

REFINITIV

DELTA REPORT

10-Q

XPER - XPERI INC.

10-Q - SEPTEMBER 30, 2023 COMPARED TO 10-Q - JUNE 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 1055

█	CHANGES	230
█	DELETIONS	194
█	ADDITIONS	631

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 September 30, 2023**

OR

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

Commission File Number: **001-41486**

XPERI INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

83-4470363

(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification No.)

2190 Gold Street, San Jose, California

95002

(Address of Principal Executive Offices)

(Zip Code)

(408) 519-9100

(Registrant's Telephone Number, Including Area Code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered

Common Stock (par value \$0.001 per share)	XPER	New York Stock Exchange
--	------	-------------------------

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

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

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

Large accelerated filer <input 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

The number of shares outstanding of the registrant's common stock as of **August 1, 2023** **November 3, 2023** was **43,297,075** **43,465,834**.

XPERI INC.
FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED JUNE SEPTEMBER 30, 2023
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

XPERI INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022
	126		253	245				
Revenue	,87	126,	,71	,09	130,	121,	384,	366,
	\$ 2	\$ 203	\$ 1	\$ 2	\$ 390	\$ 637	\$ 101	\$ 728
Operating expenses:								
Cost of revenue, excluding depreciation and amortization of intangible assets	30,	26,8	58,	54,	26,4	31,4	85,0	85,6
	856	79	648	286	13	03	61	89
Research and development	55,	51,3	,55	,57	56,4	57,0	166,	158,
	701	72	7	2	36	70	993	641
Selling, general and administrative			114	100				
	56,	50,3	,27	,19	59,6	56,7	173,	156,
	497	41	3	3	20	02	893	894
Depreciation expense	4,2	5,14	8,2	10,	4,24	4,99	12,5	15,6
	02	4	95	707	8	0	43	97
Amortization expense	14,	14,7	29,	29,	14,7	16,6	44,3	46,1
	798	60	625	553	24	13	49	66
Goodwill impairment							354,	354,
							— 000	— 000
Impairment of long-lived assets			1,0				1,09	
	—	—	96	—	—	—	6	—
Total operating expenses	162		322	296				
	,05	148,	,49	,31	161,	520,	483,	817,
	4	496	4	1	441	778	935	087
Operating loss	(35,	(22,	(68,	(51,	(31,	(399,	(99,	(450
	182)	293)	783)	219)	051)	141)	834)	,359)
Other income (expense), net		(29	1,2					
	908	0)	76	226				
Other expense, net					(1,3			
					36)	(527)	(60)	(301)

Loss before taxes	(34, 274)	(22, 583)	(67, 507)	(50, 993)	(32, 387)	(399, 668)	(99, 894)	(450, ,660)
Provision for income taxes	5,0 90	8,39 5	4,7 96	10, 475	9,68 5	2,02 4	14,4 81	12,5 00
Net loss	(39, 364)	(30, 978)	(72, 303)	(61, 468)	(42, 072)	(401, 692)	(114, ,375)	(463, ,160)
Less: net loss attributable to noncontrolling interest	(96 9)	(84 8)	(1,9 08)	(1,8 16)	(646)	(890)	(54)	(2,5 06)
Net loss attributable to the Company	(38, \$ 395)	(30, \$ 130)	(70, \$ 395)	(59, \$ 652)	(41, \$ 426)	(400, \$ 802)	(111, \$,821)	(460, \$,454)
Net loss per share attributable to the Company - basic and diluted	(0.9 \$ 0)	(0.7 \$ 2)	(1.6 \$ 6)	(1.4 \$ 2)	(0.9 \$ 6)	(2.6 \$ (9.54))	(10. \$ 1)	(10. \$ 96)
Weighted-average number of shares used in net loss per share calculations - basic and diluted	42, 770	42,0 24	42, 499	42, 024	43,3 16	42,0 24	42,7 74	42,0 24

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

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XPERI INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)
(unaudited)

	Three Months Ended		Six Months Ended		Three Months Ended		Nine Months Ended	
	June 30,		June 30,		September 30,		September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022
Net loss	(39, \$ 364)	(30, \$ 978)	(72, \$ 303)	(61, \$ 468)	(42,0 \$ 72)	(401, \$ 692)	(114, \$ 375)	(463, \$ 160)
Other comprehensive income (loss):								

Other comprehensive loss:								
Change in foreign currency translation adjustment	(521)	(03)	92	(49)	(46)	(914)	46	3
Unrealized (loss) gain on cash flow hedges	(10)	—	853	—				
Unrealized loss on cash flow hedges					(2,27) 3)		(1,42) 0)	—
Comprehensive loss	(39, 895)	(33, 381)	(71, 358)	(64, 917)	(44,3 91)	(402, 606)	(115, 749)	(467, 523)
Less:								
comprehensive loss attributable to noncontrolling interest	(969)	(848)	(08)	(16)	(646)	(890)	(2,55) 4)	(2,70) 6)
Comprehensive loss attributable to the Company	(38, \$ 926)	(32, \$ 533)	(69, \$ 450)	(63, \$ 101)	(43,7 \$ 45)	(401, \$ 716)	(113, \$ 195)	(464, \$ 817)

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

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XPERI INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except par value)
(unaudited)

	June 30, 2023	Decembe r 31, 2022	Septem ber 30,	Decemb er 31,		
			2023	2022		
ASSETS						
Current assets:						
Cash and cash equivalents	112, \$ 159	160,1 \$ 27	131, \$ 530	160,1 \$ 27		

Accounts receivable, net	75,8	64,71	64,1	64,71
	70	2	71	2
Unbilled contracts receivable, net	60,0	65,25	61,1	65,25
	68	1	48	1
Prepaid expenses and other current assets	39,9	42,17	38,9	42,17
	72	4	46	4
Total current assets	288,069	332,264	295,795	332,264
Unbilled contracts receivable, noncurrent	16,8		21,9	
	40	4,289	26	4,289
Property and equipment, net	46,3	47,82	44,6	47,82
	57	7	00	7
Operating lease right-of-use assets	47,0	52,90	43,9	52,90
	13	1	69	1
Intangible assets, net	235,018	264,376	220,356	264,376
Deferred tax assets	2,39		2,46	
	5	2,096	5	2,096
Other noncurrent assets	35,435	33,158	35,122	33,158
Total assets	671,127	736,911	664,233	736,911
LIABILITIES AND EQUITY				
Current liabilities:				
Accounts payable	11,4	14,86	15,5	14,86
	\$ 71	\$ 4	\$ 75	\$ 4
Accrued liabilities	91,1	110,0	109,	110,0
	22	14	924	14
Deferred revenue	24,6	25,36	25,9	25,36
	23	3	79	3
Total current liabilities	127,216	150,241	151,478	150,241
Long-term debt	50,0	50,00	50,0	50,00
	00	0	00	0
Deferred revenue, noncurrent	18,1	19,12	19,0	19,12
	26	9	50	9

Operating lease liabilities, noncurrent	37,8	42,66	34,4	42,66
	21	6	97	6
Deferred tax liabilities	12,4	12,89	12,2	12,89
	62	9	46	9
Other noncurrent liabilities	11,0	12,99	10,5	12,99
	92	0	07	0
Total liabilities	256,	287,9	277,	287,9
	717	25	778	25
Commitments and contingencies (Note 14)				
Equity:				
Preferred stock: \$0.001 par value; 6,000 shares authorized as of June 30, 2023 and December 31, 2022; no shares issued and outstanding as of June 30, 2023 and December 31, 2022	—	—	—	—
Common stock: \$0.001 par value; 140,000 shares authorized as of June 30, 2023 and December 31, 2022; 43,214 and 42,066 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively	43	42	43	42
Preferred stock: \$0.001 par value; 6,000 shares authorized as of September 30, 2023 and December 31, 2022; no shares issued and outstanding as of September 30, 2023 and December 31, 2022	—	—	—	—
Common stock: \$0.001 par value; 140,000 shares authorized as of September 30, 2023 and December 31, 2022; 43,387 and 42,066 shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively	43	42	43	42
Additional paid-in capital	1,17	1,18	1,17	1,18
	3,10	1,136,	9,28	1,136,
	0	330	9	330
Accumulated other comprehensive loss	(3,1	(5,49	(4,11	(4,11
	74)	(4,119)	3)	9)
Accumulated deficit	(73	(780,	(668,	(668,
	9,23	(668,8	656)	835)
	0)	35)		
Total Company stockholders' equity	430,	463,4	403,	463,4
	739	18	183	18
Noncontrolling interest	(16,	(14,43	(16,7	(14,4
	329)	2)	28)	32)

Total equity	414, 410	448,9 86	386, 455	448,9 86
Total liabilities and equity	671, \$ 127	736,9 \$ 11	664, \$ 233	736,9 \$ 11

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

XPERI INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Six Months Ended June 30,		Nine Months Ended September 30,	
			2023	2022
Cash flows from operating activities:				
Net loss	\$ (72,303)	\$ (61,468)	\$ (114,375)	\$ (463,160)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation of property and equipment	8,295	10,707	12,543	15,697
Amortization of intangible assets	29,625	29,553	44,349	46,166
Stock-based compensation expense	34,059	19,176	51,681	29,761
Goodwill impairment			—	354,000
Impairment of long-lived assets			1,096	—
Deferred income taxes	(736)	—	(1,022)	(451)
Impairment of long-lived assets	1,096	—		
Other	(105)	930	(162)	(146)
Changes in operating assets and liabilities:				
Accounts receivable	(11,480)	29	188	18,990
Unbilled contracts receivable	(7,324)	5,083	(13,556)	623
Prepaid expenses and other assets	1,106	(4,714)	1,264	(14,884)
Accounts payable	(4,691)	3,835	87	10,504
Accrued and other liabilities	(20,428)	(19,911)	(3,229)	(824)

Deferred revenue	(1,743)	(5,474)	537	(7,609)
Net cash used in operating activities	(44,629)	(22,254)	(20,599)	(11,333)
Cash flows from investing activities:				
Purchases of property and equipment	(6,108)	(7,150)	(9,432)	(10,514)
Purchases of intangible assets	(91)	(73)	(149)	(110)
Net cash paid for acquisition			—	(50,473)
Net cash used in investing activities	(6,199)	(7,223)	(9,581)	(61,097)
Cash flows from financing activities:				
Proceeds from issuance of common stock under employee stock purchase plan	5,850	—	5,850	—
Withholding taxes related to net share settlement of restricted awards	(3,127)	—		
Withholding taxes related to net share settlement of equity awards			(4,313)	—
Net proceeds from Former Parent capital contributions			—	83,235
Net transfers from Former Parent	—	44,131	—	52,802
Net cash provided by financing activities	2,723	44,131	1,537	136,037
Effect of exchange rate changes on cash and cash equivalents	137	(2,092)	46	(4,184)
Net (decrease) increase in cash and cash equivalents	(47,968)	12,562	(28,597)	59,423
Cash and cash equivalents at beginning of period	160,12	120,69		
	7	5	160,127	120,695
Cash and cash equivalents at end of period	112,15	133,25		
	\$ 9	\$ 7	\$ 131,530	\$ 180,118
Supplemental disclosure of cash flow information:				
Interest paid	\$ 1,496	\$ —	\$ 2,244	\$ —
Income taxes paid, net of refunds	\$ 10,109	\$ 8,418	\$ 15,504	\$ 9,460
Debt issued in connection with acquisition			\$ —	\$ 50,000

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

XPERI INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(in thousands)
(unaudited)

<u>Three Months Ended June 30,</u> <u>2023</u>	Accumulated						
	Other						
	Common Stock		Additional	Comprehensi	Accumulate	Noncontrolli	Total
	Amount						
	Shares	at	Capital	Loss	Deficit	Interest	Equity
Balances at April 1, 2023			1,149,37				
	42,497	\$ 42	\$ 0	\$ (2,643)	\$ (700,835)	\$ (15,360)	\$ 430,574
Vesting of restricted stock units, net of tax withholding	72	—	(210)	—	—	—	(210)
Issuance of common stock under employee stock purchase plan	644	1	5,849	—	—	—	5,850
Stock-based compensation	—	—	18,091	—	—	—	18,091
Foreign currency translation adjustment	—	—	—	(521)	—	—	(521)
Unrealized loss on cash flow hedges	—	—	—	(10)	—	—	(10)
Net loss	—	—	—	—	(38,395)	(969)	(39,364)
Balances at June 30, 2023			1,173,10				
	43,213	\$ 43	\$ 0	\$ (3,174)	\$ (739,230)	\$ (16,329)	\$ 414,410

<u>Six Months Ended June 30, 2023</u>	Accumulated						
	Other						
	Common Stock		Additional	Comprehensi	Accumulate	Noncontrolli	Total
	Amount						
	Shares	at	Capital	Loss	Deficit	Interest	Total Equity
Balances at January 1, 2023			1,136,33				
	42,066	\$ 42	\$ 0	\$ (4,119)	\$ (668,835)	\$ (14,432)	\$ 448,986

	—	—	(11)	—	—	—	11	—
Issuance of equity to noncontrolling interest	—	—	(11)	—	—	—	11	—
Vesting of restricted stock units, net of tax withholding	503	—	(3,127)	—	—	—	—	(3,127)
Issuance of common stock under employee stock purchase plan	644	1	5,849	—	—	—	—	5,850
Stock-based compensation	—	—	34,059	—	—	—	—	34,059
Foreign currency translation adjustment	—	—	—	92	—	—	—	92
Unrealized gain on cash flow hedges	—	—	—	853	—	—	—	853
Net loss	—	—	—	—	(70,395)	(1,908)	(72,303)	
Balances at June 30, 2023			1,173,10					
	<u>43,213</u>	<u>\$ 43</u>	<u>\$ 0</u>	<u>\$ (3,174)</u>	<u>\$ (739,230)</u>	<u>\$ (16,329)</u>	<u>\$ 414,410</u>	
								Accumulated
				Net	Other			
				Investment	Comprehensi	Noncontrolli		
Three Months Ended June 30, 2022			Common Stock	by Former	ve	ng		Total
			Amount					
			Shares	t	Parent	Loss	Interest	Equity
Balances at April 1, 2022	—	\$ —	\$ 1,030,704	\$ (1,722)	\$ (10,169)	\$ 1,018,813		
Net loss	—	—	(30,130)	—	(848)	(30,978)		
Foreign currency translation adjustment	—	—	—	(2,403)	—	(2,403)		
Issuance of equity to noncontrolling interest	—	—	—	—	2	2		
Net transfers from Former Parent	—	—	28,913	—	—	28,913		
Balances at June 30, 2022	<u>—</u>	<u>\$ —</u>	<u>\$ 1,029,487</u>	<u>\$ (4,125)</u>	<u>\$ (11,015)</u>	<u>\$ 1,014,347</u>		
								Accumulated
					Other			
				Net Parent	Comprehensi	Noncontrolli		
Six Months Ended June 30, 2022			Common Stock	Company	ve	ng		Total
			Amount					
			Shares	t	Investment	Loss	Interest	Equity

Balances at January 1, 2022	—	\$	—	\$ 1,025,838	\$ (676)	\$ (9,205)	\$ 1,015,957
Net loss	—	—	—	(59,652)	—	(1,816)	(61,468)
Foreign currency translation adjustment	—	—	—	—	(3,449)	—	(3,449)
Issuance of equity to noncontrolling interest	—	—	—	—	—	6	6
Net transfers from Former Parent	—	—	—	63,301	—	—	63,301
Balances at June 30, 2022	—	\$	—	\$ 1,029,487	\$ (4,125)	\$ (11,015)	\$ 1,014,347

Three Months Ended <u>September 30, 2023</u>	Accumulated Other						
	Common Stock		Additional Paid-In	Comprehensi	Accumulate	Noncontrolli	
	Shares	Amount	Capital	Loss	Deficit	Interest	Total
Balances at July 1, 2023			1,173,10				
	43,213	\$ 43	\$ 0	\$ (3,174)	\$ (739,230)	\$ (16,329)	\$ 414,410
Change in ownership interest of the Company				(247)		247	—
Vesting of restricted stock units, net of tax withholding	174	—	(1,186)	—	—	—	(1,186)
Stock-based compensation	—	—	17,622	—	—	—	17,622
Foreign currency translation adjustment	—	—	—	(46)	—	—	(46)
Unrealized loss on cash flow hedges	—	—	—	(2,273)	—	—	(2,273)
Net loss	—	—	—	—	(41,426)	(646)	(42,072)
Balances at September 30, 2023			1,189,28				
	43,387	\$ 43	\$ 9	\$ (5,493)	\$ (780,656)	\$ (16,728)	\$ 386,455

Nine Months Ended September <u>30, 2023</u>	Accumulated Other						
	Common Stock		Additional Paid-In	Comprehensi	Accumulate	Noncontrolli	
	Shares	Amount	Capital	Loss	Deficit	Interest	Total Equity

Balances at January 1, 2023	42,066	\$ 42	\$ 1,136,33	\$ 0	(4,119)	\$ (668,835)	\$ (14,432)	\$ 448,986
Change in ownership interest of the Company	—	—	(258)	—	—	—	258	—
Vesting of restricted stock units, net of tax withholding	677	—	(4,313)	—	—	—	—	(4,313)
Issuance of common stock under employee stock purchase plan	644	1	5,849	—	—	—	—	5,850
Stock-based compensation	—	—	51,681	—	—	—	—	51,681
Foreign currency translation adjustment	—	—	—	46	—	—	—	46
Unrealized gain on cash flow hedges	—	—	—	(1,420)	—	—	—	(1,420)
Net loss	—	—	—	—	(111,821)	—	(2,554)	(114,375)
Balances at September 30, 2023			1,189,28					
	43,387	\$ 43	\$ 9	\$ (5,493)	\$ (780,656)	\$ (16,728)	\$ 386,455	

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

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XPERI INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(in thousands)
(unaudited)

Three Months Ended September	Common Stock	Net		Accumulat			Total
		Investme		ed			
		Addition	nt	Other	Compre	Accumula	Noncontr
30, 2022	Common Stock	al	by	Compre	nsive	Accumula	Noncontr
	Amou	Shares	nt	Former	nsive	ted	olling
	Shares	nt	Capital	Parent	Loss	Deficit	Interest
Balances at July 1, 2022				1,029,4			1,014,34
	—	\$ —	\$ —	\$ 87	\$ (4,125)	\$ —	\$ (11,015)
							7

Change in ownership interest of the Company	—	—	—	—	—	—	—	(1,427)	(1,427)
Issuance of common stock and reclassification of net transfers from Former Parent	42,02		1,038,	(1,038,1				—	—
	4	42	062	04)	—	—	—	—	—
Net capital contributions from Former Parent	—	—	83,235	—	—	—	—	83,235	
Net transfers from Former Parent	—	—	—	37,614	—	—	—	37,614	
Foreign currency translation adjustment	—	—	—	—	(914)	—	—	—	(914)
Net loss	—	—	—	—	(28,997)	—	5)	(890)	(401,692)
Balances at September 30, 2022	42,02		1,121,			(371,80			
	<u>4</u>	<u>\$ 42</u>	<u>\$ 297</u>	<u>\$ —</u>	<u>\$ (5,039)</u>	<u>\$ 5)</u>	<u>\$ (13,332)</u>	<u>\$ 731,163</u>	

<u>Nine Months Ended September</u>	Accumulated							
			Addition		Net	Other		
	<u>Common Stock</u>		<u>Paid-In</u>	<u>Company</u>	<u>Comprehe</u>	<u>Accumula</u>	<u>Noncontr</u>	<u>Total</u>
<u>30, 2022</u>	<u>Common Stock</u>	<u>Amou</u>		<u>Investme</u>				
	<u>Shares</u>	<u>nt</u>	<u>Capital</u>	<u>nt</u>	<u>Loss</u>	<u>Deficit</u>	<u>Interest</u>	<u>Equity</u>
Balances at January 1, 2022				1,025,8				1,015,95
	—	\$ —	\$ —	\$ 38	\$ (676)	\$ —	\$ (9,205)	\$ 7
Change in ownership interest of the Company	—	—	—	—	—	—	—	(1,421)
Issuance of common stock and reclassification of net transfers from Former Parent	42,02		1,038,	(1,038,1				—
	4	42	062	04)	—	—	—	—
Net capital contributions from Former Parent	—	—	83,235	—	—	—	—	83,235
Net transfers from Former Parent	—	—	—	100,915	—	—	—	100,915
Foreign currency translation adjustment	—	—	—	—	(4,363)	—	—	(4,363)

Net loss	—	—	—	(88,649)	—	(371,80)	(2,706)	(463,160)
						5		
Balances at September 30,	42,02	—	1,121,	—	—	(371,80)	—	—
2022	4	\$ 42	\$ 297	\$ —	\$ (5,039)	\$ 5)	\$ (13,332)	\$ 731,163

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

XPERI INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

NOTE 1 – THE COMPANY AND BASIS OF PRESENTATION

Xperi Spin-Off

In June 2020, Xperi Holding Corporation (“Xperi Holding,” “Adeia,” or the “Former Parent”) announced plans to separate into two independent publicly-traded companies (the “Separation”), one comprising its intellectual property (“IP”) licensing business and one comprising its product business (“Xperi Product”). On October 1, 2022, the Former Parent completed the Separation (the “Spin-Off”) through a pro-rata distribution (the “Distribution”) of all the outstanding common stock of its product-related business (formerly known as Xperi Product, and hereinafter “Xperi Inc.,” “Xperi” or the “Company”) to the stockholders of record of the Former Parent as of the close of business on September 21, 2022, the record date (the “Record Date”) for the Distribution. Each Xperi Holding stockholder of record received four shares of Xperi common stock, \$0.001 par value, for every ten shares of Xperi Holding common stock, \$0.001 par value, held by such stockholder as of the close of business on the Record Date. As a result of the Distribution, Xperi became an independent, publicly-traded company and its common stock is listed under the symbol “XPER” on the New York Stock Exchange. In connection with the Separation and the Distribution, Xperi Holding was renamed and continues as Adeia Inc. and also changed its stock symbol to “ADEA” on the Nasdaq Global Select Market.

