

REFINITIV

DELTA REPORT

10-Q

IPGP - IPG PHOTONICS CORP

10-Q - SEPTEMBER 30, 2024 COMPARED TO 10-Q - JUNE 30, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	932
CHANGES	281
DELETIONS	311
ADDITIONS	340

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

(Mark One)

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

For the quarterly period ended June 30, 2024 September 30, 2024

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 001-33155

image.jpg

IPG PHOTONICS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

04-3444218

(I.R.S. Employer

Identification Number)

377 Simarano Drive, Marlborough, Massachusetts

(Address of principal executive offices)

01752

(Zip code)

Registrant's telephone number, including area code: (508) 373-1100

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	IPGP	The Nasdaq Stock Market LLC

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

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

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

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-Accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
Emerging Growth Company	<input type="checkbox"/>		

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 July 29, 2024 October 28, 2024, there were 44,226,115 43,248,080 shares of the registrant's common stock outstanding.

TABLE OF CONTENTS

[Part I. Financial Information](#)
[Item 1. Unaudited Interim Financial Statements](#)
[Condensed Consolidated Balance Sheets: June September 30, 30, 2024 and December 31, 2023](#)
[Condensed Consolidated Statements of Income: Three and and Six NineMonths Ended June September 30, 30, 2024 and 2023](#)
[Condensed Consolidated Statements of Comprehensive Income: Three and and Six NineMonths Ended June September 30, 30, 2024 and 2023](#)
[Condensed Consolidated Statements of Cash Flows: Six Nine Months Ended June September 30, 2024 and 2023](#)
[Condensed Consolidated Statements of Equity: Three and and Six NineMonths Ended June September 30, 2024 and 2023](#)
[Notes to Condensed Consolidated Financial Statements](#)
[Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations](#)
[Item 3. Quantitative and Qualitative Disclosures About Market Risk](#)
[Item 4. Controls and Procedures](#)
[Part II. Other Information](#)
[Item 1. Legal Proceedings](#)
[Item 1A. Risk Factors](#)
[Item 2. Unregistered Sales of Equity Securities and Use of Proceeds](#)
[Item 3. Defaults Upon Senior Securities](#)
[Item 4. Mine Safety Disclosures](#)
[Item 5. Other Information](#)
[Item 6. Exhibits](#)
[Signatures](#)

1

1

1

2

3

4

5

6

16 15

27 26

28 27

29 28

29 28

29 28

29 28

30 29

30 29

31 30

PART I—FINANCIAL INFORMATION

ITEM 1. UNAUDITED INTERIM FINANCIAL STATEMENTS

IPG PHOTONICS CORPORATION					
CONDENSED CONSOLIDATED BALANCE SHEETS					
		June 30,		December 31,	
		September		December 31,	
		30,		December 31,	
		2024	2024	2023	2024 2023
				(In thousands, except share and per share data)	
				ASSETS	
Current assets:					
Cash and cash equivalents					
Cash and cash equivalents					
Cash and cash equivalents					
Short-term investments					
Accounts receivable, net					
Inventories					
Prepaid income taxes					
Prepaid expenses and other current assets					
Total current assets					
Total current assets					

Total current assets	
Deferred income taxes, net	
Goodwill	
Intangible assets, net	
Property, plant and equipment, net	
Other assets	
Total assets	
LIABILITIES AND EQUITY	
Current liabilities:	
Accounts payable	
Accounts payable	
Accounts payable	
Accrued expenses and other current liabilities	
Income taxes payable	
Income taxes payable	
Income taxes payable	
Total current liabilities	
Other long-term liabilities and deferred income taxes	
Total liabilities	
Total liabilities	
Total liabilities	
Commitments and contingencies (Note 10)	
Commitments and contingencies (Note 10)	
Commitments and contingencies (Note 10)	
Commitments and contingencies (Note 11)	
Commitments and contingencies (Note 11)	
Commitments and contingencies (Note 11)	
IPG Photonics Corporation equity:	
Common stock, \$0.0001 par value, 175,000,000 shares authorized; 56,584,223 and 44,225,282 shares issued and outstanding, respectively, at June 30, 2024; 56,317,438 and 46,320,671 shares issued and outstanding, respectively, at December 31, 2023.	
Common stock, \$0.0001 par value, 175,000,000 shares authorized; 56,584,223 and 44,225,282 shares issued and outstanding, respectively, at June 30, 2024; 56,317,438 and 46,320,671 shares issued and outstanding, respectively, at December 31, 2023.	
Common stock, \$0.0001 par value, 175,000,000 shares authorized; 56,584,223 and 44,225,282 shares issued and outstanding, respectively, at June 30, 2024; 56,317,438 and 46,320,671 shares issued and outstanding, respectively, at December 31, 2023.	
Treasury stock, at cost, 12,358,941 and 9,996,767 shares held at June 30, 2024 and December 31, 2023, respectively.	
Common stock, \$0.0001 par value, 175,000,000 shares authorized; 56,591,081 and 43,248,080 shares issued and outstanding, respectively, at September 30, 2024; 56,317,438 and 46,320,671 shares issued and outstanding, respectively, at December 31, 2023.	
Common stock, \$0.0001 par value, 175,000,000 shares authorized; 56,591,081 and 43,248,080 shares issued and outstanding, respectively, at September 30, 2024; 56,317,438 and 46,320,671 shares issued and outstanding, respectively, at December 31, 2023.	
Common stock, \$0.0001 par value, 175,000,000 shares authorized; 56,591,081 and 43,248,080 shares issued and outstanding, respectively, at September 30, 2024; 56,317,438 and 46,320,671 shares issued and outstanding, respectively, at December 31, 2023.	
Treasury stock, at cost, 13,343,001 and 9,996,767 shares held at September 30, 2024 and December 31, 2023, respectively.	
Additional paid-in capital	
Retained earnings	
Accumulated other comprehensive loss	
Total IPG Photonics Corporation equity	
Total liabilities and equity	
Total liabilities and equity	
Total liabilities and equity	

See notes to condensed consolidated financial statements.

IPG PHOTONICS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended September 30,		Nine Months Ended September 30,				
2024	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023

(In thousands, except per share data)

Net sales
Cost of sales
Gross profit
Operating expenses:
Sales and marketing
Sales and marketing
Sales and marketing
Research and development
General and administrative
Gain on sale of assets
Gain on sale of assets
Gain on sale of assets
Net loss from divestiture and sale of assets
Net loss from divestiture and sale of assets
Net loss from divestiture and sale of assets
Restructuring charges, net
Restructuring charges, net
Restructuring charges, net
Impairment of long-lived assets
Impairment of long-lived assets
Impairment of long-lived assets
Restructuring charges (recoveries), net
Loss (gain) on foreign exchange
Total operating expenses
Operating income
Operating (loss) income
Other income, net:
Interest income, net
Interest income, net
Interest income, net
Other income, net
Other (loss) income, net
Total other income
Income before provision for income taxes
Provision for income taxes
(Loss) income before provision for income taxes
Income tax (benefit) expense
Net income attributable to IPG Photonics Corporation common stockholders
Net (loss) income attributable to IPG Photonics Corporation common stockholders
Net income attributable to IPG Photonics Corporation common stockholders
Net (loss) income attributable to IPG Photonics Corporation common stockholders

Net income attributable to IPG Photonics Corporation common stockholders
Net income attributable to IPG Photonics Corporation per common share:
Net (loss) income attributable to IPG Photonics Corporation common stockholders
Net (loss) income attributable to IPG Photonics Corporation per common share:
Basic
Basic
Basic
Diluted
Weighted average common shares outstanding:
Basic
Basic
Basic
Diluted

See notes to condensed consolidated financial statements.

IPG PHOTONICS CORPORATION										
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME										
Three Months Ended June 30,				Six Months Ended June 30,						
Three Months Ended September 30,				Nine Months Ended September 30,						
2024		2024	2023	2024	2023	2024	2023	2024	2023	2023
(In thousands)										
Net income										
Net (loss) income										
Other comprehensive income (loss), net of tax:										
Foreign currency translation adjustments and other										
Foreign currency translation adjustments and other										
Foreign currency translation adjustments and other										
Unrealized loss on derivatives										
Unrealized loss on derivatives										
Unrealized loss on derivatives										
Total other comprehensive income (loss)										
Total other comprehensive income (loss)										
Total other comprehensive income (loss)										
Comprehensive income attributable to IPG Photonics Corporation										
Comprehensive (loss) income attributable to IPG Photonics Corporation										
Comprehensive income attributable to IPG Photonics Corporation										
Comprehensive (loss) income attributable to IPG Photonics Corporation										
Comprehensive income attributable to IPG Photonics Corporation										
Comprehensive (loss) income attributable to IPG Photonics Corporation										

See notes to condensed consolidated financial statements.

IPG PHOTONICS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Six Months Ended			Nine Months Ended	
June 30,			September 30,	
2024	2024	2023	2024	2023
(In thousands)				

Cash flows from operating activities:

Net income

Net income

Net income

Net (loss) income

Net (loss) income

Net (loss) income

Adjustments to reconcile net income to net cash provided by (used in) operating activities:

Depreciation and amortization

Depreciation and amortization

Depreciation and amortization

Deferred income taxes

Stock-based compensation

Impairment of long-lived assets and restructuring charges (recoveries), net

Impairment of long-lived assets and restructuring charges (recoveries), net

Impairment of long-lived assets and restructuring charges (recoveries), net

Unrealized gain on foreign currency transactions

Unrealized gain on foreign currency transactions

Unrealized gain on foreign currency transactions

Provisions for inventory, warranty and bad debt

Provisions for inventory, warranty and bad debt

Net loss from divestiture and sale of assets

Provisions for inventory, warranty and bad debt

Amortization of premium/discount on investments

Other

Changes in assets and liabilities that provided (used) cash, net of acquisitions:

Accounts receivable

Accounts receivable

Accounts receivable

Inventories

Prepaid expenses and other assets

Accounts payable

Accrued expenses and other liabilities

Income and other taxes payable

Net cash provided by operating activities

Net cash provided by operating activities

Net cash provided by operating activities

Cash flows from investing activities:

Purchases of and deposits on property, plant and equipment

Purchases of and deposits on property, plant and equipment

Purchases of and deposits on property, plant and equipment

Proceeds from sales of property, plant and equipment

Proceeds from sales of property, plant and equipment

Proceeds from sales of property, plant and equipment

Purchases of short-term investments

Proceeds from short-term investments

Other

Other

Net cash outflow from divestiture
Net cash outflow from divestiture
Net cash outflow from divestiture
Other
Net cash provided by (used in) investing activities
Cash flows from financing activities:
Principal payments on long-term borrowings
Principal payments on long-term borrowings
Principal payments on long-term borrowings
Proceeds from issuance of common stock under employee stock option and purchase plans less payments for taxes related to net share settlement of equity awards
Purchase of treasury stock, at cost
Purchase of treasury stock, at cost
Purchase of treasury stock, at cost
Net cash used in financing activities
Net cash used in financing activities
Net cash used in financing activities
Effect of changes in exchange rates on cash and cash equivalents
Net increase (decrease) in cash and cash equivalents
Cash and cash equivalents — Beginning of period
Cash and cash equivalents — End of period
Supplemental disclosure of cash flow information:
Cash paid for interest
Cash paid for interest
Cash paid for interest
Cash paid for income taxes
Non-cash transactions:
Demonstration units transferred from inventory to other assets
Demonstration units transferred from inventory to other assets
Demonstration units transferred from inventory to other assets
Inventory transferred to machinery and equipment
Additions to property, plant and equipment included in accounts payable
Leased assets obtained in exchange for new operating lease liabilities

See notes to condensed consolidated financial statements.

