



Payroll & HR Solutions



Investor Presentation October 2025

(Under the Private Securities Litigation Reform Act of 1995)

Safe Harbor Statement

Forward-Looking Statements

This presentation contains certain statements made by management that may constitute “forward-looking” statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements about our financial results may include expected or projected U.S GAAP and other operating and non-operating results. The words “believe,” “may,” “will,” “estimate,” “projects,” “anticipate,” “intend,” “expect,” “should,” “plan,” and similar expressions are intended to identify forward-looking statements. Examples of forward-looking statements include statements we make regarding our operating performance, future results of operations and financial position, revenue growth, earnings or other projections. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. The achievement or success of the matters covered by such forward-looking statements involves risks, uncertainties and assumptions, over many of which we have no control. If any such risks or uncertainties materialize or if any of the assumptions prove incorrect, our results could differ materially from the results expressed or implied by the forward-looking statements we make. The risks and uncertainties referred to above include—but are not limited to—risks associated with breaches of our security measures; risks related to material weaknesses; possible fluctuations in our financial and operating results; privacy concerns and laws and other regulations that may limit the effectiveness of our applications; the financial and other impact of any previous and future acquisitions; domestic and international regulatory developments, including tariffs, changes to or applicability to our business of privacy and data securities laws, money transmitter laws, laws related to earned wage access and anti-money laundering laws; regulatory pressures on economic relief enacted as a result of the COVID-19 pandemic that change or cause different interpretations with respect to eligibility for such programs; risk of our software and solutions not functioning adequately; interruptions, delays or changes in our services or our Web hosting; potential debt incurred to meet future capital requirements; volatility and weakness in bank and capital markets; access to additional capital; significant costs as a result of operating as a public company; the expiration of Employee Retention Tax Credits (“ERTC”) and the impact of recent regulatory and other measures by governmental authorities regarding ERTC claims and the corresponding cash collections of existing receivables; the inability to continue to release timely updates for changes in laws; the inability to develop new and improved versions of our services and technological developments; customer’s nonrenewal of their agreements and other similar changes could negatively impact revenue, operating results and financial conditions; the exposure of market, interest, credit and liquidity risk on client funds held in trust; our operations in highly competitive markets; risk that our clients could have insufficient funds that could result in limitations in the ability to transmit ACH transactions; impairment of intangible assets; litigation and any related claims, negotiations and settlements, including with respect to intellectual property matters or industry-specific regulations; various financial aspects of our Software-as-a-Service model; adverse effects to our business a result of claims, lawsuits, and other proceedings; issues in the use of artificial intelligence in our HCM products and services; adverse changes to financial accounting standards to us; inability to maintain third-party licensed software; evolving regulation of the Internet, changes in the infrastructure underlying the Internet or interruptions in Internet services; factors affecting our deferred tax assets and ability to value and utilize them; the nature of our business model; inability to adopt new or correctly interpret existing money service and money transmitter business status; our ability to hire, retain and motivate employees and manage our growth; interruptions to supply chains and extended shut down of businesses; potential enactment of adverse tax laws, regulation, political, economic and social factors; potential sales of a substantial number of shares of our common stock along with its volatility; and risks associated with potential equity-related transactions including dividends, rights under the stockholder plan to discourage certain actions and other impacts as a result of actions of our stockholders.

Please review the Company’s risk factors in its annual report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on March 6, 2025 and its quarterly report on Form 10Q filed with the SEC on May 1, 2025, July 31, 2025 and October 30, 2025. The forward-looking statements, including the financial guidance and 2025 and 2026 outlook, contained in this press release represent the judgment of the Company as of the date of this press release, and the Company expressly disclaims any intent, obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in the Company’s expectations with regard to these forward looking statements or any change in events, conditions or circumstances on which any such statements are based. © 2025 Asure Software, Inc. All rights reserved

Non-GAAP and Adjusted Financial Measures

This presentation includes information about bookings, non-GAAP gross profit, non-GAAP sales and marketing expense, non-GAAP general and administrative expense, non-GAAP research and development expense, EBITDA, EBITDA margin, adjusted EBITDA, and adjusted EBITDA margin, non-GAAP net income (loss) and non-GAAP net income (loss) per share. These non-GAAP and adjusted financial measures are measurements of financial performance that are not prepared in accordance with U.S. generally accepted accounting principles and computational methods may differ from those used by other companies. Non-GAAP and adjusted financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with the Company’s Consolidated Financial Statements prepared in accordance with GAAP. Non-GAAP and adjusted financial measures are reconciled to GAAP in the tables set forth in this presentation and are subject to reclassifications to conform to current period presentations.

Management uses GAAP, non-GAAP and adjusted measures when planning, monitoring, and evaluating the Company’s performance. The primary purpose of using non-GAAP and adjusted measures are to provide supplemental information that may prove useful to investors and to enable investors to evaluate the Company’s results in the same way management does. Management believes that supplementing GAAP disclosure with non-GAAP and adjusted disclosures provides investors with a more complete view of the Company’s operational performance and allows for meaningful period-to-period comparisons and analysis of trends in the Company’s business. Further, to the extent that other companies use similar methods in calculating adjusted financial measures, the provision of supplemental non-GAAP and adjusted information can allow for a comparison of the Company’s relative performance against other companies that also report non-GAAP and adjusted operating results.



Pat Goepel

Chairman & CEO

Chairman's Comments

- Our third quarter results were strong with our revenues growing by 24% to \$36.3 million versus last year's third quarter. The growth we experienced was broad based with multiple product lines driving our results, which indicates the continued demand for innovative human capital management products.
- We are excited to be launching our new client interface Asure Central™ which is a key enhancement from existing systems. Asure Central™ will provide clients with a consolidated access point to our product portfolio on a single secure platform, improve workflow processes and enable us to scale new features efficiently.
- Our efforts to improve our product attach rates with clients showed more momentum this quarter and we continue to focus on further product integration which also is delivering positive results.
- In summary, we're pleased to deliver a strong quarter. As we look at the remainder of 2025 and into 2026, we are expecting to experience continued growth as well as improving profitability. We remain focused on delivering increased value for our clients and shareholders.

Company Overview

Payroll and HR for Growing businesses. Asure helps businesses get access to growth capital, stay compliant with HR laws, and win the war for talent with better tools to manage their workforce.



By the Numbers

\$139-\$141M

FY2025
Revenue
Guidance⁽⁴⁾

96%

Recurring
Revenue

22%-23%

FY2025
Adjusted EBITDA
Margin Guidance⁽³⁾

>100,000

Clients
Served

~20%

Direct
Clients

2M +

Employees
Served

86%

2024
Bookings Growth

93%

LTM⁽²⁾
Net Retention

\$10B+

Money
Movement

All 50 States

CLIENTS AND EMPLOYEES IN ALL
50 STATES

8-10 Years

STICKY SOLUTIONS -
CLIENTS STAY 8-10 YRS

Diverse Client Base

NO GEOGRAPHIC OR INDUSTRY REVENUE
CONCENTRATION

Insider Ownership

HIGH INSIDER OWNERSHIP FOR
PUBLIC COMPANY

(1) As of December 2024

(2) As of December 31, 2024. Excludes impact of ERTC related business in recurring and non-recurring base

(3) Net income(loss) is the closest GAAP measure to Adjusted EBITDA. A reconciliation of GAAP to non-GAAP and Adjusted measures is contained in the Appendix to this presentation. Management does not provide a reconciliation of guidance of GAAP to non-GAAP or adjusted disclosures because management is unable to predict the nature and materiality of non-recurring expenses without unreasonable effort.