Description of Business

Xperi is a leading consumer and entertainment technology company. The Company believes it creates extraordinary experiences at home and on the go for millions of consumers around the world, elevating content and how audiences connect with it in a way that is more intelligent, immersive and personal. Powering smart devices, connected cars, entertainment experiences and more, the Company has created a unified ecosystem that reaches highly engaged consumers, uncovering significant new business opportunities, now and in the future. The Company’s technologies are integrated into consumer devices and media platforms worldwide, driving increased value for partners, customers and consumers. The Company currently operates in one reportable business segment and **groups** **segregates** its

business revenue into four categories based on the markets served: Pay-TV, Consumer Electronics, Connected Car and Media Platform.

Unaudited Interim Financial Statements

The accompanying unaudited interim condensed consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles ("GAAP") in the United States and the applicable rules and regulations of the U.S. Securities and Exchange Commission ("SEC") for interim financial information. The amounts as of December 31, 2022 have been derived from the Company's annual audited financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2022, filed on **March 3, 2023** **March 6, 2023** (the "Form 10-K"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, which consist of normal recurring adjustments, necessary to state fairly the financial position of the Company and its results of operations and cash flows as of and for the periods presented. These financial statements should be read in conjunction with the annual audited financial statements and notes thereto as of and for the year ended December 31, 2022, included in the Form 10-K.

The results of operations for the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023** are not necessarily indicative of the results that may be expected for the full year ending December 31, 2023 or any future period and the Company makes no representations related thereto.

In the Condensed Consolidated Balance Sheet as of December 31, 2022 included in this Form 10-Q filing, the Company has revised the long-term deferred tax liabilities and other long-term liabilities line items to correct an immaterial error in the classification of unrecognized tax benefits. The adjustment results in a \$7.7 million decrease of long-term deferred tax liabilities and an increase in other long-term liabilities. The revision has no impact on total long-term liabilities as of December 31, 2022. In relation to this adjustment, the Company will revise its Consolidated Statement of Cash Flows for the year ended December 31, 2022 to decrease deferred income tax and increase accrued and other liabilities within the changes in operating assets and liabilities section by \$7.7 million, with no changes to net cash flows from operating activities for 2022.

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The Company determined that the error was not material to any of its prior annual and interim period financial statements, and correcting it had no impact on the condensed consolidated financial statements for the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023**.

Basis of Presentation

During the three months ended September 30, 2022, all of the assets and liabilities of the Xperi Product business had been transferred to a legal entity (the "Transfer") under the common control of Xperi. Subsequent to this Transfer and through December 31, 2022, the Company's financial statements and accompanying notes are prepared on a consolidated basis and include Xperi and its subsidiaries in which Xperi has a controlling financial interest. All intercompany balances and transactions are eliminated in consolidation. Prior to the Transfer, the financial statements and accompanying notes of the Xperi Product business were prepared on a combined basis and were derived from the consolidated financial statements and accounting records of the Former Parent as the Company was not historically held by a single legal entity. All intercompany balances and transactions within the combined businesses of the Company have been eliminated.

The Condensed Consolidated Balance Sheets of Xperi and its subsidiaries for the pre-Transfer periods include Former Parent's assets and liabilities that are specifically identifiable or otherwise attributable to the Company. In the fourth quarter of 2018, the Company funded a new subsidiary, Perceive Corporation ("Perceive"), which was created to focus on delivering edge inference solutions. As of **June 30, 2023** **September 30, 2023**, the Company owned approximately **77.077%** of the outstanding equity interest of Perceive. The operating results of Perceive have been included in the Company's condensed consolidated financial statements since the fourth quarter of 2018.

Prior to the Separation, the Company was dependent on the Former Parent for all of its working capital and financing requirements as the Former Parent used a centralized approach to cash management and financing its operations. Financial transactions relating to the Company were accounted for as equity contributions from the Former Parent on the Condensed Consolidated Balance Sheets. Accordingly, none of the Former Parent's cash and cash equivalents were allocated to the Company for any of the periods presented, unless those balances were directly attributable to the Company. The Company reflects transfers of cash to and from the Former Parent's cash management system within equity as a component of Net investment by Former Parent on a combined basis and as a component of net capital contribution from Former Parent on a consolidated basis. Other than the debt incurred in connection with the acquisition of Vewd Software Holdings Limited ("Vewd") discussed in Note 9, the Former Parent's long-term debt has not been attributed to the Company for any of the periods presented because the Former Parent's borrowings are not the legal obligation of the Company. The cash and cash equivalents, including the Company's capitalization from Former Parent on September 30, 2022, is expected to be sufficient to support its operations, capital expenditures and income tax payments, in addition to any investments and other capital allocation needs for at least the next 12 months from the issuance date of these condensed consolidated financial statements.

Prior to the Separation, the Condensed Consolidated Statements of Operations and Comprehensive Loss of the Company reflect allocations of general corporate expenses from the Former Parent, including, but not limited to, executive management, sales and marketing, finance, legal, information technology, employee benefits administration, stock-based compensation, treasury, risk management, procurement and other shared services. These allocations were made on a direct usage basis when identifiable, with the remainder allocated on a pro rata basis of billing, revenue, headcount or other measures as deemed appropriate. Management of the Company and Former Parent consider these allocations to be a reasonable reflection of the utilization of services by, or the benefits provided to, the Company. The allocations may not, however, reflect the expenses the Company would have incurred as a standalone company for the periods presented.

Actual costs that may have been incurred if the Company had been a standalone company would depend on a number of factors, such as the chosen organizational structure, whether functions were outsourced or performed by employees and decisions with respect to areas such as facilities, information technology and operating infrastructure.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

There have been no significant changes in the Company's significant accounting policies during the **six** **nine** months ended **June 30, 2023** **September 30, 2023**, as compared to the significant accounting policies described in the Form 10-K.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The accounting estimates and assumptions that require management's most significant, challenging, and subjective judgment include the estimation of licensees' quarterly royalties prior to receiving the royalty reports, the determination of stand-alone selling price and the

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transaction price in an arrangement with multiple performance obligations, the assessment of useful lives and recoverability of other intangible assets and long-lived assets, recognition and measurement of current and deferred income tax assets and liabilities, the assessment of unrecognized tax benefits, and purchase accounting resulting from business combinations. Actual results experienced by the Company may differ from management's estimates.

Concentration of Credit and Other Risks

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable. The Company maintains cash and cash equivalents with large financial institutions, and at times, the deposits may exceed the federally insured limits. As part of its risk management processes, the Company performs periodic evaluations of the relative credit standing of these financial institutions. The Company has not sustained material credit losses from instruments held at these financial institutions. In addition, the Company has cash and cash equivalents held in international bank accounts that are denominated in various foreign currencies, and has established risk management strategies designed to minimize the impact of certain currency exchange rate fluctuations. The Company believes that any concentration of credit risk in its accounts receivable is substantially mitigated by its evaluation process, relatively short collection terms and the high level of credit worthiness of its customers. The Company performs ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary but generally requires no collateral.

There were no individually significant customers accounting for 10% or more of total revenue for the three and **six** **nine** months ended **June 30, 2023**. There was one customer who accounted for more than 10% of total revenue for the three months ended June 30, 2022, whereas no single customer reached or exceeded such threshold for the six months ended **June 30, 2022, September 30, 2023 and 2022**. As of **June 30, 2023 September 30, 2023** and December 31, 2022, no single customer represented 10% or more of the Company's net balance of accounts receivable.

Recent Accounting Pronouncements

There have been no recently issued accounting pronouncements that are expected to have a material impact on the Company's condensed consolidated financial statements.

NOTE 3 – REVENUE

Revenue Recognition

General

Revenue is recognized when control of the promised goods or services is transferred to a customer in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services, which may include various combinations of goods and services which are generally capable of being distinct and accounted for as separate performance obligations. Revenue is recognized net of sales taxes collected from customers which are subsequently remitted to governmental authorities.

Some of the Company's contracts with customers contain multiple performance obligations. For these contracts, the individual performance obligations are separately accounted for if they are distinct. In an arrangement with multiple performance obligations, the transaction price is allocated among the separate performance obligations on a relative stand-alone selling price basis. The determination of stand-alone selling price considers market conditions, the size and scope of the contract, customer and geographic information, and other factors. When observable prices are not available, stand-alone selling price for separate performance obligations is generally based on the cost-plus-margin approach, considering overall pricing objectives.

When variable consideration is in the form of a sales-based or usage-based royalty in exchange for a license of technology or when a license of technology is the predominant item to which the variable consideration relates, revenue is recognized at the later of when the subsequent sale or usage occurs or the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated has been satisfied or partially satisfied.

Description of Revenue-Generating Activities

The Company derives the majority of its revenue from licensing its **Technology License** technologies and solutions **("Technology Solutions")** to customers within the Pay-TV, Consumer Electronics, Connected Car and Media

Platform product categories. Refer to Part I, Item 1 of the Form 10-K for detailed information regarding these product categories.

Pay-TV

Customers within the Pay-TV category are primarily multi-channel video service providers, consumer electronics ("CE") manufacturers, and end consumers. Revenue in this category is primarily derived from licensing the Company's Pay-TV solutions, including Electronic Program Guides, TiVo internet protocol television ("IPTV") Solutions, Personalized Content Discovery and enriched Metadata.

For these solutions, the Company provides on-going media or data delivery, either via on-premise licensed software, hosting or access to customers its platform. The Company generally receives fees on a per-subscriber per-month basis or as a monthly fee, and revenue is recognized during the month in which the solutions are provided to the customer. For Technology License most of the on-premise licensed software arrangements, substantially all functionality is obtained through the Company's frequent updating of the technology, data and content. In these instances, the Company typically has a single performance obligation related to these ongoing activities in the underlying arrangement, and revenue is generally recognized over the period the solution is provided. Hosted solutions and access to our platform is considered a single performance obligation recognized over the period the solution is provided.

Consumer Electronics

The Company licenses its audio and imaging technologies to CE manufacturers or their supply chain partners.

The Company generally recognizes royalty revenue from licenses based on units shipped or manufactured. Revenue is recognized in the period in which the customer's sales or production are estimated to have occurred. This may result in an adjustment to revenue when actual sales or production are subsequently reported by the customer, generally in the month or quarter following sales or production. Estimating customers' quarterly royalties prior to receiving the royalty reports requires the Company to make significant assumptions and judgments related to forecasted trends and growth rates used to estimate quantities shipped or manufactured by customers, which could have a material impact on the amount of revenue it reports on a quarterly basis.

Certain customers enter into fixed fee or minimum guarantee agreements, whereby customers pay a fixed fee for the right to incorporate the Company's technology in the customer's products over the license term. In arrangements with a minimum guarantee, the fixed fee component corresponds to a minimum number of units or dollars that the customer must produce or pay, with additional per-unit fees for any units or dollars exceeding the minimum. The Company generally recognizes the full fixed fee as revenue at the beginning of the license term when the customer has the right to use the technology and begins to benefit from the license, net of the effect of any significant financing components calculated using customer-specific, risk-adjusted lending rates, with the related interest income being recognized over time on an

effective rate basis. For minimum guarantee agreements where the customer exceeds the minimum, the Company recognizes revenue relating to any additional per-unit fees in the periods it estimates the customer will exceed the minimum and adjusts the revenue based on actual usage once that is reported by the customer.

Connected Car

The Company licenses its digital radio solutions, automotive infotainment and related offerings, and driver and occupant monitoring systems to automotive manufacturers or their supply chain partners.

The Company generally recognizes royalty revenue from these licenses based on units shipped or manufactured, similar to the revenue recognition described above in "Consumer Electronics". Certain customers may enter into fixed fee or minimum guarantee agreements, also similar to the revenue recognition described above in "Consumer Electronics". Automotive infotainment and related revenue is generally recognized over time as the customer obtains rights access to the technology delivered at the commencement of solutions and underlying data.

Media Platform

The Company generates revenue from advertising, TV viewership data, and licensing of the agreement. For Technology Solutions arrangements, Vewd app framework and core middleware solutions.

Advertising revenue is generally recognized when the related advertisement is provided. TV viewership data revenue is generally recognized over time as the customer receives access to obtains the underlying data. License revenue for the Vewd solutions is generally recognized either on a per-unit royalty or a minimum guarantee or fixed fee basis, similar to a platform, media or data that includes frequent updates, where access is described in the "Consumer Electronics" section above.

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Hardware Products, Services and Settlements/Recoveries

The Company sells hardware products, primarily to such updates is critical to end consumers, within the functionality of the technology. The timing of when performance obligations are satisfied, as well as the fee arrangements underlying each agreement, determine when Pay-TV, Media Platform and Consumer Electronics product categories. Hardware product revenue is recognized generally recognized when the promised product is delivered.

The Company also generates revenue from non-recurring engineering ("NRE") revenue within all of its product categories. The Company recognizes NRE revenue as progress toward completion is made, generally using an input method based on the ratio of costs incurred to date to total estimated costs of the project.

Revenue from each of advertising, NRE services, advertising, and hardware products each of which was less than 10% of total revenue for all periods presented.

The Company actively monitors and enforces its technology licenses, including seeking appropriate compensation from customers that have under-reported royalties owed under a license agreement and from third parties that utilize the Company's technologies without a license. As a result of these activities, the Company may, from time to time, recognize revenue from periodic compliance audits of licensees for underreporting royalties incurred in prior periods, or from legal judgments in a license dispute. These settlements and recoveries may cause revenue to be higher than expected during a particular reporting period and such settlements and recoveries may not occur in subsequent periods. The Company recognizes revenue from settlements and recoveries when a binding agreement has been executed or a revised royalty report has been received and the Company concludes collection is probable.

Practical Expedients and Exemptions

The Company applies a practical expedient to not perform an evaluation of whether a contract includes a significant financing component when the timing of revenue recognition differs from the timing of cash collection by one year or less.

The Company applies a practical expedient to expense costs to obtain a contract with a customer as incurred as a component of selling, general and administrative expenses when the amortization period would have been one year or less.

The Company applies a practical expedient when disclosing revenue expected to be recognized from unsatisfied performance obligations to exclude contracts with customers with an original duration of one year or less; amounts attributable to variable consideration arising from (i) a sales-based or usage-based royalty of a technology license or (ii) when variable consideration is allocated entirely to a wholly unsatisfied performance obligation; or to a wholly unsatisfied promise to transfer a distinct good or service that forms part of a single performance obligation.

Disaggregation of Revenue

The Company's revenue that is recognized over time consists primarily of per unit royalties, per-subscriber per-month or monthly license fees, single performance obligations satisfied over time, and NRE services. Revenue that is recognized at a point in time consists primarily of fixed fee or minimum guarantee contracts, hardware products, advertising and settlements/recoveries.

The following table summarizes revenue by market timing of recognition (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Recognized over time	\$ 104,827	\$ 103,276	\$ 303,911	\$ 296,341
Recognized at a point in time	25,563	18,361	80,190	70,387
Total revenue	<u>\$ 130,390</u>	<u>\$ 121,637</u>	<u>\$ 384,101</u>	<u>\$ 366,728</u>

Three Months Ended June

	Three Months Ended June 30,		Six Months Ended June 30,	
			2023	2022
			2023	2022
Pay-TV		\$ 58,031	\$ 60,371	\$ 118,325
Consumer Electronics		31,716	39,493	68,451
Connected Car		23,474	20,855	44,022
Media Platform		13,651	5,484	22,913
Total revenue		<u>\$ 126,872</u>	<u>\$ 126,203</u>	<u>\$ 253,711</u>

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The following table summarizes revenue by product category (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Pay-TV	\$ 60,319	\$ 58,378	\$ 178,644	\$ 182,903
Consumer Electronics	32,298	33,561	100,749	101,145
Connected Car	23,393	20,224	67,415	60,798
Media Platform	14,380	9,474	37,293	21,882
Total revenue	<u>\$ 130,390</u>	<u>\$ 121,637</u>	<u>\$ 384,101</u>	<u>\$ 366,728</u>

The following table summarizes revenue by geographic location (in thousands):

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	Three Months Ended June 30,				Three Months Ended September 30,			
	2023		2022		2023		2022	
	69,1	78,4	69,3	65,1				
U.S.	\$ 33	54%	\$ 09	62%	\$ 82	53%	\$ 73	54%
Japan	18,5		16,4		22,6		13,8	
	66	15	94	13	22	17	01	11
China	10,5		4,16		6,81		12,7	
	27	8	3	3	3	5	13	11
Europe and	8,41		7,04		8,82		10,7	
Middle East	6	7	8	6	7	7	22	9

Latin America				8,64		5,31		
Other	20,2		20,0	14,1		13,9		
	30	16	89	00	11	18	11	
Total revenue	126, \$ 872	10 0 %	126, \$ 203	10 0 %	130, \$ 390	10 0 %	121, \$ 637	10 0 %
Six Months Ended June 30,				Nine Months Ended September 30,				
	2023		2022		2023		2022	
U.S.	134, \$ 292	53 %	138, \$ 080	56 %	203, \$ 674	53 %	203, \$ 253	55 %
Japan	36,0		32,0		58,6		45,8	
	61	14	44	13	83	15	44	13
China	22,0		14,4		28,8		27,1	
	37	9	55	6	50	8	68	7
Europe and Middle East	18,5		18,7		27,4		29,4	
Middle East	82	7	36	8	09	7	58	8
Latin America					22,0		20,5	
					13	6	88	6
Other	42,7		41,7		43,4		40,4	
	39	17	77	17	72	11	17	11
Total revenue	253, \$ 711	10 0 %	245, \$ 092	10 0 %	384, \$ 101	10 0 %	366, \$ 728	10 0 %

A significant portion of the Company's revenue is derived from licensees headquartered outside of the U.S., principally in Asia, Europe and the Middle East, and Latin America, and it is expected that this revenue will continue to account for a significant portion of total revenue in future periods.

Contract Balances

Contract Assets

Contract assets primarily consist of unbilled contracts receivable that are expected to be received from customers in future periods, where the revenue recognized to date exceeds the amount billed. The amount of unbilled contracts receivable may not exceed their net realizable value and is classified as noncurrent if the payments are expected to be received more than one year from the reporting date. Contract assets also include the incremental costs of obtaining a contract with a customer principally consisting of sales commissions and deferred engineering costs for non-recurring engineering.

Contract assets were recorded in the Condensed Consolidated Balance Sheets as follows (in thousands):

	December 31,		September 30, 2023	December 31, 2022	
	June 30, 2023	2022		2023	2022
Unbilled contracts receivable, net	\$ 60,068	\$ 65,251	\$ 61,148	\$ 65,251	
Other current assets	534	848	504	848	
Unbilled contracts receivable, noncurrent	16,840	4,289	21,926	4,289	
Other noncurrent assets	799	978	719	978	
Total contract assets	\$ 78,241	\$ 71,366	\$ 84,297	\$ 71,366	

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Contract Liabilities

Contract liabilities are mainly comprised of deferred revenue, which arises when cash payments are received, including amounts which are refundable, in advance of performance obligations being completed. Deferred revenue generally consists of prepaid licenses or other fees, amounts received related to technology solutions arrangements, multi-period licensing, NRE services to be performed in the future, and other offerings for which the Company is paid in advance while the promised good or service is transferred to the customer at a future date or over time. Deferred revenue also includes amounts received related to professional services to be performed in the future. Deferred revenue arises when cash payments are received, including amounts which are refundable, in advance of performance obligations being completed.

