketability restrictions. Accordingly, the Warrants are classified as Level 2 financial instruments.

Note 8—Restatement of Previously Issued Financial Statements

The Company has restated previously issued financial statements after considering newly released guidance by the SEC regarding the accounting and reporting for warrants.

On April 12, 2021, the Staff of the Securities and Exchange Commission issued a statement regarding the accounting and reporting considerations for warrants issued by special purpose acquisition companies entitled “Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies (“SPACs”)” (the “SEC Statement”). The errors that caused the Company to conclude that its financial statements should be restated are the result of a misapplication of the guidance on accounting for certain of its issued warrants, which came to light when the SEC issued the SEC Statement. The SEC Statement addresses certain accounting and reporting considerations related to warrants of a kind similar to those issued by the Company at the time of its initial public offering on April 8, 2021. Based on ASC 815-40 warrant instruments that do not meet the criteria to be considered indexed to an entity’s own stock shall be initially classified as liabilities at their estimated fair values. In periods subsequent to issuance, changes in the estimated fair value of the derivative instruments should be reported in the Statements of Operations. Refer to Note 6 - Shareholders’ Equity for further detail on the Warrants.

The Company’s management and the audit committee of the Company’s Board of Directors concluded that it is appropriate to restate (i) the Company’s previously issued audited financial statements as of December 31, 2019, as previously reported in its Form 10-K and (ii) quarterly unaudited financial statements for the quarterly periods ended June 30, 2019, September 30, 2019, March 31, 2020, June 30, 2020. The restated classification and reported values of the Warrants as accounted for under ASC 815-40 are included in the financial statements herein.

In addition, management has identified errors made in the historical financial statements related to its shareholders’ equity where on the date of issuance of the units; Replay improperly allocated the net proceeds among the ordinary shares subject to possible redemption and public warrants. Additionally, due to the redemption features tied to the ordinary shares subject to possible redemption, such shares will be redeemed or become redeemable. As a result, Replay should have remeasured the ordinary shares subject to possible redemption to their redemption amount (i.e., \$10.00 per share) immediately as if the end of the first reporting period (June 30, 2019) after the IPO was the redemption date. Management has also noted a reclassifications error related to temporary equity and permanent equity.

The following presents the restated financial statements as of June 30, 2020 and December 31, 2019, as well as the statements for the three and six month period ended June 30, 2020 and 2019.

The following presents a reconciliation of the Balance Sheets, Statements of Operations, and Statements of Cash Flows from the prior periods as previously reported to the restated amounts as of June 30, 2020 and December 31, 2019. The Statements of Shareholders’ Equity for the three and six month period ended June 30, 2020 and 2019 have been restated respectively, for the restatement impact to net (loss) income and common stock subject to possible redemption. See the Statements of Operations reconciliation tables below for additional information on the restatement and impact to net (loss) income.

REPLAY ACQUISITION CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS

	June 30, 2020		
	As Reported	Restatement Adjustments	As Restated
Assets:			
Current assets:			
Cash	\$ 1,261,642	\$ —	\$ 1,261,642
Prepaid expenses	83,333	—	83,333
Total current assets	1,344,975	—	1,344,975
Investments held in Trust Account	293,168,737	—	293,168,737
Total assets	<u>294,513,712</u>	<u>\$ —</u>	<u>\$294,513,712</u>
Liabilities and Shareholders' Equity:			
Current liabilities:			
Accounts payable	\$ 26,078	\$ —	\$ 26,078
Accrued expenses	25,000	—	25,000
Total current liabilities	51,078	—	51,078
Warrant liability	—	19,990,000 (a)	19,990,000
Deferred underwriting commissions	9,187,500	—	9,187,500
Total liabilities	<u>9,238,578</u>	<u>19,990,000</u>	<u>29,228,578</u>
Commitments and contingencies			
Ordinary shares, \$0.0001 par value; 28,750,000 shares subject to possible redemption at \$10.00 per share at June 30, 2020	280,275,130	7,224,870 (a)	287,500,000
Shareholders' Equity:			
Preference shares, \$0.0001 par value; 2,000,000 shares authorized; none issued and outstanding	—	—	—
Ordinary shares, \$0.0001 par value; 200,000,000 shares authorized; 7,187,500 shares issued and outstanding (excluding 28,750,000 shares subject to possible redemption) at \$10.00 per share at June 30, 2020	791	(72) (a)	719
Additional paid-in capital	—	—	—
Retained earnings / (Accumulated deficit)	4,999,213	(27,214,798) (a)	(22,215,585)
Total shareholders' equity	<u>5,000,004</u>	<u>(27,214,870)</u>	<u>(22,214,866)</u>
Total Liabilities and Shareholders' Equity	<u>294,513,712</u>	<u>\$ —</u>	<u>\$294,513,712</u>