(4) Reflects management's current outlook for the business in 2025 and is subject to a number of internal assumptions that may not be realized, and risks and uncertainties. See our SEC filings for more information about the risks to our business

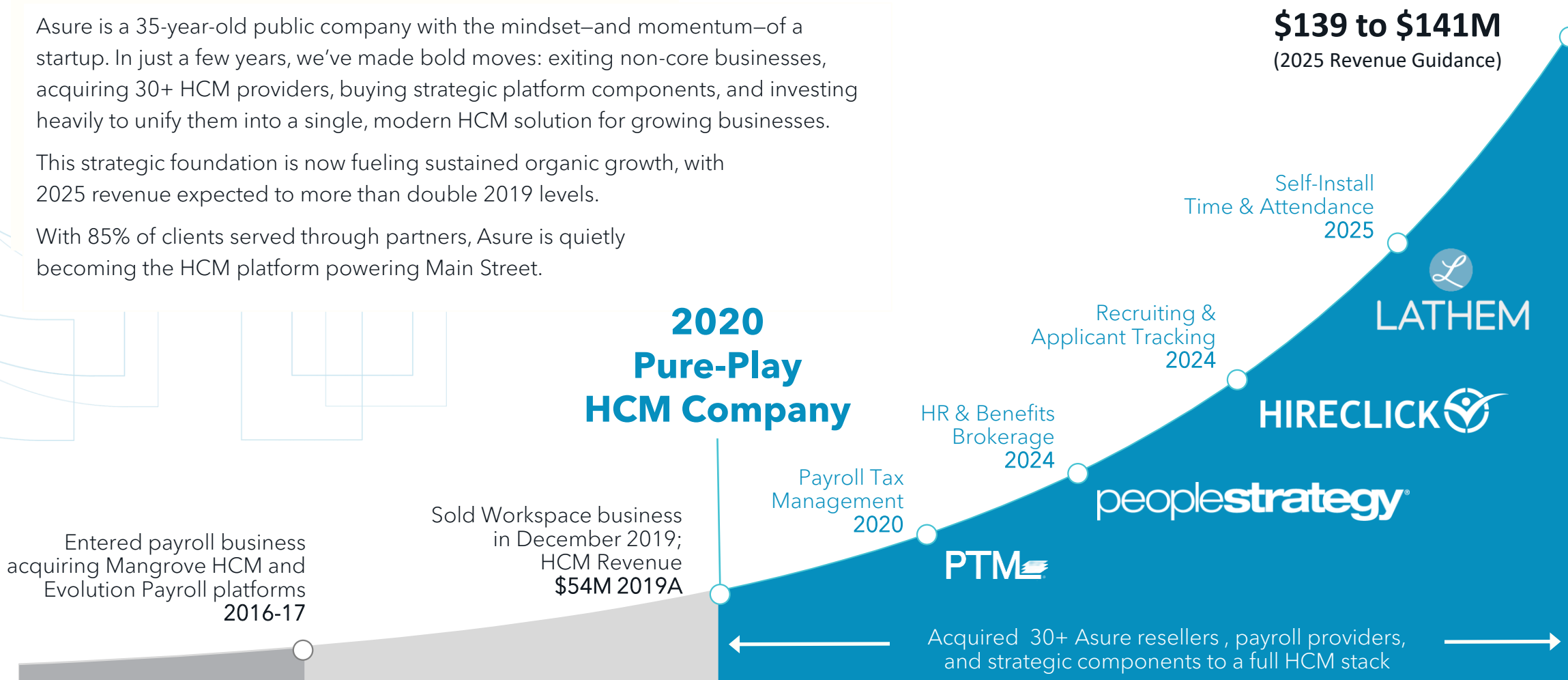
Asure's Growth is Accelerating

Strategic platform acquisitions poised for growth

Asure is a 35-year-old public company with the mindset—and momentum—of a startup. In just a few years, we've made bold moves: exiting non-core businesses, acquiring 30+ HCM providers, buying strategic platform components, and investing heavily to unify them into a single, modern HCM solution for growing businesses.

This strategic foundation is now fueling sustained organic growth, with 2025 revenue expected to more than double 2019 levels.

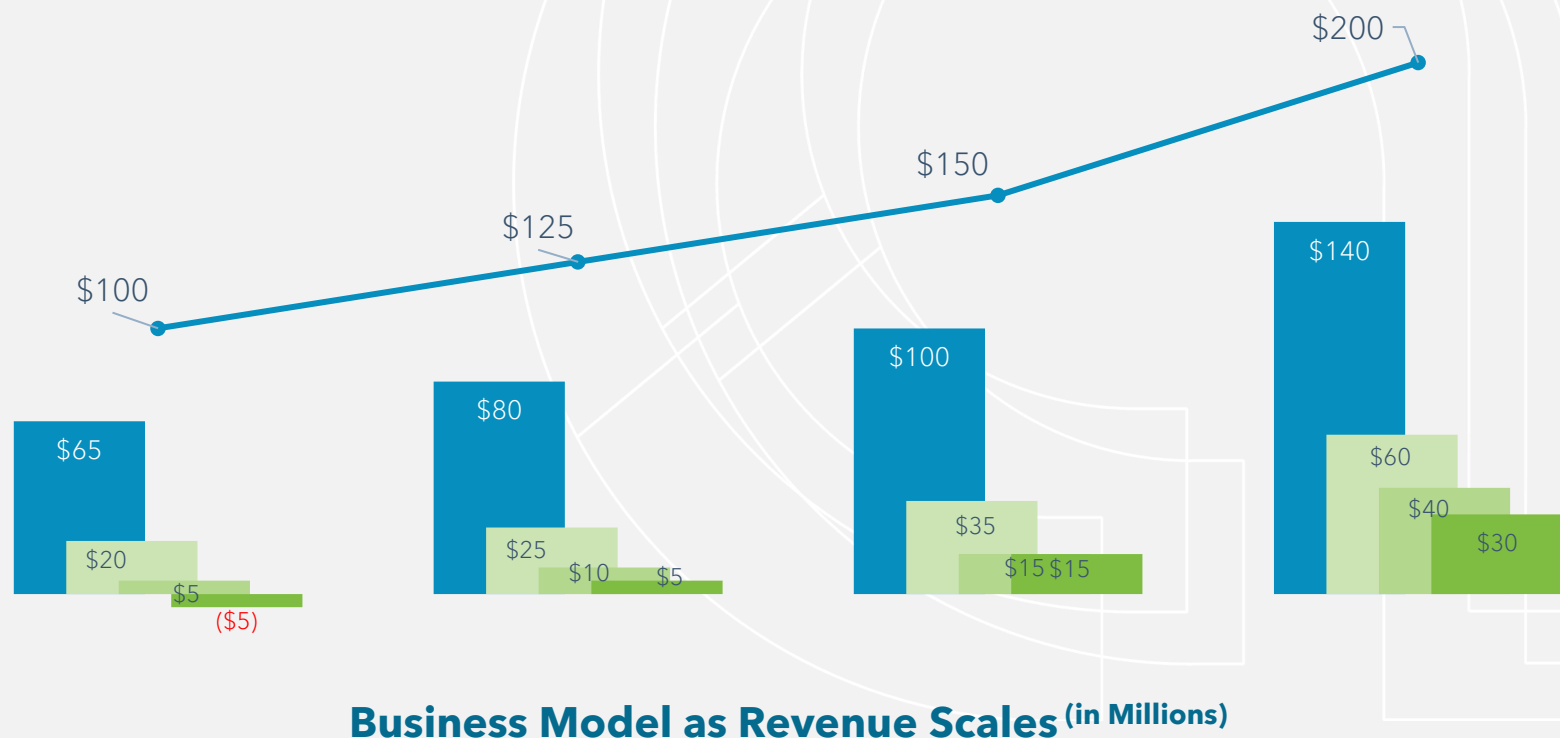
With 85% of clients served through partners, Asure is quietly becoming the HCM platform powering Main Street.