As of June 30, 2023 September 30, 2023 and December 31, 2022, the current and noncurrent balances of deferred revenue were \$42.7 45.0 million and \$44.5 million, respectively.

The following table presents additional revenue disclosures (in thousands):

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	Three Months Ended		Six Months Ended		Three Months Ended		Nine Months Ended	
	June 30,		June 30,		September 30,		September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022
Revenue recognized in the period from:								

Amounts included in deferred revenue at the beginning of the period	5,54	6,26	12,2	14,6	4,00	16,26	19,71
	\$ 7	\$ 9	\$ 66	\$ 01	\$ 3	\$ 5,112	\$ 9
Performance obligations satisfied in previous periods (true ups, licensee reporting adjustments and settlements) ⁽¹⁾⁽²⁾		20,8	(1,2)	20,8			
	\$ 597	\$ 30	\$ 85)	\$ 66			
Performance obligations satisfied in previous periods (true ups, recoveries and settlements) ⁽¹⁾					1,49		25,30
					\$ 9	\$ 4,435	\$ 214
							\$ 1

(1) True ups represent the differences between the Company's quarterly estimates of per-unit royalty revenue and actual production/sales-based royalties reported by licensees in the following period. Licensee reporting adjustments Recoveries represent corrections or revisions to previously reported per-unit royalties by licensees, generally resulting from the Company's inquiries or compliance audits. Settlements represent resolutions of litigation or disputes during the period for past royalties owed.

(2) For the three and six nine months ended June 30, 2022 September 30, 2022, the Company recorded revenue from both the settlement of a contract dispute with a large mobile imaging customer, and the execution of a long-term license agreement with a leading consumer electronics and over-the-top service provider. the same large mobile imaging customer. The long-term license agreement was effective as of the expiration of the prior agreement, and the Company expected to record revenue from the license agreement in future periods.

Remaining Performance Obligations

Remaining revenue under contracts with performance obligations represents the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied or partially unsatisfied under certain of the Company's fixed fee arrangements and engineering services contracts. As of June 30, 2023 September 30, 2023, the Company's estimated remaining revenue under contracts with performance obligations was as follows (in thousands):

Year Ending December 31:	Amounts	Amounts
2023 (remaining 6 months)	\$ 32,688	
2023 (remaining 3 months)		\$ 22,110
2024	30,962	40,542
2025	17,592	19,799
2026	6,173	6,017
2027	1,633	2,111
Thereafter	1,412	1,953
Total	<u>\$ 90,460</u>	<u>\$ 92,532</u>

Allowance for Credit Losses

The allowance for credit losses, which includes the allowance for accounts receivable and unbilled contracts receivable, represents the Company's best estimate of lifetime expected credit losses inherent in those financial assets. The Company's lifetime expected credit losses are determined based on historical experience, relevant information about past events, current conditions, and reasonable and supportable forecasts that affect collectability. The Company monitors its credit exposure through ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary. In addition, the Company performs routine credit management activities such as timely account reconciliations, dispute resolution, and payment confirmations. The Company may employ collection agencies and legal counsel to pursue recovery of defaulted receivables.

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The Company's noncurrent unbilled contracts receivable is derived from multi-year fixed-fee or minimum-guarantee arrangements, primarily with large well-capitalized companies. These noncurrent unbilled contracts receivable are generally considered to be of high credit quality due to based on our past collection history and the nature of the customers.

The following table presents the activity in the allowance for credit losses for the three and six nine months ended June 30, 2023 September 30, 2023 and 2022 (in thousands):

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Three Months Ended June 30,				Three Months Ended September 30,			
2023		2022		2023		2022	
Account	Unbilled	Account	Unbilled	Account	Unbilled	Account	Unbilled
s	Contracts	s	Contracts	s	Contracts	s	Contracts
Receivable	Receivable	Receivable	Receivable	Receivable	Receivable	Receivable	Receivable
le	e	le	e	ble	e	ble	e

	Six Months Ended June 30,				Nine Months Ended September 30,			
	2023		2022		2023		2022	
	Account	Unbilled	Account	Unbilled	Account	Unbilled	Account	Unbilled
	s	Contracts	s	Contracts	Receivable	Contracts	Receivable	Contracts
	Receivable	Receivable	Receivable	Receivable	Receivable	Receivable	Receivable	Receivable
	le	e	le	e	ble	e	ble	e
Beginning balance	\$ 1,950	\$ 369	\$ 2,245	\$ 480	\$ 0	\$ 369	\$ 5	\$ 480
Provision for credit losses	322	(44)	21	(174)	488	22	69	(167)
Recoveries/charge-off	(60)	—	(461)	—	(181)	(176)	(543)	—
Ending balance	<u>\$ 2,212</u>	<u>\$ 325</u>	<u>\$ 1,805</u>	<u>\$ 306</u>	<u>\$ 7</u>	<u>\$ 215</u>	<u>\$ 1</u>	<u>\$ 313</u>

NOTE 4 - COMPOSITION OF CERTAIN FINANCIAL STATEMENT CAPTIONS

Prepaid expenses and other current assets consisted of the following (in thousands):

	June 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Prepaid income tax	\$ 2,170	\$ 1,777	\$ 1,758	\$ 1,777
Prepaid expenses	18,444	20,001	19,572	20,001
Finished goods inventory	8,068	6,662	8,460	6,662
Other	11,290	13,734	9,156	13,734
Total	\$ 39,972	\$ 42,174	\$ 38,946	\$ 42,174

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

	December 31,		September 30,	December 31,
	June 30, 2023	2022	2023	2022
Equipment, furniture and other	\$ 84,501	\$ 78,976	\$ 87,120	\$ 78,976
Building and improvements	18,331	18,331	18,331	18,331
Land	5,300	5,300	5,300	5,300
Leasehold improvements	16,743	17,038	16,497	17,038
Total property and equipment	124,875	119,645	127,248	119,645
Less: accumulated depreciation and amortization	(78,518)	(71,818)	(82,648)	(71,818)
Property and equipment, net	\$ 46,357	\$ 47,827	\$ 44,600	\$ 47,827

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Accrued liabilities consisted of the following (in thousands):

	December 31,	
	June 30, 2023	2022
Employee compensation and benefits	\$ 31,504	\$ 53,546
Third-party royalties	9,224	7,620
Accrued expenses	26,986	22,928
Current portion of operating lease liabilities	15,592	17,195
Accrued income tax	635	4,926
Other	7,181	3,799
Total	\$ 91,122	\$ 110,014

	September 30, 2023	December 31, 2022
Employee compensation and benefits	\$ 43,163	\$ 53,546
Third-party royalties	9,885	7,620
Accrued expenses	22,439	22,928
Current portion of operating lease liabilities	15,421	17,195
Accrued income tax	4,196	4,926
Other	14,820	3,799
Total	\$ 109,924	\$ 110,014

Accumulated other comprehensive loss ("AOCL" AOCL") consisted of the following (in thousands):

	Three Months Ended June 30,					Three Months Ended September 30,				
	2023			2022		2023			2022	
	Foreign		Foreign		Foreign		Foreign		Foreign	
	Unrealiz	Currenc	Unrealiz	Currenc	Unrealiz	Currenc	Unrealiz	Currenc	Unrealiz	Currenc
	ed Gains	y	ed Gains	y	ed Gains	y	ed Gains	y	ed Gains	y
	(Losses)	Translat	(Losses)	Translat	(Losses)	Translat	(Losses)	Translat	(Losses)	Translat
	on Cash	ion	on Cash	ion	on Cash	ion	on Cash	ion	on Cash	ion
	Flow	Adjustm	Flow	Adjustm	Flow	Adjust	Flow	Adjust	Flow	Adjust
	Hedges	ent	Total	ent	Total	Hedges	ent	I	ment	Total
Beginning balance			(2					(3		
			,6					,1		
			(3,41	4	(1,72	72		(3,93	7	(4,12
	\$ 769	\$ 2)	\$ 3)	\$ 2)	\$ 2)	\$ 2)	\$ 759	\$ 3)	\$ 4)	\$ 5)
Other comprehensive income										
(loss) before reclassification			(1		(2,					
			9		(2,40	40				
on	322	(521)	9)	3)	3)					

Beginning balance		(4,021)		(67)		(4,021)		(67)
	\$ (94)	\$ 5)	\$ 9)	\$ (676)	\$ 6)	\$ (94)	\$ 5)	\$ (676)
Other comprehensive income (loss) before reclassification	1,27			(3,44)	44			
on	1,181	92	3	9)	9)			
Other comprehensive (loss) income before reclassification						(69)	(4,362)	(363)
on						(738)	46	2)
Amounts reclassified from accumulated other comprehensive loss into net loss	(328)	—	8)	—	—	(682)	—	—
Net current period other comprehensive income (loss)	853	92	5	9)	9)			
Net current period other comprehensive (loss) income						(1,420)	46	4)

Ending balance	(3 ,1 (3,93 \$ 759	7 7) \$ 3)	(4,12 \$ 4) \$ 4)	12 5) 5)	(4, 12) 5)	(5 ,4 (3,97 \$ (1,514)	9 9) \$ 9)	(5,03 \$ 3) \$ 9)	03 \$ 9)
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NOTE 5 – FINANCIAL INSTRUMENTS

Non-marketable Equity Securities

As of **June 30, 2023** **September 30, 2023** and December 31, 2022, other noncurrent assets included equity securities accounted for under the equity method with a carrying amount of **\$4.7** **\$4.6** million and \$4.4 million, respectively. No impairments to the carrying amount of the Company's non-marketable equity securities were recognized in the three and **six** nine months ended **June 30, 2023** **September 30, 2023** and 2022.

Derivatives Instruments

In the fourth quarter of 2022, the Company initiated a foreign exchange hedging strategy to hedge local currency expenses and reduce variability associated with anticipated cash flows. The Company's derivative financial instruments consist of foreign currency forward contracts. The maturities of these instruments are generally less than twelve months. Fair values for derivative financial instruments are based on prices computed using third-party valuation models and are classified as Level 2 in accordance with the three-level hierarchy of fair value measurements. All the significant inputs to the third-party valuation models are observable in active markets. Inputs include current market-based parameters such as forward rates, yield curves

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and credit default swap pricing. For additional information related to the three-level hierarchy of fair value measurements, see Note 6—*Fair Value*.

The notional and fair values of all derivative financial instruments were as follows (in thousands):

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	December 31,	June 30, 2023		2022
Derivative instruments in cash flow hedges (foreign exchange contracts):				
Assets				
Other current assets		\$ 759	\$ —	
Liabilities				

Accrued liabilities	—	94
Total fair value	\$ 759	\$ 94
Total notional value	\$ 50,880	\$ 52,197
Undesignated derivative instruments (foreign exchange contracts):		
Assets		
Other current assets	\$ 464	\$ —
Liabilities		
Accrued liabilities	—	41
Total fair value	\$ 464	\$ 41
Total notional value	\$ 7,149	\$ 7,402

	September 30, 2023	December 31, 2022
Derivative instruments in cash flow hedges (foreign exchange contracts):		
Liabilities		
Accrued liabilities	\$ 1,216	\$ 94
Notional value held to buy U.S. dollars in exchange for other currencies	\$ 1,094	\$ —
Notional value held to sell U.S. dollars in exchange for other currencies	\$ 66,244	\$ 52,197
Undesignated derivative instruments (foreign exchange contracts):		
Liabilities		
Accrued liabilities	\$ —	\$ 41
Notional value held to sell U.S. dollars in exchange for other currencies	\$ —	\$ 7,402

All of the Company's derivative financial instruments are eligible for netting arrangements that allow the Company and its counterparty to net settle amounts owed to each other. Derivative assets and liabilities that can be net settled under these arrangements have been presented in the Company's Condensed Consolidated Balance Sheets on a net basis.

The gross amounts of the Company's foreign currency forward contracts and the net amounts recorded in the Company's Condensed Consolidated Balance Sheets were as follows (in thousands):

	June 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Gross amount of recognized assets	\$ 1,320	\$ —	\$ 218	\$ —
Gross amount of recognized liabilities	(97)	(135)	(1,434)	(135)

Net amount presented in the Condensed Consolidated Balance Sheets	\$ <u>1,223</u>	\$ <u>(135)</u>	\$ <u>(1,216)</u>	\$ <u>(135)</u>
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Cash Flow Hedges

The Company designates certain foreign currency forward contracts as hedging instruments pursuant to Accounting Standards Codification ("ASC") No. 815—Derivatives and Hedging. The effective portion of the gain or loss on the derivatives are reported as a component of **AOCL** in stockholders' equity and reclassified into earnings on the Condensed Consolidated Statements of Operations in the period upon which the hedged transactions are settled. For information on the unrealized gain or loss on the derivatives included in and reclassified out of the **AOCL** into Condensed Consolidated Statements of Operations, refer to Note 4—Composition of Certain Financial Statement Captions.

The following table summarizes the gains recognized upon settlement of the hedged transactions in the Condensed Consolidated Statement of Operations for three and **six** **nine** months ended **June 30, 2023** **September 30, 2023** (in thousands):

	Three Months Ended		Six Months Ended		Three Months Ended		Nine Months Ended	
	June 30,		June 30,		September 30,		September 30,	
	2023			2023			2023	
Research and development	\$ 403		\$ 414		\$ 307		\$ 721	
Selling, general and administrative	59		63		80		143	
Total	\$ 462		\$ 477		\$ 387		\$ 864	

Undesignated Derivatives

For derivatives that are not designated as hedge instruments, they are measured and reported at fair value as a derivative asset or liability in the Condensed Consolidated Balance Sheets with their corresponding change in the fair value recognized as gains or losses in other income (expense), net, in the Condensed Consolidated Statements of Operations. For the three and **six** months ended **June 30, 2023** **September 30, 2023**, losses recognized on the undesignated derivatives were \$0.2 million. For the nine months ended September 30, 2023, gains recognized on the undesignated derivatives were \$0.5 million and \$0.7 million, respectively.

NOTE 6 – FAIR VALUE

The Company follows the authoritative guidance for fair value measurement and the fair value option for financial assets and financial liabilities. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability, or an exit price, in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The established fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value:

- Level 1* Quoted prices in active markets for identical assets.
- Level 2* Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3* Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

When applying fair value principles in the valuation of assets, the Company is required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The Company calculates the fair value of its Level 1 and Level 2 instruments based on the exchange traded price of similar or identical instruments, where available, or based on other observable inputs.

The Company's derivative financial instruments, consisting of foreign currency forward contracts, are reported at fair value and classified as Level 2 (as described in Note 5—*Financial Instruments*).

Financial Instruments Not Recorded at Fair Value

The Company's long-term debt is carried at historical cost and is measured at fair value on a quarterly basis for disclosure purposes. The carrying amounts and estimated fair values were as follows (in thousands):

	June 30, 2023		December 31, 2022	
	Carrying		Estimated	
	Amount	Fair Value	Amount	Fair Value
	\$ 50,000	\$ 49,093	\$ 50,000	\$ 48,478
Senior Unsecured Promissory Note				

	September 30, 2023		December 31, 2022	
	Carrying		Estimated	
	Amount	Fair Value	Amount	Fair Value
	\$ 50,000	\$ 48,788	\$ 50,000	\$ 48,478
Senior Unsecured Promissory Note				

If reported at fair value in the Condensed Consolidated Balance Sheets, the Company's debt would be classified within Level 2 of the fair value hierarchy. The fair value of the debt was estimated based on the quoted market prices for the same or similar issues.

For more detail related to the senior unsecured promissory note, refer to Note 9—*Debt*.

Non-Recurring Fair Value Measurements

For purchase accounting related fair value measurements, see Note 7—*Business Combination*.

NOTE 7 – BUSINESS COMBINATION

On July 1, 2022, the Company completed the acquisition of Vewd (the “Vewd Acquisition”). Vewd is a leading global provider of OTT and hybrid TV solutions. The Vewd Acquisition established the Company as a leading independent streaming media platform through its TiVo brand and the largest independent provider of Smart TV middleware globally. The total consideration was approximately \$102.9 million, consisting of approximately \$52.9 million of cash and \$50.0 million of debt. Refer to Note 9—*Debt* for additional information on this debt.

Purchase Price Allocation

The Vewd Acquisition has been accounted for as a business combination, using the acquisition method. The following table presents the allocation of the purchase price to the identifiable assets acquired and liabilities assumed based on the fair values at the acquisition date with no measurement period adjustments identified (amounts in thousands, except estimated useful life):

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	Estimated Useful Life (years)	Final Fair Value
Cash and cash equivalents		\$ 2,684
Accounts receivable		3,341
Unbilled contracts receivable		2,335
Other current assets		1,208
Property and equipment		443
Operating lease right-of-use assets		2,020

Identifiable intangible assets:		
Technology	7	\$ 28,050
Customer relationships – large	7	4,900
Customer relationships – small	4	3,500
Non-compete agreements	2	870
Trade name	5	830
		<hr/>
Total identifiable intangible assets		38,150
Goodwill		68,115
Other long-term assets		977
Accounts payable		(869)
Accrued liabilities		(4,777)
Deferred revenue		(920)
Long-term deferred tax liabilities		(8,393)
Noncurrent operating lease liabilities		(1,094)
Other long-term liabilities		(307)
		<hr/>
Total purchase price		\$ 102,913

Vewd's results of operations and cash flows have been included in the Company's condensed consolidated financial statements for periods subsequent to July 1, 2022, and the related assets and liabilities were recorded at their estimated fair values in the Company's Condensed Consolidated Balance Sheet as of July 1, 2022.

Supplemental Pro Forma Information

The following unaudited pro forma financial information assumes the Vewd Acquisition was completed as of January 1, 2021. The unaudited pro forma financial information as presented below is for informational purposes only and is based on estimates and assumptions that have been made solely for purposes of developing such pro forma information. This is not necessarily indicative of the results of operations that would have been achieved if the Vewd Acquisition had taken place on January 1, 2021, nor is it necessarily indicative of future results. Consequently, actual results could differ materially from the unaudited pro forma financial information presented below. The following table presents the pro forma operating results as if the acquired operations of Vewd had been included in the Company's Condensed Consolidated Statements of Operations as of January 1, 2021 (unaudited, in thousands):

	Three Months		Nine Months	
	Ended		Ended	
	September 30,	September 30,	2022	2022
Revenue			\$ 121,637	\$ 373,057

Net loss attributable to the Company	\$ (394,691)	\$ (468,457)
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The unaudited supplemental pro forma information above includes the following pro forma adjustments: adjustments for transaction related costs and severance and retention costs, adjustments for amortization of intangible assets, and elimination of inter-company transactions between Vewd and the Company. The unaudited supplemental pro forma information above does not include any cost saving synergies from operating efficiencies.

NOTE 8 – GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill impairment

During the three months ended September 30, 2022, indicators of potential impairment for the Former Parent's Product reporting unit were identified such that management concluded it was more-likely-than-not that goodwill was impaired and a quantitative interim goodwill impairment assessment should be performed as of September 30, 2022. Indicators of potential

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impairment included a sustained decline in the Former Parent's stock price during the second half of the third quarter of 2022 reflective of rising interest rates and continued decline in macroeconomic conditions. The Company proceeded to perform a fair value analysis of the Product reporting unit using the market capitalization approach. Under this approach, management estimated the fair value of the Product reporting unit as of September 30, 2022 using quoted market prices of Xperi's common stock, over its first ten trading days following the Separation, and a control premium representing the synergies a market participant would achieve upon obtaining control of Xperi. As a result of the fair value analysis, the Company recognized a goodwill impairment charge of \$354.0 million during the three months ended September 30, 2022. Leveraging the aforementioned fair value assessment, the Company also completed its annual goodwill impairment test as of October 1, 2022 using the financial information as of September 30, 2022.

During the three months ended December 31, 2022, sufficient indicators of potential impairment were identified such that management concluded it was more-likely-than-not that goodwill was impaired and a quantitative interim goodwill impairment test should be performed as of December 31, 2022. Indicators of potential impairment included a significant, sustained decline in the trading price of Xperi's common stock during the fourth quarter of 2022. The Company proceeded to perform a fair value analysis of the Product reporting unit, the Company's only reporting unit, using the market capitalization approach. Under this approach, management estimated the fair value as of December 31, 2022 using quoted market prices of Xperi's common stock as of December 30, 2022, the last trading date of 2022, and a control premium representing the synergies a market participant would achieve upon obtaining control of Xperi. As a result of the fair value analysis, a goodwill impairment charge of \$250.6 million was recognized during the three months ended December 31, 2022. As a result of this impairment charge, the Company's goodwill balance was completely written off as of December 31, 2022.