REPLAY ACQUISITION CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS

	December 31, 2019		
	As Reported	Restatement Adjustments	As Restated
Assets:			
Current assets:			
Cash	\$ 1,589,795	\$ —	\$ 1,589,795
Prepaid expenses	62,738	—	62,738
Total current assets	1,652,533	—	1,652,533
Investments held in Trust Account	292,054,158	—	292,054,158
Total assets	<u>293,706,691</u>	<u>\$ —</u>	<u>\$293,706,691</u>
Liabilities and Shareholders' Equity:			
Current liabilities:			
Accounts payable	\$ 86,595	\$ —	\$ 86,595
Accrued expenses	8,860	—	8,860
Total current liabilities	95,455	—	95,455
Warrant liability	—	18,817,500 (a)	18,817,500
Deferred underwriting commissions	9,187,500	—	9,187,500
Total liabilities	<u>9,282,955</u>	<u>18,817,500</u>	<u>28,100,455</u>
Commitments and contingencies			
Ordinary shares, \$0.0001 par value; 28,750,000 shares subject to possible redemption at \$10.00 per share at December 31, 2019	279,423,730	8,076,270 (a)	287,500,000
Shareholders' Equity:			
Preference shares, \$0.0001 par value; 2,000,000 shares authorized; none issued and outstanding	—	—	—
Ordinary shares, \$0.0001 par value; 200,000,000 shares authorized; 7,187,500 shares issued and outstanding (excluding 28,750,000 and shares subject to possible redemption) at \$10.00 per share at December 31, 2019	800	(81) (a)	719
Additional paid-in capital	775,141	(775,141) (a)	—
Retained earnings / (Accumulated deficit)	4,224,065	(26,118,548) (a)	(21,894,483)
Total shareholders' equity	<u>5,000,006</u>	<u>(26,893,770)</u>	<u>(21,893,764)</u>
Total Liabilities and Shareholders' Equity	<u>293,706,691</u>	<u>\$ —</u>	<u>\$293,706,691</u>

REPLAY ACQUISITION CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS

The following tables contain the restatement of previously reported unaudited Statements of Operations for the three and six month periods ended June 30, 2020 and 2019.

	For the three months ended June 30, 2020		
	As Reported	Restatement Adjustments	As Restated
General and administrative expenses	\$ 96,052	\$ —	\$ 96,052
Loss from operations	(96,052)	—	(96,052)
Loss on revaluation of warrant liability	—	(6,936,250) (a)	(6,936,250)
Loss on marketable securities, dividends and interest held in Trust Account	(14,168)	—	(14,168)
Net loss	\$ (110,220)	\$ (6,936,250)	\$ (7,046,470)
Basic and diluted weighted average shares outstanding of Public Shares	28,750,000	—	28,750,000
Basic and diluted net loss per share, Public Shares	\$ —	\$ (0.20) (a)	\$ (0.20)
Basic and diluted weighted average shares outstanding of Founder Shares	7,187,500	—	7,187,500
Basic and diluted net loss per share, Founder Shares	\$ (0.01)	\$ (0.19) (a)	\$ (0.20)

	For the three months ended June 30, 2019		
	As Reported	Restatement Adjustments	As Restated
General and administrative expenses	\$ 120,491	\$ —	\$ 120,491
Loss from operations	(120,491)	—	(120,491)
Issuance costs allocated to the public warrants	—	(648,239) (a)	(648,239)
Gain on revaluation of warrant liability	—	3,617,500 (a)	3,617,500
Gain on marketable securities, dividends and interest held in Trust Account	1,760,594	—	1,760,594
Net income	\$ 1,640,103	\$ 2,969,261	\$ 4,609,364
Basic and diluted weighted average shares outstanding of Public Shares	28,750,000	—	28,750,000
Basic and diluted net income per share, Public Shares	\$ 0.06	\$ 0.27 (a)	\$ 0.33
Basic and diluted weighted average shares outstanding of Founder Shares	7,187,500	—	7,187,500
Basic and diluted net loss per share, Founder Shares	\$ (0.02)	\$ (0.65) (a)	\$ (0.67)

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	For the six months ended June 30, 2020		
	As Reported	Restatement Adjustments	As Restated
General and administrative expenses	\$ 263,181	\$ —	\$ 263,181
Loss from operations	(263,181)	—	(263,181)
Loss on revaluation of warrant liability	—	(1,172,500) (a)	(1,172,500)
Gain on marketable securities, dividends and interest held in Trust Account	1,114,579	—	1,114,579
Net income (loss)	\$ 851,398	\$ (1,172,500)	\$ (321,102)
Basic and diluted weighted average shares outstanding of Public Shares	28,750,000	—	28,750,000
Basic and diluted net income (loss) per share, Public Shares	\$ 0.04	\$ (0.04) (a)	\$ —
Basic and diluted weighted average shares outstanding of Founder Shares	7,187,500	—	7,187,500
Basic and diluted net loss per share, Founder Shares	\$ (0.04)	\$ — (a)	\$ (0.04)

	For the six months ended June 30, 2019		
	As Reported	Restatement Adjustments	As Restated
General and administrative expenses	\$ 134,230	\$ —	\$ 134,230
Loss from operations	(134,230)	—	(134,230)
Issuance costs allocated to the public warrants	—	(648,239) (a)	(648,239)
Gain on revaluation of warrant liability	—	3,617,500 (a)	3,617,500
Gain on marketable securities, dividends and interest held in Trust Account	1,760,594	—	1,760,594
Net income	\$ 1,626,364	\$ 2,969,261	\$ 4,595,625
Basic and diluted weighted average shares outstanding of Public Shares	28,750,000	—	28,750,000
Basic and diluted net income per share, Public Shares	\$ 0.06	\$ 0.27 (a)	\$ 0.33
Basic and diluted weighted average shares outstanding of Founder Shares	7,187,500	—	7,187,500
Basic and diluted net loss per share, Founder Shares	\$ (0.02)	\$ (0.65) (a)	\$ (0.67)

REPLAY ACQUISITION CORP.
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The following tables contain the restatement of previously reported unaudited Statements of Cash Flows for the three and six month periods ended June 30, 2020 and 2019.