Mid-term Profits Expand as Revenue Composition Changes and **We Achieve Scale**

As Revenue Grows...

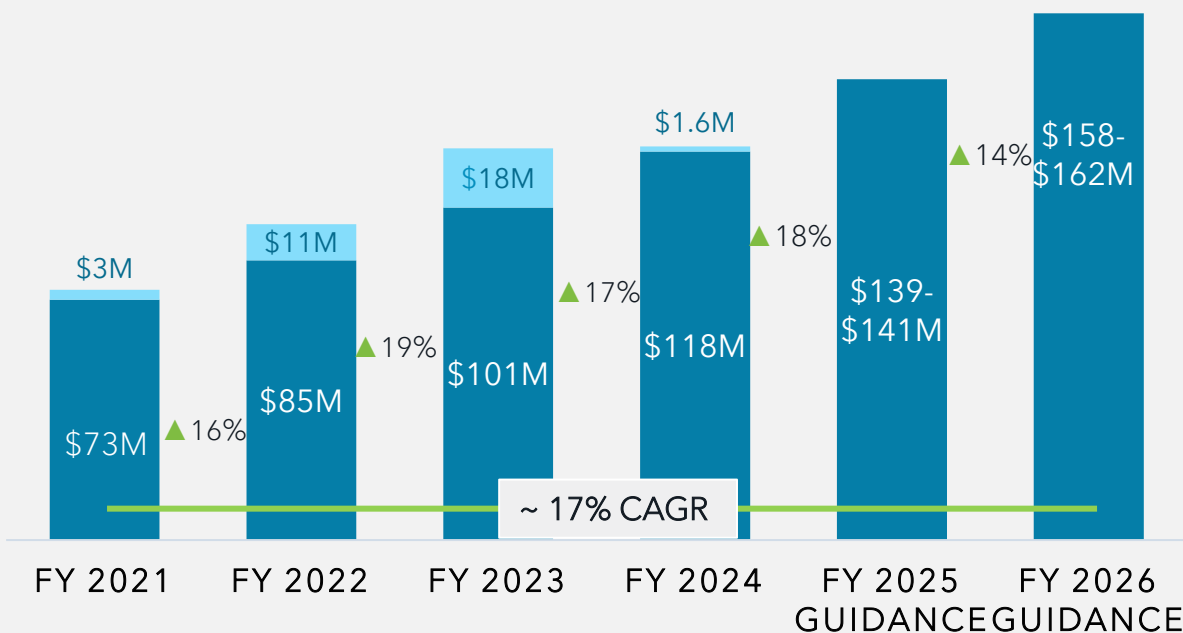
- Gross Profit
- Adjusted EBITDA Approaches ~30%
- Operating Income Approaches ~20%
- Net Income (Loss)
- Total Revenue



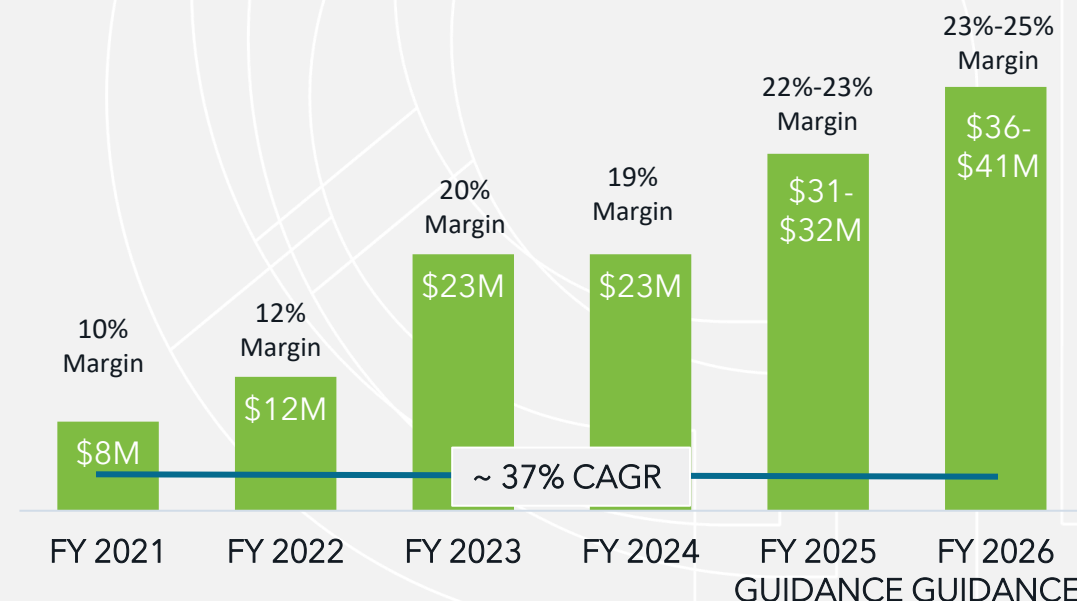
Significant **Near-Term Growth** is Underpinned by a **Strong Financial Profile**

Revenue

■ Core ■ ERTC



Adjusted EBITDA



Asure's **Go-to-Market Strategy** has **Three Paths to Growth**

Traditional Organic

Traditional Sales & Marketing

- Net-new clients that we grow
- Proven approach that requires long-term go-to-market investments



Sales Team



Marketing



Cross-sell



Enhanced Organic

Elevate Reseller's Client Relationship

- Bring current indirect clients into our ecosystem
- Recognize top-line vs only reseller software license
- No migration - Clients already using Asure
- Efficient use of growth capital



Roll-Up



Cross-sell

Strategic Inorganic

Strategic M&A

- Expand market share, product capabilities, and sales channels
- Disciplined, repeatable integration process
- New clients enter 'Traditional Organic' model for continued growth



Complimentary
businesses



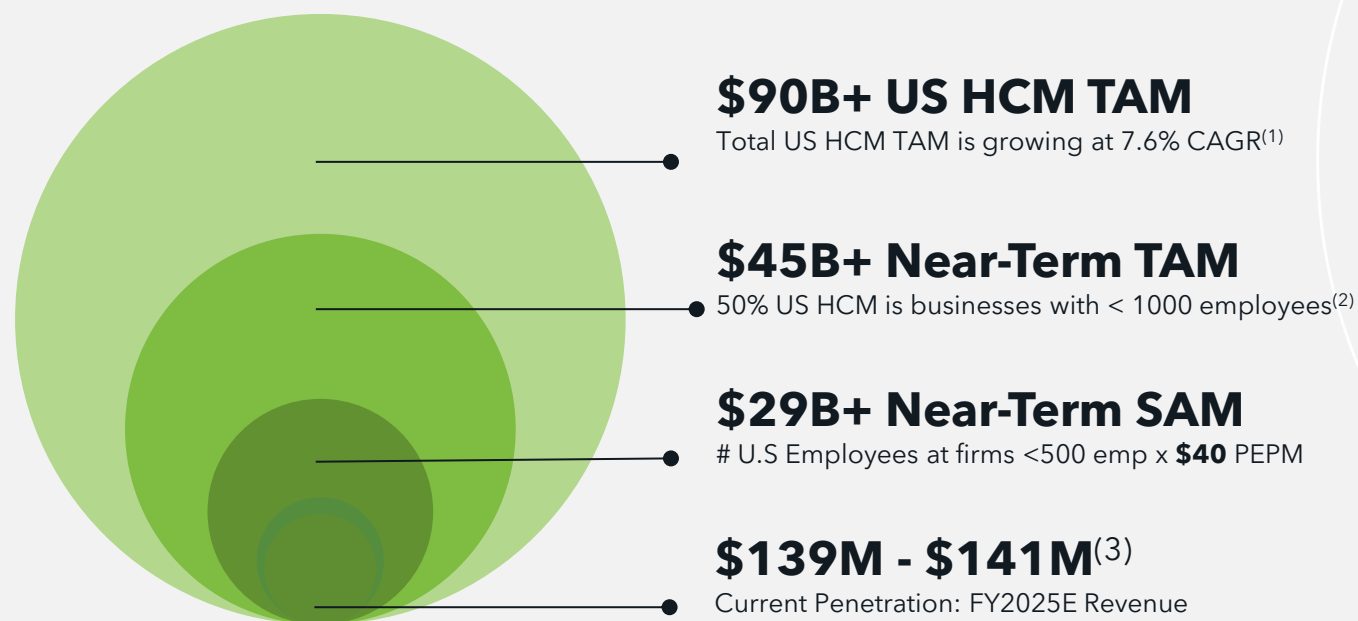
Synergies



M&A
Discipline

Human Capital Management (HCM) Presents a Huge Business Opportunity

Market Size



Market Tailwinds



Shift to cloud software driving US HCM TAM growth (CAGR 7.6% through 2025 and reach \$90B+)