IPG PHOTONICS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

CONDENSED CONSOLIDATED STATEMENTS OF EQUITY																		
	Three Months Ended June 30,						Three Months Ended June 30,						Three Months Ended June 30,					
	Three Months Ended September 30,						Three Months Ended September 30,						Three Months Ended September 30,					

Balance, April 1, 2024
Balance, April 1, 2024
Balance, July 1, 2024
Balance, July 1, 2024
Balance, July 1, 2024
Vesting of RSUs and PSUs, net of shares withheld for taxes, and exercise of stock options
Common stock issued under employee stock purchase plan
Purchased common stock
Purchased common stock
Purchased common stock
Stock-based compensation
Net income
Net loss
Net income
Net loss
Net income
Net loss
Foreign currency translation adjustments and other
Balance, June 30, 2024
Balance, September 30, 2024
Balance, June 30, 2024
Balance, September 30, 2024
Balance, June 30, 2024
Balance, September 30, 2024
Balance, April 1, 2023
Balance, April 1, 2023
Balance, April 1, 2023
Balance, July 1, 2023
Balance, July 1, 2023
Balance, July 1, 2023
Vesting of RSUs and PSUs, net of shares withheld for taxes, and exercise of stock options
Common stock issued under employee stock purchase plan
Purchased common stock
Purchased common stock
Purchased common stock
Stock-based compensation
Net income
Net income
Net income
Foreign currency translation adjustments and other
Unrealized loss on derivatives, net of tax
Unrealized loss on derivatives, net of tax
Unrealized loss on derivatives, net of tax
Balance, June 30, 2023
Balance, June 30, 2023

Balance, June 30, 2023		Six Months Ended June 30,												
		Six Months Ended June 30,												
		Six Months Ended June 30,												
Balance, September 30, 2023														
Balance, September 30, 2023														
Balance, September 30, 2023														
		Nine Months Ended September 30,												
		Nine Months Ended September 30,												
		Nine Months Ended September 30,												
		Common Stock	Common Stock	Treasury Stock	Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total Stockholders' Equity	Common Stock	Treasury Stock	Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total Stockholders' Equity
(In thousands, except share data)														
Balance, January 1, 2024														
Balance, January 1, 2024														
Balance, January 1, 2024														
Vesting of RSUs and PSUs, net of shares withheld for taxes, and exercise of stock options														
Common stock issued under employee stock purchase plan														
Purchased common stock														
Stock-based compensation														
Net income														
Net loss														
Net income														
Net loss														
Net income														
Net loss														
Foreign currency translation adjustments and other														
Balance, June 30, 2024														
Balance, September 30, 2024														
Balance, June 30, 2024														
Balance, September 30, 2024														
Balance, June 30, 2024														
Balance, September 30, 2024														
Balance, January 1, 2023														
Balance, January 1, 2023														
Balance, January 1, 2023														
Vesting of RSUs and PSUs, net of shares withheld for taxes, and exercise of stock options														
Common stock issued under employee stock purchase plan														
Purchased common stock														
Stock-based compensation														
Net income														
Net income														
Net income														
Foreign currency translation adjustments and other														
Unrealized loss on derivatives, net of tax														

Unrealized loss on derivatives, net of tax

Unrealized loss on derivatives, net of tax

Balance, June 30, 2023

Balance, June 30, 2023

Balance, June 30, 2023

Balance, September 30, 2023

Balance, September 30, 2023

Balance, September 30, 2023

See notes to condensed consolidated financial statements.

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share data)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation — The accompanying unaudited condensed consolidated financial statements have been prepared by IPG Photonics Corporation, or "IPG", "its" or the "Company". Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The condensed consolidated financial statements include the Company's accounts and those of its subsidiaries. All intercompany balances have been eliminated in consolidation. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

In the opinion of the Company's management, the financial information for the interim periods presented reflects all adjustments necessary for a fair presentation of the Company's financial position, results of operations and cash flows. The results reported in these condensed consolidated financial statements are not necessarily indicative of results that may be expected for the entire year.

Accounts Receivable and Allowance for Credit Losses — The Company maintains an allowance for doubtful accounts to provide for the estimated amount of accounts receivable that will not be collected. The allowance is based upon an estimate of expected credit losses over the life of outstanding receivables. The estimate involves an assessment of customer creditworthiness, historical payment experience, an assumption of future expected credit losses, and the age of outstanding receivables.

Activity related to the allowance for doubtful accounts was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Balance, beginning of period	\$ 1,817	\$ 2,363	\$ 1,763	\$ 2,639
Provision for bad debts, net of (recoveries)	298	58	391	(151)
Uncollectible accounts written off	(16)	(191)	(41)	(241)
Foreign currency translation	(4)	(61)	(18)	(78)
Balance, end of period	\$ 2,095	\$ 2,169	\$ 2,095	\$ 2,169

Comprehensive Income — Comprehensive income includes charges and credits to equity that are not the result of transactions with stockholders. Included within comprehensive income is the cumulative foreign currency translation adjustments. These adjustments are accumulated within the condensed consolidated statements of comprehensive income.

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

Total components of accumulated other comprehensive loss were as follows:

	Foreign currency translation adjustments and other	Unrealized gain (loss) on derivatives, net of tax	Total
Balance, April 1, 2024	\$ (230,258)	\$ —	\$ (230,258)
Other comprehensive income, net of tax:			
Foreign currency translation adjustments and other, net of tax benefit of \$92	3,406	—	3,406

Total other comprehensive income	3,406	—	3,406
Balance, June 30, 2024	\$ (226,852)	\$ —	\$ (226,852)
Balance, April 1, 2023	\$ (204,195)	\$ 63	\$ (204,132)
Other comprehensive loss, net of tax:			
Foreign currency translation adjustments and other, net of tax expense of \$69	(15,082)	—	(15,082)
Unrealized loss on derivatives, net of tax benefit of \$20	—	(63)	(63)
Total other comprehensive loss	(15,082)	(63)	(15,145)
Balance, June 30, 2023	\$ (219,277)	\$ —	\$ (219,277)
	Foreign currency		
	translation adjustments	Unrealized gain (loss) on	
	and other	derivatives, net of tax	Total
Balance, January 1, 2024	\$ (212,530)	\$ —	\$ (212,530)
Other comprehensive loss, net of tax:			
Foreign currency translation adjustments and other, net of tax benefit of \$125	(14,322)	—	(14,322)
Total other comprehensive loss	(14,322)	—	(14,322)
Balance, June 30, 2024	\$ (226,852)	\$ —	\$ (226,852)
Balance, January 1, 2023	\$ (204,676)	\$ 152	\$ (204,524)
Other comprehensive loss, net of tax:			
Foreign currency translation adjustments and other, net of tax expense of \$104	(14,601)	—	(14,601)
Unrealized loss on derivatives, net of tax benefit of \$46	—	(152)	(152)
Total other comprehensive loss	(14,601)	(152)	(14,753)
Balance, June 30, 2023	\$ (219,277)	\$ —	\$ (219,277)

Subsequent Events — The Company has considered the impact of subsequent events through the filing date of these financial statements. There were no events through the filing date of these financial statements required to be disclosed.

2. RECENT ACCOUNTING PRONOUNCEMENTS

Adopted Pronouncements — In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU 2023-07"), which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses on an annual and interim basis. Under the new guidance an entity is required to disclose the title and position of the chief operating decision maker ("CODM") and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The ASU also requires that an entity that has a single reportable segment provide all the

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

disclosures required by this ASU and all existing segment disclosures in Topic 280. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company adopted this standard during fiscal year 2024, and will start disclosing the required information in fiscal year ending December 31, 2024. The adoption of this standard only impacts disclosures and is not expected to have a material impact on the Company's consolidated financial statements.

Pronouncements Currently Under Evaluation — In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-09"), which requires an entity on an annual basis to disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. The guidance also requires an entity to disclose on an annual basis information about income taxes paid. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is evaluating the impact of this ASU. The adoption of this standard only impacts disclosures and is not expected to have a material impact on the Company's consolidated financial statements.

3. REVENUE FROM CONTRACTS WITH CUSTOMERS

Sales are derived from products for different applications: fiber lasers, diode lasers, systems and accessories for materials processing; fiber lasers, diodes and amplifiers for advanced applications; and fiber lasers, systems and fibers for medical applications.

The following tables represent a disaggregation of revenue from contracts with customers:

--	--

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Sales by Application				
Materials processing	\$ 225,773	\$ 314,184	\$ 452,138	\$ 627,153
Other applications	31,872	25,787	57,516	59,992
Total	<u>\$ 257,645</u>	<u>\$ 339,971</u>	<u>\$ 509,654</u>	<u>\$ 687,145</u>

Sales by Product				
High Power Continuous Wave ("CW") Lasers	\$ 82,225	\$ 145,992	\$ 173,018	\$ 300,026
Medium Power CW Lasers	15,758	22,370	31,972	36,209
Pulsed Lasers	42,536	53,002	77,355	109,149
Quasi-Continuous Wave ("QCW") Lasers	10,549	13,840	26,340	25,122
Laser and Non-Laser Systems	38,668	38,187	76,171	79,571
Other Revenue including Amplifiers, Service, Parts, Accessories and Change in Deferred Revenue	67,909	66,580	124,798	137,068
Total	<u>\$ 257,645</u>	<u>\$ 339,971</u>	<u>\$ 509,654</u>	<u>\$ 687,145</u>

Sales by Geography				
North America	\$ 76,905	\$ 78,220	\$ 140,869	\$ 154,300
Europe:				
Germany	20,809	28,962	40,828	48,795
Other Europe	53,722	72,865	113,219	153,285
Asia:				
China	64,875	98,567	127,605	199,854
Japan	10,215	16,749	26,913	38,367
Other Asia	27,643	38,062	52,621	81,716
Rest of World	3,476	6,546	7,599	10,828
Total	<u>\$ 257,645</u>	<u>\$ 339,971</u>	<u>\$ 509,654</u>	<u>\$ 687,145</u>

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Sales by Application				
Materials processing	\$ 207,063	\$ 265,226	\$ 659,201	\$ 892,379
Other applications	26,080	36,175	83,596	96,167
Total	<u>\$ 233,143</u>	<u>\$ 301,401</u>	<u>\$ 742,797</u>	<u>\$ 988,546</u>

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Timing of Revenue Recognition				
Goods and services transferred at a point in time	\$ 248,117	\$ 329,571	\$ 490,644	\$ 662,696
Goods and services transferred over time	9,528	10,400	19,010	24,449
Total	<u>\$ 257,645</u>	<u>\$ 339,971</u>	<u>\$ 509,654</u>	<u>\$ 687,145</u>

Sales by Product				
High Power Continuous Wave ("CW") Lasers	\$ 81,325	\$ 119,512	\$ 254,343	\$ 419,538
Medium Power CW Lasers	15,110	20,937	47,082	57,146

Pulsed Lasers	33,470	41,420	110,825	150,569
Quasi-Continuous Wave ("QCW") Lasers	10,180	10,856	36,520	35,978
Laser and Non-Laser Systems	35,265	37,493	111,436	117,064
Other Revenue including Amplifiers, Service, Parts, Accessories and Change in Deferred Revenue	57,793	71,183	182,591	208,251
Total	\$ 233,143	\$ 301,401	\$ 742,797	\$ 988,546

Sales by Geography

North America	\$ 57,294	\$ 71,349	\$ 198,163	\$ 225,649
Europe:				
Germany	25,787	23,423	66,615	72,218
Other Europe	41,485	71,946	154,704	225,231
Asia:				
China	61,769	84,408	189,374	284,262
Japan	14,495	15,829	41,408	54,196
Other Asia	29,470	29,741	82,091	111,457
Rest of World	2,843	4,705	10,442	15,533
Total	\$ 233,143	\$ 301,401	\$ 742,797	\$ 988,546

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Timing of Revenue Recognition				
Goods and services transferred at a point in time	\$ 223,269	\$ 289,477	\$ 713,913	\$ 952,173
Goods and services transferred over time	9,874	11,924	28,884	36,373
Total	\$ 233,143	\$ 301,401	\$ 742,797	\$ 988,546

One of the Company's customers accounted for 17% and 14% of the Company's net accounts receivable as of June 30, 2024 both September 30, 2024 and December 31, 2023, respectively.

The Company enters into contracts to sell lasers and spare parts, for which revenue is generally recognized upon shipment or delivery, depending on the terms of the contract. The Company also provides installation services and extended warranties. The Company frequently receives consideration from a customer prior to transferring goods to the customer under the terms of a sales contract. The Company records customer deposits related to these prepayments, which represent a contract liability. The Company also records deferred revenue related to installation services when consideration is received before the services have been performed. The standalone selling price for installation services is determined based on the estimated number of days of service technician time required for installation at standard service rates. The Company recognizes customer deposits and deferred revenue as net sales after control of the goods or services has been transferred to the customer and all revenue recognition criteria are met. The Company bills customers for extended warranties upon entering into the agreement with the customer, resulting in deferred revenue that is recognized over the period of the extended warranty contract. The Company recognizes revenue over time on contracts for the sale of large scale materials processing systems. The timing of customer payments on these contracts generally differs from the timing of revenue recognized. If revenue recognized exceeds customer payments, a contract asset is recorded and if customer payments exceed revenue recognized, a contract liability is recorded. Contract assets are included within prepaid expense and other current assets on the condensed consolidated balance sheets. Contract liabilities are included within accrued expenses and other current liabilities on the condensed consolidated balance sheets. Certain deferred revenues related to extended warranties in excess of one year from the balance sheet date are included within other long-term liabilities and deferred income taxes on the condensed consolidated balance sheets.

The following table reflects the changes in the Company's contract assets and liabilities for the six months ended June 30, 2024 and 2023:

	June 30, 2024	January 1, 2024	Change	June 30, 2023	January 1, 2023	Change
Contract assets						
Contract assets	\$ 13,194	\$ 9,383	\$ 3,811	\$ 17,460	\$ 8,620	\$ 8,840
Contract liabilities						
Contract liabilities - current	57,452	69,219	(11,767)	75,785	80,068	(4,283)
Contract liabilities - long-term	2,593	2,851	(258)	3,054	3,142	(88)

During the three months ended June 30, 2024 and 2023 the Company recognized revenue of \$12,716 and \$14,431, respectively, that was included in contract liabilities at the beginning of each year. During the six months ended June 30, 2024 and 2023 the Company recognized revenue of \$43,216 and \$43,443 respectively, that was included in contract liabilities at the beginning of each year.