	For the six months ended June 30, 2020		
	As Reported	Restatement Adjustments	As Restated
Cash Flows from Operating Activities:			
Net income (loss)	\$ 851,398	\$(1,172,500) (a)	\$ (321,102)
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Gain on marketable securities, dividends and interest held in Trust Account	(1,114,579)	—	(1,114,579)
Loss on revaluation of warrant liability	—	1,172,500 (a)	1,172,500
Changes in operating assets and liabilities:			
Prepaid expenses	(20,595)	—	(20,595)
Accounts payable	(60,517)	—	(60,517)
Accrued expenses	16,140	—	16,140
Net cash used in operating activities	(328,153)	—	(328,153)
Net change in cash	(328,153)	—	(328,153)
Cash - beginning of period	1,589,795	—	1,589,795
Cash - end of period	\$1,261,642	\$ —	\$1,261,642
Supplemental disclosure of noncash activities:			
Remeasurement of ordinary shares subject to possible redemption	\$ 851,400	\$ (851,400) (a)	\$ —

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NOTES TO UNAUDITED FINANCIAL STATEMENTS

	For the six months ended June 30, 2019		
	As Reported	Restatement Adjustments	As Restated
Cash Flows from Operating Activities:			
Net income	\$ 1,626,364	\$ 2,969,261 (a)	\$ 4,595,625
Adjustments to reconcile net income to net cash used in operating activities:			
General and administrative expenses paid by related party	2,206	—	2,206
Gain on marketable securities, dividends and interest held in Trust Account	(1,760,594)	—	(1,760,594)
Gain on revaluation of warrant liability	—	(3,617,500) (a)	(3,617,500)
Changes in operating assets and liabilities:			
Prepaid expenses	(138,629)	—	(138,629)
Accrued expenses	82,575	—	82,575
Net cash used in operating activities	<u>(188,078)</u>	<u>(648,239)</u>	<u>(836,317)</u>
Cash Flows from Investing Activities:			
Cash deposited in Trust Account	(287,500,000)	—	(287,500,000)
Net cash used in investing activities	<u>(287,500,000)</u>	<u>—</u>	<u>(287,500,000)</u>
Cash Flows from Financing Activities:			
Proceeds from note payable to related party	250,000	—	250,000
Repayment of note payable and advances from related party	(252,206)	—	(252,206)
Proceeds received from initial public offering	287,500,000	—	287,500,000
Proceeds from private placement	7,750,000	—	7,750,000
Offering costs paid	(5,800,229)	648,239 (a)	(5,151,990)
Net cash provided by financing activities	<u>289,447,565</u>	<u>648,239</u>	<u>290,095,804</u>
Net change in cash	1,759,487	—	1,759,487
Cash - beginning of period	25,000	—	25,000
Cash - end of period	<u>\$ 1,784,487</u>	<u>\$ —</u>	<u>\$ 1,784,487</u>
Supplemental disclosure of noncash activities:			
Offering costs included in accrued expenses	\$ 85,000	\$ —	\$ 85,000
Offering costs included in accounts payable	\$ 2,600	\$ —	\$ 2,600
Remeasurement of ordinary shares subject to possible redemption	\$ 276,823,340	\$(250,033,750) (a)	\$ 26,789,590
Deferred underwriting commissions	\$ —	\$ 9,187,500 (a)	\$ 9,187,500

(a) The Restatement Adjustments reflect the entries to record the initial liability for the Public and Private Warrants issued as part of Replay's initial public offering and private placement, respectively, and to account for the adjustment to fair value of this liability at the end of each period presented. The initial fair value of the Public and Private Warrants of \$19.3 million was recorded in April 2019 as a warrant liability with an offset to additional paid-in capital. In addition, the initial adjusting entry was also to expense approximately \$648 thousand of costs directly associated with the issuance of the Public Warrants. The proceeds received from the sale of private warrants in excess of their fair value of \$775 thousand was recognized as additional paid-in capital. For each subsequent quarter end, starting with June 30, 2019, the liability was revalued and the change in fair value reflected in "Gain/loss on revaluation of warrant liability" in the Statements of Operations. The Restatement Adjustment also reflect the impact of the remeasurement as of June 30, 2019 of the redeemable shares classified in temporary equity to align with the expected redemption amount of \$287.5 million, the impact of the remeasurement of approximately \$26.8 million was recognized as increase to the

REPLAY ACQUISITION CORP.
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temporary equity balance with the offset to additional paid in capital and accumulated deficit. Additionally, the redemption amount was increased by the gains on marketable securities, dividends and interest held in the trust account, which is also subject to redemption by the ordinary shareholders. Lastly, the earning per share for both the Public and Founder shares was adjusted to account for the measurement adjustment to the temporary equity in accordance with the two classes of shares method and the guidance in ASC 480-10-S99-3A.

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Note 9—Subsequent Events

In accordance with ASC Topic 855, *Subsequent Events*, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued, the Company evaluated subsequent events and transactions that occurred after June 30, 2020, the balance sheet date, up to the date that the financial statements were available to be issued. As a result, the following transactions were identified as subsequent events as of May 28, 2021.

On October 12, 2020, the Company, FoA, New Pubco, Replay Merger Sub, Blocker Merger Sub, Blocker, Blocker GP, the Sellers and BTO Urban and Family Holdings, solely in their joint capacity as the Seller Representative, entered into the Transaction Agreement, pursuant to which the Company agreed to combine with FoA in the Proposed Business Combination that will result in New Pubco becoming a publicly-traded company on the NYSE and controlling FoA in an “UP-C” structure.

The Proposed Business Combination encompasses a series of transactions to effect an “UP-C” structure, pursuant to which, among other things: (i) the Company will change its jurisdiction of incorporation from the Cayman Islands to the State of Delaware by deregistering as an exempted company in the Cayman Islands and continuing and domesticating as Finance of America Companies, Inc. a limited liability company formed under the laws of the State of Delaware (the “Domestication”).