Tight labor markets have accelerated the need for businesses to adopt HCM software and services



Advancements in integrations have increased effectiveness of HCM software for businesses



Ever-changing HR laws and compliance requirements are crippling growing businesses who need help

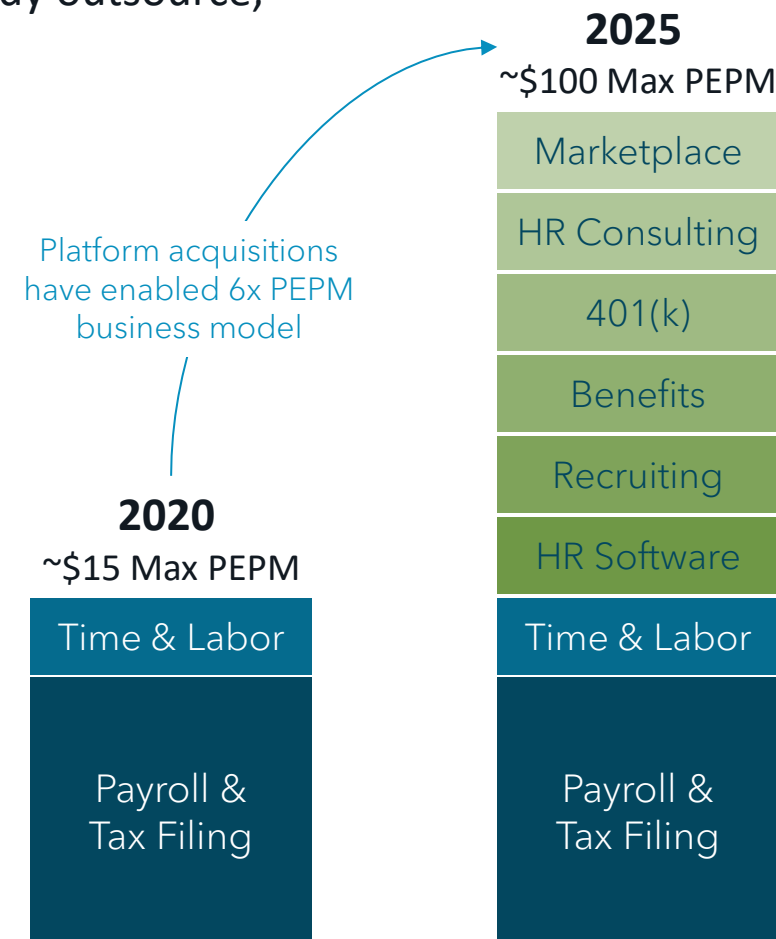
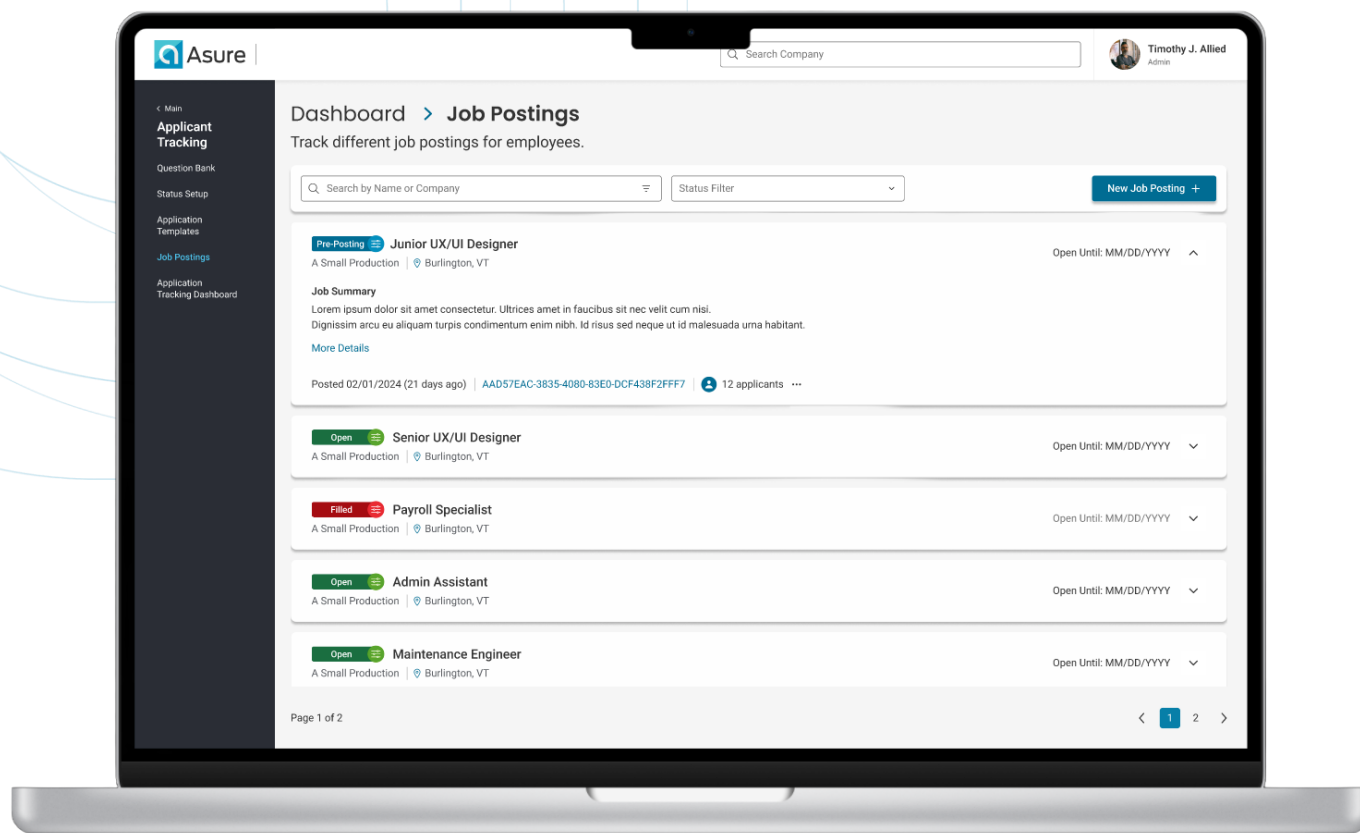
(1) Census, D&B, IHS, Nelson Hall, Market Study Report LLC

(2) Netscribes, Inc.