Identified intangible assets consisted of the following (in thousands):

	June 30, 2023						September 30, 2023					
	Avera		ge		Accumul		Avera		ge		Accumul	
	Life	(Years	Life	(Year	ated	Net	Life	(Year	ated	Net	Life	(Year
	()	Gross	(Amortiza	Carrying	(s)	Gross	Amortiz	Carrying	(
			Amount		tion	Value			Amount	ation	Value	
Finite-lived intangible assets:												
Acquired patents			22,18		(7,28				22,18		(7,83	
	3-10	\$ 9	\$ 1)	\$ 14,908			3-10	\$ 9	\$ 3)	\$ 14,356		
Existing technology / content database			241,0		(197,				241,1		(200,	
	5-10	77	040)	44,037			5-10	35	281)	40,854		
Customer contracts and related relationships			502,3		(355,	146,86			502,3		(365,	137,30
	3-9	91	523)	8			3-9	91	086)	5		
Trademarks/trade name			39,61		(32,2				39,61		(33,4	
	4-10	3	43)	7,370			4-10	3	98)	6,115		
Non-competition agreements					(2,66							
	1-2	3,101	6)	435								
Non-compete agreements											(2,77	
							1-2	3,101	5)	326		
Total finite-lived intangible assets			808,3		(594,	213,61			808,4		(609,	198,95
		71	753)	8				29	473)	6		
Indefinite-lived intangible assets:												
TiVo tradename/trade marks			21,40						21,40			
	N/A	0	—	21,400			N/A	0	—	21,400		
Total intangible assets			829,7		(594,	235,01			829,8		(609,	220,35
		\$ 71	\$ 753)	\$ 8				\$ 29	\$ 473)	\$ 6		

December 31, 2022

	Accumulate				
	Average		d		Net
	Life (Years)	Gross Amount	Amortizatio n	Carrying Value	
Finite-lived intangible assets:					
Acquired patents	3-10	\$ 22,189	\$ (6,175)	\$ 16,014	
Existing technology / content database	5-10	240,894	(190,671)	50,223	
Customer contracts and related relationships	3-9	502,188	(335,981)	166,207	
Trademarks/trade name	4-10	39,613	(29,733)	9,880	
Non-competition agreements	1-2	3,101	(2,449)	652	
Total finite-lived intangible assets		807,985	(565,009)	242,976	
Indefinite-lived intangible assets:					
TiVo tradename/trademarks	N/A	21,400	—	21,400	
Total intangible assets		\$ 829,385	\$ (565,009)	\$ 264,376	

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As of **June 30, 2023** **September 30, 2023**, the estimated future amortization expense of total finite-lived intangible assets was as follows (in thousands):

Year Ending December 31:			
2023 (remaining 6 months)	\$ 28,143		
2023 (remaining 3 months)		\$ 13,401	
2024	43,388		43,357
2025	34,817		34,810
2026	31,493		31,479
2027	30,650		30,636
Thereafter	45,127		45,273
Total future amortization	\$ 213,618	\$ 198,956	

NOTE 9 – DEBT

In connection with the Vewd Acquisition as disclosed in Note 7, on July 1, 2022, TiVo Product Holdco LLC, which was subsequently renamed Xperi Inc., issued a senior unsecured promissory note (the “Promissory Note”) to the sellers of

Vewd in a principal amount of \$50.0 million. Indebtedness outstanding under the Promissory Note bears an interest rate of 6.00% per annum, payable in cash on a quarterly basis. If a certain qualified spin-off transaction occurs, the interest rate will be increased to the greater of (a) 6.00% and (b) the sum of (i) the highest interest rate payable under any credit facility or bonds, debentures, notes or similar instruments where the issuer or any guarantor borrows money or guarantees obligations on a secured basis on or after the date of such spin-off transaction, plus (ii) 2.00%. It was determined that the Spin-Off completed on October 1, 2022 did not trigger any change in the interest rate of the debt. The Promissory Note matures on July 1, 2025. The Company may, at any time and on any one or more occasions, prepay all or any portion of the outstanding principal amount, plus accrued and unpaid interest, if any, under the Promissory Note without premium or penalty. In addition, the Promissory Note has mandatory prepayment provisions upon certain change of control or asset sale events.

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The Promissory Note includes certain covenants that restrict the Company and each guarantor's ability to, among other things, incur certain indebtedness or engage in any material line of business substantially different from those lines of business conducted by such entities on the closing date of the acquisition. The Promissory Note does not contain any financial covenants.

As of **June 30, 2023** **September 30, 2023**, \$50.0 million in principal balance was outstanding. Interest expense on the Promissory Note was **\$0.8** **0.7** million and **\$1.5** **2.2** million for the **the** **three** and **six** **nine** months ended **June 30, 2023** **September 30, 2023**, respectively.

NOTE 10 – NET LOSS PER SHARE

On October 1, 2022, 42,023,632 shares of the Company's common stock, par value \$0.001 per share, were distributed to the Former Parent's stockholders of record as of September 21, 2022. This share amount is utilized for the calculation of basic and diluted earnings per share for all periods presented prior to the Separation and such shares are treated as issued and outstanding for purposes of calculating historical loss per share. For periods prior to the Separation, it is assumed that there are no dilutive equity instruments as there were no Xperi Inc. stock-based awards outstanding prior to the Separation.

For periods subsequent to the Separation, actual outstanding shares are used to calculate both basic and diluted weighted- average number of common shares outstanding. Potentially dilutive common shares, such as common shares issuable upon exercise of stock options and vesting of restricted stock awards and units are typically reflected in the computation of diluted net income per share by application of the treasury stock method. Due to the net losses reported, these potentially dilutive securities were excluded from the computation of diluted net loss per share, since their effect would be anti-dilutive.

The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share amount):

	Three Months Ended June 30			
	30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Numerator:				
Net loss attributable to the Company - basic and diluted	\$ (38,395)	\$ (30,130)	\$ (70,395)	\$ (59,652)
Denominator:				
Weighted-average number of shares used to compute net loss per share attributable to the Company - basic and diluted	42,770	42,024	42,499	42,024
Net loss per share attributable to the Company - basic and diluted	\$ (0.90)	\$ (0.72)	\$ (1.66)	\$ (1.42)

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	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Numerator:				
Net loss attributable to the Company - basic and diluted	\$ (41,426)	\$ (400,802)	\$ (111,821)	\$ (460,454)
Denominator:				
Weighted-average number of shares used to compute net loss per share attributable to the Company - basic and diluted	43,316	42,024	42,774	42,024
Net loss per share attributable to the Company - basic and diluted	\$ (0.96)	\$ (9.54)	\$ (2.61)	\$ (10.96)

The following potentially dilutive shares were excluded from the calculation of diluted net loss per share because their effect would have been anti-dilutive for the periods presented (in thousands):

	Three and Six Nine Months Ended	
	June	September 30,
	2023	
Options		120,119
Restricted stock awards and units	7,345	7,260
ESPP		83,430

Total	7,548	7,809
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NOTE 11 – STOCKHOLDERS' EQUITY AND STOCK-BASED COMPENSATION

Equity Incentive Plans

In connection with the Separation and on October 1, 2022, the Company adopted the Xperi Inc. 2022 Equity Incentive Plan (the “2022 EIP”).

Under the 2022 EIP, the Company may grant equity-based awards to employees, non-employee directors, and consultants for services rendered to the Company (or any parent or subsidiary) in the form of stock options, stock awards, restricted stock awards (“RSA”), restricted stock units (“RSU”), stock appreciation rights, dividend equivalents and performance awards, or any combination thereof. A total of 12.2 million shares were reserved for issuance under the 2022 EIP as of June 30, 2023.

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The 2022 EIP provides for option grants designated as either incentive stock options or non-statutory options. Options have been granted with an exercise price not less than the value of the common stock on the grant date and generally have a term of ten years from the date of grant and vest over a four-year period. The vesting criteria for RSUs has historically been the passage of time or meeting certain performance-based objectives, and continued service through the vesting period over three or four years for time-based awards or three years for performance-based awards.

As of June 30, 2023 September 30, 2023, there were approximately 4.24.1 million shares reserved for future grants under the 2022 EIP.

Employee Stock Purchase Plans

In connection with the Separation and on October 1, 2022, the Company adopted the Xperi Inc. 2022 Employee Stock Purchase Plan (the “2022 ESPP”). The 2022 ESPP is implemented through consecutive overlapping 24-month offering periods, each of which is comprised of four purchase periods that are generally six months in length. The first offering period commenced on December 1, 2022 and will end on November 30, 2024. Each subsequent offering period under the 2022 ESPP will be 24 months long and will commence on each December 1 and June 1 during the term of the plan. Participants may contribute up to 100% of their after tax base earnings and commissions through payroll deductions up to the limit imposed by the Internal Revenue Service (“IRS”), and the accumulated deductions will be applied to the purchase of shares on each semi-annual purchase date. The purchase price per share will equal 85% of the fair market value per share on the start date of the offering period or, if lower, 85% of the fair market value per share on the semi-annual purchase date.

An eligible employee's right to buy the Company's common stock under the 2022 ESPP may not accrue at a rate in excess of the \$25,000 limit imposed by the IRS on the fair market value of such shares per calendar year. If the fair market value per share of the Company's common stock on any purchase date during an offering period is less than the fair market value per share on the start date of the 24-month offering period, then that offering period will automatically terminate and a new 24

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-month offering period will begin on the next business day. All participants in the terminated offering will be transferred to the new offering period.

On September 27, 2023, the 2022 ESPP was amended to reduce the length of the offering periods from 24 months to 12 months and reduce an employee's maximum participant contribution from 100% to 15% of their after tax base earnings and commissions through payroll deductions. The amendment will take effect in the fourth quarter of 2023.

On May 31, 2023, the Company issued 644,342 shares under the 2022 ESPP, net of shares withheld to satisfy withholding tax requirements for certain employees, for an aggregate net proceeds of \$5.9 million.

The following table summarizes the valuation assumptions used in estimating the fair value of the 2022 ESPP for the offering period in effect using Black-Scholes option pricing model:

	Six Nine Months Ended June September 30,	2023
Expected life (years)	0.5 — 2.0	
Risk-free interest rate	4.33% — 5.44%	
Dividend yield	—%	
Expected volatility	44.11% — 51.19%	

Stock Options

Stock option activity for the six nine months ended June 30, 2023 September 30, 2023 is as follows (in thousands, except per share amounts):

Options Outstanding

	Weighted		Number of Shares Subject to Performance to Options	Weighted	
	Number of Shares	Average Exercise Price Per Share		Number of Shares	Average Exercise Price Per Share
	Subject	Price Per Share		Subject	Price Per Share
	to Options	Share		to Options	Share
Balance at December 31, 2022	146	\$ 25.48		146	\$ 25.48
Options exercised	—	\$ —		—	\$ —
Options canceled / forfeited / expired	(26)	\$ 21.43		(27)	\$ 21.42
Balance at June 30, 2023	<u>120</u>	<u>\$ 26.35</u>			
Balance at September 30, 2023				<u>119</u>	<u>\$ 26.39</u>

There were no stock options granted during the **six** **nine** months ended **June 30, 2023** and **2022**.

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September 30, 2023.

Restricted Stock Awards and Units

Information with respect to outstanding restricted stock awards and units (including both time-based vesting and performance-based vesting) as of **June 30, 2023** **September 30, 2023** is as follows (in thousands, except per share amounts):

	Restricted Stock and Restricted Stock Units					
	Number of Shares		Subject to Performance		Weighted Average	
	Number of Shares	Subject to	Time-based	e-based	Total	Grant Date
	Subject to	Performance				
	Time-based	e-based				
	Vesting	Vesting	Number of Shares	Per Share		
	Vesting	Vesting	Shares	Per Share		
Balance at December 31, 2022	3,713	891	4,604	\$ 20.35		
Awards and units granted	2,960	718	3,678	\$ 11.47		
Awards and units vested / earned	(790)	—	(790)	\$ 20.33		
Awards and units canceled / forfeited	(147)	—	(147)	\$ 16.59		
Balance at June 30, 2023	<u>5,736</u>	<u>1,609</u>	<u>7,345</u>	<u>\$ 15.98</u>		

	Number of Shares	Number of Shares	Total Number of Shares	Weighted Average
			Number of Shares	Average
	Subject to		Subject to	

	Subject to Time- based Vesting	Performance e- based Vesting	Shares	Grant Date
				Fair Value
				Per Share
Balance at December 31, 2022	3,713	891	4,604	\$ 20.35
Granted	3,137	1,008	4,145	\$ 11.67
Vested / released	(1,058)	—	(1,058)	\$ 19.47
Canceled / forfeited	(218)	(213)	(431)	\$ 21.22
Balance at September 30, 2023	5,574	1,686	7,260	\$ 15.47

Performance-Based Awards

From time to time, the Company may grant performance-based restricted stock units ("PSU") to senior executives, certain employees and consultants. The value and the vesting of such PSUs are generally linked to one or more performance goals or certain market conditions determined by the Company, in each case on a specified date or dates or over any period or periods determined by the Company, and may range from zero to 200% of the grant. For PSUs subject to a market condition, the fair

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value per award is fixed at the grant date and the amount of compensation expense is not adjusted during the performance period regardless of changes in the level of achievement of the market condition.

During the second quarter of 2023, in accordance with the Employee Matters Agreement executed by the Company and the Former Parent in connection with the Separation, the Company modified certain vesting conditions related to market-based PSUs granted in 2022, resulting in a total incremental compensation expense of \$2.9 million, which will be recognized over the remaining requisite service period through April 2025. For the three months ended June 30, 2023, the incremental compensation expense of this modification was \$0.3 million.

The following assumptions were used to value the market-based PSUs granted during the period:

	Six Months		Nine Months Ended	
	Ended		September 30,	
	June	September 30,	September 30,	
2023				
Expected life (years)		1.5	1.5 — 2.8	
Risk-free interest rate	4.54	4.96 %	4.54% — 4.96%	
Dividend yield	— %	— %	— %	

Expected volatility	49.02	46.14 %	46.14% — 49.02%
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Stock-Based Compensation

Prior to the Separation, the stock-based compensation expense was only based on the expense for employees specifically identifiable to Xperi. Consequently, the amounts presented are not necessarily indicative of future awards and do not necessarily reflect the costs that the Company would have incurred as an independent company.

The effect of recording stock-based compensation expense for the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023** and 2022 is as follows (in thousands):

	Three Months Ended June			
	30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Cost of revenue, excluding depreciation and amortization of intangible assets	\$ 927	\$ 773	\$ 1,719	\$ 1,398
Research and development	6,405	5,681	11,956	10,780
Selling, general and administrative	10,759	4,085	20,384	6,998
Total stock-based compensation expense	<u>\$ 18,091</u>	<u>\$ 10,539</u>	<u>\$ 34,059</u>	<u>\$ 19,176</u>

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	Three Months Ended				Nine Months Ended			
	September 30,		September 30,		2023		2022	
	2023	2022	2023	2022	2023	2022	2023	2022
Cost of revenue, excluding depreciation and amortization of intangible assets	\$ 806	\$ 779	\$ 2,525	\$ 2,177				
Research and development	6,584	5,515	18,540	16,295				
Selling, general and administrative	10,232	4,291	30,616	11,289				
Total stock-based compensation expense	<u>\$ 17,622</u>	<u>\$ 10,585</u>	<u>\$ 51,681</u>	<u>\$ 29,761</u>				

Stock-based compensation expense categorized by award type for the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023** and 2022 is summarized in the table below (in thousands):

	Three Months Ended		Six Months Ended		Three Months Ended		Nine Months Ended	
	June 30,		June 30,		September 30,		September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022

Restricted stock awards and units	16,7 \$ 06	\$ 9,548	\$ 86	\$ 71	16,29 \$ 4	\$ 1,00	\$ 0	47,98 \$ 0	27,37 \$ 0
Employee stock purchase plan	1,38 5	991	3	5	1,328	584	3,701		2,391
Total stock-based compensation expense	18,0 \$ 91	10,53 \$ 9	34,0 \$ 59	19,1 \$ 76	17,62 \$ 2	10,58 \$ 5	51,68 \$ 1		29,76 \$ 1
	<u> </u>								

In connection with the conversion of the Former Parent's PSUs into PSUs with respect to Xperi common stock and Adeia common stock, the Company continued recognizing an incremental compensation expense of \$1.4 million and \$2.7 million for the three and six months ended June 30, 2023, respectively.

In addition, for the three and ~~six~~ nine months ended ~~June 30, 2022~~ September 30, 2022, the Company recognized \$2.0 ~~2.4~~ million and \$4.5 ~~6.9~~ million of stock-based compensation expense in operating results, respectively, as part of the corporate and shared functional employees expenses allocation.

NOTE 12 – INCOME TAXES

For the three and ~~six~~ nine months ended ~~June 30, 2023~~ September 30, 2023, the Company recorded an income tax expense of \$5.1 ~~9.7~~ million and \$4.8 ~~14.5~~ million on a pretax loss of \$34.3 ~~32.4~~ million and \$67.5 ~~99.9~~ million, respectively, which resulted in an effective tax rate of ~~(14.9~~ ~~29.9~~)% and ~~(7.1~~ ~~14.5~~), respectively. The income tax expense for the three and ~~six~~ nine months ended ~~June 30, 2023~~ September 30, 2023 was primarily related to foreign withholding taxes, foreign income taxes, U.S. federal income taxes, and state income taxes.

For the three and ~~six~~ nine months ended ~~June 30, 2022~~ September 30, 2022, the Company recorded an income tax expense of \$8.4 ~~2.0~~ million and \$10.5 ~~12.5~~ million on a pretax loss of \$22.6 ~~399.7~~ million and \$51.0 ~~450.7~~ million, respectively, which resulted in an effective tax rate of

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~~(37.2~~ ~~0.5~~)% and ~~(20.5~~ ~~2.8~~), respectively. The income tax expense for the three months ended ~~June 30, 2022~~ September 30, 2022 was primarily related to foreign withholding taxes U.S. federal income taxes, and state income taxes, taxes, partially offset by a tax benefit due to goodwill impairment; whereas for the ~~six~~ nine months ended ~~June 30, 2022~~ September 30, 2022, it was primarily related to foreign withholding taxes, state income taxes, and foreign income taxes, taxes, partially offset by a tax benefit due to goodwill impairment.

As of ~~June 30, 2023~~ September 30, 2023, gross unrecognized tax benefits of \$19.3 million decreased by \$0.1 million compared to December 31, 2022. Of the \$19.3 million, \$8.7 million would affect the effective tax rate, if recognized. The Company is unable to reasonably estimate the timing of the long-term payments or the amount by which the liability will increase or decrease.

It is the Company's policy to classify accrued interest and penalties related to unrecognized tax benefits in the provision for income taxes. The Company recognized an immaterial amount Recognition of interest and penalties related to unrecognized tax benefits was immaterial for the three and six nine months ended June 30, 2023 September 30, 2023, and there was whereas no interest and penalties were recognized for the three and six nine months ended June 30, 2022 September 30, 2022. Accrued interest and penalties were \$0.1 million immaterial as of June 30, 2023 September 30, 2023 and December 31, 2022, respectively.

As of June 30, 2023 September 30, 2023, the Company's 2018 through 2023 tax years are generally open and subject to potential examination in one or more jurisdictions. In addition, in the United States, any net operating losses or credits that were generated in prior years but not yet fully utilized in a year that is closed under the statute of limitations may also be subject to examination.

On July 21, 2023, the U.S. Treasury Department issued Notice 2023-55 announcing temporary relief for taxpayers from certain provisions in the final foreign tax credit regulations released in 2022. The Company expects that the effect of this notice will be a net income tax benefit due to an increase in the Company's foreign tax credits, partially offset by a decrease of its deductible withholding tax expense for the current year and for the year ended December 31, 2022.

NOTE 13 – LEASES

The Company leases office and research facilities, data centers and office equipment under operating leases with various expiration dates through 2030. Certain leases offer the option to renew for up to ten years and to terminate before the expiration date. Leases with an initial term of 12 months or less are not recorded on the balance sheets; expense for these leases is recognized on a straight-line basis over the lease term. Variable lease payments are expensed as incurred and are not included within the lease liability and right-of-use assets calculation.