On April 1, 2021, the Company consummated the Proposed Business Combination with New Pubco resulting in the Domestication, whereby the Company became a wholly owned consolidated subsidiary of New Pubco. The Business Combination will be accounted for using the acquisition method with New Pubco as the accounting acquirer. Under the acquisition method of accounting, the Company’s assets and liabilities will be recorded at carrying value and the assets and liabilities associated with FoA will be recorded at estimated fair value as of the acquisition date. The excess of the purchase price over the estimated fair values of FoA’s net assets acquired, if applicable, was recognized as goodwill. For accounting purposes, the acquirer is the entity that has obtained control of another entity and, thus, consummated a business combination. The determination of whether control has been obtained begins with the evaluation of whether control should be evaluated based on the variable interest or voting interest model pursuant to ASC Topic 810, *Consolidation*. If the acquiree is a variable interest entity, the primary beneficiary would be the accounting acquirer. FoA meets the definition of a variable interest entity and the New Pubco was determined to be the primary beneficiary.

Additional disclosures required by ASC 805, *Business Combinations*, with respect to the acquisition have been omitted because the information needed for the disclosures is not currently available due to the close proximity of closing of this transaction with the date these financial statements are being issued.

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

This "Management's Discussion and Analysis of Financial Condition and Results of Operations" has been amended and restated to give effect to the restatement of Replay's financial statements, as more fully described in Note 8 to the financial statements entitled "Restatement of Previously Issued Financial Statements". For further detail regarding the restatement, see "Explanatory Note" and Part I, Item 4. "Controls and Procedures."

As used in this Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, "we" and "our" shall mean Replay or Replay's management, as the context may require, if relating to a statement made prior to the Business Combination or and shall mean the Company (as successor registrant to Replay) or the Company's management, as the context may require, if relating to a statement made after the consummation of the Business Combination. References to the "Sponsor" shall mean Replay Sponsor, LLC. The following discussion should be read in conjunction with our unaudited financial statements and related notes thereto included elsewhere in this Report.

Cautionary Note Regarding Forward-Looking Statements

This Report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We have based these forward-looking statements on our current expectations and projections about future events. All statements, other than statements of historical fact included in this Report including, without limitation, statements in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" regarding our financial position, business strategy and the plans and objectives of management for future operations, including the impact of the recent coronavirus (COVID-19) pandemic on our search for a Business Combination (as defined below), are forward-looking statements. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "continue," or the negative of such terms or other similar expressions. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those described in Part II, Item 1A of this Report on and in our other filings with the U.S. Securities and Exchange Commission (the "SEC"), including our Annual Report on Form 10-K/A filed with the SEC on May 17, 2021. The Company's securities filings can be accessed on the EDGAR section of the SEC's website at www.sec.gov.

Restatement of Previously Issued Financial Statements

This "Management's Discussion and Analysis of Financial Condition and Results of Operations" has been amended and restated to give effect to the restatement of our financial statements for the affected periods, as more fully described in Note 8 to our financial statements entitled "Restatement of Previously Issued Financial Statements". For further detail regarding the restatement, see "Explanatory Note" and "Item 4. Controls and Procedures".

Overview

We are a blank check company incorporated as a Cayman Islands exempted company on November 6, 2018 and formed for the purpose of effecting a merger, amalgamation, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses ("Business Combination"). Although we are not limited to a particular business, industry or geographical location for purposes of consummating a Business Combination, we have initially focused our search for a target in Argentina and/or Brazil focused on industries that we believe have favorable prospects and a high likelihood of generating strong risk-adjusted returns for our shareholders. These industries include, but are not limited to, the consumer, telecommunications and technology, energy, financial services and real estate sectors.

The registration statement for our initial public offering ("Initial Public Offering") was declared effective on April 3, 2019. On April 8, 2019, we consummated our Initial Public Offering of 28,750,000 units ("Units") at an offering price of \$10.00 per Unit, including the issuance of 3,750,000 Units as a result of the underwriters' full exercise of their over-allotment option, generating gross proceeds of \$287,500,000. Each Unit consists of one ordinary share, par value \$0.0001 per share, and one-half of one warrant, each whole warrant entitling the holder thereof to purchase one ordinary share at a price of \$11.50 per share, subject to adjustment. An aggregate of 2,500,000 Units were purchased by certain affiliates of our Sponsor in our Initial Public Offering for gross proceeds of \$25,000,000 ("Affiliate Units").

Simultaneously with the consummation of our Initial Public Offering and the full over-allotment option, we consummated a private placement (the "Private Placement") of 7,750,000 warrants ("Private Placement Warrants") to our Sponsor at a price of \$1.00 per Private Placement Warrant, generating total proceeds of \$7,750,000. Following our Initial Public Offering and the Private Placement, and after deducting offering expenses, \$287,500,000 (including \$9,187,500 of deferred underwriting commissions) were placed in a trust account established for the benefit of our public shareholders (the "Trust Account").

If we are unable to complete an initial Business Combination by April 8, 2021, we will (1) cease all operations except for the purpose of winding up, (2) as promptly as reasonably possible but not more than 10 business days thereafter, subject to lawfully available funds therefor, redeem the public shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest (less up to \$100,000 of interest to pay dissolution expenses and which interest shall be net of taxes payable), divided by the number of then issued and outstanding public shares, which redemption will completely extinguish public shareholders' rights as shareholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (3) as promptly as reasonably possible following such redemption, subject to the approval of our remaining shareholders and our board of directors, dissolve and liquidate, subject in each case to our obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law.