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

The following table reflects the changes in the Company's contract assets and liabilities for the nine months ended September 30, 2024 and 2023:

	September 30,		January 1,		September 30,		January 1,		Change	
	2024		2024		2023		2023		Change	
Contract assets										
Contract assets	\$	10,835	\$	9,383	\$	1,452	\$	5,623	\$	8,620 (2,997)
Contract liabilities										
Contract liabilities - current		52,271		69,219		(16,948)		66,961		80,068 (13,107)
Contract liabilities - long-term		3,015		2,851		164		2,851		3,142 (291)

During the three months ended September 30, 2024 and 2023 the Company recognized revenue of \$6,366 and \$7,730, respectively, that was included in contract liabilities at the beginning of each year. During the nine months ended September 30, 2024 and 2023 the Company recognized revenue of \$49,582 and \$51,173 respectively, that was included in contract liabilities at the beginning of each year.

The following table represents the Company's remaining performance obligations from contracts that are recognized over time as of June 30, 2024 September 30, 2024:

Remaining Performance Obligations													
Obligations													
2024										2024			
(a)	2024 (a)	2025	2026	2027	2028	Thereafter	Total	(a)	2025	2026	2027	2028	Thereafter Total
Revenue expected to be recognized for extended warranty agreements													
Revenue to be earned over time from contracts to sell large scale materials processing systems													
Total													

(a) For the six-month three-month period beginning July 1, 2024 October 1, 2024.

4. LOSS ON DIVESTITURE AND IMPAIRMENT OF LONG-LIVED ASSETS

The Company recorded a loss on divestiture of \$197,651 for the quarter ended September 30, 2024, which was included in Net loss from divestiture and sale of assets in the Company's Condensed Consolidated Statements of Income. As a result of the Russia-Ukraine conflict and related sanctions, the Company's ability to ship and receive components from its Russian operations was significantly curtailed. On August 29, 2024, the Company completed the sale of its Russian subsidiary, Scientific and Technical Association "IRE-Polus", pursuant to a share purchase agreement with a purchaser entity associated with Softline Projects LLC and existing management of IRE-Polus for \$51,096. The loss mainly consisted of \$59,293 related to the carrying value of net assets of the Russian subsidiary that was in excess of net proceeds received on the sale and \$135,346 related to the cumulative translation adjustment component of other comprehensive income that was previously included in stockholders' equity of the Company's Condensed Consolidated Balance Sheets.

Evaluation of Belarusian Operations — On June 29, 2024, the European Union ("EU") issued new sanctions for Belarus. The sanctions, effective July 1 2024, allow shipments to our German operations related to existing contracts to continue through October 2, 2024. The Company completed fulfillment of existing contracts in September 2024. The Company is no longer able to continue to supply laser cabinets and other mechanical components from our factory in Belarus. As a result, the Company completed an impairment analysis of the assets in Belarus during the third quarter of 2024. The Company recorded \$26,566 of impairment of long-lived assets, primarily fixed assets in the Company's Condensed Consolidated Statements of Income. The long-lived asset impairment charge was based on a probability-weighted average of valuations using the discounted cash flow method under the income approach to estimate the fair value of the long-lived assets in Belarus.

5. FAIR VALUE MEASUREMENTS

The Company's financial instruments consist of cash equivalents, short-term investments, accounts receivable, accounts payable, and revolving lines of credit.

IPG PHOTONICS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(In thousands, except share and per share data)

The valuation techniques used to measure fair value are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect internal market assumptions. These two types of inputs create the following fair value hierarchy: 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; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions. The Company classifies its financial instruments according to the prescribed criteria.

The fair value of money market fund deposits, cash equivalent term deposits, accounts receivable, accounts payable and drawings on revolving lines of credit is reasonably close to their carrying amounts due to the short maturity of most of these instruments or as a result of the competitive market interest rates, which have been negotiated. The fair value of the Company's commercial paper, corporate bonds, U.S. Treasury and agency obligations and term deposits are based on Level 2 inputs.

The following table presents fair value information related to the Company's assets and liabilities measured at amortized cost on the condensed consolidated balance sheets:

	Fair Value Measurements at June 30, 2024	Fair Value Measurements at September 30, 2024
	Total	Total
Assets		
Cash equivalents:		
Cash equivalents:		
Cash equivalents:		
Money market fund deposits		
Money market fund deposits		
Money market fund deposits		
Commercial paper		
U.S. Treasury and agency obligations		
Term deposits		
Corporate bonds		
Total cash equivalents		
Total cash equivalents		
Total cash equivalents		
Short-term investments:		
Commercial paper		
Commercial paper		
Commercial paper		
Corporate bonds		
U.S. Treasury and agency obligations		
U.S. Treasury and agency obligations		
U.S. Treasury and agency obligations		
Term deposits		
Total short-term investments		
Total short-term investments		
Total short-term investments		
Total		

There were no impairments for the investments considered held-to-maturity during the quarters ended September 30, 2024 and 2023. There were no current expected credit loss allowances for the investments considered held-to-maturity at

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

	Fair Value Measurements at December 31, 2023			
	Total	Level 1	Level 2	Level 3
Assets				
Cash equivalents:				
Money market fund deposits	\$ 171,632	\$ 171,632	\$ —	\$ —
Term deposits	83,965	—	83,965	—
Corporate bonds	23,516	—	23,516	—
Commercial paper	6,369	—	6,369	—
Total cash equivalents	285,482	171,632	113,850	—
Short-term investments:				
Commercial paper	244,571	—	244,571	—
Corporate bonds	243,915	—	243,915	—
U.S. Treasury and agency obligations	171,316	—	171,316	—
Term deposits	3,009	—	3,009	—
Total short-term investments	662,811	—	662,811	—
Total	\$ 948,293	\$ 171,632	\$ 776,661	\$ —

There were no impairments for the investments considered held-to-maturity during the quarters ended June 30, 2024 and 2023. There were no current expected credit loss allowances for the investments considered held-to-maturity at June 30, 2024 September 30, 2024 and 2023. The Company holds highly-rated held-to-maturity instruments that are within one year of maturity.

The Company did not have any allowance for credit losses other than the allowance for uncollectible accounts receivable. As of September 30, 2024 and 2023, the allowance for credit losses on the trade receivables was \$2,329 and \$1,587, respectively.

The following table presents the effective maturity dates of debt investments, which are held-to-maturity:

	June 30, 2024		December 31, 2023	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
	Book Value	Fair Value	Book Value	Fair Value
Investment maturity				
Less than 1 year				
Less than 1 year				
Less than 1 year				

5.6. INVENTORIES

Inventories consist of the following:

	June 30, 2024	September 30, 2024	December 31, 2023
	2024	2024	2023
Components and raw materials			
Work-in-process			
Finished goods			
Total			

The Company recorded inventory provisions totaling \$14,009 \$43,408 and \$11,218 \$9,119 for the three months ended June 30, 2024 September 30, 2024 and 2023, respectively, and \$70,259 \$26,851 and \$23,314 \$32,434 for the six nine months ended June 30, 2024 September 30, 2024 and 2023. These provisions relate to the recoverability of the value of inventories due to technological changes and excess quantities. For the three and nine months ended September 30, 2024, the Company recorded additional inventory provisions of \$29,487 attributed to items previously considered safety stock and items that became technologically obsolete. These provisions are reported as a reduction to components and raw materials, work-in-process and finished goods.

7. GOODWILL AND INTANGIBLES

The following table sets forth the changes in the carrying amount of goodwill:

		Nine Months Ended September 30, 2024
Balance, beginning of period	\$	38,540
Foreign exchange adjustment		(56)
Balance, end of period	\$	38,484

Intangible assets, subject to amortization, consisted of the following:

	September 30, 2024				December 31, 2023			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Lives	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Lives
Customer relationships	\$ 48,219	\$ (28,787)	\$ 19,432	11 years	\$ 48,216	\$ (25,973)	\$ 22,243	11 years
Technology, trademark and trade name	26,990	(24,368)	2,622	7 years	29,903	(25,960)	3,943	7 years
Production know-how	9,172	(9,172)	—	7 years	9,155	(9,155)	—	7 years
Patents	8,034	(8,034)	—	8 years	8,035	(7,987)	48	8 years
Total	\$ 92,415	\$ (70,361)	\$ 22,054		\$ 95,309	\$ (69,075)	\$ 26,234	

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

6. GOODWILL AND INTANGIBLES

The following table sets forth the changes in the carrying amount of goodwill:

	Six Months Ended June 30,	
	2024	2023
Balance, beginning of period	\$ 38,540	\$ 38,325
Foreign exchange adjustment	(262)	169
Balance, end of period	\$ 38,278	\$ 38,494

Intangible assets, subject to amortization, consisted of the following:

	June 30, 2024				December 31, 2023			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Lives	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Lives
Customer relationships	\$ 48,140	\$ (27,778)	\$ 20,362	11 years	\$ 48,216	\$ (25,973)	\$ 22,243	11 years
Technology, trademark and trade name	29,903	(26,842)	3,061	7 years	29,903	(25,960)	3,943	7 years
Production know-how	9,111	(9,111)	—	7 years	9,155	(9,155)	—	7 years
Patents	8,034	(8,034)	—	8 years	8,035	(7,987)	48	8 years
Total	\$ 95,188	\$ (71,765)	\$ 23,423		\$ 95,309	\$ (69,075)	\$ 26,234	

Amortization expense for the three months ended **June 30, 2024** September 30, 2024 and 2023 was \$1,377 and **\$2,021, \$2,020**, respectively. Amortization expense for the **six nine** months ended **June 30, 2024** September 30, 2024 and 2023 was **\$2,802 \$4,180** and **\$4,042, \$6,062**, respectively. The estimated future amortization expense for intangibles for the remainder of 2024 and subsequent years is as follows:

2024 (a)	2024 (a)	2025	2026	2027	2028	Thereafter	Total	2024 (a)	2025	2026	2027	2028	Thereafter	Total
\$														

(a) For the **six-month three-month** period beginning **July 1, 2024** October 1, 2024.

7.8. OTHER LIABILITIES

Accrued expenses and other current liabilities consist of the following:

	June 30, 2024	December 31, 2023
Accrued compensation	\$ 60,722	\$ 67,053
Contract liabilities	57,452	69,219
Current portion of accrued warranty	24,754	27,283
Short-term lease liabilities	4,454	4,597
Other	13,847	13,198
Total	\$ 161,229	\$ 181,350

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

	September 30, 2024	December 31, 2023
Accrued compensation	\$ 55,814	\$ 67,053
Contract liabilities	52,271	69,219
Current portion of accrued warranty	23,261	27,283
Short-term lease liabilities	4,436	4,597
Other	15,006	13,198
Total	\$ 150,788	\$ 181,350

Other long-term liabilities and deferred income taxes consist of the following:

	June 30, September 30, 2024	December 31, September 30, 2023	2024	2023
Accrued warranty				
Unrecognized tax benefits				
Long-term lease liabilities				
Deferred income taxes				
Transition tax related to 2017 U.S. tax reform act				
Other				
Total				

8.9. PRODUCT WARRANTIES

The Company typically provides one to five years parts and service warranties on lasers, laser and non-laser systems, and amplifiers. Most of the Company's sales offices provide support to customers in their respective geographic areas. Warranty reserves have generally been sufficient to cover product warranty repair and replacement costs.

Activity related to the warranty accrual was as follows:

	Six Months Ended June 30, 2024	2024	2023	Nine Months Ended September 30, 2024	2023
Balance, beginning of period					
Provision for warranty accrual					
Warranty claims					
Warranty related to business divested					
Foreign currency translation					
Balance, end of period					

Accrued warranty reported in the accompanying condensed consolidated financial statements as of June 30, 2024 September 30, 2024 and December 31, 2023 consist of \$24,754 \$23,261 and \$27,283 in accrued expenses and other current liabilities, respectively, and \$16,320 \$14,164 and \$19,926 in other long-term liabilities and deferred income taxes, respectively.

9.

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

10. FINANCING ARRANGEMENTS

Revolving Line of Credit Facilities:

The Company maintains a \$75,000 U.S. revolving line of credit, which is available to certain foreign subsidiaries and allows for borrowings in the local currencies of those subsidiaries. At **June 30, 2024** September 30, 2024 and December 31, 2023, there were no amounts drawn on the U.S. line-of-credit, and there were **\$2,153** \$1,888 and \$2,487, respectively, of guarantees issued against the facility, which reduce the amount of the facility available to draw. After providing for the guarantees used, the remaining availability under this line was **\$72,847** \$73,112 at **June 30, 2024** September 30, 2024. In addition, the Company maintains Euro lines of credit facilities with a total principal amount of €6,500 (\$6,9647,254 and \$7,173 as of **June 30, 2024**), September 30, 2024 and December 31, 2023, respectively), which are available to certain European subsidiaries. At September 30, 2024 and December 31, 2023, there were no amounts drawn on the Euro lines of credit, and there were \$1,611 and \$1,180, respectively, of guarantees issued against the facility, which reduce the amount of the facility available to draw.