The Company subleases certain real estate to third parties. The sublease portfolio consists of operating leases for previously exited office space. Certain subleases include variable payments for operating costs. The subleases are generally co-terminus

with the head lease, or shorter. Subleases do not include any residual value guarantees or restrictions or covenants imposed by the leases. Income from subleases is recognized as a reduction to selling, general and administrative expenses.

As a result of consolidating our optimizing its global real estate footprint and decisions to vacate and sublease certain offices following the Spin-Off, the Company recorded impairment charges of \$1.1 million to reduce the carrying amount of certain operating lease right-of-use ("ROU") assets and property and equipment, including leasehold improvements, during the six nine months ended June 30, 2023 September 30, 2023. The Company determined that it may not be able to fully recover the carrying amount of the leased offices due to a change in the manner in which the offices are being used, a significant decrease in the expected market price of the leased asset, and expected delays in subleasing the space based

on the current real estate leasing market. The Company estimated the fair value using a discounted cash flows approach with assumptions such as expectations of cash flows from projected sublease income, occupancy estimates and its outlook for the local real estate market.

The components of operating lease costs were as follows (in thousands):

	Three Months Ended		Six Months Ended June		Three Months Ended		Nine Months Ended	
	June 30,		30,		September 30,		September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022
Fixed lease cost (1)	5,32		10,4	9,92			15,47	15,05
Variable lease cost	\$ 5	\$ 4,901	\$ 83	\$ 4	\$ 4,996	\$ 5,133	\$ 9	\$ 7
Less: sublease income	1,45		2,94	2,48				
	7	1,418	4	3	1,334	1,593	4,278	4,076
Total operating lease cost	(2,59	(2,70	(5,27	(4,81	(2,522	(2,293	(7,795	(7,105
	3)	5)	3)	1)				
	4,18		8,15	7,59			11,96	12,02
	\$ 9	\$ 3,614	\$ 4	\$ 6	\$ 3,808	\$ 4,433	\$ 2	\$ 8

(1) Includes short-term leases expensed on a straight-line basis.

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The following table presents supplemental cash flow information arising from lease transactions (in thousands):

	Three Months Ended		Six Months Ended		Three Months Ended		Nine Months Ended	
	June 30,		June 30,		September 30,		September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022
Cash payments included in the measurement of operating lease liabilities	5,00	4,86	10,2	9,9	4,97	4,98	15,1	14,8
	\$ 0	\$ 5	\$ 08	\$ 00	\$ 9	\$ 2	\$ 87	\$ 82
Operating ROU assets obtained in exchange for lease obligations	4,01	1,19	4,01	1,7			5,26	4,99
	\$ 3	\$ 5	\$ 3	\$ 79	\$ 978	\$ 8	\$ 1	\$ 1

The weighted-average remaining term of the Company's operating leases and the weighted-average discount rate used to measure the present value of the operating lease liabilities are as follows:

	June 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Weighted-average remaining lease term (in years)	3.65	3.69	3.47	3.69
Weighted-average discount rate	5.2 %	5.1 %	5.2 %	5.1 %

Future minimum lease payments and related lease liabilities as of **June 30, 2023** **September 30, 2023** were as follows (in thousands):

Year Ending December 31:	Net Operating Lease			Net Operating Lease		
	Operating		Operating	Operating		Operating
	Lease Payments ⁽¹⁾	Sublease Income	Lease Payments	Lease Payments ⁽¹⁾	Sublease Income	Lease Payments
2023 (remaining 6 months)	\$ 8,782	\$ (3,867)	\$ 4,915			
2023 (remaining 3 months)				\$ 3,781	\$ (1,958)	\$ 1,823
2024	18,079	(7,849)	10,230	18,399	(7,849)	10,550
2025	16,442	(7,671)	8,771	16,796	(7,671)	9,125
2026	8,582	(1,055)	7,527	8,827	(1,055)	7,772
2027	3,818	—	3,818	3,819	—	3,819
Thereafter	3,405	—	3,405	3,399	—	3,399
Total lease payments		(20,44			(18,53	
	59,108	\$ 2)	\$ 38,666	55,021	\$ 3)	\$ 36,488
Less: imputed interest		(5,695)			(5,103)	
Present value of operating lease liabilities	\$ 53,413			\$ 49,918		
Less: operating lease liabilities, current portion		(15,592)			(15,421)	

Noncurrent operating lease liabilities	\$ <u>37,821</u>	\$ <u>34,497</u>
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(1) Future minimum lease payments exclude short-term leases as well as payments to landlords for variable common area maintenance, insurance and real estate taxes.

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NOTE 14 - COMMITMENTS AND CONTINGENCIES

Purchase and Other Contractual Obligations

In the ordinary course of business, the Company enters into contractual agreements with third parties that include non-cancelable payment obligations, for which it is liable in future periods. These arrangements primarily include unconditional purchase obligations to service providers. As of **June 30, 2023** **September 30, 2023**, the Company's total future unconditional purchase obligations were approximately **\$84.1** **87.4** million. Additionally, under certain other contractual arrangements, the Company may be obligated to pay up to **\$0.8** **5.3** million, a majority of which is expected to be paid within the **next year** **three years**, if certain milestones are achieved.

Inventory Purchase Commitment

The Company uses contract manufacturers to provide manufacturing services for its products. During the normal course of business, in order to manage manufacturing lead times and help ensure adequate supply, the Company enters into agreements with its contract manufacturers that either allow them to procure inventory based on criteria as defined by the Company or that establish the parameters defining the Company's requirements. A significant portion of the Company's purchase commitments arising from these agreements consist of firm, non-cancelable and unconditional purchase commitments. In certain instances, these agreements allow the Company the option to cancel, reschedule or adjust the Company's requirements based on its

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business needs prior to firm orders being placed. As of **June 30, 2023** **September 30, 2023**, the Company had total purchase commitments for inventory of **\$2.7** **0.6** million.

Indemnifications

In the normal course of business, the Company provides indemnifications of varying scopes and amounts to certain of its licensees, customers, and business partners against claims made by third parties arising from the use of the Company's products, intellectual property, services or technologies. The Company cannot reasonably estimate the possible range of

losses that may be incurred pursuant to its indemnification obligations, if any. Variables affecting any such assessment include, but are not limited to: the scope of the contractual indemnification obligation; the nature of the third party claim asserted; the relative merits of the third party claim; the financial ability of the third party claimant to engage in protracted litigation; the number of parties seeking indemnification; the nature and amount of damages claimed by the party suing the indemnified party; and the willingness of such party to engage in settlement negotiations. The Company has received requests for indemnification, but to date none has been material and no liability has been recorded in the Company's financial statements.

As permitted under Delaware law, the Company has agreements whereby it indemnifies its officers and directors for certain events or occurrences while the officer or director is, or was, serving at the Company's request in such capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company believes, given the absence of any such payments in the Company's history, and the estimated low probability of such payments in the future, that the estimated fair value of these indemnification agreements is not material. In addition, the Company has directors' and officers' liability insurance coverage that is intended to reduce its financial exposure and may enable the Company to recover any payments under the indemnification agreements, should they occur.

Contingencies

The Company and its subsidiaries have been involved in litigation matters and claims in the normal course of business. In the past, the Company or its subsidiaries have litigated to enforce their respective patents and other intellectual property rights, to enforce the terms of license agreements, to determine infringement or validity of intellectual property rights, and to defend themselves or their customers against claims of infringement or breach of contract. The Company expects it or its subsidiaries will be involved in similar legal proceedings in the future, including proceedings to ensure proper and full payment of royalties by licensees under the terms of their license agreements.

An adverse decision in any legal actions could result in a loss of the Company's proprietary rights, subject the Company to significant liabilities, require the Company to seek licenses from others, limit the value of the Company's licensed technology or otherwise negatively impact the Company's stock price or its business and consolidated financial results.

NOTE 15 – RELATED PARTY TRANSACTIONS

For periods prior to the Separation, the Condensed Consolidated Financial Statements have been prepared on a standalone basis and were derived from the condensed consolidated financial statements and accounting records of the Former Parent. The following disclosure summarizes activity prior to the Separation between the Company and the Former Parent, including affiliates of the Former Parent that were not part of the Separation.

Allocation of Corporate Expenses

Prior to Separation, the Condensed Consolidated Financial Statements included expenses for certain management and support functions which were provided on a centralized basis within the Former Parent, as described in Note 1—*The Company and Basis of Presentation*. These management and support functions include, but are not limited to, executive management, sales and marketing, finance, legal, information technology, employee benefits administration, stock-based compensation, treasury, risk management, procurement and other shared services. These allocations were made on a direct usage basis when identifiable, with the remainder allocated on a pro rata basis of billing, revenue, headcount or other measures of the Company and the Former Parent. For the three months ended **June 30, 2022** **September 30, 2022**, the amount of these allocations from the Former Parent was **\$15.8** **16.8** million, which included **\$1.1** **0.8** million for depreciation expenses and **\$14.7** **16.0** million for selling, general and administrative expenses. For the **six** **nine** months ended **June 30, 2022** **September 30, 2022**, the amount of these allocations from the Former Parent was **\$30.7** **47.6** million, which included **\$2.2** **3.0** million for depreciation expenses and **\$28.5** **44.6** million for selling, general and administrative expenses.

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Management believes these cost allocations are a reasonable reflection of the utilization of services provided to, or the benefit derived by, the Company during the periods presented. The allocations may not, however, be indicative of the actual expenses that would have been incurred had the Company operated as a standalone public company. Actual costs that may have been incurred if the Company had been a standalone public company would depend on a number of factors, such as the chosen organizational structure, whether functions were outsourced or performed by Company's employees, and strategic decisions made in areas such as selling, information technology and infrastructure.

Net Investment by Former Parent

As a result of the Company consolidating its financial results, as described in Note 1, net investment by Former Parent in the Condensed Consolidated Balance Sheets and Statements of Equity was fully settled. As such, there was no balance in net Investment by Former Parent at December 31, 2022.

Prior to the Company consolidating its financial results, net investment by Former Parent in the historical Balance Sheets and Statements of Equity represented the Former Parent's historical investment in the Company, the net effect of transactions with and allocations from the Former Parent, and the Company's accumulated deficit.

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

The following discussion and analysis is intended to promote understanding of our results of operations and financial condition and should be read in conjunction with the attached unaudited condensed consolidated financial statements and notes thereto, and with our audited financial statements and notes thereto for the year ended December 31, 2022 found in our Form 10-K filed by Xperi Inc. on March 3, 2023 March 6, 2023 (the "Form 10-K").

This quarterly report on Form 10-Q (the "Quarterly Report") contains forward-looking statements, which are subject to the safe harbor provisions created by the Private Securities Litigation Reform Act of 1995. Words such as "expects," "anticipates," "plans," "believes," "seeks," "estimates," "could," "would," "may," "intends," "targets" and similar expressions or variations of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this Quarterly Report. The identification of certain statements as "forward-looking" is not intended to mean that other statements not specifically identified are not forward-looking. All statements other than statements about historical facts are statements that could be deemed forward-looking statements, including, but not limited to, statements that relate to our future revenue, product development, demand, acceptance and market share, growth rate, competitiveness, gross margins, levels of research, development and other related costs, expenditures, the outcome or effects of and expenses related to litigation and administrative proceedings, tax expenses, cash flows, our management's plans and objectives for our current and future operations, the levels of customer spending or research and development activities, general economic conditions, the impact of any acquisitions on our financial condition and results of operations, and the sufficiency of financial resources to support future operations and capital expenditures.

Although forward-looking statements in this Quarterly Report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks, uncertainties, and changes in condition, significance, value and effect, including those discussed under the heading "Risk Factors" in our Form 10-K and other documents we file from time to time with the U.S. Securities and Exchange Commission ("SEC"), such as our quarterly reports on Form 10-Q and our current reports on Form 8-K. Such risks, uncertainties and changes in condition, significance, value and effect could cause our actual results to differ materially from those expressed herein and in ways not readily foreseeable. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report and are based on information currently and reasonably known to us. We undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this Quarterly Report, other than as required by law. Readers are urged to carefully review and consider the various disclosures made in this Quarterly Report, which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.

Business Overview

In June 2020, Xperi Holding Corporation ("Xperi Holding", "Adeia," or the "Former Parent") announced plans to separate into two independent publicly-traded companies (the "Separation"), one comprising its intellectual property ("IP") licensing business and one comprising its product business ("Xperi Product"). On October 1, 2022, the Former Parent completed the Separation (the "Spin-Off") through a pro-rata distribution (the "Distribution") of all of the outstanding common stock of its product-related business ("Xperi," "we," "our," or the "Company") to the stockholders of record of Xperi Holding as of the close of business on September 21, 2022, the record date (the "Record Date") for the Distribution. Each Xperi Holding

stockholder of record received four shares of Xperi common stock, \$0.001 par value, for every ten shares of Xperi Holding common stock, \$0.001 par value, held by such stockholder as of the close of business on the Record Date. As a result of the Distribution, Xperi became an independent, publicly-traded company and its common stock is listed under the symbol "XPER" on the New York Stock Exchange ("NYSE"). In connection with the Separation and the Distribution, our Former Parent was renamed and continues as Adeia Inc. and also changed its stock symbol to "ADEA" on the Nasdaq Global Select Market.

We are a leading consumer and entertainment technology company. We believe we create extraordinary experiences at home and on the go for millions of consumers around the world, elevating content and how audiences connect with it in a way that is more intelligent, immersive and personal. Powering smart devices, connected cars, entertainment experiences and more, we have created a unified ecosystem that reaches highly engaged consumers, uncovering significant new business opportunities, now and in the future. Our technologies are integrated into consumer devices and media platforms worldwide, driving increased value for partners, customers and consumers. We operate in one reportable business segment and currently group our **business revenue** into four categories based on the markets served: Pay-TV, Consumer Electronics, Connected Car and Media Platform. Headquartered in Silicon Valley with operations around the world, we have approximately 2,100 employees and more than 35 years of operating experience.

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Basis of Presentation

Our condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and the applicable rules and regulations of the SEC.

During the three months ended September 30, 2022, all of the assets and liabilities of the Xperi Product business had been transferred to a legal entity (the "Transfer") under the common control of Xperi. Subsequent to this Transfer and through December 31, 2022, our financial statements and accompanying notes are prepared on a consolidated basis and include the financial statements of Xperi and its subsidiaries in which Xperi has a controlling financial interest. All intercompany balances and transactions are eliminated in consolidation. Prior to the Transfer, the financial statements and accompanying notes of the Xperi Product business were prepared on a combined basis and were derived from the consolidated financial statements and accounting records of the Former Parent as we were not historically held by a single legal entity.

For a detailed discussion of the basis of presentation, refer to Note 1—*The Company and Basis of Presentation* of the Notes to the Condensed Consolidated Financial Statements.

Results of Operations

The following table presents our historical operating results for the periods indicated as a percentage of revenue:

					Three Months			
	Three Months		Six Months Ended		Ended September		Nine Months Ended	
	Ended June 30,		June 30,		30,		September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022
Revenue		10	10	10				
	100 %	0 %	0 %	0 %	100 %	100 %	100 %	100 %
Operating expenses:								
Cost of revenue, excluding depreciation and amortization of intangible assets	25	21	23	22	20	26	22	24
Research and development	44	41	43	41	44	47	44	43
Selling, general and administrative	44	40	45	41	46	46	45	42
Depreciation expense	3	4	3	4	3	4	3	4
Amortization expense	12	12	12	12	11	14	12	13
Goodwill impairment					—	291	—	97
Impairment of long- lived assets	—	—	1	—	—	—	—	—
Total operating expenses	128	8	7	1	124	428	126	223
Operating loss	(28)	(18)	(27)	(21)	(24)	(328)	(26)	3)
Other income (expense), net	1	—	—	—				
Other expense, net					(1)	—	—	—
Loss before taxes	(27)	(18)	(27)	(21)	(25)	(328)	(26)	3)
Provision for income taxes	4	7	2	4	7	2	4	3
Net loss	(31)%	(25)%	(29)%	(25)%	(32)%	(330)%	(30)%	6)%

Comparison of the Three and Six Nine Months Ended June 30, 2023 September 30, 2023 and 2022

Revenue

We derive the majority of our revenue from licensing our technology technologies and solutions to customers. For our revenue recognition policy including descriptions of revenue-generating activities, refer to Note 3—Revenue of the Notes to Condensed Consolidated Financial Statements.

	Three Months Ended June				Change	
	30,					
	2023	2022	\$	%		
(dollars in thousands)						
Revenue	\$ 126,872	\$ 126,203	\$ 669	1 %		

	Three Months Ended				Change	
	September 30,					
	2023	2022	\$	%		
(dollars in thousands)						
Revenue	\$ 130,390	\$ 121,637	\$ 8,753	7 %		

The \$0.7 million \$8.8 million, or 1% 7% increase in revenue for the three months ended June 30, 2023 September 30, 2023, compared to the same period in the prior year, was primarily attributable to an increase of \$4.9 million in Media Platform revenue driven principally by growth in monetization Vewd smart TV application software and middleware platform, and an increase of \$3.2 million in Connected Car revenue as the result of continued growth from HD Radio, audio solutions, and the DTS AutoStage solution.

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	Nine Months Ended September				Change	
	30,					
	2023	2022	\$	%		
(dollars in thousands)						
Revenue	\$ 384,101	\$ 366,728	\$ 17,373	5 %		

The \$17.4 million, or 5% increase in revenue for the nine months ended September 30, 2023, compared to the same period in the prior year, was primarily attributable to an increase of \$15.4 million in Media Platform revenue driven principally by contribution from Vewd, which was acquired in July 2022, as well as growth in monetization, and an increase of \$6.6 million in Connected Car revenue as the result of continued growth from HD Radio, and the DTS AutoSense and DTS AutoStage solutions. These increases were partially offset by a decline in Consumer Electronics revenue primarily due to the

settlement of a contract dispute with a mobile imaging customer executed in the second quarter of 2022, and overall declines \$4.3 million in Pay TV as declines in legacy guide and DVR platform revenue, were somewhat offset by increases in IPTV solutions.

	Six Months Ended June 30,		Change	
	2023	2022	\$	%
	(dollars in thousands)			
Revenue	\$ 253,711	\$ 245,092	\$ 8,619	4%

The \$8.6 million, or 4% increase in revenue for the six months ended June 30, 2023, compared to the same period in the prior year, was primarily attributable to an increase in Media Platform revenue driven by growth in monetization and contribution from Vewd, which was acquired in July 2022, an increase in Connected Car revenue as the result of continued growth from HD Radio, and the DTS AutoSense and DTS AutoStage solutions, and an increase in Consumer Electronics revenue primarily due to new and renewed minimum guarantee contracts executed during the six months ended June 30, 2023 that more than offset the impact from the aforementioned settlement executed in the second quarter of 2022. These increases were partially offset by overall declines in Pay TV, as declines in legacy guide and DVR platform revenue were somewhat offset by increases in IPTV solutions.

Cost of Revenue, Excluding Depreciation and Amortization of Intangible Assets

Cost of revenue, excluding depreciation and amortization of intangible assets, consists primarily of employee-related costs, royalties paid to third parties, hardware product-related costs, maintenance costs and an allocation of facilities costs, as well as service center and other expenses related to providing our technology solution offerings and non-recurring engineering ("NRE") services.

Cost of revenue, excluding depreciation and amortization of intangible assets, for the three months ended June 30, 2023 September 30, 2023 was \$30.9 million \$26.4 million, as compared to \$26.9 million \$31.4 million for the three months ended June 30, 2022 September 30, 2022, an increase a decrease of \$4.0 million \$5.0 million. The decrease was primarily attributable due to higher costs incurred lower revenue share accrued and paid to third parties in connection with advertising revenue certain Consumer Electronics contracts as well as lower hardware product-related costs due to a decline in hardware product sales in the second third quarter of 2023.

Cost of revenue, excluding depreciation and amortization of intangible assets, for the six nine months ended June 30, 2023 September 30, 2023 was \$58.6 million \$85.1 million, as compared to \$54.3 million \$85.7 million for the six nine months ended June 30, 2022 September 30, 2022, an increase a decrease of \$4.3 million \$0.6 million. The decrease was primarily attributable to lower revenue share accrued and paid, lower hardware product-related costs due to a decline in hardware product sales, partially offset by higher costs incurred in connection with advertising revenue in the second quarter of 2023.nine months ended September 30, 2023.

Research and Development

Research, development and other related costs ("R&D expense") are comprised primarily of employee-related costs, stock-based compensation expense, engineering consulting expenses associated with new product and technology development, product commercialization, quality assurance and testing costs, as well as costs related to patent applications and examinations, materials, supplies, and an allocation of facilities costs. All research, development and other related costs are expensed as incurred.