On August 15, 2019, we received a written notice (the "Notice") from the staff of NYSE Regulation of the New York Stock Exchange ("NYSE") indicating that we are not currently in compliance with Section 802.01B of the NYSE Listed Company Manual (the "Manual"), which requires us to maintain a minimum of 300 public shareholders on a continuous basis. Pursuant to the Notice, we are subject to the procedures set forth in Sections 801 and 802 of the Manual. We submitted a business plan that demonstrates how we expect to return to compliance with the minimum public shareholders requirement within 18 months of receipt of the Notice. We anticipate that we will satisfy this listing requirement within such time period once we consummate our initial Business Combination. On October 24, 2019, we were notified by the staff of NYSE Regulation that the NYSE's Listings Operations Committee agreed to accept our business plan, and we are currently subject to quarterly monitoring for compliance with such plan. Our ordinary shares, warrants and Units, which trade under the symbols "RPLA," "RPLA WS" and "RPLA.U," respectively, will continue to be listed and traded on the NYSE during the cure period, subject to our compliance with the NYSE's other applicable continued listing standards, and will bear the indicator ".BC" on the consolidated tape to indicate noncompliance with the NYSE's continued listing standards.

Covid-19

On January 30, 2020, the World Health Organization ("WHO") announced a global health emergency because of a new strain of coronavirus (COVID-19). In March 2020, the WHO classified the COVID-19 outbreak as a pandemic (the "COVID-19 pandemic"), based on the rapid increase in exposure globally. The full impact of the COVID-19 pandemic continues to evolve. The impact of the COVID-19 pandemic on our results of operations, financial position and cash flows will depend on future developments, including the duration and spread of the pandemic and related advisories and restrictions. These developments and the impact of the COVID-19 pandemic on the financial markets and the overall economy are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy are impacted for an extended period, our results of operations, financial position and cash flows may be materially adversely affected. Additionally, our ability to complete an initial Business Combination may be materially adversely affected due to significant governmental measures being implemented to contain the COVID-19 pandemic or treat its impact, including travel restrictions, the shutdown of businesses and quarantines, among others, which may limit our ability to have meetings with potential investors or affect the ability of a potential target company's personnel, vendors and service providers to negotiate and consummate an initial Business Combination in a timely manner. Our ability to consummate an initial Business Combination may also be dependent on the ability to raise additional equity and debt financing, which may be impacted by the COVID-19 pandemic and the resulting market downturn.

Results of Operations

Our entire activity since November 6, 2018 (inception) through April 8, 2019 was in preparation for our Initial Public Offering, and since our Initial Public Offering, our activity has been limited to the search for a prospective initial Business Combination. We will not generate any operating revenues until the closing and completion of our initial Business Combination. We generate non-operating income in the form of investment income on investments held in the Trust Account after our Initial Public Offering. We are incurring expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence expenses in connection with completing a Business Combination.

For the three months ended June 30, 2020, we had net loss of approximately \$7.0 million, which consisted of an approximately \$6.9 million in loss on revaluation of the warrant liability, and approximately \$0.1 million in general and administrative expenses.

For the three months ended June 30, 2019, we had net income of approximately \$4.6 million, which consisted of a \$3.6 million gain on revaluation of the warrant liability and approximately \$1.8 million gain on marketable securities, dividends and interest held in the Trust Account, offset by \$0.6 million in issuance costs allocated to the public warrants.

For the six months ended June 30, 2020, we had net loss of approximately \$0.3 million, which consisted of an approximately \$1.2 million loss on the revaluation of the warrant liability and \$0.3 million in general and administrative expenses, offset by a \$1.1 million gain on marketable securities, dividends and interest held in the Trust Account.

For the six months ended June 30, 2019, we had net income of approximately \$4.6 million, which consisted of a \$3.6 million gain on revaluation of the warrant liability and approximately \$1.8 million gain on marketable securities, dividends and interest held in the Trust Account, offset by \$0.6 million in issuance costs allocated to the public warrants.

Going Concern Consideration

As of June 30, 2020, we had approximately \$1.3 million outside of the Trust Account, approximately \$5.7 million of investment income available in the Trust Account to pay for tax obligations (less up to \$100,000 of interest to pay dissolution expenses), and a working capital surplus of approximately \$1.3 million.

Through June 30, 2020, our liquidity needs have been satisfied through receipt of a \$25,000 capital contribution from our Sponsor in exchange for the issuance of the Founder Shares (defined below) to our Sponsor, \$250,000 in loans from our Sponsor under an unsecured promissory note and approximately \$2,000 in advances from a related party. Subsequent to the consummation of our Initial Public Offering, we received the net proceeds from the consummation of the Private Placement not held in the Trust Account of \$2.0 million. We fully repaid the note and the advances to our Sponsor and the related party in May 2019.

Following our Initial Public Offering and the Private Placement, \$287.5 million was placed in the Trust Account, including approximately \$9.2 million of deferred underwriting commissions. We intend to use substantially all of the funds held in the Trust Account, including any amounts representing interest earned on the Trust Account (which interest shall be net of taxes payable and excluding deferred underwriting commissions) to complete our initial Business Combination. To the extent that our ordinary shares or debt is used, in whole or in part, as consideration to complete our initial Business Combination, the remaining proceeds held in the Trust Account will be used as working capital to finance the operations of the target business or businesses, make other acquisitions and pursue our growth strategies.

We intend to use the funds held outside the Trust Account primarily to identify and evaluate target businesses, perform business due diligence on prospective target businesses, travel to and from the offices, plants or similar locations of prospective target businesses or their representatives or owners, review corporate documents and material agreements of prospective target businesses, structure, negotiate and complete a Business Combination, and to pay taxes to the extent the interest earned on the Trust Account is not sufficient to pay our taxes.

In addition, in order to finance transaction costs in connection with a Business Combination, our Sponsor or an affiliate of our Sponsor, or certain of our officers and directors may, but are not obligated to, loan us funds as may be required (“Working Capital Loans”). Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender’s discretion, up to \$1.5 million of such Working Capital Loans may be convertible into warrants at a price of \$1.00 per warrant. The warrants would be identical to the Private Placement Warrants. To date, we had no borrowings under the Working Capital Loans.