(3) CY2025E Revenue Guidance

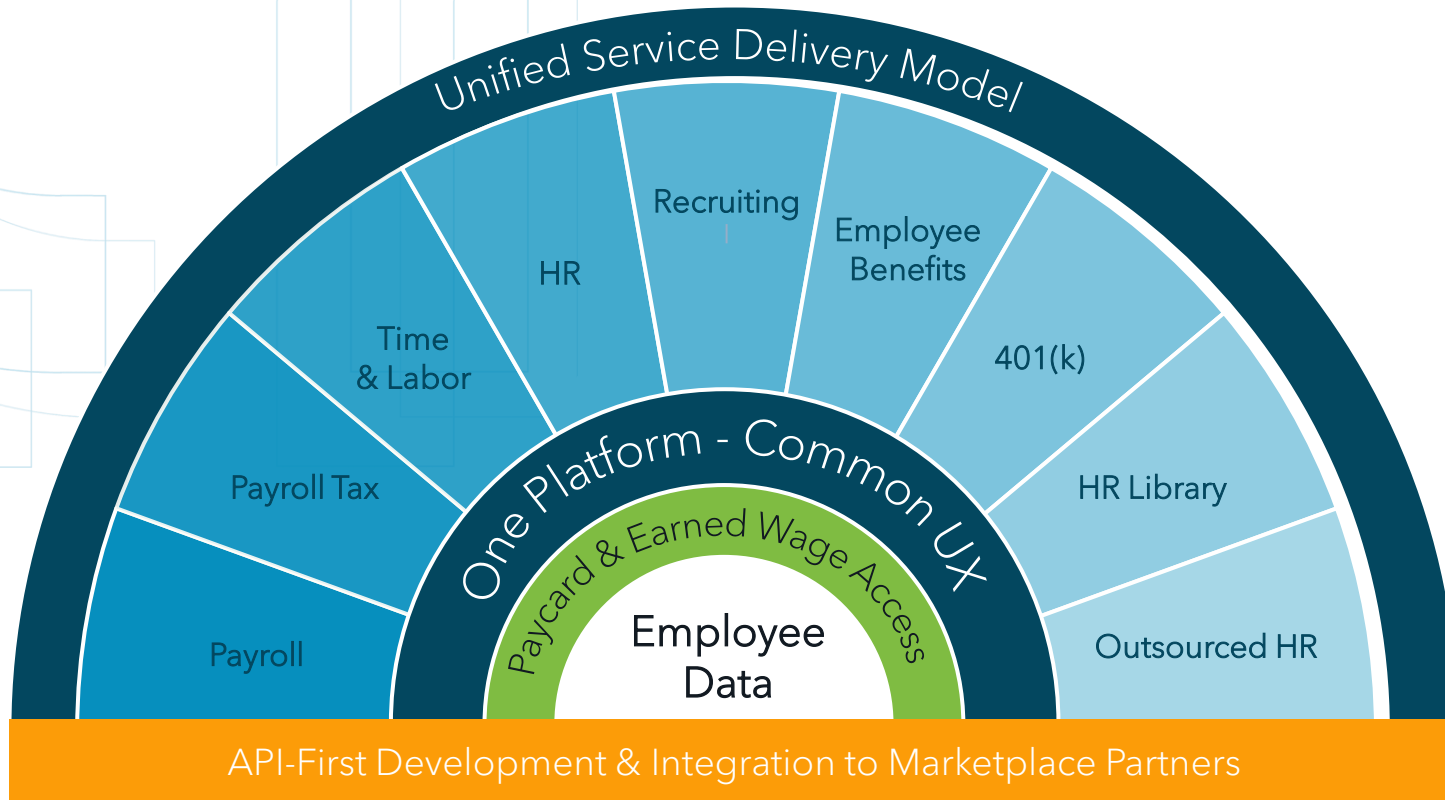
HCM | Building a \$100 PEPM Opportunity

Asure's model goes beyond software, offering a full back-office solution: payroll, HR, compliance, benefits, and more. By consolidating what businesses already outsource, we unlock more revenue with less complexity.