10.11. COMMITMENTS AND CONTINGENCIES

From time to time, the Company may be involved in legal disputes and other proceedings in the ordinary course of its business. These matters may include allegations of infringement of intellectual property, commercial disputes and employment matters. As of **June 30, 2024** September 30, 2024 and through the filing date of these condensed consolidated financial statements, the Company is aware of no ongoing legal proceedings that management estimates could have a material effect on the Company's **Condensed Consolidated Financial Statements**, condensed consolidated financial statements.

The Company provides product warranties on its lasers, laser and non-laser systems, and amplifiers. Refer to Note 9, "Product Warranties" for information related to the Company's warranty accrual.

11. 12. ACCUMULATED OTHER COMPREHENSIVE INCOME TAXES (LOSS)

The effective tax rates Comprehensive income includes charges and credits to equity that are not the result of transactions with stockholders. Included within comprehensive income is the cumulative foreign currency translation adjustments. These adjustments are accumulated within the condensed consolidated statements of comprehensive income.

Total components of accumulated other comprehensive loss were 19.4% and 23.6% for the three months ended June 30, 2024 and 2023, respectively, and 24.5% and 25.7% for the six months ended June 30, 2024 and 2023 respectively. There was a net discrete tax benefit of \$85 for as follows:

	Foreign currency translation adjustments and other	Unrealized gain (loss) on derivatives, net of tax	Total
Balance, July 1, 2024	\$ (226,852)	\$ —	\$ (226,852)
Other comprehensive income, net of tax:			
Foreign currency translation adjustments and other before reclassification, net of tax expense of \$237	21,451	—	21,451
Reclassification of foreign currency translation adjustments related to the divestiture of Russian operations to net loss, net of tax expense of \$1,324	136,670	—	136,670
Total other comprehensive income	158,121	—	158,121
Balance, September 30, 2024	\$ (68,731)	\$ —	\$ (68,731)
Balance, July 1, 2023	\$ (219,277)	\$ —	\$ (219,277)
Other comprehensive loss, net of tax:			
Foreign currency translation adjustments and other, net of tax benefit of \$94	(31,538)	—	(31,538)
Total other comprehensive loss	(31,538)	—	(31,538)
Balance, September 30, 2023	\$ (250,815)	\$ —	\$ (250,815)

IPG PHOTONICS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

	Foreign currency translation adjustments and other	Unrealized gain (loss) on derivatives, net of tax	Total
Balance, January 1, 2024	\$ (212,530)	\$ —	\$ (212,530)
Other comprehensive income, net of tax:			
Foreign currency translation adjustments and other before reclassification, net of tax expense of \$112	7,129	—	7,129
Reclassification of foreign currency translation adjustments related to the divestiture of Russian operations to net loss, net of tax expense of \$1,324	136,670	—	136,670
Total other comprehensive income	143,799	—	143,799

Balance, September 30, 2024	\$ (68,731)	\$ —	\$ (68,731)
Balance, January 1, 2023	\$ (204,676)	\$ 152	\$ (204,524)
Other comprehensive loss, net of tax:			
Foreign currency translation adjustments and other, net of tax expense of \$10	(46,139)	—	(46,139)
Unrealized loss on derivatives, net of tax benefit of \$46	—	(152)	(152)
Total other comprehensive loss	(46,139)	(152)	(46,291)
Balance, September 30, 2023	\$ (250,815)	\$ —	\$ (250,815)

13. INCOME TAXES

The provision for income taxes was a benefit of \$8,920 and a tax expense of \$5,441, for the three and nine months ended September 30, 2024, respectively. The effective tax rate was 3.7% for the three months ended September 30, 2024. For the nine months ended September 30, 2024, there was tax expense provided on the Loss before provision for income taxes.

This compares to the three and nine months ended September 30, 2023, where the provisions for income taxes were tax expenses of \$12,826 and \$55,272, respectively. The effective tax rates for the three and nine months ended September 30, 2023, were a tax expense of 18.9% and 23.8%, respectively.

There was a tax detriment for both periods in 2024 related primarily to \$41,482 of losses not benefitted from the loss on divestiture of Russian operations, which occurred in the three months ended June 30, 2024 and a net September 30, 2024. Excluding the divestiture of Russian operations, the other discrete tax benefit of \$1,751 items for the three months ended June 30, 2023. There was September 30, 2024 did not have a net significant effect on the Company's tax rate. Excluding the divestiture of Russian operations, the other discrete tax detriment of \$1,912 \$1,435 for the six nine months ended June 30, 2024 and September 30, 2024, related primarily to equity-based compensation which was partially offset by a benefit related to reductions of tax reserves.

There were net discrete tax detriment detriments of \$221 \$169 and \$390 for the six three and nine months ended June 30, 2023, September 30, 2023, respectively. The detriment discrete detriments in 2024 and 2023 relates primarily to did not have a significant effect on the increase in Company's tax expense for equity-based compensation expense reflected in financial statement income in excess of the deductions allowed for tax purposes as well as reductions in tax reserves for the expiration of the statute of limitations and for agreements with tax authorities for prior year audits. rate. Excluding discrete items, the overall effective tax rate in 2024 decreased as compared to 2023 due the decrease of income before provision for income taxes in 2024 as compared to an increase in US tax benefits and credits, as well as an increase in tax benefits from the use of foreign tax benefits that previously were offset by a full valuation allowance. 2023.

The Company accounts for its uncertain tax positions in accordance with the accounting standards for income taxes. The Company classifies interest and penalties related to unrecognized tax benefits as a component of the provision for income taxes.

IPG PHOTONICS CORPORATION NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued) (In thousands, except share and per share data)

The following is a summary of the activity of the Company's unrecognized tax benefits for the six nine months ended June 30, 2024 September 30, 2024 and 2023:

	Six Months Ended June 30,		Nine Months Ended September 30,	
	2024	2024	2024	2023
Balance, beginning of period				
Change in prior period positions				
Additions for tax positions in current period				
Foreign currency translation				
Balance, end of period				

The liability for uncertain tax benefits is included in other long-term liabilities and deferred income taxes at June 30, 2024 September 30, 2024 and December 31, 2023. Substantially all of the liability for uncertain tax benefits related to various federal, state and foreign income tax matters would benefit the Company's effective tax rate, if the tax benefits are recognized.

12, 14. NET INCOME ATTRIBUTABLE TO IPG PHOTONICS CORPORATION PER COMMON SHARE

The following table sets forth the computation of diluted net income attributable to IPG Photonics Corporation per common share following the treasury stock method:

	Three Months Ended June 30,		Six Months Ended June 30,	
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2024	2023	2024
Net income attributable to IPG Photonics Corporation common stockholders				
Net (loss) income attributable to IPG Photonics Corporation common stockholders				
Basic weighted average common shares				
Basic weighted average common shares				

Basic weighted average common shares

Dilutive effect of common stock equivalents

Diluted weighted average common shares

Basic net income attributable to IPG Photonics Corporation per common share

Basic net (loss) income attributable to IPG Photonics Corporation per common share

Diluted net income attributable to IPG Photonics Corporation per common share

Diluted net (loss) income attributable to IPG Photonics Corporation per common share

Diluted net income attributable to IPG Photonics Corporation per common share

Diluted net (loss) income attributable to IPG Photonics Corporation per common share

Diluted net income attributable to IPG Photonics Corporation per common share

Diluted net (loss) income attributable to IPG Photonics Corporation per common share

The computation of diluted weighted average common shares excludes common stock equivalents including non-qualified stock options, performance stock units ("PSUs"), restricted stock units ("RSUs") and employee stock purchase plan ("ESPP") because the effect of including them would be anti-dilutive. The weighted average anti-dilutive shares outstanding for the three and **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Non-qualified stock options	603,281	538,442	598,073	540,912
Restricted stock units	235,619	420,750	235,739	397,861
Performance stock units	59,350	64,590	59,350	47,818
Total weighed average anti-dilutive shares outstanding	898,250	1,023,782	893,162	986,591

IPG PHOTONICS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(In thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Non-qualified stock options	672,225	529,228	603,058	537,065
Restricted stock units	202,368	55,201	232,622	376,382
Performance stock units	87,662	—	58,872	53,470
Employee stock purchase plan	10,494	—	41,977	—
Total weighed average anti-dilutive shares outstanding	972,749	584,429	936,529	966,917

On February 13, 2024, the Company announced that its Board of Directors has authorized the purchase of up to \$300,000 of IPG common stock. This authorization is in addition to the Company's stock repurchase programs authorized in May 2023.

For the three months ended **June 30, 2024** **September 30, 2024**, the Company repurchased **1,404,249** **984,060** shares under the February 2024 authorization with a weighted average price of \$74.90 per share in the open market. For the nine months ended September 30, 2024, the Company repurchased 3,346,234 shares under the May 2023 authorization and February 2024 authorization with a weighted average price of \$86.32 per share in the open market. For the six months ended June 30, 2024, the Company repurchased 2,362,174 shares under the May 2023 authorization and February 2024 authorization with a weighted average price of \$88.92 **\$84.79** per share in the open market. The impact on the reduction of weighted average shares for the three and **six nine** months ended **June 30, 2024** **September 30, 2024** was **662,348** **391,942** shares and **1,028,573** **1,607,958** shares, respectively. As of **June 30, 2024** **September 30, 2024**, the Company **has completed all the repurchases under the May 2023 authorization and up to \$180,484 remains available** **had \$106,781 remaining** under the February 2024 authorization.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward looking statements that are based on management's current expectations, estimates and projections about our business and operations. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements."

Overview

We develop, manufacture and sell high-performance fiber lasers and diode lasers that are used for diverse applications, primarily in materials processing. We also manufacture and sell complementary products used with our lasers including optical delivery cables, fiber couplers, beam switches, optical processing heads, in-line sensors and chillers. In addition, we offer laser-based and non-laser based systems for certain markets and applications. Our portfolio of laser solutions is used in materials processing, medical,

and advanced applications and communications applications. We sell our products globally to original equipment manufacturers ("OEMs"), system integrators and end users. We market our products internationally, primarily through our direct sales force. Our major manufacturing facilities are located in the United States and Germany. In response to the risks from the Russia-Ukraine conflict, we have substantially reduced our reliance on our Russian operations, and have ceased new investments investment in our Russian Belarusian operations and Belarus operations. We have and will continue to expand expanded our manufacturing operations in Germany, and the United States and Italy, and have added manufacturing capacity in Poland and expanded capacity in Italy to meet the demand for our products and our sales and support needs. We have sales and service offices and applications laboratories worldwide.

We are vertically integrated such that we design and manufacture most of the key components used in our finished products, from semiconductor diodes to optical fiber preforms, finished fiber lasers and complementary products. Our vertically integrated operations allow us to reduce manufacturing costs, control quality, rapidly develop and integrate advanced products and protect our proprietary technology.

On June 5, 2024, Dr. Mark Gitin succeeded Dr. Eugene Scherbakov as Chief Executive Officer of the Company. Dr. Scherbakov continues to serve as a member of the Board of Directors and as an advisor to Dr. Gitin. Dr. Gitin has more than 30 years of experience in the lasers and optics sector, most recently overseeing the Photonics Solutions Division at MKS Instruments.

Factors and Trends That Affect Our Operations and Financial Results

In reading our financial statements, you should be aware of the following factors and trends that our management believes are important in understanding our financial performance.

Russia-Ukraine Conflict, Sale of our Russian Operations. On August 29, 2024, we completed the sale of our Russian subsidiary, Scientific and Technical Association "IRE-Polus", pursuant to a share purchase agreement with a purchaser entity associated with Softline Projects LLC and existing management of IRE-Polus for \$51.1 million. We recorded a loss on divestiture of \$197.7 million for the quarter ended September 30, 2024, which was included in Net loss from divestiture and sale of assets in our Condensed Consolidated Statements of Income. The loss included \$59.3 million related to the carrying value of net assets of our Russian subsidiary that was in excess of net proceeds received on the sale. Included in the net assets sold was cash and cash equivalents of \$74.0 million. Also included in the loss was \$135.3 million related to the cumulative translation adjustment component of other comprehensive income that was previously included in Stockholders' equity of our Condensed Consolidated Balance Sheets. As a result of the Russia-Ukraine conflict and the related sanctions, imposed in response to this crisis have significantly curtailed our ability to use ship and receive components from our Russian operations was significantly curtailed. In response, we expanded our manufacturing operations capacity in Russia Germany, the United States and Italy, and added new manufacturing capacity in Poland which effectively offset our inability to supply utilize the Russian operations.