In connection with our assessment of going concern considerations in accordance with Financial Accounting Standards Board (the “FASB”) Accounting Standards Update 2014-15, “Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern,” management has determined that in light of the upcoming Business Combination, whereby the Company became a wholly owned subsidiary of New Pubco, Replay will continue to operate as a going concern. No adjustments have been made to the carrying amounts of assets or liabilities should the Company be required to liquidate after April 8, 2021. Refer to Note 9 - Subsequent Events for further detail on the upcoming Business Combination.

Related Party Transactions

Founder Shares

In December 2018, our Sponsor purchased 7,187,500 ordinary shares, par value \$0.0001 per share (“Founder Shares”), for an aggregate price of \$25,000. In March 2019, our Sponsor transferred to our independent directors an aggregate of 90,000 Founder Shares at the same price originally paid for such shares. Our Sponsor agreed to forfeit up to 937,500 Founder Shares to the extent that the over-allotment option was not exercised in full by the underwriters. The forfeiture was to be adjusted to the extent that the over-allotment option was not exercised in full by the underwriters so that the Founder Shares would represent 20.0% of our issued and outstanding shares after our Initial Public Offering. On April 5, 2019, the underwriters fully exercised their over-allotment option which closed simultaneously with our Initial Public Offering; thus, the 937,500 Founder Shares were no longer subject to forfeiture.

Our Sponsor and our officers and directors agreed, subject to limited exceptions, not to transfer, assign or sell any of their Founder Shares until the earlier to occur of: (A) one year after the completion of our initial Business Combination or (B) subsequent to our initial Business Combination, (x) if the last reported sale price of the ordinary shares equals or exceeds \$12.00 per share (as adjusted for share splits, share dividends, rights issuances, subdivisions, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after our initial Business Combination, or (y) the date on which we complete a liquidation, merger, amalgamation, share exchange, reorganization or other similar transaction that results in all of our shareholders having the right to exchange their ordinary shares for cash, securities or other property.

Simultaneously with the closing of our Initial Public Offering on April 8, 2019, we sold 7,750,000 Private Placement Warrants to our Sponsor at a price of \$1.00 per Private Placement Warrant, generating gross proceeds of \$7.75 million. Each Private Placement Warrant is exercisable for one ordinary share at a price of \$11.50 per share. A portion of the net proceeds from the Private Placement was added to the proceeds from our Initial Public Offering held in the Trust Account. If we do not complete our initial Business Combination by April 8, 2021, the Private Placement Warrants will expire worthless. The Private Placement Warrants are non-redeemable and exercisable on a cashless basis so long as they are held by our Sponsor or its permitted transferees.

Our Sponsor and our officers and directors agreed, subject to limited exceptions, not to transfer, assign or sell any of their Private Placement Warrants until 30 days after the completion of our initial Business Combination.

Related Party Loans

On December 1, 2018, our Sponsor agreed to loan us an aggregate of up to \$250,000 to cover expenses related to our Initial Public Offering pursuant to an unsecured promissory note. This loan was non-interest bearing and payable on the earlier of June 30, 2019 or the completion of our Initial Public Offering. We borrowed \$250,000 under the note, and fully repaid on May 6, 2019.

In addition to the promissory note, we borrowed approximately \$2,000 from a related party for general and administrative expenses. We repaid this amount on May 7, 2019.

In addition, in order to finance transaction costs in connection with a Business Combination, our Sponsor or an affiliate of our Sponsor, or certain of our officers and directors may, but are not obligated to, loan us Working Capital Loans. If we complete a Business Combination, we would repay the Working Capital Loans out of the proceeds of the Trust Account released to us. Otherwise, the Working Capital Loans would be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, we may use a portion of proceeds held outside the Trust Account to repay the Working Capital Loans but no proceeds held in the Trust Account would be used to repay the Working Capital Loans. Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender’s discretion, up to \$1,500,000 of such Working Capital Loans may be convertible into warrants at a price of \$1.00 per warrant. The warrants would be identical to the Private Placement Warrants. To date, we had no borrowings under the Working Capital Loans.

Reimbursement

Our Sponsor, officers and directors, or any of their respective affiliates, will be reimbursed for any out-of-pocket expenses incurred in connection with activities on our behalf such as identifying potential target businesses and performing due diligence on suitable Business Combinations. Our audit committee will review on a quarterly basis all payments that were made to our Sponsor, officers, directors or our or any of their affiliates and will determine which expenses and the amount of expenses that will be reimbursed. There is no cap or ceiling on the reimbursement of out-of-pocket expenses incurred by such persons in connection with activities on our behalf.

Commitments and Contingencies

Registration Rights

The holders of Founder Shares, Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans, if any, and any ordinary shares underlying such securities, are entitled to registration rights pursuant to a registration rights agreement entered into on April 3, 2019. These holders will be entitled to certain demand and “piggyback” registration rights. However, the registration rights agreement provides that we will not permit any registration statement filed under the Securities Act to become effective until the termination of the applicable lock-up period for the securities to be registered. We will bear the expenses incurred in connection with the filing of any such registration statements.

Underwriting Agreement

We granted the underwriters a 45-day option from April 3, 2019 to purchase up to 3,750,000 additional Units to cover over-allotments, if any, at the Initial Public Offering price less the underwriting discounts and commissions. On April 5, 2019, the underwriters fully exercised their over-allotment option which closed simultaneously with our Initial Public Offering.