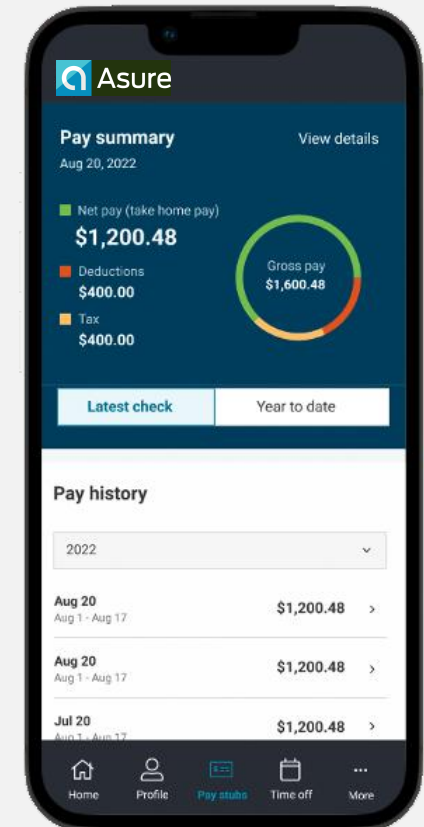


HCM | End-To-End Solution

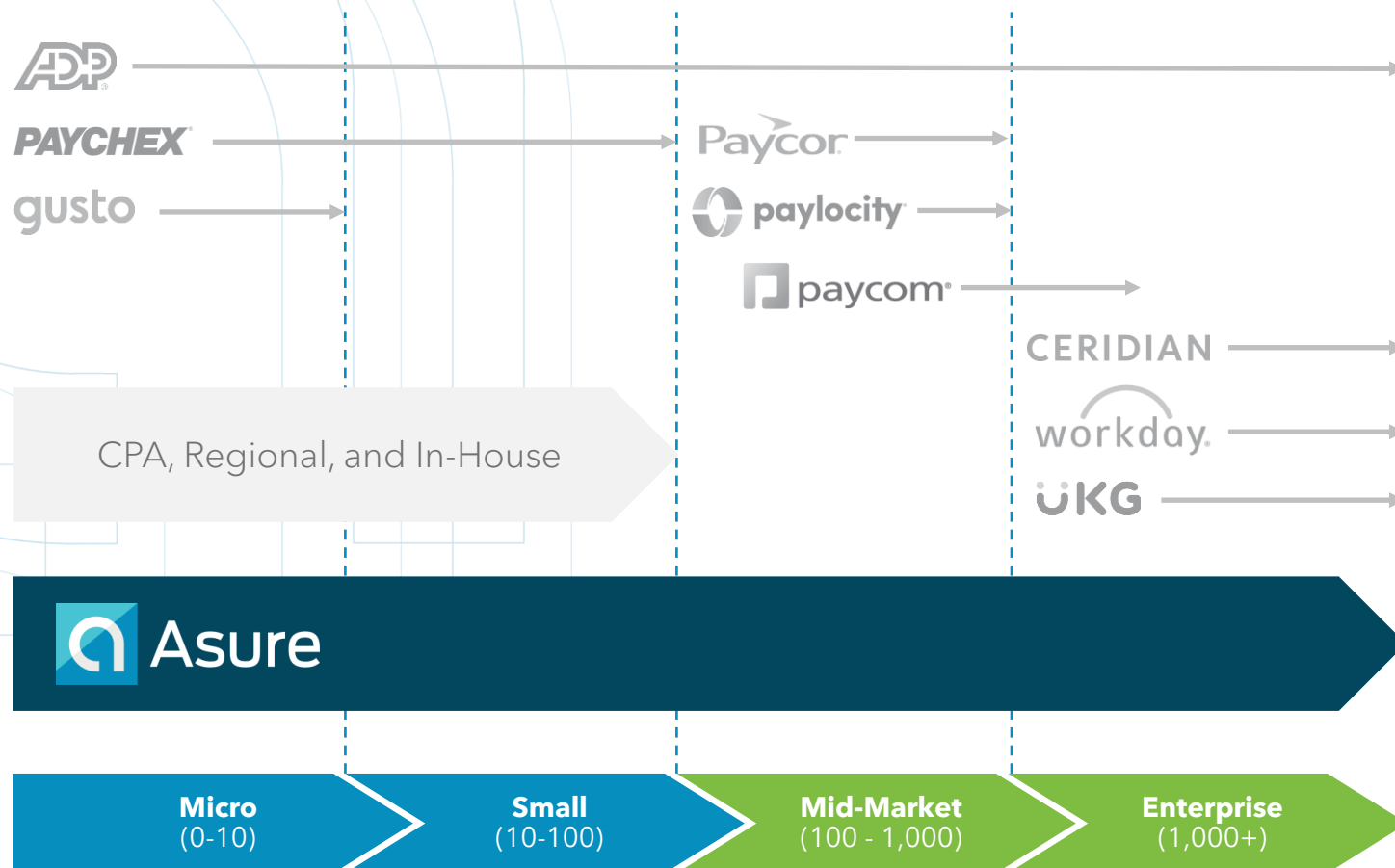
Powering **GROWTH**
for 100K+ employers



Empowering **FREEDOM**
for 2M+ employees



HCM Business | Competitive Landscape



Companies with 1-1000 Employees

ADP and Paychex are Asure's largest competitors with more presence in major markets, but they also create the largest opportunity with significant churn.

Many rely on their CPA or in-house software like QuickBooks.

Mid-Market & Enterprise

Paylocity, Paycom, and Paycor are fast growing providers for medium to large sized businesses.

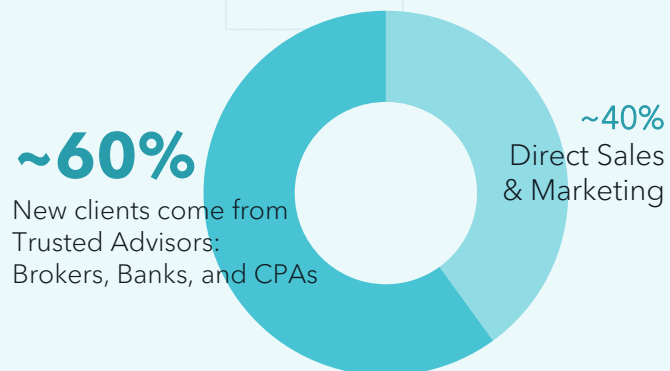
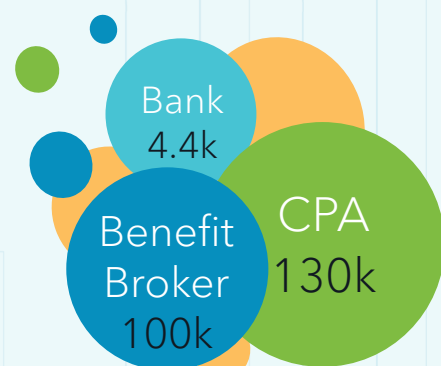
ADP, UKG, Workday, and Ceridian serve large and enterprise customers in all geographic markets

Asure offers an Enterprise-grade Payroll Tax Management Platform that enables clients to streamline payroll tax processing, avoid risk, and grow their business

HCM | How, Why, and Where We Win

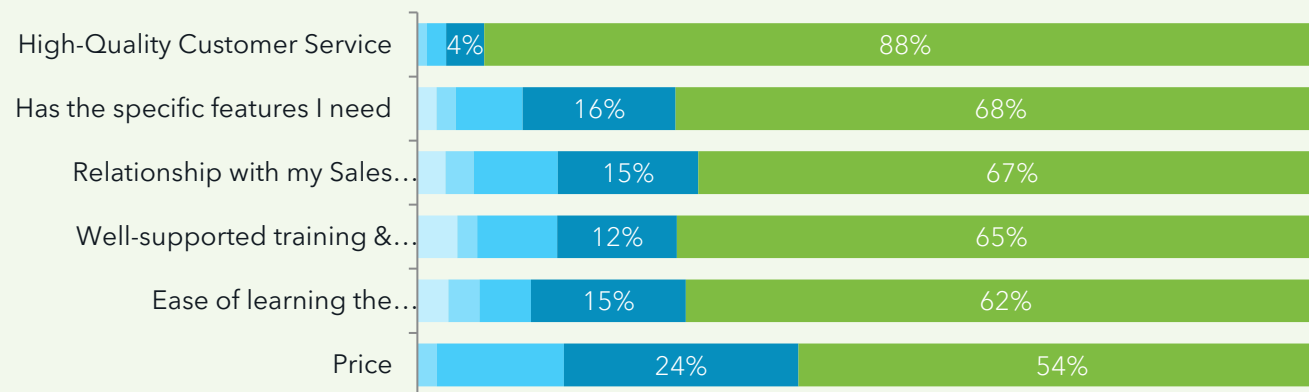
How Clients Find Asure

Trusted Advisor Universe



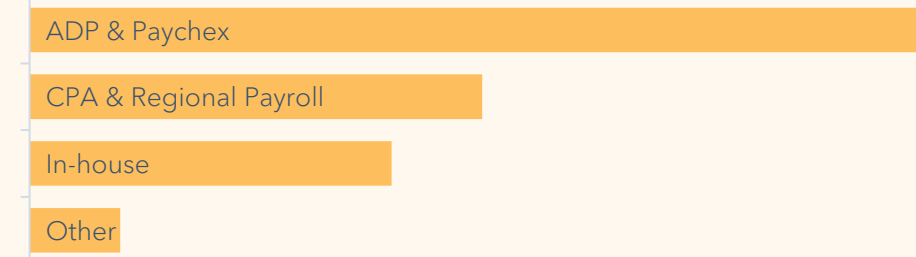
Why Clients Choose Asure*

1 or 2 (Not Important) 3 or 4 5 or 6 7 or 8 9 or 10 (Extremely Important)