Belarusian Operations. We manufacture laser cabinets and other IPG operations outside of Russia. The mechanical components in Belarus. In response to the Russia-Ukraine conflict, the EU issued additional sanctions for impacting commerce with Belarus on June 29, 2024. The sanctions allow shipments related to existing contracts to continue through October 2, 2024. We are currently evaluating, which restricted the effect these new sanctions will have on our business. Our preliminary assessment is that our ability to continue supply of certain laser cabinets and other mechanical components from our factory in Belarus will be affected. Since the start to our Germany operations after October 2, 2024. As a result of the conflict, we have been executing on plans to reduce our reliance sanctions and their impact on our Russia and Belarus operations, by adding capacity in other countries, increasing inventories worldwide and qualifying third-party suppliers. Since 2022, we have hired and trained additional employees, expanded capacity for increased production, run additional shifts in the U.S. and Germany and added additional manufacturing capacity in Italy and Poland. We have also qualified and begun purchasing components from third party vendors to reduce reliance on sub-assemblies currently made in Belarus.

We believe the contingency measures outlined above that we have already put in place have mitigated substantially all the effects of current sanctions on our ability to supply finished products to customers. Additionally, we believe that we will be able to mitigate the effect of the new Belarus sanctions, although we are still evaluating the full impact of those sanctions on our business. If we have not fully mitigated the effect of these and other trade restrictions, or if new sanctions are adopted, our ability to supply finished products to customers could be impacted. Although we believe our contingency plans mitigate the risk completed an impairment analysis of our ability to supply customers with finished product, these plans require additional investments in facilities outside of Russia and Belarus in the near term as well as additional ongoing operating costs, primarily associated with the higher cost of labor outside of Russia and Belarus. While we have sufficient financial resources to make these investments and expenditures, our gross margins and financial results have been and will be adversely impacted by increased operating costs associated with these transitions. Over time, we intend to mitigate some of these increases by producing components in countries with lower labor costs than the United States and Germany, with ongoing product expense reduction initiatives, higher productivity from

automation, improved yields and product specifications. We are also continuing to review our operations in Russia and Belarus. For additional information regarding the risks and potential impacts of the Russia-Ukraine conflict, see "Risk Factors – The ongoing conflict between Russia and Ukraine may adversely affect our business and results of operations" in Item 1A of Part I of Form 10-K for the year ended December 31, 2023.

We evaluated the recoverability of certain assets located in Russia during the fourth third quarter of 2022 and incurred impairment charges that reduced the value of fixed assets, inventory and other current assets. We also incurred restructuring charges in 2022 and 2023. As of December 31, 2023, we have substantially completed the restructuring program in Russia.

Sales to third-parties in Russia were approximately 4% of our revenue for the first half of 2024 and approximately 3% for recorded \$26.6 million of impairment of long-lived asset in our Condensed Consolidated Statements of Income. At September 30, 2024, the full year ended December 31, 2023. Our Russian subsidiary has historically supplied finished goods for our China market. Sanctions have limited our ability to provide components to Russia for the completion of finished lasers. Although our Russian operation has built safety stock in anticipation of this situation, we are also producing more finished lasers for China at other IPG locations. The total remaining value of product shipped to the Chinese market from Russia long-lived assets in Belarus was approximately \$5.8 \$3.8 million, for the six months ended June 30, 2024 and \$15.8 million for the full year ended December 31, 2023.

At June 30, 2024, we had net working capital excluding cash was \$0.4 million and cash equivalents of \$37.0 million in Russia of which \$27.8 million is inventory. We had \$78.1 million of cash and cash equivalents in Russia. The net asset value of our Russian subsidiary was \$117.3 \$5.8 million. The net asset value of our Russian Belarus subsidiary has been reduced by \$133.3 \$17.9 million due to the cumulative translation effect of the Russian Belarusian ruble compared to the U.S. dollar, which is included in the accumulated

other comprehensive loss component of stockholders' equity. Depending upon the outcome of our review of our Russian operations, we may incur additional asset impairment charges related to the Belarus operations and the other comprehensive loss that is currently in the equity section of our condensed consolidated balance sheets may be charged to our condensed consolidated statements of income.

We continue to manufacture laser cabinets and other mechanical components in Belarus. As noted above, we are evaluating a new round of sanctions that were issued by the EU on June 29, 2024. These sanctions allow shipments under existing orders to be shipped through October 2, 2024. It is expected that these sanctions will impact our ability to export some or all of the laser and mechanical components currently manufactured in Belarus after that date. The value of the long lived assets in including potential strategic alternatives. We have qualified third party vendors to supply components previously supplied from Belarus was \$30.9 million at June 30, 2024, and we had working capital excluding cash of \$2.9 million in Belarus of which \$3.3 million is inventory. In addition, we had \$3.5 million of cash in Belarus. The net asset value of our Belarus subsidiary combined with inter-company loans was \$37.4 million. The net asset value of our Belarus subsidiary has been reduced by \$17.5 million due to the cumulative translation effect of the Belarus ruble compared to the U.S. dollar, which is included in the accumulated other comprehensive loss component of stockholders' equity. The evaluation of the latest round of sanctions may lead to management decisions that could trigger an asset impairment evaluation and may result in impairment charges in the future.

have begun purchasing from them. Our Board of Directors has been monitoring and continues to assess and monitor risks to our business associated with the Russia-Ukraine conflict and our Russian and Belarusian operations. Our Directors request and receive management reports from management regarding our Russian and Belarus operations, contingency planning and execution, and impacts on our business at its quarterly and special meetings.

Supply Chain chain and inventory balances. Because of disruptions to our supply chain caused by the COVID-19 pandemic and Russia-Ukraine related sanctions, we increased our inventory safety stocks and placed non-cancellable orders for long lead time items. These caused our inventory levels and our days inventory on hand to increase. Our ability to reduce inventory will depend on sales volume. During the third quarter of 2024, we undertook an analysis of the safety stock and demand recorded additional provisions for the items we have on stock. If inventory on hand becomes excess or obsolete, our inventory reserves may increase. We may also be affected by changes in freight costs as a result of other global supply chain disruptions approximately \$20.7 million. In addition, we recorded \$8.8 million of inventory reserves related to inventory that may occur from time became obsolete due to time, the launch of new components.

Net sales. Our net sales have historically fluctuated from quarter to quarter. The increase or decrease in sales from a prior quarter can be affected by the timing of orders received from customers, the timing of shipments, the mix of OEM orders and one-time orders for products with large purchase prices, competitive pressures, acquisitions, economic and political conditions in a certain country or region and seasonal factors such as the purchasing patterns and levels of activity throughout the year in the regions where we operate. Net sales can be affected by the time taken to qualify our products for use in new applications in the end markets that we serve. Our sales cycle varies substantially, ranging from a period of a few weeks to as long as one year or more, but is typically several months. The adoption of our products by a new customer or qualification in a new application can lead to an increase in net sales for a period, which may then slow until we penetrate new markets or obtain new customers. Foreign exchange rates also affect our net sales, due to changes in the U.S. dollar value of sales made in foreign currencies.

Our business depends substantially upon capital expenditures by end users, particularly by manufacturers using our products for materials processing, which includes general manufacturing, automotive including electric vehicles ("EV"), other transportation, aerospace, heavy industry, consumer, semiconductor and electronics. Approximately 89% of our revenues for the first half three quarters of 2024, and 90% of the full fiscal year of 2023 were from customers using our products for materials processing. Although applications within materials processing are broad, the capital equipment market in general is cyclical and historically has experienced sudden and severe downturns. For the foreseeable future, our operations will continue to depend upon capital expenditures by end users of materials processing equipment and will be subject to the broader fluctuations of capital equipment spending.

In response to inflation in recent years, some global central banks have adopted less accommodating monetary policy and have increased benchmark interest rates in several major global economies. The increase in interest rates is intended to dampen demand that could lead to regional or global recession that may reduce demand for our products. In addition, an increase in interest rates would increase the cost of equipment financed with leases or debt. If As we start to see inflation starts to moderate in the second half of 2024, global central banks may adopt more accommodating monetary policy and reduce benchmark interest rates.

In recent years, our net sales and margins have been negatively impacted by tariffs and trade policy. New tariffs and other changes in U.S. trade policy could trigger retaliatory actions by affected countries, and certain foreign governments.

We are also susceptible to global or regional disruptions such as political instability, geopolitical conflicts, acts of terrorism, significant fluctuations in currency values, natural disasters and pandemics to the extent that they affect macroeconomic conditions, global supply chains or individual IPG locations.

The average selling prices of our products generally decrease as the products mature. These decreases result from factors such as increased competition, decreased manufacturing costs and increased unit volumes. We may also reduce selling prices in order to penetrate new markets and applications. Furthermore, we may negotiate discounted selling prices from time to time with certain customers that place high unit-volume orders.

The secular shift to fiber laser technology in large materials processing applications, such as welding and cutting applications, had a positive effect on our sales trends in the past such that our sales trends were often better than other capital equipment manufacturers in both positive and negative economic cycles. As the secular shift to fiber laser technology matures in such applications, our sales trends are more susceptible to economic cycles, which can broadly affect the demand for capital equipment including machine tools and industrial lasers, and competition from other fiber laser manufacturers.

Gross margin. Our total gross margin in any period can be significantly affected by a number of factors, including net sales, production volumes, competitive factors, product mix, and by other factors such as changes in foreign exchange rates relative to the U.S. dollar, tariffs and shipping costs. Many of these factors are not under our control. The following are examples of factors affecting gross margin:

- As our products mature, we can experience additional competition which tends to decrease average selling prices and affects gross margin;

- Our gross margin can be significantly affected by product mix. Within each of our product categories, the gross margin is generally higher for devices with greater average power. These higher power products often have better performance, more difficult specifications to attain and fewer competing products in the marketplace;
 - Higher power lasers also use a greater number of optical components, improving absorption of fixed overhead costs and enabling economies of scale in manufacturing;
 - The gross margin for certain specialty products may be higher because there are fewer or sometimes no equivalent competing products;
 - Customers that purchase devices in greater unit volumes generally are provided lower prices per device than customers that purchase fewer units. In general, lower selling prices to high unit volume customers reduce gross margin although this may be partially offset by improved absorption of fixed overhead costs associated with larger product volumes, which drive economies of scale;
 - Gross margin on systems can be lower than gross margin for our lasers and sub-systems, depending on the configuration, volume and competitive forces, among other factors;
 - Persistent inflation leading to increases in average manufacturing salaries as well as an increase in the purchase price of components including, but not limited to, electronic components and metal parts could negatively impact gross margin if we are not able to pass those increases on to customers by increasing the selling price of our products;
 - Changes in relative exchange rates between currencies we receive when selling our products and currencies we use to pay our manufacturing expenses; and finally,
-
- Our gross margin from products on new manufacturing lines can be lower due to production inefficiencies and high scrap costs.

We expect that some new technologies, products and systems will have returns above our cost of capital but may have gross margins below our corporate average. If we are able to develop opportunities that are significant in size, competitively advantageous or leverage our existing technology base and leadership, our current gross margin levels may not be maintained. Instead, we aim to deliver industry-leading levels of gross margins by growing sales, by taking market share in existing markets, or by developing new applications and markets we address, by reducing the cost of our products and by optimizing the efficiency of our manufacturing operations.

A high proportion of our costs is fixed so costs are generally difficult to adjust or may take time to adjust in response to changes in demand. In addition, our fixed costs increase as we expand our capacity. If we expand capacity faster than is required by sales growth, gross margins could be negatively affected. Gross margins generally decline if production volumes are lower as a result of a decrease in sales or a reduction in inventory because the absorption of fixed manufacturing costs will be reduced. Gross margins generally improve when the opposite occurs. If both sales and inventory decrease in the same period, the decline in gross margin may be greater if we cannot reduce fixed costs or choose not to reduce fixed costs to match the decrease in the level of production. If we experience a decline in sales that reduces absorption of our fixed costs, or if we have production issues, our gross margins will be negatively affected.

We also regularly review our inventory for items that are slow-moving, have been rendered obsolete or are determined to be excess. Any provision for such slow-moving, obsolete or excess inventory affects our gross margins. For example, we recorded provisions for slow-moving, obsolete or excess inventory totaling **\$14.0 million** **\$43.4 million** and **\$11.2 million** **\$9.1 million** for the three months ended **June 30, 2024** **September 30, 2024** and 2023, respectively, and **\$26.9 million** **\$70.3 million** and **\$23.3 million** **\$32.4 million** for the **six** **nine** months ended **June 30, 2024** **September 30, 2024** and 2023, respectively. For the three months ended **September 30, 2024**, we recorded additional inventory provisions of **\$29.5 million** attributed to items previously considered safety stock and items that became technologically obsolete.

Selling and general and administrative expenses. In the past, we invested in selling and general and administrative costs in order to support continued growth in the Company. As the secular shift to fiber laser technology matures, our sales growth becomes more susceptible to the cyclical trends typical of capital equipment manufacturers. Accordingly, our future management of and investments in selling and general and administrative expenses will also be influenced by these trends, although we may still invest in selling or general and administrative functions to support certain initiatives even in economic down cycles. Certain general and administrative expenses are not related to the level of sales and may vary quarter to quarter based primarily upon the level of acquisitions, litigation and project related consulting expenses.