Except on the 2,500,000 Affiliate Units sold in our Initial Public Offering, the underwriters were entitled to an underwriting discount of \$0.20 per Unit, or \$5.25 million in the aggregate, paid upon the closing of our Initial Public Offering. In addition, \$0.35 per Unit, or approximately \$9.2 million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that we complete a Business Combination, subject to the terms of the underwriting agreement.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and income and expenses during the periods reported. Actual results could materially differ from those estimates. We have identified our critical accounting policies in Note 2 - Summary of Significant Accounting Policies in the notes to financial statements of our Form 10-K/A filed with the SEC on May 17, 2021.

See Note 2 - Summary of Significant Accounting Policies in the notes to unaudited financial statements.

Off-Balance Sheet Arrangements and Contractual Obligations

As of June 30, 2020 and December 31, 2019, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K and did not have any long-term debt obligations, capital lease obligations, operating lease obligations, purchase obligations or other long-term liabilities.

JOBS Act

The Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”) contains provisions that, among other things, relax certain reporting requirements for qualifying public companies. We qualify as an “emerging growth company” and under the JOBS Act are allowed to comply with new or revised accounting pronouncements based on the effective date for private (not publicly traded) companies. We are electing to delay the adoption of new or revised accounting standards, and as a result, we may not comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. As a result, our financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.

Additionally, we are in the process of evaluating the benefits of relying on the other reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, if, as an “emerging growth company,” we choose to rely on such exemptions we may not be required to, among other things, (i) provide an auditor’s attestation report on our system of internal controls over financial reporting pursuant to Section 404, (ii) provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act, (iii) comply with any requirement that may be adopted by the PCAOB regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements (auditor discussion and analysis) and (iv) disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the CEO’s compensation to median employee compensation. These exemptions will apply for a period of five years following the completion of our Initial Public Offering or until we are no longer an “emerging growth company,” whichever is earlier.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information otherwise required under this item.

Item 4. Controls and Procedures

The disclosure in Part I. Item 4. Controls and Procedures in the Original Filing is hereby amended by the following. As used in this Part I. Item 4. Controls and Procedures, “we” and “our” shall mean Replay or Replay’s management, as the context may require, if relating to a statement made prior to the Business Combination and shall mean the Company (as successor registrant to Replay) or the Company’s management, as the context may require, if relating to a statement made after the consummation of the Business Combination. Any material weakness described herein with respect to an Affected Period means the material weakness of Replay.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and

procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

We do not expect that our disclosure controls and procedures will prevent all errors and all instances of fraud. Disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Further, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and the benefits must be considered relative to their costs. Because of the inherent limitations in all disclosure controls and procedures, no evaluation of disclosure controls and procedures can provide absolute assurance that we have detected all our control deficiencies and instances of fraud, if any. The design of disclosure controls and procedures also is based partly on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Evaluation of Disclosure Controls and Procedures

As required by Rules 13a-15 and 15d-15 under the Exchange Act, the Co-Chief Executive Officers and Chief Financial Officer of Replay carried out an evaluation of the effectiveness of the design and operation of Replay's disclosure controls and procedures as of June 30, 2020. On August 6, 2020, Replay filed its original Quarterly Report on Form 10-Q for the quarter ended June 30, 2020 (the "Original Report"). Based upon the evaluation at that earlier time, Replay's Co-Chief Executive Officers and Chief Financial Officer had concluded that Replay's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective. Subsequently, in light of the SEC's Public statement and as a result of the material weakness in Replay's internal control over financial reporting as described below, as a successor registrant to Replay, the Chief Executive Officer and Chief Financial Officer of the Company concluded that the disclosure controls and procedures of Replay were not effective, at the reasonable assurance level, as of June 30, 2020, to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in rules and forms of the SEC.

Remediation of the Material Weakness in Internal Control Over Financial Reporting

As previously reported, Replay's internal control over financial reporting did not result in the proper classification of certain of the warrants Replay issued in April 2019 which, due to its impact on the financial statements, was determined to be a material weakness. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that a reasonable possibility exists that a material misstatement of the annual or interim financial statements could not be prevented or detected on a timely basis. A material weakness was identified in Replay's controls over the accounting for temporary and permanent equity and complex financial instruments. The controls to evaluate the accounting for complex financial instruments, such as temporary and permanent equity and issued by a SPAC, did not operate effectively to appropriately apply the provisions of ASC 815-40. This material weakness resulted in the failure to prevent a material error in the accounting for temporary and permanent equity warrants and the resulting restatement of Replay's previously issued financial statements. While processes exist to properly identify and evaluate the appropriate accounting technical pronouncements and other literature for all significant or unusual transactions, in light of the SEC's Public Statement and the Business Combination, we are improving these processes to ensure that the nuances of such transactions are effectively evaluated in the context of the increasingly complex accounting standards. As successor to Replay, the remediation plan at this time include acquiring enhanced access to accounting literature, research materials and documents and increased communication among personnel and third-party professionals with whom we consult regarding the application of temporary and permanent equity and complex accounting transactions. The remediation plan can only be accomplished over time and will be continually reviewed to determine that it is achieving its objectives. No assurance can be offered that these initiatives will ultimately have the intended effects.

Changes in Internal Control Over Financial Reporting

During the quarter ended June 30, 2020, there was no change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting, as the circumstances that led to the restatement of Replay's financial statements described in this Report had not yet been identified.

PART II--OTHER INFORMATION

Item 1A. Risk Factors

The disclosure in Part II. Item 1A. Risk Factors in the Original Filing is hereby amended to add the following risk factors. As used in this Part II. Item 1A. Risk Factors, “we” and “our” shall mean Replay or Replay’s management, as the context may require, if relating to a statement made prior to the Business Combination and shall mean the Company (as successor registrant to Replay) or the Company’s management, as the context may require, if relating to a statement made after the consummation of the Business Combination. Any material weakness described herein with respect to an Affected Period means the material weakness of Replay. Except for the additional risk factors below, this Amendment does not amend, update or change any other items or disclosures contained in Item 1A. Risk Factors in the Original Filing. This Amendment should be read in conjunction with the Original Filing.