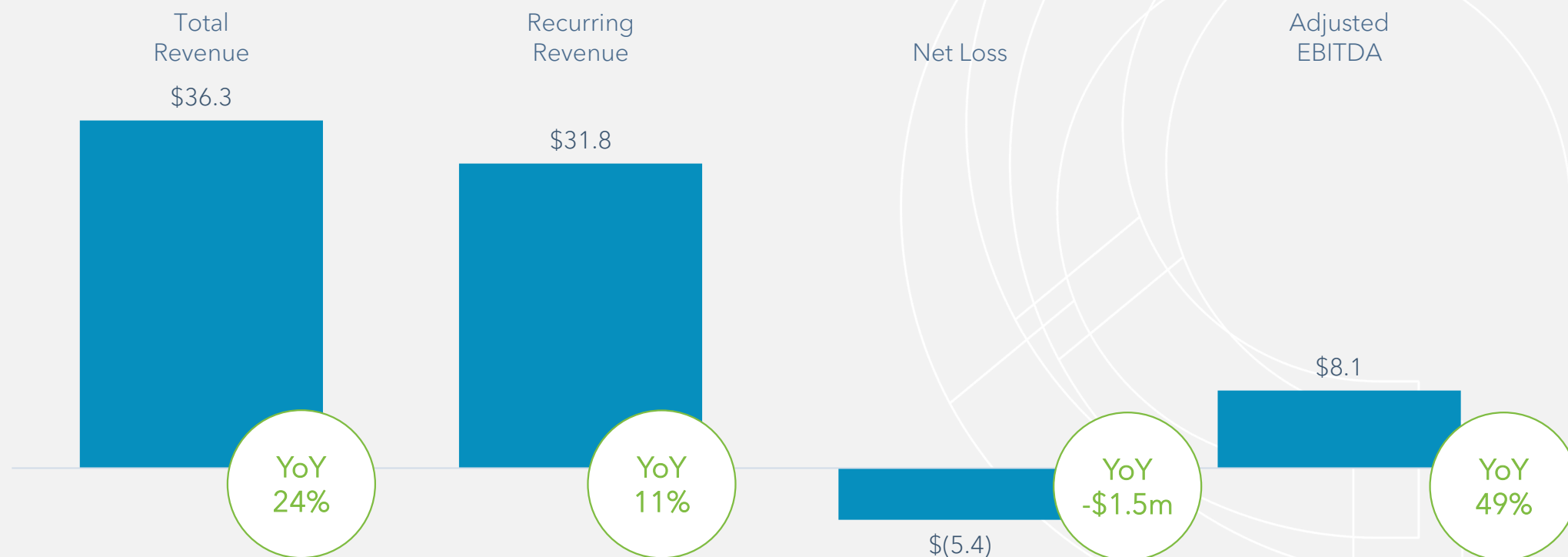
Where Clients Come From*

ADP & Paychex churn represents *50%+ of new clients



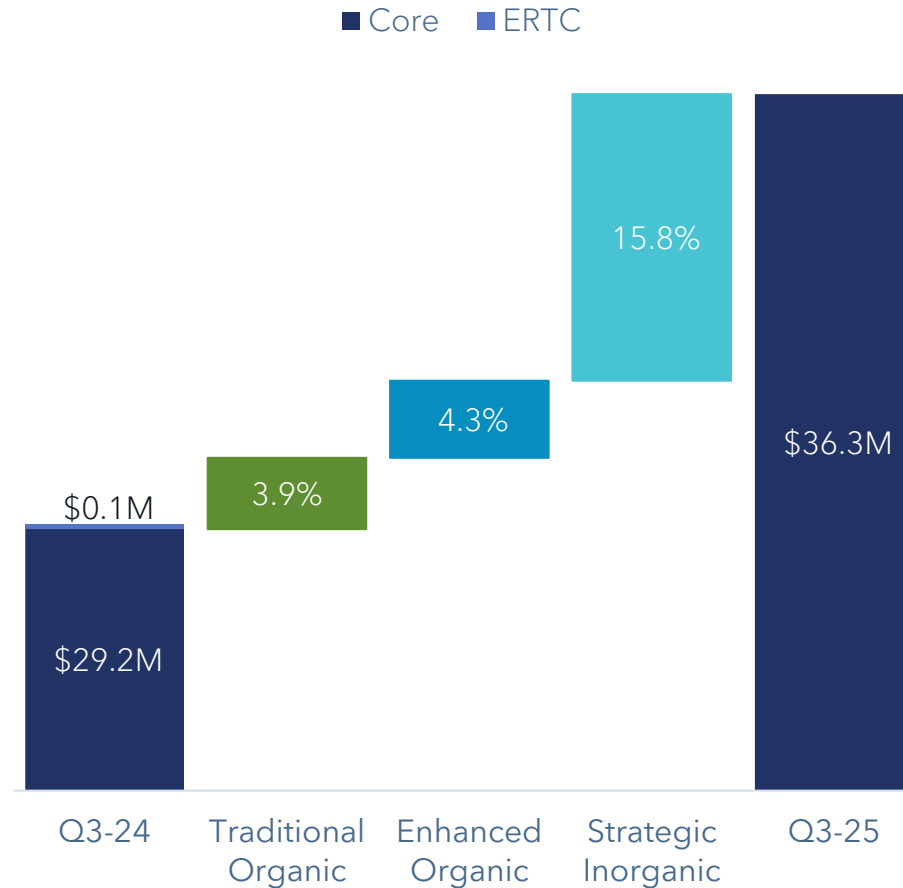
Select Financial Data

3Q25 Financial Highlights



*All figures presented in millions

YoY Revenue: 3Q24 Bridge to 3Q25



Growth Results



Year over year performance

Waterfall Definitions

- Traditional Organic consists of the net revenue generated from new bookings, price increases, and same-store-sales minus churn.
- Enhanced Organic consists of revenue generated from client acquisitions in existing product lines since the prior period
- Strategic Inorganic consists of revenue generated in current period from client or company acquisitions that expand Asure's product lines and sales channels

Select Financial Data



in \$Millions	3Q24	2Q25	3Q25
Cash and Equivalents	11.2	66.0	21.5
Total Equity	199.1	194.2	193.1
Debt	7.5	67.4	70.4
Client Funds Assets	219.1	214.0	148.3

Outstanding Shares (as of 09-30-2025) ~27.5

Enterprise Value (as of 10-27-2025) \$277M

Average Daily Volume 90 day ~99.3k

Management Ownership (as of 09/30/2025)

Chairman and CEO Pat Goepel ~5%

All board directors and executive officers as a group ~8%

 **Nasdaq : ASUR**



52 week low
\$7.51

Price as of
10/27/2025
\$8.34

52 week high
\$12.74

Disclosure Regarding Non-GAAP and Adjusted Financial Measures (1 of 4)



This presentation includes information about bookings, non-GAAP gross profit, non-GAAP sales and marketing expense, non-GAAP general and administrative expense, non-GAAP research and development expense, EBITDA, EBITDA margin, adjusted EBITDA, and adjusted EBITDA margin. These non-GAAP and adjusted financial measures are measurements of financial performance that are not prepared in accordance with U.S. generally accepted accounting principles and computational methods may differ from those used by other companies. Non-GAAP and adjusted financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with the Company's Condensed Consolidated Financial Statements prepared in accordance with GAAP. Non-GAAP and adjusted financial measures are reconciled to GAAP in the tables set forth in this presentation and are subject to reclassifications to conform to current period presentations.

This presentation includes revisions to prior periods to conform with current period presentations.

Bookings represent estimated new first year contracted revenue value for recurring and non-recurring services sold in the period.

Non-GAAP gross profit differs from gross profit in that it excludes amortization, share-based compensation, and one-time items.

Non-GAAP sales and marketing expense differs from sales and marketing expense in that it excludes share-based compensation and one-time items.

Non-GAAP general and administrative expense differs from general and administrative expense in that it excludes share-based compensation and one-time items.

Disclosure Regarding Non-GAAP and Adjusted Financial Measures (2 of 4)



Non-GAAP research and development expense differs from research and development expense in that it excludes share-based compensation and one-time items.

EBITDA differs from net income (loss) in that it excludes items such as interest, income taxes, depreciation, and amortization. Asure is unable to predict with reasonable certainty the ultimate outcome of these exclusions without unreasonable effort.

Adjusted EBITDA differs from EBITDA in that it excludes share-based compensation, other income (expense), net and one-time expenses. Asure is unable to predict with reasonable certainty the ultimate outcome of these exclusions without unreasonable effort.

All adjusted and non-GAAP measures presented as “margin” are computed by dividing the applicable adjusted financial measure by total revenue.

Specifically, as applicable to the respective financial measure, management is adjusting for the following items when calculating non-GAAP and adjusted financial measures as applicable for the periods presented. No additional adjustments have been made for potential income tax effects of the adjustments based on the Company’s current and anticipated *de minimis* effective federal tax rate, resulting from the Company’s continued losses for federal tax purposes and its tax net operating loss balances.

Share-Based Compensation Expenses. The Company’s compensation strategy includes the use of share-based compensation to attract and retain employees and executives. It is principally aimed at aligning their interests with those of our stockholders and at long-term employee retention, rather than to motivate or reward operational performance for any particular period. Thus, share-based compensation expense varies for reasons that are generally unrelated to operational decisions and performance in any particular period.

Disclosure Regarding Non-GAAP and Adjusted Financial Measures (3 of 4)



Depreciation. The Company excludes depreciation of fixed assets. Also included in the expense is the depreciation of capitalized software costs.

Amortization of Purchased Intangibles. The Company views amortization of acquisition-related intangible assets, such as the amortization of the cost associated with an acquired company's research and development efforts, trade names, customer lists and customer relationships, and acquired lease intangibles, as items arising from pre-acquisition activities determined at the time of an acquisition. While these intangible assets are continually evaluated for impairment, amortization of the cost of purchased intangibles is a static expense, one that is not typically affected by operations during any particular period.