Research and development expenses. We plan to continue to invest in research and development to improve our existing components and products and develop new components, products, systems and applications technology. We believe that these

investments will sustain our position as a leader in the fiber laser industry and will support development of new products that can address new markets and growth opportunities. The amount of research and development expense we incur may vary from period to period.

Goodwill and long-lived assets impairments. We review our intangible assets and property, plant and equipment for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. Negative industry or economic trends, including reduced estimates of future cash flows, disruptions to our business, slower growth rates, lack of growth in our relevant business units, differences in the estimated product acceptance rates, or market prices below the carrying value of long-lived assets evaluated for sale could lead to impairment charges against our long-lived assets, including goodwill and other intangible assets. **We have**

As noted above, we recorded \$26.6 million impairment of long-lived assets included in Impairment of long-lived assets in our Condensed Consolidated Statements of Income. After impairment, the remaining carrying value of the long-lived assets in Belarus with a carrying value of \$30.9 is \$3.8 million. As noted above, we are evaluating a new round of sanctions that were issued by the EU on June 29, 2024 and become effective on October 2, 2024. It is expected that these sanctions will impact our ability to export some or all of

the laser and mechanical components currently manufactured in Belarus. If we can no longer use Belarus as a source of supply for our laser and mechanical components, we may need to evaluate those assets for impairment, which may result in impairment charges in the future.

Our valuation methodology for assessing impairment requires management to make significant judgments and assumptions based on historical experience and to rely heavily on projections of future operating performance at many points during the analysis. Also, the process of evaluating the potential impairment of goodwill is subjective. We operate in a highly competitive environment and projections of future operating results and cash flows may vary significantly from actual results. If our analysis indicates potential impairment to goodwill in one or more of our reporting units, we may be required to record charges to earnings in our financial statements, which could negatively affect our results of operations.

Foreign exchange. Because we are a U.S.-based company doing business globally, we have both translational and transactional exposure to fluctuations in foreign currency exchange rates. Changes in the relative exchange rate between the

U.S. dollar and the foreign currencies in which our subsidiaries operate directly affects our sales, costs and earnings. Differences in the relative exchange rates between where we sell our products and where we incur manufacturing and other operating costs (primarily in the U.S. and Germany) also affects our costs and earnings. Certain currencies experiencing significant exchange rate fluctuations like the euro, the Russian ruble, the Chinese yuan and Japanese yen have had and could have an additional significant impact on our sales, costs and earnings. For the quarter ended June 30, 2024 September 30, 2024, the foreign exchange loss was primarily created by attributed to the depreciation appreciation of the Chinese yuan euro as compared to the U.S. dollar. Our European subsidiaries have certain net assets denominated in U.S. dollars, and our Chinese and Russian subsidiaries have certain net liabilities denominated in U.S. dollars. Our ability to adjust the foreign currency selling prices of products in response to changes in exchange rates is limited and may not offset the impact of the changes in exchange rates on the translated value of sales or costs. In addition, if we increase the selling price of our products in local currencies, this could have a negative impact on the demand for our products.

Income taxes. We are evaluating the impact of countries adopting tax legislation in accordance with the proposals presented by the OECD (Pillars 1 and 2). Based on the current drafts of the proposals, the tax impact in most countries will not be significant in 2024 due to an effective tax rate in those countries in excess of 15% or as a result of the transition rules that are proposed.

Major customers. While we have historically depended on a few customers for a large percentage of our annual net sales, the composition of this group can change from period to period. Net sales derived from our five largest customers as a percentage of our net sales was 13% 12% for the six nine months ended June 30, 2024 September 30, 2024 and 13%, and 15% for the full years 2023 and 2022, respectively. One of our customers accounted for 17% and 14% of our net accounts receivable at June 30, 2024 as of both September 30, 2024 and December 31, 2023, respectively. We seek to add new customers and to expand our relationships with existing customers. We anticipate that the composition of our significant customers will continue to change. We generally do not enter into agreements with our customers obligating them to purchase a fixed number or large volume of our products. If any of our significant customers substantially reduced their purchases from us, our results would be adversely affected.

Results of Operations for the Three Months Ended June 30, 2024 September 30, 2024 Compared to the Three Months Ended June 30, 2023 September 30, 2023

Net sales. Net sales decreased by \$82.4 million \$68.3 million, or 24.2% 22.6%, to \$257.6 million \$233.1 million for the three months ended June 30, 2024 September 30, 2024 from \$340.0 million \$301.4 million for the three months ended June 30, 2023 September 30, 2023.

The table below sets forth sales by application:

Three Months Ended June 30,											
Three Months Ended September 30,											
2024											
2024											
2024											
2024											
2023											
Change											
2023											
Change											
(In thousands, except for percentages)											

Sales by Application

Sales by Application

Sales by Application

Materials processing															
Materials processing															
Materials processing		\$225,773	87.6	87.6 %	\$314,184	92.4	92.4 %	\$(88,411)	(28.1)	(28.1) %	\$ 207,063	88.8	88.8 %	\$265,226	88.0
Other applications	Other applications	31,872	12.4	12.4 %	25,787	7.6	7.6 %	6,085	23.6	23.6 %	Other applications	26,080	11.2	11.2 %	36,175
Total	Total	\$257,645	100.0	100.0 %	\$339,971	100.0	100.0 %	\$(82,326)	(24.2)	(24.2) %	Total	\$233,143	100.0	100.0 %	\$301,401

The table below sets forth sales by type of product and other revenue:

Three Months Ended June 30,	
-----------------------------	--

27/40

Cost of sales and gross margin. Cost of sales decreased increased by \$30.8 million \$10.6 million, or 16.0% 6.3%, to \$161.5 million \$179.1 million for the three months ended June 30, 2024 September 30, 2024 from \$192.3 million \$168.5 million for the three months ended June 30, 2023 September 30, 2023. Our gross margin decreased to 37.3% 23.2% for the three months ended June 30, 2024 September 30, 2024 from 43.4% 44.1% for the three months ended June 30, 2023 September 30, 2023. The decrease in gross margin was driven primarily by increased provisions for excess and obsolete inventory. For the three months

ended September 30, 2024, we recorded additional inventory provisions of \$29.5 million attributed to items previously considered safety stock and items that became technologically obsolete. In addition to provisions for inventory reserves, gross margin declined due to an increase in unabsorbed manufacturing costs, and an increase in inventory provisions as a percentage of sales. The decrease in gross margin was partially offset by a decrease in shipping costs and tariffs, as a percentage of sales. The strong U.S. dollar has negatively affected gross margin because a disproportionate amount of our manufacturing costs are denominated in U.S. dollars as compared to our sales which are predominantly denominated in foreign currencies.

Sales and marketing expense. Sales and marketing expense increased by \$2.3 million, or 11.4%, to \$22.5 million were \$22.2 million for both the three months ended June 30, 2024 compared with \$20.2 million for September 30, 2024 and the three months ended June 30, 2023 September 30, 2023. The increase is due to higher increases in personnel and related costs expenses were fully offset by reductions in depreciation and premises costs, amortization expense. As a percentage of sales, sales and marketing expense increased to 8.7% 9.5% from 5.9% 7.4% for the three months ended June 30, 2024 September 30, 2024 and 2023, respectively.

Research and development expense. Research and development expense increased by \$4.0 million \$2.5 million, or 17.0% 10.1%, to \$27.5 million \$27.2 million for the three months ended June 30, 2024 September 30, 2024, compared to \$23.5 million \$24.7 million for the three months ended June 30, 2023 September 30, 2023. The increase is due to higher an increase in personnel and related costs and expenses as well as an increase in premises costs, expense. As a percentage of sales, research and development expense increased to 10.7% 11.7% from 6.9% 8.2% for the three months ended June 30, 2024 September 30, 2024 and 2023, respectively.

General and administrative expense. General and administrative expense increased by \$1.9 million \$1.7 million, or 6.4% 5.5%, to \$31.6 million \$32.7 million for the three months ended June 30, 2024 September 30, 2024 from \$29.7 million \$31.0 million for the three months ended June 30, 2023 September 30, 2023. The increase was due to increases in consultant costs personnel and legal expenses, related expenses and bad debt provision. As a percentage of sales, general and administrative expense increased to 12.3% 14.0% from 8.7% 10.3% for the three months ended June 30, 2024 September 30, 2024 and 2023, respectively.

Net loss from divestiture and sale of assets. During the three months ended September 30, 2024, we divested our Russia operations for \$51.1 million. The divestiture resulted in a loss of \$197.7 million.

Impairment of long-lived assets. During the three months ended September 30, 2024, we completed an impairment analysis of the assets in Belarus as a result of new EU sanctions that will limit our ability to supply laser cabinets and other mechanical components from our factory in Belarus. We recorded \$26.6 million of impairment of long-lived assets.

Effect of exchange rates on net sales, gross profit and operating expenses. If exchange rates relative to the U.S. dollar had been the same as one year ago, which were on average euro 0.92, Russian ruble 81.94, Japanese yen 137.145 and Chinese yuan 7.01 7.24, respectively, we estimate that net sales for the three months ended June 30, 2024 September 30, 2024 would have been \$5.9 million higher, \$0.5 million lower, gross profit would have been \$2.8 million \$0.7 million higher and total operating sales and marketing, research and development, and general and administrative expenses would have been \$1.3 million higher, \$0.1 million lower.

Loss on foreign exchange. We incurred a foreign exchange transaction loss of \$3.2 million \$1.1 million for the three months ended June 30, 2024 September 30, 2024 as compared to a \$1.3 million loss \$0.4 million gain for the three months ended June 30, 2023 September 30, 2023. Our European subsidiaries have certain net assets denominated in U.S. dollars, and our Chinese subsidiary has certain net liabilities denominated in U.S. dollars. The foreign exchange loss for the three months ended June 30, 2024 September 30, 2024 was primarily attributable to a loss related to the depreciation an appreciation of the Chinese yuan euro as compared to the U.S. dollar.

Interest income, net. Interest income, net was \$12.8 million \$11.1 million for the three months ended June 30, 2024 September 30, 2024 as compared to \$9.3 million \$11.6 million of income for three months ended June 30, 2023 September 30, 2023. The change in interest income, net was due to an increase in yields on cash equivalents and holding fewer short term investments that resulted from higher market interest rates in the current period as compared to the prior year rates, year.

Provision for income taxes. Provision for income taxes was \$4.9 million \$8.9 million benefit for the three months ended June 30, 2024 September 30, 2024 compared to \$19.3 million \$12.8 million expense for the three months ended June 30, 2023, representing an September 30, 2023. The effective tax rate of 19.4% rates were 3.7% and 23.6% 18.9% for the three months ended June 30, 2024 September 30, 2024 and 2023, respectively. The decrease in tax expense was primarily due to a decrease of income before provision for income taxes for 2024 the three months ended September 30, 2024 as compared to 2023, the three months ended September 30, 2023. There were was a net discrete tax benefits of \$0.1 million detriment for the three months ended June 30, 2024 and \$1.8 million September 30, 2024 related primarily to \$41.5 million losses not benefitted from the loss on divestiture of the Russian operations. The other discrete tax items for the three months ended June 30, 2023. For 2024, September 30, 2024 did not have a significant effect on our tax rate. The discrete items included additional tax benefits realized in the completion of 2023 tax returns filed in 2024. For 2023, discrete items included a benefit for reductions in tax liability as a result of reductions in tax reserves detriment for the expiration of the statute of limitations and for agreements with three months ended September 30, 2023 did not have a significant effect on our tax authorities for prior year audits, rate.

Net (loss) income attributable to IPG Photonics Corporation. Net (loss) income attributable to IPG Photonics Corporation decreased by \$42.1 million \$288.6 million to \$20.2 million a net loss of \$233.6 million for the three months ended June 30, 2024 September 30, 2024 compared to \$62.3 million a net income of \$55.0 million for the three months

Results of Operations for the Six Nine Months Ended June 30, 2024 September 30, 2024 Compared to the Six Nine Months Ended June 30, 2023 September 30, 2023

The table below sets forth sales by application:

Sales by Application

Sales by Application

Sales by Application

Materials processing

The table below sets forth sales by type of product and other revenue:

Sales by Product

Sales by Product

Sales by Product

High Power CW Lasers

29/40

Other Revenue including Amplifiers, Service, Parts, Accessories and Change in Deferred Revenue	Other Revenue including Amplifiers, Service, Parts, Accessories and Change in Deferred Revenue	124,798	24.5	24.5 %	137,068	19.9	19.9 %	(12,270)	(9.0)	(9.0) %	Other Revenue including Amplifiers, Service, Parts, Accessories and Change in Deferred Revenue	182,591	24.7	24.7 %	208,251
Total	Total	\$509,654	100.0	100.0 %	\$687,145	100.0	100.0 %	\$(177,491)	(25.8)	(25.8) %	Total	\$742,797	100.0	100.0 %	\$988,546

Materials processing

Sales for materials processing applications decreased due to decreases in sales of high power CW lasers, medium power CW lasers, pulsed lasers, laser and non-laser systems and other laser products and **service, partially offset by higher sales of QCW lasers, service.**

- High power CW laser sales decreased due to lower sales for cutting and welding applications. Within cutting applications, the decrease in sales was attributable to softer industrial demand **primarily in Europe and the U.S.**, increased competition **in China from Chinese fiber laser suppliers** and inventory management by OEM customers, while welding application was primarily impacted by a delay in **the e-mobility investments.**
- Medium power CW laser sales decreased due to a decrease in demand in welding, partially offset by growth in 3D printing applications.
- Pulsed laser sales decreased due to lower demand in **solar cell manufacturing micro material processing** applications and foil cutting **applications, as well as a decrease in sales for marking and engraving applications.**
- QCW laser sales increased due to higher demand in welding for consumer electronics and e-mobility applications.**
- Laser and non-laser systems sales decreased driven by lower demand for non-laser systems.
- Other revenue for materials processing decreased due to lower sales of accessories and parts and service.**

Other Applications

Sales from other applications decreased due to decreased **sales demand for lasers used** in medical procedures and advanced applications.