Our warrants are accounted for as liabilities and the changes in value of our warrants could have a material effect on our financial results.

On April 12, 2021, the Acting Chief Accountant and Acting Director of the Division of Corporation Finance of the SEC issued the Public Statement. The Public Statement sets forth the conclusion of the SEC’s Office of the Chief Accountant that certain provisions included in the warrant agreements entered into by many special purpose acquisition companies require such warrants to be accounted for as liabilities measured at fair value, rather than as equity securities, with changes in fair value during each financial reporting period reported in earnings. As a result of the Public Statement, we reevaluated the accounting treatment of our 14,375,000 warrants issued in connection with Replay’s IPO (the “Public Warrants”) and 7,750,000 private placement warrants (the “Private Warrants” and, together with the Public Warrants, the “Warrants”), and determined to classify the Warrants as derivative liabilities measured at fair value, with changes in fair value each period reported in earnings.

As a result, included on our Balance Sheets as of June 30, 2020 and 2019 contained elsewhere in this Report are derivative liabilities related to embedded features contained within our Warrants. Accounting Standards Codification (“ASC”) Topic 815, *Derivatives and Hedging* (“ASC 815”), provides for the remeasurement of the fair value of such derivatives at each balance sheet date, with a resulting non-cash gain or loss related to the change in the fair value being recognized in earnings in the Statements of Operations. As a result of the recurring fair value measurement, our financial statements and results of operations may fluctuate quarterly, based on factors, which are outside of our control. Due to the recurring fair value measurement, we expect that we will recognize non-cash gains or losses on our Warrants each reporting period and that the amount of such gains or losses could be material.

We have identified a material weakness in our internal control over financial reporting, and, as a result, we have determined that our disclosure controls and procedures were not effective as of June 30, 2020. If we are unable to develop and maintain an effective system of internal control over financial reporting and effective disclosure controls and procedures, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us and materially and adversely affect our business and operating results.

Following this issuance of the Public Statement, after consultation with our independent registered public accounting firm, our management and our audit committee concluded that, in light of the Public Statement, it was appropriate to restate Replay’s previously issued financial statements for the Affected Periods (the “Restatement”). See “—Our warrants are accounted for as liabilities and the changes in value of our Warrants could have a material effect on our financial results.” As part of such process, we identified a material weakness in our internal controls over financial reporting. In addition, management, along with our principal executive and financial officers, have concluded that our disclosure controls and procedures were not effective as of June 30, 2020, in light of the material weakness identified in our internal control over financial reporting.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented, or detected and corrected on a timely basis.

Effective internal controls are necessary for us to provide reliable financial reports and prevent fraud. We continue to evaluate steps to remediate the material weakness. These remediation measures may be time consuming and costly and there is no assurance that these initiatives will ultimately have the intended effects.

If we identify any new material weaknesses in the future, any such newly identified material weakness could limit our ability to prevent or detect a misstatement of our accounts or disclosures that could result in a material misstatement of our annual or interim financial statements. In such case, we may be unable to maintain compliance with securities law requirements regarding timely filing of periodic reports in addition to applicable stock exchange listing requirements, investors may lose confidence in our financial reporting and the prices of our securities may decline as a result. We cannot assure you that the measures we have taken to date, or any measures we may take in the future, will be sufficient to avoid potential future material weaknesses.

REPLAY ACQUISITION CORP.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Item 6 Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
31.1*	<u>Certificate of Patricia Cook, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certificate of Johan Gericke, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1**	<u>Certificate of Patricia Cook, Chief Executive Officer, pursuant to Section 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2**	<u>Certificate of Johan Gericke, Chief Executive Officer, pursuant to Section 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS***	XBRL Instance Document
101.SCH***	XBRL Taxonomy Extension Schema
101.CAL***	XBRL Taxonomy Calculation Linkbase
101.LAB***	XBRL Taxonomy Label Document
101.PRE***	XBRL Definition Linkbase Document
101.DEF***	XBRL Definition Linkbase Document
*	Filed herewith.
**	Furnished herewith.
***	XBRL (eXtensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

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

Dated: May 28, 2021

Finance of America Companies Inc.

By: /s/ Johan Gericke
Johan Gericke
Executive Vice President and Chief Financial Officer (Principal
Financial Officer and Authorized Signatory)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Patricia Cook, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020 of Finance of America Companies Inc., as successor registrant to Replay Acquisition LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. [Intentionally omitted];
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 28, 2021

/s/ Patricia Cook

Patricia Cook
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Johan Gericke, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020 of Finance of America Companies Inc., as successor registrant to Replay Acquisition LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. [Intentionally omitted];
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 28, 2021

/s/ Johan Gericke

Johan Gericke
Executive Vice President, Chief Financial Officer
(Principal Financial Officer)

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

In connection with Amendment No. 1 to the Quarterly Report on Form 10-Q of Finance of America Companies Inc. (as successor registrant to Replay Acquisition LLC) (the "Company") for the quarterly period ended June 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Patricia Cook, Chief Executive Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 28, 2021

/s/ Patricia Cook

Patricia Cook
Chief Executive Officer
(Principal Executive Officer)

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

In connection with Amendment No. 1 to the Quarterly Report on Form 10-Q of Finance of America Companies Inc. (as successor registrant to Replay Acquisition LLC) (the "Company") for the quarterly period ended June 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Johan Gericke, Executive Vice President, Chief Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 28, 2021

/s/ Johan Gericke

Johan Gericke
Executive Vice President, Chief Financial Officer
(Principal Financial Officer)