R&D expense for the three months ended June 30, 2023 September 30, 2023 was \$55.7 million \$56.4 million, as compared to \$51.4 million \$57.1 million for the three months ended June 30, 2022 September 30, 2022, a decrease of \$0.7 million. The decrease was primarily due to lower severance and retention expense recorded during the three months ended September 30, 2023.

R&D expense for the nine months ended September 30, 2023 was \$167.0 million, as compared to \$158.6 million for the nine months ended September 30, 2022, an increase of \$4.3 million \$8.4 million. The increase was primarily due to employees hired in connection with the Vewd Acquisition in July 2022 as well as increased stock-based compensation expense, partially offset by a decrease in severance and retention expense during the second quarter of 2023.

R&D expense for the six nine months ended June 30, 2023 was \$110.6 million, as compared to \$101.6 million for the six months ended June 30, 2022, an increase of \$9.0 million September 30, 2023. The increase was primarily due to employees hired in connection with the Vewd Acquisition in July 2022, increased stock-based compensation expense, as well as increases in travel and outside services related expenses in the six months ended June 30, 2023.

Selling, General and Administrative

Selling expenses consist primarily of compensation and related costs (including stock-based compensation expense) for sales and marketing personnel engaged in sales and licensee support, marketing programs, public relations, promotional materials, travel, and trade show expenses. General and administrative expenses consist primarily of compensation and related costs (including stock-based compensation expense) for general management, information technology, finance personnel, legal fees and expenses, facilities costs, and professional services. Our general and administrative expenses, other than facilities-related expenses and fringe benefits, are not allocated to other expense line items.

Selling, general and administrative expenses for the three months ended June 30, 2023 September 30, 2023, were \$56.5 million \$59.6 million, as compared to \$50.3 million \$56.7 million for the three months ended June 30, 2022 September 30, 2022, an increase of \$6.2 million \$2.9 million. The increase was primarily due to an

increase increases in stock-based compensation expense and secondarily due to an increase in facilities and insurance cloud computing expense, in the second quarter of 2023, partially offset by a decrease lower transaction and separation related costs in personnel cost driven by a one-time fringe benefit adjustment. the three months ended September 30, 2023.

Selling, general and administrative expenses for the six nine months ended June 30, 2023 September 30, 2023, were \$114.3 million \$173.9 million, as compared to \$100.2 million \$156.9 million for the six nine months ended June 30, 2022 September 30, 2022, an increase of \$14.1 million \$17.0 million. The increase was primarily due to an increase increases in stock-based compensation expense and secondarily due to increases cloud computing expense, partially offset by decreases in travel, facilities, transaction and insurance separation related expenses costs as well as personnel cost driven by a one-time fringe benefit adjustment in the first six nine months of 2023, ended September 30, 2023.

Depreciation Expense

Depreciation expense for the three months ended June 30, 2023 September 30, 2023 was \$4.2 million, as compared to \$5.1 million \$5.0 million for the three months ended June 30, 2022 September 30, 2022, a decrease of \$0.9 million \$0.8 million. The decrease was primarily due to certain fixed assets becoming fully depreciated during 2022.

Depreciation expense for the six nine months ended June 30, 2023 September 30, 2023 was \$8.3 million \$12.5 million, as compared to \$10.7 million \$15.7 million for the six nine months ended June 30, 2022 September 30, 2022, a decrease of \$2.4 million \$3.2 million. The decrease was primarily due to certain fixed assets becoming fully depreciated during 2022.

Amortization Expense

Amortization expense for the three and six months ended June 30, 2023 were \$14.8 million and \$29.6 million September 30, 2023 was \$14.7 million, respectively, and remains consistent as compared to \$16.6 million for the same periods in 2022, three months ended September 30, 2022, a decrease of \$1.9 million. The decrease was primarily due to certain intangible assets becoming fully amortized during 2023.

Amortization expense for the nine months ended September 30, 2023 was \$44.3 million, as compared to \$46.2 million for the nine months ended September 30, 2022, a decrease of \$1.9 million. The decrease was primarily due to certain intangible assets becoming fully amortized during 2023.

As a result of previous mergers and acquisitions, we anticipate that amortization expenses will continue to be a significant expense over the next several years. See Note 8—*Intangible Assets, Net* of the Notes to Condensed Consolidated Financial Statements for additional detail.

Stock-based Compensation

The following table sets forth our stock-based compensation expense for the three and six nine months ended June 30, 2023 September 30, 2023 and 2022 (in thousands):

	Three Months Ended		Six Months Ended		Three Months Ended		Nine Months Ended	
	June 30,		June 30,		September 30,		September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022
Cost of revenue, excluding depreciation and amortization of intangible assets			1,7	1,39			2,52	2,17
	\$ 927	\$ 773	\$ 19	\$ 8	\$ 806	\$ 779	\$ 5	\$ 7
Research and development	6,40	5,68	11,	10,7	6,58	5,51	18,5	16,2
	5	1	956	80	4	5	40	95
Selling, general and administrative	10,7	4,08	20,	6,99	10,2	4,29	30,6	11,2
	59	5	384	8	32	1	16	89
Total stock-based compensation expense	18,0	10,5	34,	19,1	17,6	10,5	51,6	29,7
	\$ 91	\$ 39	\$ 059	\$ 76	\$ 22	\$ 85	\$ 81	\$ 61

Stock-based compensation awards include restricted stock awards and units, employee stock plan purchases and employee stock options. The increases in stock-based compensation expense for the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023**, when compared to the corresponding periods in 2022, were primarily a result of granting restricted stock awards and units to an increased number of employees resulting from the Vewd Acquisition and certain insourcing activity, and **secondarily** due to incremental compensation cost recognized from the conversion of employee equity awards in connection with the Spin-Off. In addition, for the three and **six** **nine** months ended **June 30, 2022** **September 30, 2022**, we recognized **\$2.0 million** **\$2.4 million** and **\$4.5 million** **\$6.9 million** of stock-based compensation expense in operating results as part of the corporate and shared functional employees expenses allocation.

Goodwill impairment

We did not recognize a goodwill impairment charge during three and nine months ended September 30, 2023.

During the three months ended September 30, 2022, indicators of potential impairment for the Product reporting unit of Xperi Holding were identified such that we concluded it was more-likely-than-not that goodwill was impaired and a quantitative interim goodwill impairment assessment should be performed as of September 30, 2022. Indicators of potential impairment included a sustained decline in Xperi Holding's stock price during the second half of the third quarter of 2022 reflective of rising interest rates and continued decline in macroeconomic conditions. We proceeded to perform a fair value analysis of the Product reporting unit using the market capitalization approach. Under this approach, we estimated the fair value of the Product reporting unit as of September 30, 2022 using quoted market prices of Xperi's common stock over its first ten trading days following the Separation, and a control premium representing the synergies a market participant would achieve upon obtaining control of Xperi. As a result of the fair value analysis, we recognized a goodwill impairment charge of \$354.0 million during the three and nine months ended September 30, 2022.

Impairment of Long-Lived Assets

As a result of consolidating optimizing our global real estate footprint and decisions to vacate and sublease certain offices following the Spin-Off, we recorded non-cash impairment charges of \$1.1 million to reduce the carrying amount of certain operating lease right-of-use ("ROU") assets and property and equipment, including leasehold improvements, during the six nine months ended June 30, 2023 September 30, 2023. We determined that we may not be able to fully recover the carrying amount of the leased offices due to a change in the manner in which how the offices are being used, a significant decrease in the expected market price of the leased asset, and expected delays in subleasing the space based on the current real estate leasing market.

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We may record additional impairment charges related to operating lease ROU assets in the remainder of 2023 based on current plans to reduce our real estate footprint.

We did not record any asset impairment charge for the three and six nine months ended June 30, 2022 September 30, 2022.

Other Income (Expense), Net

Other income, expense, net, for the three and six months ended June 30, 2023 September 30, 2023 was \$0.9 million and \$1.3 million, respectively, as compared to other expense, net, of \$0.5 million for the three months ended September 30, 2022. Other expense, net, was higher principally due to foreign exchange transaction losses driven by the strengthening of the U.S. dollar in the third quarter of 2023.

Other expense, net, for the nine months ended September 30, 2023 was \$0.1 million, as compared to other expense, net, of \$0.3 million and other income, net, of \$0.2 million for the three and six nine months ended June 30, 2022, respectively. September 30, 2022. Other income, expense, net, was higher in 2023 lower principally due to an increase in interest income from significant financing components from revenue contracts executed in the first six months of 2023 and gains recognized on derivatives not designated as hedge instruments, partially offset by higher foreign exchange transaction losses recognized as well as the interest expense on debt incurred in connection with the Vewd Acquisition discussed below in Liquidity and Capital Resources.

Provision for Income Taxes

For the three and six nine months ended June 30, 2023 September 30, 2023, we recorded an income tax expense of \$5.1 million \$9.7 million and \$4.8 million \$14.5 million on a pretax loss of \$34.3 million \$32.4 million and \$67.5 million \$99.9 million, respectively, which resulted in an effective tax rate of (14.9) (29.9)% and (7.1) (14.5)%, respectively. The income tax expense for the three and six nine months ended June 30, 2023 September 30, 2023 was primarily related to foreign withholding taxes, foreign income taxes, U.S. federal income taxes, and state income taxes.

For the three and **six** **nine** months ended **June 30, 2022** **September 30, 2022**, we recorded an income tax expense of **\$8.4 million** **\$2.0 million** and **\$10.5 million** **\$12.5 million** on a pretax loss of **\$22.6 million** **\$399.7 million** and **\$51.0 million** **\$450.7 million**, respectively, which resulted in an effective tax rate of **(37.2)(0.5)%** and **(20.5)(2.8)%**, respectively. The income tax expense for the three months ended **June 30, 2022** **September 30, 2022** was primarily related to foreign withholding taxes **U.S. federal income taxes**, and state income **taxes**; **taxes**, partially offset by a tax benefit due to **goodwill impairment**; whereas for the **six** **nine** months ended **June 30, 2022** **September 30, 2022**, it was primarily related to foreign withholding taxes, **state income taxes**, and foreign income **taxes**; **taxes**, partially offset by a tax benefit due to **goodwill impairment**.

Our income tax expense for the three and **six** **nine** months ended **June 30, 2022** **September 30, 2022** was calculated on a separate return basis as if we would file our tax return for the full twelve months of 2022. However, activities for periods prior to the October 1, 2022 Separation Date are generally reported on U.S. income tax returns filed by our Former Parent. Because of this, income tax expense presented in the Condensed Consolidated Statements of Operations for periods prior to the Separation is not necessarily representative of the taxes that may arise in the future when we file our income tax returns independent from the Former Parent's returns. In the future, under the Tax Matters Agreement, our Former Parent may utilize certain of our tax attributes generated during pre-Separation periods to reduce its tax liability for tax years ended December 31, 2022 and earlier. If our Former Parent should use such attributes, this would require an adjustment to our tax accounts.

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The need for a valuation allowance requires an assessment of both positive and negative evidence when determining whether it is more-likely-than-not that deferred tax assets are recoverable. Such assessment is required on a jurisdiction-by-jurisdiction basis. In making such assessment, significant weight is given to evidence that can be objectively verified. After considering both positive and negative evidence to assess the recoverability of our net deferred tax assets, we determined that it was unlikely that we would realize our federal, certain state and certain foreign deferred tax assets given the substantial amount of tax attributes that will remain unutilized to offset reversing deferred tax liabilities. We intend to continue maintaining a full valuation allowance on our federal deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of these allowances. Release of the valuation allowance would result in the recognition of certain federal deferred tax assets and a decrease to income tax expense for the period the release is recorded. The exact timing and amount of the valuation allowance release depends on the level of profitability that we are able to achieve.

Liquidity and Capital Resources

The following table presents selected financial information related to our liquidity and significant sources and uses of cash and cash equivalents as of and for the periods presented.

As of	As of
-------	-------

(in thousands, except for ratios)	June 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Cash and cash equivalents	\$ 112,159	\$ 160,127	\$ 131,530	\$ 160,127
Current ratio	2.3	2.2	2.0	2.2

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	Six Months Ended June 30,		Nine Months Ended September 30,	
	2023		2022	
Net cash used in operating activities	\$ (44,629)	\$ (22,254)	\$ (20,599)	\$ (11,333)
Net cash used in investing activities	\$ (6,199)	\$ (7,223)	\$ (9,581)	\$ (61,097)
Net cash provided by financing activities	\$ 2,723	\$ 44,131	\$ 1,537	\$ 136,037

Our primary liquidity and capital resources are our cash on hand, including cash provided by our Former Parent prior to the Separation. Cash and cash equivalents were \$112.2 million \$131.5 million at June 30, 2023 September 30, 2023, a decrease of \$47.9 million \$28.6 million from \$160.1 million at December 31, 2022. This decrease resulted primarily from cash used in operations of \$44.6 million \$20.6 million, \$6.1 million \$9.4 million of capital expenditures, and \$3.2 million \$4.4 million in payment of withholding taxes on net share settlement of restricted stock units, equity awards, offset by \$5.9 million in proceeds from the issuance of common stock under our employee stock purchase program the Xperi Inc. 2022 Employee Stock Purchase Plan ("2022 ESPP").

For information about our material cash requirements, see "Liquidity and Capital Resources" in Part II, Item 7 of our Form 10-K. Our cash requirements have not changed materially since December 31, 2022.

Cash Flows from Operating Activities

Net cash used in operating activities was \$44.6 million \$20.6 million for the six nine months ended June 30, 2023 September 30, 2023, primarily due to our net loss of \$72.3 million \$114.4 million, \$14.7 million of changes in operating assets and \$44.6 million liabilities, and a decrease in deferred income taxes of \$1.0 million, partially offset by non-cash items such as depreciation expense of \$12.5 million, amortization of intangible assets of \$44.3 million, stock-based compensation expense of \$51.7 million, and an asset impairment charge of \$1.1 million.

Net cash used in operating activities was \$11.3 million for the nine months ended September 30, 2022, primarily due to our net loss of \$463.2 million and \$6.8 million of changes in operating assets and liabilities, partially offset by non-cash items

such as goodwill impairment of \$354.0 million, depreciation expense of \$8.3 million \$15.7 million, amortization of intangible assets of \$29.6 million, stock-based compensation expense of \$34.1 million, an asset impairment charge of \$1.1 million, and change in deferred income taxes of \$0.7 million.

Net cash used in operating activities was \$22.3 million for the six months ended June 30, 2022, primarily due to our net loss of \$61.5 million and \$21.2 million of changes in operating assets and liabilities, partially offset by non-cash items such as depreciation expense of \$10.7 million, amortization of intangible assets of \$29.6 million \$46.2 million, and stock-based compensation expense of \$19.2 million \$29.8 million.

Cash Flows from Investing Activities

Net cash used in investing activities was \$6.2 million and \$7.2 million \$9.6 million for the six nine months ended June 30, 2023 and 2022, respectively, September 30, 2023, which was primarily related to capital expenditures.

Net cash used in investing activities was \$61.1 million for the nine months ended September 30, 2022, which was primarily related to capital expenditures of \$10.5 million and net cash used for the Vewd Acquisition of \$50.5 million.

Capital Expenditures

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Our capital expenditures for property, plant, and equipment consist primarily of purchases of computer hardware and software (including capitalized internal use software), information systems, production and test equipment. We expect capital expenditures in 2023 to be approximately \$15.0 million. These expenditures are expected to be financed with existing cash and cash equivalents. There can be no assurance that current expectations will be realized and plans are subject to change upon further review of our capital expenditure needs.

Cash Flows from Financing Activities

Net cash provided by financing activities was \$2.7 million \$1.5 million for the six nine months ended June 30, 2023 September 30, 2023, primarily due to \$5.9 million in proceeds from the issuance of common stock under our 2022 ESPP, partially offset by the payment of \$3.2 million \$4.4 million in withholding taxes related to net share settlement of restricted stock units.equity awards.

Net cash provided by financing activities was \$44.1 million \$136.0 million for the six nine months ended June 30, 2022 due to September 30, 2022, which consisted of \$52.8 million of net transfers from the our Former Parent. Parent and \$83.2 million of net proceeds from Former Parent capital contributions.

Long-Term Debt

In connection with the Vewd Acquisition on July 1, 2022, we issued a senior unsecured promissory note (the "Promissory Note") to the sellers of Vewd in the principal amount of \$50.0 million. Indebtedness outstanding under the Promissory

Note bears an interest rate of 6.00% per annum, payable in cash on a quarterly basis. If a certain qualified spin-off transaction occurs, the interest rate will be increased to the greater of (a) 6.00% and (b) the sum of (i) the highest interest rate payable under any credit facility or bonds, debentures, notes or similar instruments where we or any guarantor borrows money or guarantees obligations on a secured basis on or after the date of such spin-off transaction, plus (ii) 2.00%. It was determined that the Spin-Off completed on October 1, 2022 did not trigger any change in the interest rate of the debt. The Promissory Note matures on

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July 1, 2025. We may, at any time and on any one or more occasions, prepay all or any portion of the outstanding principal amount, plus accrued and unpaid interest, if any, under the Promissory Note without premium or penalty. In addition, the Promissory Note has mandatory prepayment provisions upon certain change of control or asset sale events.

At **June 30, 2023** **September 30, 2023**, \$50.0 million was outstanding under the Promissory Note with an annual interest rate of 6.0%. Interest is payable quarterly. Under the Promissory Note, we are obligated to make a balloon principal payment of \$50.0 million in July 2025.

Following the Separation from our Former Parent, our capital structure and sources of liquidity changed significantly. We no longer participate in cash management and funding arrangements facilitated by the Former Parent. At the time of the Spin-Off, our Former Parent capitalized us such that we carried an amount of cash and cash equivalents of over \$180.0 million.

Our current cash and cash equivalents balance is expected to be sufficient to support our operations, capital expenditures and income tax payments, in addition to any investments and other capital allocation needs, for at least the next 12 months from the issuance date of these financial statements.

Poor financial results, unanticipated expenses, unanticipated acquisitions of technologies or businesses or unanticipated strategic investments could give rise to additional financing requirements sooner than we expect. There can be no assurance that equity or debt financing will be available when needed or, if available, that such equity financing will be on terms satisfactory to us and not dilutive to our then-current stockholders or that debt financing will not impose significant restrictions on the operation of our business.

We plan to If necessary, we may supplement this our short-term liquidity if necessary, needs with access to capital markets. markets and strategic cost savings initiatives. Our access to capital markets may be constrained and our cost of borrowing may increase under certain business and market conditions, and our liquidity is subject to various risks including the risks identified in "Risk Factors" included in Item 1A of the Form 10-K.

Critical Accounting Estimates

During the **six** nine months ended **June 30, 2023** **September 30, 2023**, there were no significant changes in our critical accounting estimates. See Note 2—*Summary of Significant Accounting Policies* of Notes to the Condensed Consolidated Financial Statements for additional detail. For a discussion of our critical accounting estimates, see Part II, Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations in the Form 10-K.

Recent Accounting Pronouncements

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See Note 2—*Summary of Significant Accounting Policies* of the Notes to Condensed Consolidated Financial Statements included in this Quarterly Report for more information.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For a discussion of our market risk, see Part II, Item 7A – Quantitative and Qualitative Disclosures About Market Risk in the Form 10-K.

Item 4. Controls and Procedures

Attached as exhibits to this Quarterly Report are certifications of Xperi’s Chief Executive Officer and Chief Financial Officer, which are required in accordance with Rule 13a-14 of the Exchange Act. This “Controls and Procedures” section includes information concerning the controls and controls evaluation referred to in the certifications and it should be read in conjunction with the certifications, for a more complete understanding of the topics presented.

Evaluation of Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the

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desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls

and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of the end of the period covered by this report (the "evaluation date"). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded as of the evaluation date that our disclosure controls and procedures were effective to provide reasonable assurance that the information relating to Xperi, including our subsidiaries, required to be disclosed in our SEC reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to Xperi's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There Other than noted below, there were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act, during the last fiscal quarter covered by this Quarterly Report that materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Following the Separation and to fully integrate our financial business processes, in July 2023 we implemented a new enterprise resource planning system for financial reporting and operational purposes. In connection with this implementation and related business process changes, we replaced multiple internal controls with new or modified controls.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

In the normal course of our business, we are involved in legal proceedings. In the past, we have litigated to enforce the terms of license agreements, determine infringement or validity of intellectual property rights, and defend ourselves or our customers against claims of infringement or breach of contract. We expect to continue to be involved in similar legal proceedings in the future. Although considerable uncertainty exists, our management does not anticipate that the ultimate disposition of these matters will have a material adverse effect on our results of operations, consolidated financial position or liquidity. However, the ultimate disposition, costs, or liabilities could be material to our results of operations in the period recognized.