Cost of sales and gross margin. Cost of sales decreased by **\$76.6 million \$66.0 million**, or **19.5% 11.8%**, to **\$315.9 million \$495.0 million** for the **six nine months ended June 30, 2024 September 30, 2024** from **\$392.5 million \$561.0 million** for the **six nine months ended June 30, 2023 September 30, 2023**. Our gross margin decreased to **38.0% 33.4%** for the **six nine months ended June 30, 2024 September 30, 2024** from **42.9% 43.2%** for the **six nine months ended June 30, 2023 September 30, 2023**. Gross margin decreased mainly driven by increased provisions for excess and obsolete inventory. For the nine months ended September 30, 2024, we recorded additional inventory provisions of \$29.5 million attributed to items previously considered safety stock and items that became technologically obsolete. In addition to provisions for inventory reserves, gross margin declined due to an increase in unabsorbed manufacturing costs, **and an increase in inventory provisions as a percentage of sales. The decrease in gross margin was** partially offset by a decrease in shipping costs and tariffs, as a percentage of sales. **The strong U.S. dollar has negatively affected gross margin because a disproportionate amount of our manufacturing costs are denominated in U.S. dollars as compared to our sales which are predominantly denominated in foreign currencies.**

Sales and marketing expense. Sales and marketing expense increased by \$4.2 million, or **10.2% 6.6%**, to **\$45.5 million \$67.7 million** for the **six nine months ended June 30, 2024 September 30, 2024** compared with **\$41.3 million \$63.5 million** for the **six nine months ended June 30, 2023 September 30, 2023**. The increase is due to higher personnel and related **costs, expenses and premises expenses**, partially offset by lower depreciation and amortization expenses. As a percentage of sales, sales and marketing expense increased to **8.9% 9.1%** from **6.0% 6.4%** for the **six nine months ended June 30, 2024 September 30, 2024** and 2023, respectively.

Research and development expense. Research and development expense increased by **\$10.6 million \$13.0 million**, or **22.9% 18.3%**, to **\$56.9 million \$84.0 million** for the **six nine months ended June 30, 2024 September 30, 2024**, compared to **\$46.3 million \$71.0 million** for the **six nine months ended June 30, 2023 September 30, 2023**. The increase is due to higher personnel and related **costs expenses** and premises **costs, expenses**. As a percentage of sales, research and development expense increased to **11.2% 11.3%** from **6.7% 7.2%** for the **six nine months ended June 30, 2024 September 30, 2024** and 2023, respectively.

General and administrative expense. General and administrative expense increased by **\$3.0 million \$4.7 million**, or **5.0% 5.2%**, to **\$62.8 million \$95.4 million** for the **six nine months ended June 30, 2024 September 30, 2024** from **\$59.8 million \$90.7 million** for the **six nine months ended June 30, 2023 September 30, 2023**, primarily as a result of increases in consultant, legal, **and information system and premises costs, partially offset by a decrease in personnel and related costs, expenses.** As a percentage of sales, general and administrative expense increased to **12.3% 12.8%** from **8.7% 9.2%** for the **six nine months ended June 30, 2024 September 30, 2024** and 2023, respectively.

Gain on Net loss from divestiture and sale of assets. During the nine months ended September 30, 2024 we incurred a net loss of \$190.2 million. The loss was primarily related to the divestiture of our Russian operations for \$197.7 million, partially offset by a gain on sale of assets of **\$7.5 million for the six months ended June 30, 2024 was \$7.5 million**

related to the sales of a building and land in the U.S. and a building in the U.K.

Impairment of long-lived assets. During the nine months ended September 30, 2024, we completed an impairment analysis of the assets in Belarus as a result of new EU sanctions that will limit our ability to supply laser cabinets and other mechanical components from our factory in Belarus. We recorded \$26.6 million of impairment of long-lived asset.

Effect of exchange rates on net sales, gross profit and operating expenses. We estimate that, if exchange rates relative to the U.S. dollar had been the same as one year ago, which were on average euro 0.93, 0.92, Russian ruble 77.83, Japanese yen 135.138 and Chinese yuan 6.93, 7.03, respectively, we would have expected net sales for the six nine months ended June 30, 2024 September 30, 2024 to be \$13.7 million \$13.2 million higher, gross profit to be \$7.5 million \$8.2 million higher and total operating sales and marketing, research and development, and general and administrative expenses would have been \$3.2 million \$2.9 million higher.

Loss on foreign exchange. We incurred a foreign exchange transaction loss of \$4.9 million \$6.1 million for the six nine months ended June 30, 2024 September 30, 2024 as compared to a gain of \$1.3 million \$1.8 million for the six nine months ended June 30, 2023 September 30, 2023. Our European subsidiaries have certain net assets denominated in U.S. dollars, and our Asian subsidiaries have Chinese subsidiary has certain net liabilities denominated in U.S. dollars. The

loss for the six nine months ended June 30, 2024 September 30, 2024 was primarily attributable to loss from the depreciation of the Chinese yuan for most of the year and appreciation of the Korean won, euro, as compared to the U.S. dollar.

Interest income, net. Interest income, net, was \$27.0 million \$38.1 million for the six nine months ended June 30, 2024 September 30, 2024 as compared to \$16.8 million \$28.4 million of income for the six nine months ended June 30, 2023 September 30, 2023. The increase in interest income, net, was due to an increase in yields on cash equivalents and short-term investments that resulted from higher market interest rates as compared to prior year rates.

Provision for income taxes. Provision for income taxes was \$14.4 million \$5.4 million for the six nine months ended June 30, 2024 September 30, 2024 compared to \$42.4 million \$55.3 million for the six nine months ended June 30, 2023, representing an September 30, 2023. There was tax expense provided on the Loss before provision for income taxes for the nine months ended September 30, 2024. The effective tax rate of 24.5% and 25.7% was 23.8% for the six nine months ended June 30, 2024 and 2023, respectively, September 30, 2023. The decrease in tax expense was primarily due to a decrease of income before provision for income taxes for 2024 the nine months ended September 30, 2024 as compared to 2023, the nine months ended September 30, 2023. There was a net discrete tax detriment of \$1.9 million and a net \$41.5 million primarily from the loss on divestiture of Russian operations for the nine months ended

September 30, 2024. The other discrete tax detriment of \$0.2 million items for the six nine months ended June 30, 2024 and 2023, respectively. In both years, the September 30, 2024 were \$1.4 million tax detriment primarily related to the increase in tax impact from tax deductions expense for stock-based equity-based compensation that were less than the compensation expense recognized for books; this detriment which was substantially partially offset by the reductions in tax liability as a result of reductions in tax reserves reserves. The discrete detriment for the expiration of the statute of limitations and for agreements with nine months ended September 2023 did not have a significant effect on our tax authorities for prior year audits. rate.

Net (loss) income attributable to IPG Photonics Corporation. Net (loss) income attributable to IPG Photonics Corporation decreased by \$78.2 million \$366.8 million to \$44.3 million a net loss of \$189.3 million for the six nine months ended June 30, 2024 September 30, 2024 compared to \$122.5 million a net income of \$177.5 million for the six nine months ended June 30, 2023. Net income attributable to IPG Photonics Corporation as a percentage of our net sales decreased by 9.1 percentage point to 8.7% from 17.8% for the six months ended June 30, 2024 and 2023, respectively, September 30, 2023, due to the factors described above.

Liquidity and Capital Resources

We believe that our existing cash and cash equivalents, short-term investments, our cash flows from operations and our existing lines of credit provide us with the financial flexibility to meet our liquidity and capital needs. We expect to continue making investments in capital expenditures, to assess acquisition opportunities and to repurchase shares of our stock in accordance with our repurchase program. The extent and timing of such expenditures may vary from period to period. Our future long-term capital requirements will depend on many factors including our level of sales, the impact of the economic environment on our growth, the timing and extent of spending to support development efforts, expansion of global sales and marketing activities, government regulation including trade sanctions, the timing and introductions of new products, the need to ensure access to adequate manufacturing capacity and the continuing market acceptance of our products. In the near term, we will incur capital expenditures related to the expansion of capacity outside of Russia because of the reduction in manufacturing activity and capacity at our Russian factory that we can access due to sanctions. Belarus. As of June 30, 2024 September 30, 2024, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures or capital resources.

Included in cash and cash equivalents are \$78.1 million of cash and cash equivalents located in Russia, and \$3.5 million \$5.8 million of cash located in Belarus, as of June 30, 2024 September 30, 2024. Cash and cash equivalents in Russia are subject to capital controls that prevent repatriation by dividend or distribution of capital. There are currently no restrictions on our ability to use cash and cash equivalents in Russia for operating purposes including converting cash to foreign currency for the payment of goods received from vendors outside of Russia. The Russian operations are self-funding. Approximately 8% of our consolidated working capital including cash, cash equivalents and short-term investments is located in Russia. We are making no new investments in Russia.

The following table presents our principal sources of liquidity:

June 30,	December 31,
----------	--------------

- an increase in cash used by income and other taxes payable due to the timing of estimated tax payments made and refunds received from filing tax returns, including an installment due on our transition tax liability from the Tax Reform Act of 2017.

The decreases in cash provided by operating activities were partially offset by:

- an increase in cash provided by accounts receivable due to timing of collection and lower accounts receivable resulting from lower sales;
- an increase in cash provided by inventory, as we moderate investment in safety stock related to supply chain disruptions for third party electronic parts and internally manufactured components and reduce inventory levels;
- an increase in cash provided by accounts payable due to timing of payments;
- a decrease in cash used by accrued expenses and other liabilities due to timing of billings in excess of costs and estimated earnings on custom systems and less cash used for personnel accruals, partially offset by an increase in cash used by customer deposits and deferred revenue due to lower sales; and
- a decrease in cash used by prepaid expenses and other assets due to timing of bank acceptance drafts and costs and earnings in excess of billings on custom systems.

The increases in cash provided by operating activities were partially offset by:

- a decrease in cash provided by net income after adjusting for non-cash operating activities, mainly due to lower sales; and
- an increase in cash used by income and other taxes payable due to the timing of estimated tax payments made and refunds received from filing tax returns, including an installment due on the company's transition tax liability from the Tax Reform Act of 2017.

Investing activities. Net cash provided by investing activities was \$308.6 million \$471.3 million for the six nine months ended June 30, 2024 September 30, 2024 as compared to cash used in investing activities of \$90.5 million \$163.0 million in 2023. The cash provided by investing activities in 2024 related to \$332.5 million \$543.0 million of net proceeds of short-term investments and \$28.3 million \$28.5 million of cash provided by sales of property, plant and equipment; partially offset by \$52.3 million \$75.4 million of cash used for capital expenditures, expenditures, and \$25.3 million of net cash outflow from the divestiture of our Russian operation. The cash proceeds from the sale of our Russian operation were lower than the cash and cash equivalents on hand, resulting in a cash outflow from divestiture. The cash used in investing activities in 2023 related to \$33.5 million \$108.6 million of net purchases of short-term investments and \$59.1 million \$85.3 million of cash used for capital expenditures, expenditures; partially offset by \$30.4 million of cash provided by sales of property, plant and equipment.

In 2024, we expect to invest approximately \$120 million to \$130 million in capital expenditures, \$100 million net of asset divestitures, proceeds from sale of fixed assets. Capital expenditures include investments in property, facilities and equipment to replace capacity in Russia that we can no longer use to manufacture optical components and finished goods and upgrade or replace equipment at other facilities that is beyond its useful life. Capital expenditures also include investments to increase vertical integration, increase redundant manufacturing capacity for critical components and enhance research and development capabilities. The timing and extent of any capital expenditures in and between periods can have a significant effect on our cash flow. If we obtain financing for certain projects, our cash expenditures would be reduced in the year of expenditure. Many of the capital expenditure projects that we undertake have long lead times and are difficult to cancel or defer to a later period. We intend to finance our capital expenditures with existing cash, cash equivalents and short term investments as well as with cash generated from operations.

Financing activities. Net cash used in financing activities was \$210.2 \$284.6 million for the six nine months ended June 30, 2024 September 30, 2024 as compared to net cash used of \$129.8 million \$176.0 million in 2023. The cash used in financing activities in 2024 primarily related to the purchase of treasury stock of \$212.0 million \$286.5 million. The cash used in financing activities in 2023 primarily related to the purchase of treasury stock of \$113.0 million \$159.5 million and principal payments on our long-term borrowings of \$16.0 million.

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and we intend that such forward-looking statements be subject to the safe harbors created thereby. For this purpose, any statements contained in this Quarterly Report on Form 10-Q except for historical information are forward-looking statements. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "estimate," or "continue" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. In addition, any statements that refer to projections of our future financial performance, trends in our businesses, or other characterizations of future events or circumstances are forward-looking statements.

The forward-looking statements included herein are based on current expectations of our management based on available information and involve a number of risks and uncertainties, all of which are difficult or impossible to accurately predict and many of which are beyond our control. As such, our actual results may differ significantly from those expressed in any forward-looking statements. Factors that may cause or contribute to such differences include, but are not limited to, those discussed in more detail in Item 1, "Business" and Item 1A, "Risk Factors" of Part I of the Form 10-K filed with the SEC for the year ended December 31, 2023 (the "Annual Report"). Readers should carefully review these risks, as well as the additional risks described in other documents we file from time to time with the Securities and Exchange Commission. In light of the significant risks and uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by us or any other person that such results will be achieved, and readers are cautioned not to rely on such forward-looking information. We undertake no obligation to revise the forward-looking statements contained herein to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Recent Accounting Pronouncements

See Note 2 in the Notes to Condensed Consolidated Financial Statements for a full description of recent accounting pronouncements, including the respective dates of adoption or expected adoption and effects on our condensed consolidated financial statements contained in Item 1 of this Quarterly Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk in the ordinary course of business, which consists primarily of interest rate risk associated with our cash and cash equivalents and foreign exchange rate risk.

Interest rate risk. Certain interest rates are variable and fluctuate with current market conditions. Our investments have limited exposure to market risk. We maintain a portfolio of cash, cash equivalents and short-term investments consisting primarily of bank deposits, money market funds, certificates of deposit, commercial paper, corporate bonds and U.S. treasury and agency obligations. None of these investments have a maturity date in excess of one year. Because of the short-term nature of these instruments, a sudden change in market interest rates would not be expected to have a material impact on our financial condition or results of operations.

We are also exposed to market risk as a result of increases or decreases in the amount of interest expense we must pay on our borrowings on our bank credit facilities. Although our U.S. revolving line of credit have variable rates, we do not believe that a 10% change in market interest rates would have a material impact on our financial position or results of operations.

Exchange rates. Due to our international operations, a significant portion of our net sales, cost of sales and operating expenses are denominated in currencies other than the U.S. dollar, principally the euro, the Russian ruble, and the Chinese yuan. Changes in the exchange rate of the U.S. dollar versus the functional currencies of our subsidiaries affect the translated value and relative level of sales and net income that we report from one period to the next. In addition, our subsidiaries may have assets or liabilities denominated in a currency other than their functional currency which results in foreign exchange transaction gains and losses due to changes in the value of the functional currency versus the currency the assets and liabilities are denominated in. The loss on foreign exchange transactions totaled **\$3.2 million** **\$1.1 million** for the three months ended **June 30, 2024** **September 30, 2024** compared to a **loss** **gain** of **\$1.3 million** **\$0.4 million** for the three months ended **June 30, 2023** **September 30, 2023**. Management attempts to minimize these exposures by partially or fully off-setting foreign currency denominated assets and liabilities at our subsidiaries that operate in different functional currencies. The effectiveness of this strategy can be limited by the volume of underlying transactions at various subsidiaries and by our ability to accelerate or delay inter-company cash settlements. As a result, we are unable to create a perfect offset of the foreign currency denominated assets and liabilities. **As a result of the divestiture of our Russian operation, our exposure to the Russian ruble in future periods is not expected to be significant.**

At **June 30, 2024** **September 30, 2024**, our material foreign currency exposure is net U.S. dollar denominated assets at subsidiaries where the euro is the functional currency and U.S. dollar denominated liabilities where the Chinese yuan **or the Russian ruble** is the functional currency. The net U.S. dollar denominated assets are comprised of cash, third party receivables and inter-company receivables offset by third party and inter-company payables denominated in U.S. dollar. The U.S. dollar denominated liabilities are comprised of inter-company payables. A 5% change in the relative exchange rate of the U.S. dollar to the euro as of **June 30, 2024** **September 30, 2024** applied to the net U.S. dollar asset balances, would result in a foreign exchange gain of **\$1.5** **\$3.7** million if the U.S. dollar appreciated and a **\$1.6** **\$3.9** million foreign exchange loss if the U.S. dollar depreciated. A 5% change in the relative exchange rate of the U.S. dollar to the **Russian ruble as of June 30, 2024 applied to the net U.S. dollar liability balances, would result in a foreign exchange loss of \$0.1 million if the U.S. dollar appreciated and a \$0.1 million foreign exchange gain if the U.S. dollar depreciated.** A 5% change in the relative exchange rate of the U.S. dollar to the Chinese yuan as of **June 30, 2024** **September 30, 2024** applied to the net U.S. dollar liabilities balances, would result in a foreign exchange loss of **\$1.0** **\$0.8** million if the U.S. dollar appreciated and a **\$1.1** **\$0.8** million foreign exchange gain if the U.S. dollar depreciated. **Volatility between the U.S. dollar and the currencies to which we are exposed may be increased by sanctions on the Russian government and changes in central bank policy, primarily, related to interest rates.**

In addition, we are exposed to foreign currency translation risk for those subsidiaries whose functional currency is not the U.S. dollar as changes in the value of their functional currency relative to the U.S. dollar affect the translated amounts of our assets and liabilities. Changes in the translated value of assets and liabilities due to changes in functional currency exchange rates relative to the U.S. dollar result in foreign currency translation adjustments that are a component of other comprehensive income or loss on the **condensed consolidated statements** **Condensed Consolidated Statements of comprehensive income.** **Comprehensive Income.**

Foreign currency derivative instruments can also be used to hedge exposures and reduce the risks of certain foreign currency transactions; however, these instruments provide only limited protection and can carry significant cost. We have no foreign currency derivative instruments as of **June 30, 2024** **September 30, 2024**. We will continue to analyze our exposure to currency exchange rate fluctuations and may engage in financial hedging techniques in the future to attempt to minimize the effect of these potential fluctuations. Exchange rate fluctuations may adversely affect our financial results in the future.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision of our chief executive officer and our chief financial officer, our management has evaluated the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this Quarterly Report on Form 10-Q (the "Evaluation Date"). Based upon that evaluation, our chief executive officer and our chief financial officer have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective.

Changes in Internal Controls

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) that occurred during the quarter ended **June 30, 2024** **September 30, 2024** that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information with respect to this item may be found in Note [10, 11](#), "Commitments and Contingencies" in the Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report and is incorporated herein by reference.

ITEM 1A. RISK FACTORS

In addition to the other information in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2023, which could materially and adversely affect our financial condition, results of operations or cash flows, or cause our actual results to differ materially from those projected in any forward-looking statements. We may also face other risks and uncertainties that are not presently known, are not currently believed to be material, or are not identified in our Annual Report or Quarterly Reports because they are common to all businesses.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities

There have been no sales of unregistered securities for the three months ended [June 30, 2024](#) [September 30, 2024](#).

Issuer Purchases of Equity Securities

The following table reflects issuer purchases of equity securities for the three months ended [June 30, 2024](#) [September 30, 2024](#):

	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
April 1, 2024 — April 30, 2024	408,561 (2)	\$ 86.77	408,561	\$ 264,548
May 1, 2024 — May 31, 2024	532,915 (2)	87.46	530,925	219,809
June 1, 2024 — June 30, 2024	464,763 (2)	84.61	464,763	180,484
Total	1,406,239	\$ 86.32	1,404,249	\$ 180,484

	Total Number of Shares (or Units) Purchased (1)	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
July 1, 2024 — July 31, 2024	349,348	\$ 87.26	349,348	150,000
August 1, 2024 — August 31, 2024	701	69.27	—	150,000
September 1, 2024 — September 30, 2024	635,155	68.09	634,712	106,781
Total	985,204	\$ 74.89	984,060	\$ 106,781

(1) Share repurchases relating to Total number of shares (or units) purchased includes shares repurchased as part of publicly announced plans or programs and "withhold to cover" tax liabilities upon vesting of restricted stock awards are excluded from our share repurchase program awards. For the three months ended [June 30, 2024](#) [September 30, 2024](#), a total of [1,990](#) [1,144](#) shares were withheld to cover at an average price of [\\$88.80](#) [\\$66.78](#).

(2) On May 2, 2023, we announced that our Board of Directors authorized the purchase of up to \$200 million of IPG common stock (the "May 2023 authorization"), exclusive of any fees, commissions or other expenses. On February 13, 2024, we announced that our Board of Directors authorized the purchase of up to \$300 million of IPG common stock (the "February 2024 authorization"), exclusive of any fees, commissions or other expenses. Share repurchases under these purchase authorization were made periodically in open-market transactions using our working capital, and were subject to market conditions, legal requirements and other factors. The share purchase program authorizations did not obligate us to repurchase any dollar amount or number of our shares, and repurchases could be commenced or suspended from time to time without prior notice.

We repurchased [1,404,249](#) [984,060](#) shares in the [second](#) [third](#) quarter of 2024 under the [May 2023 authorization](#) and [February 2024 authorization](#). As of June 30, 2024, we completed all the repurchases under the [May 2023](#) authorization.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the Registrant's last fiscal quarter, the following director of the Registrant adopted a Rule 10b5-1 trading arrangement plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) (the "Rule 10b5-1 trading arrangement"):

- on May 3, 2024, Mr. Eric Meurice, Director, adopted a Rule 10b5-1 trading arrangement for the sale of up to 2,255 shares, including shares acquired upon exercise of stock options, over a period beginning August 2, 2024 and ending June 1, 2025 on the open market at prevailing prices, subject to minimum price thresholds.

Other than those disclosed above, none of our directors or officers adopted, modified, or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," in each case as defined in Item 408 of Regulation S-K, during the quarter ended September 30, 2024.

ITEM 6. EXHIBITS

(a) Exhibits

Exhibit No.	Description
10.1	Employment Services Agreement dated April 25, 2024 August 15, 2024 between the Registrant and Dr. Mark Gitin (incorporated Alexander Ovtchinnikov(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on April 30, 2024)
10.2	Transition Agreement dated April 25, 2024 between the Registrant, JPG Laser GmbH & Co. KG and Dr. Eugene Scherbakov (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the Commission on April 30, 2024 August 16, 2024)
10.3	Advisor Agreement dated April 25, 2024 between the Registrant and Dr. Eugene Scherbakov (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the Commission on April 30, 2024)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 1350
101.INS	Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

SIGNATURES

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

IPG PHOTONICS CORPORATION

Date: July 30, 2024 October 29, 2024

By: /s/ Mark M. Gitin
Mark M. Gitin
Chief Executive Officer
(Principal Executive Officer)

Date: July 30, 2024 October 29, 2024

By: /s/ Timothy P.V. Mammen
Timothy P.V. Mammen
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

Certification of Chief Executive Officer

Pursuant to Rule 13a – 14(a) or Rule 15d – 14(a) of the Securities Exchange Act of 1934

I, Mark M. Gitin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IPG Photonics Corporation;
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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be signed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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: July 30, 2024 October 29, 2024

By: _____ /s/ Mark M. Gitin

Mark M. Gitin
Chief Executive Officer (Principal Executive Officer)

Certification of Chief Financial Officer

Pursuant to Rule 13a – 14(a) or Rule 15d – 14(a) of the Securities Exchange Act of 1934

I, Timothy P.V. Mammen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IPG Photonics Corporation;

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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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: July 30, 2024 October 29, 2024

By:

/s/ Timothy P.V. Mammen

Timothy P.V. Mammen

Senior Vice President and Chief Financial Officer (Principal Financial Officer)

Exhibit 32

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

In connection with the filing of the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2024 September 30, 2024 (the "Report") by IPG Photonics Corporation (the "Company"), Mark M. Gitin, as the Chief Executive Officer of the Company, and Timothy P.V. Mammen, as the Chief Financial Officer of the Company, each hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- 1 the Report fully complies with the requirements of Section 13(a) or Section 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: July 30, 2024 October 29, 2024

/s/ Mark M. Gitin

Mark M. Gitin
Chief Executive Officer

/s/ Timothy P.V. Mammen

Timothy P.V. Mammen
Senior Vice President and Chief Financial Officer

A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to IPG Photonics Corporation and will be retained by IPG Photonics Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODIC REPORTS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON DATA AND TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2024, Refinitiv. All rights reserved. Patents Pending.