Item 1A. Risk Factors

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Except as set forth below, there were no material changes to the risk factors previously disclosed in Part 1, Item 1A. of our Form 10-K, which is incorporated by reference herein.

Our business depends, in part, on royalty-based and advertising-based revenue models, which are inherently risky.

Our business is dependent, in part, on future royalties and/or advertising revenues paid to us by customers and partners. Royalty payments under our licenses may be based upon, among other things, the number of subscribers for Pay-TV, a

percent of net sales, a per-unit sold basis or a fixed monthly, quarterly or annual amount. Advertising-related revenue may be based upon, among other things, the number of viewers who watch a particular service, availability of inventory, advertiser interest and opportunities to personalize advertisements. We are dependent upon our ability to structure, negotiate and enforce agreements for the determination and payment of royalties and advertising-based revenue, as well as upon our customers' and partners' compliance with their agreements. We face risks inherent in royalty-based and/or advertising-based business models, many of which are outside of our control, such as the following:

- the number of subscribers our Pay-TV customers have or the number of set top boxes our Pay-TV customers provide to their end-user subscribers;
- the number of end users and time spent viewing content and advertising available within devices that incorporate our licensed technology;
- the rate of adoption and incorporation of our technology by semiconductor manufacturers, assemblers, foundries, manufacturers of consumer and communication electronics, and the TV, automotive, consumer electronics, and surveillance industries;
- the willingness and ability of suppliers to produce materials and equipment that support our licensed technology in quantity sufficient to enable volume manufacturing;
- the willingness and ability of advertisers to use our advertising placements that are available via our licensed technology;
- the willingness and ability of content owners and content aggregators to make their content available via our licensed technology;
- the willingness and ability of advertising technology partners to license their products and services to us for use in our licensed technology;
- ability of our customers to purchase such materials and equipment on a cost-effective and timely basis;
- the length of the design cycle and the ability of us and our customers to successfully integrate certain of our technologies into integrated circuits;
- the demand for products that incorporate our licensed technology;
- the cyclical nature of supply and demand for products using our licensed technology;
- the seasonal nature of advertising consumption and the associated variance to revenue based on those changes;
- the impact of economic downturns; and
- the impact of poor financial performance of our customers.

For example, the ability to enjoy digital entertainment content downloaded or streamed over the internet has caused some consumers to elect to cancel their Pay-TV subscriptions. If our Pay-TV customers are unable to maintain their subscriber bases, the royalties they owe us will decline. In addition, the recent strikes called by the Writers Guild of America and SAG-AFTRA reduced the demand for advertising and media and entertainment promotional spending campaigns, which could negatively impact our business and results of operations. Although the strikes have been resolved, there can be no assurance that there would not be reduced demand for advertising and media and entertainment promotional

spending campaigns for a period of time, which may adversely affect our business, financial condition, results of operations and cash flows.

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

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the quarter ended **June 30, 2023** **September 30, 2023**, none of our directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

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Item 6. Exhibits

Exhibit Number	Exhibit Title
3.1	<u>Amended and Restated Certificate of Incorporation of Xperi Inc. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 6, 2022).</u>
3.2	<u>Amended and Restated Bylaws of Xperi Inc., adopted as of October 1, 2022 (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 6, 2022).</u>
10.1	<u>Amended and Restated Xperi Inc. 2022 Employee Stock Purchase Plan.</u>
31.1	<u>Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934</u>

31.2	<u>Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934</u>
32.1	<u>Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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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.

Dated: August 11, 2023 November 13, 2023

XPERI INC.

By: /s/ Robert Andersen

XPERI INC.

AMENDED & RESTATED 2022 EMPLOYEE STOCK PURCHASE PLAN

Xperi Inc., a Delaware corporation, originally adopted this Amended & Restated Xperi Inc. 2022 Employee Stock Purchase Plan, effective as of the Effective Date (as defined herein). This Plan was amended and restated effective as of September 27, 2023 (the "A&R Effective Date").

1. Purpose. The purposes of the Plan are as follows:

(a) To assist employees of the Company and its Designated Subsidiaries (as defined below) in acquiring a stock ownership interest in the Company.

(b) To help employees provide for their future security and to encourage them to remain in the employment of the Company and its Designated Subsidiaries.

2. Definitions. The following definitions shall be in effect under the Plan, unless determined otherwise by the Administrator.

(a) "Administrator" shall mean the administrator of the Plan, as determined pursuant to Section 14 hereof.

(b) "Board" shall mean the Board of Directors of the Company.

(c) "Code" shall mean the U.S. Internal Revenue Code of 1986, as amended.

(d) "Committee" shall mean the committee appointed to administer the Plan pursuant to Section 14 hereof.

(e) "Common Stock" shall mean the common stock of the Company.

(f) "Company" shall mean Xperi Inc., a Delaware corporation, and any successor by merger, consolidation or otherwise.

(g) "Company Group" shall mean the Company, any Subsidiary and an Eligible Employee's Employer, if different, and their affiliates.

(h) "Compensation" shall mean all base straight time earnings and commissions, after the deduction of any payroll taxes and social security and national health insurance contributions and other amounts required by law to be deducted from the same, exclusive of payments for overtime, shift premium, incentive compensation, incentive payments, bonuses, expense reimbursements, fringe benefits, equity incentive compensation and other compensation.

(i) "Designated Subsidiary" shall mean any Subsidiary which has been designated by the Administrator from time to time in its sole discretion as eligible to participate in the Plan. The Administrator may designate, or terminate the designation of, a subsidiary as a Designated Subsidiary without the approval of the stockholders of the Company.

(j) "Effective Date" shall have the meaning given to such term in Section 23.

(k) "Eligible Employee" shall mean an Employee of the Company or a Designated Subsidiary: (i) who does not, immediately after the option is granted, own stock possessing five percent (5%) or more of the total combined voting power or value of all classes of stock of the Company, a Parent or a Subsidiary (as determined under Section 423(b)(3) of the Code); (ii) except as otherwise required by applicable local laws, whose customary employment is for more than twenty (20) hours per week; and (iii) except as otherwise required by applicable local laws, whose customary employment is for more than five (5) months in any calendar year. For purposes of clause (i), the rules of Section 424(d) of the Code with regard to the attribution of stock ownership shall apply in determining the stock ownership of an individual, and stock which an employee may purchase under outstanding options shall be treated as stock owned by the employee. Notwithstanding the foregoing, the Administrator may exclude from participation in the Plan as an Eligible Employee any Employee that is a "highly compensated employee" of the Company or any Designated Subsidiary (within the meaning of Section 414(q) of the Code), or that is such a "highly compensated employee" (A) with compensation above a specified level, (B) who is an officer and/or (C) is subject to the disclosure requirements of Section 16(a) of the Exchange Act; provided that any such exclusion shall be applied in an identical manner under each Offering Period to all Employees of all Designated Subsidiaries. Notwithstanding the foregoing, (x) subject to the requirements of applicable law and Section 423 of the Code, the Administrator may also limit eligibility further within a Designated Subsidiary so as to only designate some Employees of a Designated Subsidiary as Eligible Employees, and (y) the

foregoing eligibility rules shall apply only to the extent such rules are consistent with applicable local laws.

(l) "Employee" shall mean any person who renders services to the Company or a Subsidiary in the status of an employee. "Employee" shall not include any director of the Company or a Subsidiary who does not render services to the Company or a Subsidiary in the status of an employee. For purposes of the Plan, the employment relationship shall be treated as continuing intact while the individual is on sick leave or other leave of absence approved by the Company or Designated Subsidiary and meeting the requirements of Treasury Regulation Section 1.421-7(h)(2), or as otherwise required by applicable law. Where the period of leave exceeds three (3) months, and the individual's right to reemployment is not guaranteed either by statute or by contract, the employment relationship shall be deemed to have terminated on the first day immediately following such three (3) month period, unless otherwise required under applicable law.

(m) "Employer" shall mean an Eligible Employee's employing entity.

(n) "Enrollment Date" shall mean the first Trading Day of each Offering Period.

(o) "Exercise Date" shall mean the last Trading Day of each Purchase Period.

(p) "Fair Market Value" shall mean, as of any date, the value of Common Stock determined as follows:

(i) If the Common Stock is listed on any established stock exchange, its Fair Market Value shall be the closing sales price for such stock (or the closing bid, if no sales were

reported) as quoted on such exchange or system for such date (or if there is no closing sales price or closing bid on such date, the last market Trading Day prior to such date), as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;

(ii) If the Common Stock is regularly quoted by a recognized securities dealer but selling prices are not reported, its Fair Market Value shall be the mean of the closing bid and asked prices for the Common Stock on such date (or if there are no closing bid and asked prices on such date, the last market Trading Day prior to such date), as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable; or

(iii) In the absence of an established market for the Common Stock, the Fair Market Value thereof shall be determined in good faith by the Administrator.

(q) "Offering Period" shall mean the approximately twelve (12) month period commencing on each December 1 and June 1 during the term of the Plan and terminating on the last Trading Day in the period ending twelve (12) months later. The duration and timing of Offering Periods may be changed pursuant to Section 4 of this Plan, but in no event may an Offering Period exceed twenty-seven (27) months. The Offering Periods shall consist of two six (6) month Purchase Periods.

(r) "Parent" means any corporation, other than the Company, in an unbroken chain of corporations ending with the Company if, at the time of the determination, each of the corporations other than the Company owns stock possessing 50% or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

(s) "Plan" shall mean this Amended & Restated Xperi Inc. 2022 Employee Stock Purchase Plan, as it may be amended from time to time.

(t) "Purchase Period" shall mean the approximately six (6) month period commencing after one Exercise Date and ending with the next Exercise Date, except that the first Purchase Period of any Offering Period shall commence on the Enrollment Date and end with the next Exercise Date.

(u) "Purchase Price" shall mean 85% of the Fair Market Value of a share of Common Stock on the Enrollment Date or on the Exercise Date, whichever is lower; provided, however, that the Purchase Price may be adjusted by the Administrator pursuant to Section 20.

(v) "Subsidiary" shall mean any corporation, other than the Company, in an unbroken chain of corporations beginning with the Company if, at the time of the determination, each of the corporations other than the last corporation in an unbroken chain owns stock possessing 50% or more of the total combined voting power of all classes of stock in one of the other corporations in such chain. In addition, with respect to any Non-Statutory Offering, a Subsidiary shall include any entity in which the Company has a direct or indirect equity interest.

(w) "Trading Day" shall mean a day on which U.S. national stock exchanges are open for trading.

3. Eligibility.

(a) Any Eligible Employee who shall be employed by the Company or a Designated Subsidiary on a given Enrollment Date for an Offering Period shall be eligible to participate in

the Plan during such Offering Period, subject to the requirements of Section 5 hereof.

(b) Unless otherwise provided by the Administrator, an Eligible Employee may be granted rights under the Plan only if such rights, together with any other rights granted to such Eligible Employee under "employee stock purchase plans" of the Company, any Parent or any Subsidiary, as specified by Section 423(b) of the Code, do not permit such employee's rights to purchase stock of the Company or any Parent or Subsidiary to accrue at a rate which exceeds the limit set forth in Section 423(b)(8) of the Code and the Treasury Regulations thereunder.

4. Offering Periods. Subject to Section 24, the Plan shall be implemented by consecutive, overlapping Offering Periods which shall continue until the Plan expires or is terminated in accordance with Section 20 hereof. The Administrator shall have the power to change the duration of Offering Periods (including the commencement dates thereof) with respect to future offerings, and to cease providing for overlapping Offering Periods, in each case without shareholder approval if such change is announced at least five (5) days prior to the scheduled beginning of the first Offering Period to be affected thereafter. Prior to the commencement of any Offering Period, the Administrator or Board may change any or all terms of such Offering Period and any subsequent Offering Periods.

5. Participation.

(a) Except as set forth in Section 6(f) below, an Eligible Employee may become a participant in the Plan during any Offering Period by completing a subscription agreement authorizing payroll deductions in the form approved by the Administrator and filing it with the Company's payroll office, or online as determined by the Administrator, fifteen (15) days (or such shorter or longer period as may be determined by the Administrator, in its sole discretion) prior to the applicable Enrollment Date for such Offering Period.

(b) Payroll deductions for a participant shall commence on the first payroll following the Enrollment Date and shall end on the last payroll in the Offering Period to which such authorization is applicable, unless sooner terminated by the participant as provided in Section 10 hereof.

(c) During a leave of absence approved by the Company or a Designated Subsidiary employing a participant, a participant may continue to participate in the Plan by making cash payments to the Company on each pay day equal to the amount of the participant's payroll deductions under the Plan for the pay day immediately preceding the first day of such participant's leave of absence. If a leave of absence is unapproved, the participant will cease automatically to participate in the Plan. In such event, the Company or a Designated Subsidiary will automatically cease to deduct the participant's payroll under the Plan. The

Company or a Designated Subsidiary will pay to the participant his or her total payroll deductions for the Purchase Period, in cash in one lump sum (without interest), as soon as practicable after the participant ceases to participate in the Plan.

(d) A participant's completion of a subscription agreement will enroll such participant in the Plan for each successive Purchase Period and each subsequent successive Offering Period beginning on or about the day following the last day of the Offering Period in which the participant is enrolled on the terms contained therein until the participant either submits a new subscription agreement, withdraws from participation under the Plan as provided in Section 10 hereof or otherwise becomes ineligible to participate in the Plan.

6. Payroll Deductions.

(a) At the time a participant files his or her subscription agreement, he or she shall elect to have payroll deductions made on each pay day during the Offering Period in an amount from one percent (1%) to fifteen percent (15%) in whole percentages, or such lesser amount as determined by the Administrator, of the Compensation which he or she receives on each pay day during the Offering Period, in no event to exceed the net amount of Compensation after taxes and authorized deductions have been taken out of his or her total Compensation earned during each payroll period during each Offering Period.

(b) All payroll deductions made for a participant under Section 6(a) above shall be credited to his or her account under the Plan and shall be withheld in whole percentages only. Except as described in Section 5(c) or 6(f) hereof, a participant may not make any additional payments into such account.

(c) A participant may discontinue his or her participation in the Plan as provided in Section 10 hereof, or may increase or decrease the rate of his or her payroll deductions or suspend his or her payroll deductions during the Offering Period by completing or filing with the Company a new subscription agreement authorizing a change in payroll deduction rate. The Administrator may, in its discretion, limit the number of participation rate changes during any Offering Period. The change in rate shall be effective with the first full payroll period following five (5) business days after the Company's receipt of the new subscription agreement (or such shorter or longer period as may be determined by the Administrator, in its sole discretion).

(d) Notwithstanding the foregoing, to the extent necessary to comply with Section 3(b) hereof, a participant's payroll deductions may be decreased to zero percent (0%) at any time during a Purchase Period.

(e) At the time the option is exercised, in whole or in part, or at the time some or all of the Company's Common Stock issued under the Plan is disposed of, the participant must make adequate provision for the Company's obligations to withhold, collect or account for with respect to any federal, state, foreign or other taxes or amounts, if any, which arise upon the exercise of the option or the disposition of the Common Stock. At any time, the Company may, but shall not be obligated to, withhold from the participant's compensation the amount necessary for the Company to meet applicable withholding obligations, including any withholding required to make available to the Company any tax deductions or benefits attributable to sale or early disposition of Common Stock by the Employee.

(f) Notwithstanding any other provisions of the Plan to the contrary, in non-U.S. jurisdictions where participation in the Plan through payroll deductions is prohibited, the

Administrator may provide that an Eligible Employee may elect to participate through contributions to his or her account under the Plan in a form acceptable to the Administrator in lieu of or in addition to payroll deductions.

7. Grant of Option. On the Enrollment Date of each Offering Period, each Eligible Employee participating in such Offering Period shall be granted an option to purchase on each Exercise Date during such Offering Period (at the applicable Purchase Price) up to a number of shares of the Company's Common Stock determined by dividing the balance in such participant's Plan account as of the Exercise Date by the applicable Purchase Price; provided, however, that in no event shall a participant be permitted to purchase during each Offering Period more than 4,000 shares of the Company's Common Stock (subject to any adjustment pursuant to Section 19) and during each Purchase Period more than 2,000 shares of the Company's Common Stock (subject to any adjustment pursuant to Section 19); and provided, further, that such purchase shall be subject to the limitations set forth in Sections 3(b) and 13 hereof. The Administrator may, for future Offering Periods, increase or decrease, in its absolute discretion, the maximum number of shares of the Company's Common Stock a participant may purchase during each Purchase Period and Offering Period. Exercise of the option shall occur as provided in Section 8 hereof, unless the participant has withdrawn pursuant to Section 10 hereof or otherwise becomes ineligible to participate in the Plan. The option shall expire on the last day of the Offering Period.

8. Exercise of Option.

(a) Unless a participant withdraws from the Plan as provided in Section 10 hereof or otherwise becomes ineligible to participate in the Plan, his or her option for the purchase of

shares shall be exercised automatically on the Exercise Date, and the maximum number of whole shares subject to the option shall be purchased for such participant at the applicable Purchase Price with the balance in such participant's Plan account. Any additional balance of the amount credited to the account of each participant which has not been applied to the purchase of shares of stock shall be paid to such participant in one lump sum in cash as soon as reasonably practicable after the Exercise Date, without any interest thereon. Notwithstanding the foregoing, the Administrator may refund any dollar amounts that would result in any fractional shares including, without limitation, electing to refund payroll deductions attributable to fractional shares to the participant as soon as administratively practicable or may hold such amounts for the purchase of shares as the next Exercise Date in lieu of refunding dollar amounts that would result in fractional shares on behalf of the participant. During a participant's lifetime, a participant's option to purchase shares hereunder is exercisable only by him or her.

(b) If the Administrator determines that, on a given Exercise Date, the number of shares with respect to which options are to be exercised may exceed (i) the number of shares of Common Stock that were available for sale under the Plan on the Enrollment Date of the applicable Offering Period, or (ii) the number of shares available for sale under the Plan on such Exercise Date, the Administrator may in its sole discretion (x) provide that the Company shall make a pro rata allocation of the shares of Common Stock available for purchase on such Enrollment Date or Exercise Date, as applicable, in as uniform a manner as shall be practicable and as it shall determine in its sole discretion to be equitable among all participants exercising options to purchase Common Stock on such Exercise Date, and continue all Offering Periods then in effect, or (y) provide that the Company shall make a pro rata allocation of the shares available for

purchase on such Enrollment Date or Exercise Date, as applicable, in as uniform a manner as shall be practicable and as it shall determine in its sole discretion to be equitable among all participants exercising options to purchase Common Stock on such Exercise Date, and terminate any or all Offering Periods then in effect pursuant to Section 20 hereof. The Company may make pro rata allocation of the shares available on the Enrollment Date of any applicable Offering Period pursuant to the preceding sentence, notwithstanding any authorization of additional shares for issuance under the Plan by the Company's stockholders subsequent to such Enrollment Date. The balance of the amount credited to the account of each participant which has not been applied to the purchase of shares of stock because of the limitations set forth in Section 3(b), Section 7 or this Section 8(b) shall be paid to such participant in one lump

sum in cash as soon as reasonably practicable after the Exercise Date, without any interest thereon.

9. Deposit of Shares. As promptly as practicable after each Exercise Date on which a purchase of shares occurs, the Company may arrange for the deposit, into each participant's account with any broker designated by the Company to administer this Plan, of the number of shares purchased upon exercise of his or her option.

10. Withdrawal.

(a) A participant may withdraw all but not less than all of the balance in such participant's Plan account and not yet used to exercise his or her option under the Plan by giving written notice to the Company in a form acceptable to and prior to the time period determined by the Administrator. All amounts credited to a participant's Plan account during the Offering Period shall be paid to such participant as soon as reasonably practicable after receipt of notice of withdrawal and such participant's option for the Offering Period shall be automatically terminated, and no further payroll deductions or contributions for the purchase of shares shall be made for such Offering Period. If a participant withdraws from an Offering Period, participation in the Plan shall not resume at the beginning of any subsequent Offering Period commencing after the date of such withdrawal unless the participant delivers to the Company a new subscription agreement in accordance with the requirements for such Offering Period.

(b) A participant's withdrawal from an Offering Period shall not have any effect upon his or her eligibility to participate in any similar plan which may hereafter be adopted by the Company or in any Offering Periods which commence after the date of such withdrawal.

(c) Upon a Designated Subsidiary ceasing to be such, an Eligible Employee of the Designated Subsidiary shall be deemed to have elected to withdraw from the Plan and the amounts credited to such participant's account during the Offering Period shall be paid to such participant, or in the case of his or her death, to the person or persons entitled thereto under Section 15 hereof, as soon as reasonably practicable and such participant's option for the Offering Period shall be automatically terminated.

11. Termination of Employment. Upon a participant's ceasing to be an Eligible Employee, for any reason, he or she shall be deemed to have elected to withdraw from the Plan and the balance in such participant's Plan account shall be paid to such participant or, in the case of his or her death, to the person or persons entitled thereto under Section 15 hereof, as soon as

reasonably practicable and such participant's option for the Offering Period shall be automatically terminated.

12. Interest. No interest shall accrue on the payroll deductions or lump sum contributions of a participant in the Plan.

13. Shares Subject to Plan.

(a) Subject to adjustment upon changes in capitalization of the Company as provided in Section 19 hereof, the maximum number of shares of the Company's Common Stock which shall be made available for sale under the Plan shall be 5,000,000 shares. If any right granted under the Plan shall for any reason terminate without having been exercised, the Common Stock not purchased under such right shall again become available for issuance under the Plan. The stock subject to the Plan may be unissued shares or reacquired shares, bought on the market or otherwise.

(b) With respect to shares of stock subject to an option granted under the Plan, a participant shall not be deemed to be a stockholder of the Company, and the participant shall not have any of the rights or privileges of a stockholder, until such shares have been issued to the participant or his or her nominee following exercise of the participant's option. No adjustments shall be made for dividends (ordinary or extraordinary, whether in cash, securities or other property) or distribution or other rights for which the record date occurs prior to the date of such issuance, except as otherwise expressly provided herein.

14. Administration.

(a) The Plan shall be administered by the Compensation Committee of the Board, and the term "Committee" shall apply to such committee. The Committee shall have, in connection with the administration of the Plan, the power to delegate to a subcommittee any of the administrative powers the Committee is authorized to exercise, and the term "Committee" shall apply to either the Compensation Committee of the Board or any such subcommittee. References in this Plan to the "Administrator" shall mean the Compensation Committee of the Board unless administration is delegated to a subcommittee, in which case references in this Plan to the Administrator shall thereafter be to the Compensation Committee or subcommittee.

(b) It shall be the duty of the Administrator to conduct the general administration of the Plan in accordance with the provisions of the Plan. The Administrator shall have the power to interpret the Plan and the terms of the options and to adopt such rules for the administration, interpretation, and application of the Plan as are consistent therewith and to interpret, amend or revoke any such rules. The Administrator at its option may utilize the

services of an agent to assist in the administration of the Plan including establishing and maintaining an individual securities account under the Plan for each participant. In its absolute discretion, the Board may at any time and from time to time exercise any and all rights and duties of the Administrator under the Plan.

(c) The Administrator may adopt sub-plans applicable to particular Designated Subsidiaries or locations. The rules of such sub-plans may take precedence over other provisions of this Plan, with the exception of Sections 13, 20 and 23 hereof, but unless otherwise superseded by the terms of such sub-plan, the provisions of this Plan shall govern the operation of such

sub-plan. Without limiting the generality of the foregoing, the Administrator is specifically authorized to adopt rules and procedures regarding the exclusion of particular Subsidiaries from participation in the Plan, eligibility to participate, the definition of Compensation, handling of payroll deductions or other contributions by participants, payment of interest, conversion of local currency, data privacy security, payroll tax, withholding procedures, establishment of bank or trust accounts to hold payroll deductions or contributions, determination of beneficiary designation requirements, and handling of stock certificates. The Administrator shall not be required to obtain the approval of the stockholders of the Company prior to the adoption, amendment or termination of any such sub-plan, rules or procedures.

(d) All expenses and liabilities incurred by the Administrator in connection with the administration of the Plan shall be borne by the Company or its Designated Subsidiaries. The Administrator may, with the approval of the Board, employ attorneys, consultants, accountants, appraisers, brokers or other persons. The Administrator, the Company and its officers and directors shall be entitled to rely upon the advice, opinions or valuations of any such persons. All actions taken and all interpretations and determinations made by the Administrator in good faith shall be final and binding upon all participants, the Company, each Designated Subsidiary and all other interested persons. No member of the Board shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan or the options, and all members of the Board shall be fully protected by the Company in respect to any such action, determination, or interpretation.

15. Designation of Beneficiary.

(a) A participant may file a written designation of a beneficiary who is to receive any shares and cash, if any, from the participant's account under the Plan in the event of such participant's death subsequent to an Exercise Date on which the option is exercised but prior to

delivery to such participant of such shares and cash. In addition, a participant may file a written designation of a beneficiary who is to receive any cash from the participant's account under the Plan in the event of such participant's death prior to exercise of the option. If a participant is married and the designated beneficiary is not the spouse, spousal consent shall be required for such designation to be effective.

(b) Such designation of beneficiary may be changed by the participant at any time by written notice to the Company. In the event of the death of a participant and in the absence of a beneficiary validly designated under the Plan who is living at the time of such participant's death, the Company shall deliver such shares and/or cash to the executor or administrator of the estate of the participant, or if no such executor or administrator has been appointed (to the knowledge of the Company), the Company, in its discretion, may deliver such shares and/or cash to the spouse or to any one or more dependents or relatives of the participant, or if no spouse, dependent or relative is known to the Company, then to such other person as the Company may designate.

16. Transferability. Neither amounts credited to a participant's account nor any rights with regard to the exercise of an option or to receive shares under the Plan may be assigned, transferred, pledged or otherwise disposed of in any way (other than by will, the laws of descent and distribution or as provided in Section 15 hereof) by the participant. Any such attempt at assignment, transfer, pledge or other disposition shall be without effect, except that the Company

may treat such act as an election to withdraw funds from an Offering Period in accordance with Section 10 hereof.

17. Use of Funds. All amounts received or held by the Company under the Plan may be used by the Company for any corporate purpose, and the Company shall not be obligated to segregate such amounts, except for funds contributed in which the local law of a non-U.S. jurisdiction requires that contributions to the Plan by participants be segregated from the Company's general corporate funds and/or deposited with an independent third party for participants in non-U.S. jurisdictions.

18. Reports. Individual accounts shall be maintained for each participant in the Plan. Statements of account shall be given to participating Employees at least annually, which statements shall set forth the amounts of payroll deductions or contributions, the Purchase Price, the number of shares purchased and the remaining cash balance, if any.

19. Adjustments Upon Changes in Capitalization, Dissolution, Liquidation, Merger or Asset Sale.

(a) Changes in Capitalization. Subject to any required action by the shareholders of the Company, the number of shares of Common Stock which have been authorized for issuance under the Plan but not yet placed under option, the maximum number of shares each participant may purchase each Purchase Period (pursuant to Section 7), as well as the price per share and the number of shares of Common Stock covered by each option under the Plan which has not yet been exercised shall be proportionately adjusted for any change made to the Common Stock resulting from a stock split, reverse stock split, stock dividend, recapitalization, reorganization, merger, consolidation, combination or reclassification of the Common Stock, exchange of shares, spin-off transaction or other change affecting the outstanding Common Stock as a class without the Company's receipt of consideration, or should the value of outstanding shares of Common Stock be substantially reduced as a result of a spin-off transaction or an extraordinary dividend or distribution; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been "effected without receipt of consideration." Such adjustment shall be made by the Administrator, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issuance by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Common Stock subject to an option.

(b) Dissolution or Liquidation. In the event of the proposed dissolution or liquidation of the Company, the Offering Period then in progress shall be shortened by setting a new Exercise Date (the "New Exercise Date"), and shall terminate immediately prior to the consummation of such proposed dissolution or liquidation, unless provided otherwise by the Administrator. The New Exercise Date shall be before the date of the Company's proposed dissolution or liquidation. The Administrator shall notify each participant in writing, at least ten (10) business days prior to the New Exercise Date, that the Exercise Date for the participant's option has been changed to the New Exercise Date and that the participant's option shall be exercised automatically on the New Exercise Date, unless prior to such date the participant has withdrawn from the Offering Period as provided in Section 10 hereof.

(c) Merger or Asset Sale. In the event of a proposed sale of all or substantially all of the assets of the Company, a sale or other disposition of more than 50% of the outstanding securities of the Company, the merger of the Company with or into another corporation, or any similar transaction, each outstanding option shall be assumed or an equivalent option substituted by the successor corporation or a Parent or Subsidiary of the successor

corporation. In the event that the successor corporation refuses to assume or substitute for the option, any Purchase Periods then in progress shall be shortened by setting a New Exercise Date and any Offering Periods then in progress shall end on the New Exercise Date. The New Exercise Date shall be before the date of the Company's proposed sale or merger. The Administrator shall notify each participant in writing, at least ten (10) business days prior to the New Exercise Date, that the Exercise Date for the participant's option has been changed to the New Exercise Date and that the participant's option shall be exercised automatically on the New Exercise Date, unless prior to such date the participant has withdrawn from the Offering Period as provided in Section 10 hereof.

20. Amendment or Termination.

(a) The Board may at any time and for any reason terminate or amend the Plan. Except as provided in Section 19 hereof, no such termination can affect options previously granted, provided that an Offering Period may be terminated by the Board if the Board determines that the termination of the Offering Period or the Plan is in the best interests of the Company and its stockholders. Except as provided in Section 19 and this Section 20 hereof, no amendment may make any change in any option theretofore granted which adversely affects the rights of any participant without the consent of such participant. To the extent necessary to comply with any applicable law, regulation or stock exchange rule, the Company shall obtain stockholder approval of the Plan in such a manner and to such a degree as required.

(b) Without stockholder consent and without regard to whether any participant rights may be considered to have been "adversely affected," the Administrator shall be entitled to change the Offering Periods, limit the frequency and/or number of changes in the amount withheld during an Offering Period, establish the exchange ratio applicable to amounts withheld in a currency other than U.S. dollars ("USD"), permit payroll withholding in excess of the amount designated by a participant in order to adjust for delays or mistakes in the Company's or a Designated Subsidiary's processing of properly completed withholding elections, establish reasonable waiting and adjustment periods and/or accounting and crediting procedures to ensure that amounts applied toward the purchase of Common Stock for each participant properly correspond with amounts withheld from the participant's Compensation, and establish such other limitations or procedures as the Administrator determines in its sole discretion advisable which are consistent with the Plan.

(c) In the event the Board determines that the ongoing operation of the Plan may result in unfavorable financial accounting consequences, the Board may, in its discretion and, to the extent necessary or desirable, modify or amend the Plan to reduce or eliminate such accounting consequence including, but not limited to:

(i) altering the Purchase Price for any Offering Period including an Offering Period underway at the time of the change in Purchase Price;

(ii) shortening any Offering Period so that the Offering Period ends on a new Exercise Date, including an Offering Period underway at the time of the Administrator action; and

(iii) allocating shares.

Such modifications or amendments shall not require stockholder approval or the consent of any Plan participants.

21. Notices. All notices or other communications by a participant to the Company or a Designated Subsidiary under or in connection with the Plan shall be deemed to have been duly given when received in the form specified by the Company or such Designated Subsidiary at the location, or by the person, designated by the Company or such Designated Subsidiary for the receipt thereof.

22. Conditions To Issuance of Shares. The Company shall not be required to issue or deliver any certificate or certificates for shares of Common Stock purchased upon the exercise of options prior to fulfillment of all the following conditions:

(a) The admission of such shares to listing on all stock exchanges, if any, on which is then listed;

(b) The completion of any registration or other qualification of such shares under any state, federal or foreign law or under the rulings or regulations of the Securities and Exchange Commission or any other governmental regulatory body, which the Administrator shall, in its absolute discretion, deem necessary or advisable;

(c) The obtaining of any approval or other clearance from any state, federal or foreign governmental agency which the Administrator shall, in its absolute discretion, determine to be necessary or advisable;

(d) The payment to the Company or a Designated Subsidiary of all amounts which it is required to withhold under federal, state or local law upon exercise of the option; and

(e) The lapse of such reasonable period of time following the exercise of the option as the Administrator may from time to time establish for reasons of administrative convenience.

23. Term of Plan. Subject to stockholder approval, as provided in the following sentence, this Plan became effective on October 1, 2022 (the "Effective Date"). This Plan was submitted for the approval of the Company's stockholders within twelve (12) months before or after the Effective Date. The Plan shall be in effect until terminated under Section 20 hereof. No options granted under this Plan shall be exercised, and no shares of Common Stock shall be issued hereunder, until this Plan shall have been approved by the stockholders of the Company. In the event this Plan shall not have been approved by the stockholders of the Company prior to the end of said 12-month period, all options granted under this Plan shall be canceled and become null and void without being exercised. The Plan shall be in effect until terminated under Section 20 hereof.

24. Automatic Transfer to Low Price Offering Period. To the extent permitted by any applicable laws, regulations, or stock exchange rules, and unless otherwise determined by the Administrator, if the Fair Market Value of the Common Stock on any Exercise Date in an Offering Period is lower than the Fair Market Value of the Common Stock on the Enrollment Date of such Offering Period, then (i) a new twelve (12) month Offering Period will automatically begin on the first trading day following that Exercise Date, and (ii) all participants in such Offering Period shall be automatically withdrawn from such Offering Period immediately after the exercise of their option on such Exercise Date and automatically re-enrolled in the immediately following Offering Period as of the first day thereof.

25. No Employment Rights. Notwithstanding any other provision of this Plan:

- (a) the Plan is established voluntarily by the Company and the Plan may be modified, amended, suspended or terminated by the Company at any time, and all decisions with respect to future offerings, if any, will be at the sole discretion of the Administrator;
- (b) a participant's participation in the Plan is voluntary;
- (c) the Plan shall not form part of any contract of employment between the Company Group and an Eligible Employee;
- (d) unless expressly so provided in his or her contract of employment, an Eligible Employee has no right or entitlement to be granted an award or any expectation that an award might be made to him or her, whether subject to any conditions or at all;
- (e) the benefit to an Eligible Employee of participation in the Plan (including, in particular but not by way of limitation, any awards held by him or her) shall not form any part of

his or her remuneration or count as his or her remuneration for any purpose and shall not (to the extent permitted by law) be pensionable;

(f) the rights or opportunity granted to an Eligible Employee on the making of an award shall not give the Eligible Employee any rights or additional rights and if an Eligible Employee ceases to be employed by the Company Group, the Eligible Employee shall not be entitled to compensation for the loss of any right or benefit or prospective right or benefit under the Plan (including, in particular but not by way of limitation, any awards held by him or her which lapse by reason of his or her ceasing to be employed by the Company or any Parent or Subsidiary) whether by way of damages for unfair dismissal, wrongful dismissal, breach of contract or otherwise;

(g) the rights or opportunity granted to an Eligible Employee on the making of an award shall not give the Eligible Employee any rights or additional rights in respect of any pension scheme operated by the Company Group;

(h) the Eligible Employee shall not be entitled to any compensation or damages for any loss or potential loss which the Eligible Employee may suffer by reason of being unable to acquire or retain shares of Common Stock, or any interest in shares of Common Stock pursuant to an award in consequence of the loss or termination of his or her office or employment with the

Company or any present or past Parent or Subsidiary for any reason whatsoever (whether or not the termination is ultimately held to be wrongful or unfair);

(i) the value of the awards under the Plan are outside the scope of an Eligible Employee's employment contract, if any;

(j) the value of the awards under the Plan are not part of normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments;

(k) no claim or entitlement to compensation or damages arises if the awards under the Plan or the Common Stock issued pursuant to the Plan do not increase in value and each Eligible Employee irrevocably releases the Company Group, their affiliates and third-party vendors from any such claim that does arise;

(l) no member of the Company Group shall be liable for any foreign exchange rate fluctuation between the participant's local currency and the United States Dollar that may affect the value of the purchase rights or the shares acquired under the Plan; and

(m) by accepting the grant of an award and not renouncing it, the Eligible Employee is deemed to have agreed to the provisions of this Section 25.

26. Data Protection. Each participant must agree to provide such consent and other documentation, and comply with such requirements, as determined by the Administrator in order to comply with applicable data protection and privacy laws.

27. Notice of Disposition of Shares. Each participant shall give prompt notice to the Company of any disposition or other transfer of any shares of stock purchased upon exercise of an option if such disposition or transfer is made: (a) within two (2) years from the Enrollment Date of the Offering Period in which the shares were purchased or (b) within one (1) year after the Exercise Date on which such shares were purchased. Such notice shall specify the date of such disposition or other transfer and the amount realized, in cash, other property, assumption of indebtedness or other consideration, by the participant in such disposition or other transfer. Alternatively, the Administrator shall have the discretionary authority to require that the shares purchased on behalf of each participant be held in the participant's Company-designated brokerage account for the time period set forth in (a) and (b) above. The foregoing procedures shall not in any way limit when the participant may sell the participant's shares.

28. Structure of the Plan.

(a) This Plan document is an omnibus document which includes the primary Plan document (the "Statutory Plan") designed to permit offerings of grants to employees of the Company and any subsidiary of the Company where such offerings are intended to satisfy the requirements of Section 423 of the Code (although the Company makes no undertaking nor representation to obtain or maintain qualification under Section 423 for any subsidiary, individual, offering or grant) and also a separate international plan (the "Non-Statutory Plan") which permits offerings of grants to employees of certain Non-U.S. subsidiaries that are not intended to satisfy the requirements of Section 423 of the Code.

(b) The Statutory Plan shall be a separate and independent plan from the Non-Statutory Plan, provided, however, that the total number of shares authorized to be issued under the Plan applies in the aggregate to both the Statutory Plan and the Non-Statutory Plan. Offerings under the Non-Statutory Plan may be made to achieve desired tax or other objectives

in particular locations outside the United States or to comply with local laws applicable to offerings in such foreign jurisdictions.

(c) The terms of the Statutory Plan shall be those set forth in this Plan document to the extent such terms are consistent with the requirements for qualification under Section 423 of the Code. The Board may adopt a Non-Statutory Plan applicable to particular subsidiaries, which shall be designed to achieve tax, securities law or other Company compliance objectives in particular locations outside the United States. The terms of a Non-Statutory Plan may take precedence over other provisions in this document, with the exception of Section 13(a) of the Plan with respect to the total number of shares available to be offered under the Plan. Unless otherwise superseded by the terms of such Non-Statutory Plan, the provisions of this Plan document shall govern the operation of such Non-Statutory Plan. Except to the extent expressly set forth herein or where the context suggests otherwise, any reference herein to "Plan" shall be construed to include a reference to the Statutory Plan and the Non-Statutory Plan.

29. Governing law and Jurisdiction. The validity and enforceability of this Plan shall be governed by and construed in accordance with the laws of the State of Delaware without regard to otherwise governing principles of conflicts of law. The courts of the State of California shall have jurisdiction to settle any dispute which may arise out of, or in connection with, the Plan. The jurisdiction agreement contained in this Section 29 is made for the benefit of the Company and its Designated Subsidiaries only, which accordingly retain the right to bring proceedings in any other court of competent jurisdiction. By completing a subscription agreement, a participant is deemed to have agreed to submit to such jurisdiction.

Certification of the Chief Executive Officer
Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934

I, Jon Kirchner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Xperi Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

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

- a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- b) 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
- c) 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: August 11, 2023 November 13, 2023

/s/ Jon Kirchner

Jon Kirchner

Chief Executive Officer and President

Exhibit 31.2

**Certification of the Chief Financial Officer
Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934**

I, Robert Andersen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Xperi Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) 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
 - c) 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: August 11, 2023 November 13, 2023

/s/ Robert Andersen

Robert Andersen
Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
RULE 13a-14(b) OF THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Xperi Inc., a Delaware corporation (the "Company"), on Form 10-Q for the period ended **June 30, 2023** **September 30, 2023** as filed with the Securities and Exchange Commission (the "Report"), I, Jon Kirchner, Chief Executive Officer and President, certify, pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

/s/ Jon Kirchner

Jon Kirchner

Chief Executive Officer and President

August 11, **November 13, 2023**

**CERTIFICATION PURSUANT TO
RULE 13a-14(b) OF THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Xperi Inc., a Delaware corporation (the "Company"), on Form 10-Q for the period ended **June 30, 2023** **September 30, 2023** as filed with the Securities and Exchange Commission (the "Report"), I, Robert Andersen, Chief Financial Officer of the Company, certify, pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

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

/s/ Robert Andersen

Robert Andersen

Chief Financial Officer

August 11, November 13, 2023

A signed original of this written statement required by Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.

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