Interest Expense, Net. The Company excludes accrued interest expense, the amortization of debt discounts and deferred financing costs.

Income Taxes. The Company excludes income taxes, both at the federal and state levels.

Disclosure Regarding Non-GAAP and Adjusted Financial Measures (4 of 4)



One-Time Expenses. The Company's adjusted financial measures exclude the following costs to normalize comparable reporting periods, as these are generally non-recurring expenses that do not reflect the ongoing operational results. These items are typically not budgeted and are infrequent and unusual in nature.

- **Settlements, Penalties and Interest.** The Company excludes legal settlements, including separation agreements, penalties and interest that are generally one-time in nature and not reflective of the operational results of the business.
- **Acquisition and Transaction Related Costs.** The Company excludes these expenses as they are transaction costs and expenses that are generally one-time in nature and not reflective of the underlying operational results of our business. Examples of these types of expenses include legal, accounting, regulatory, other consulting services, severance and other employee costs.
- **Other non-recurring Expenses.** The Company excludes these as they are generally non-recurring items that are not reflective of the underlying operational results of the business and are generally not anticipated to recur. Some examples of these types of expenses, historically, have included write-offs or impairments of assets, demolition of office space and cybersecurity consultants.
- **Other (Expense) Income, Net.** The Company's adjusted financial measures exclude Other (Expense) Income, Net because it includes items that are not reflective of the underlying operational results of the business, such as loan forgiveness, adjustments to contingent liabilities and credits earned as part of the CARES Act, passed by Congress in the wake of the coronavirus pandemic.

Appendix

Unaudited Supplemental
Quarterly Financial
Information

Information Regarding Unaudited Supplemental Quarterly Financial Information

- The Unaudited Supplemental Quarterly Financial Information in the appendix of this presentation reflect Asure Software, Inc.'s (the "Company") financial statements for the periods presented give effect in prior periods certain reclassifications reflected in the Company's annual report on Form 10-K filed on March 6, 2025.
- The Company is providing this financial information to assist investors in identifying trends in the Company's HCM business and to enable the comparison of the Company's current financial results to its historical results. This financial information has not been audited or reviewed by the Company's independent registered accounting firm, nor does it contain footnotes or other information that may be required under Generally Accepted Accounting Standards (GAAP) or applicable securities laws. It is being provided for illustration purposes only and should not be relied upon to make investment decisions. Please see the Company's annual reports on Form 10-K filed on February 27, 2023, February 26, 2024, and March 6, 2025, as well as the Company's quarterly reports on Form 10-Q filed on May 8, 2023, August 7, 2023, November 13, 2023, May 2, 2024, August 1, 2024, October 31, 2024, May 1, 2025, July 31, 2025 and October 30, 2025 for information about the Company's actual financial results.
- Nothing in this supplemental quarterly financial information shall be deemed to amend or restate any of the financial information included with the Company's annual reports and quarterly reports on file with the SEC. The Company does not consider this presentation of the financial information material and provides it merely as a tool to aid its investors and other third parties in understanding the Company's historical financial results.

Balance Sheets (Unaudited)



	Dec. 31, 2023	Mar. 31, 2024	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2024	Mar. 31, 2025	June. 30, 2025	Sep. 30, 2025
ASSETS								
Current assets:								
Cash and cash equivalents	\$ 30,317	\$ 23,166	\$ 20,736	\$ 11,248	\$ 21,425	\$ 14,076	\$ 66,000	\$ 21,520
Accounts receivable, net of allowance for credit losses	14,202	15,074	16,273	17,233	18,154	15,800	13,623	14,563
Inventory	155	205	263	233	195	220	142	2,304
Prepaid expenses and other current assets	3,471	4,187	4,636	4,586	4,888	5,970	5,838	6,368
Total current assets before funds held for clients	48,145	42,632	41,908	33,300	44,662	36,066	85,603	44,755
Funds held for clients	219,075	239,808	190,438	193,589	192,615	257,019	213,972	148,338
Total current assets	267,220	282,440	232,346	226,889	237,277	293,085	299,575	193,093
Property and equipment, net	14,517	15,822	17,189	18,490	19,669	20,999	23,282	25,740
Goodwill	86,011	86,011	86,011	94,724	94,724	94,724	94,724	115,759
Intangible assets, net	62,082	70,960	70,319	73,429	69,114	73,003	69,596	92,231
Operating lease assets, net	4,991	4,674	4,484	4,401	4,041	4,403	4,748	5,626
Other assets, net	9,047	9,431	9,769	10,176	11,813	12,727	13,640	14,627
Total assets	\$ 443,868	\$ 469,338	\$ 420,118	\$ 428,109	\$ 436,638	\$ 498,941	\$ 505,565	\$ 447,076
LIABILITIES AND STOCKHOLDERS' EQUITY								
Current liabilities:								
Current portion of notes payable	\$ 27	\$ 23	\$ 18	\$ -	\$ 7,008	\$ 7,948	\$ 3,032	\$ 6,213
Accounts payable	2,570	1,610	1,240	1,317	1,364	2,475	1,595	2,567
Accrued compensation and benefits	6,519	3,399	3,540	4,277	4,485	2,911	2,881	3,401
Operating lease liabilities, current	1,490	1,510	1,537	1,600	1,438	1,432	1,452	1,871
Other accrued liabilities	3,862	7,170	7,524	8,287	6,600	6,071	7,784	8,240
Contingent purchase consideration	-	-	-	-	-	-	-	-
Deferred revenue	6,853	3,547	3,030	3,029	8,363	4,662	3,724	7,090
Total current liabilities before client fund obligations	21,321	17,259	16,889	18,510	29,258	25,499	20,468	29,382
Client fund obligations	220,019	241,141	191,794	193,951	194,378	258,586	214,839	148,873
Total current liabilities	241,340	258,400	208,683	212,461	223,636	284,085	235,307	178,255
Long-term liabilities:								
Deferred revenue	16	960	3,224	2,276	3,430	3,321	2,635	2,267
Deferred tax liability	1,728	1,751	1,983	2,116	2,612	2,903	3,746	4,115
Notes payable, net of current portion	4,282	5,256	5,985	7,506	5,709	6,172	64,350	64,157
Operating lease liabilities, noncurrent	4,638	4,281	4,029	3,832	3,578	3,892	4,200	4,925
Other liabilities	209	1,015	683	765	358	905	1,075	270
Total long-term liabilities	10,873	13,263	15,904	16,495	15,687	17,193	76,006	75,734
Total liabilities	252,213	271,663	224,587	228,956	239,323	301,278	311,313	253,989
Stockholders' equity:								
Common stock, \$.01 par value	254	258	259	265	267	271	274	277
Treasury stock at cost	(5,017)	-	-	-	-	-	-	-
Additional paid-in capital	487,973	494,537	496,743	502,920	504,849	507,149	509,630	513,587
Accumulated deficit	(290,440)	(295,761)	(300,121)	(304,022)	(307,226)	(309,624)	(315,747)	(321,109)
Accumulated other comprehensive loss	(1,115)	(1,359)	(1,350)	(10)	(575)	(133)	95	332
Total stockholders' equity	191,655	197,675	195,531	199,153	197,315	197,663	194,252	193,087
Total liabilities and stockholders' equity	\$ 443,868	\$ 469,338	\$ 420,118	\$ 428,109	\$ 436,638	\$ 498,941	\$ 505,565	\$ 447,076

(\$ in thousands)

Income Statements (Unaudited)

THREE MONTHS ENDED	Dec. 31, 2023	Mar. 31, 2024	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2024	Mar. 31, 2025	Jun.30, 2025	Sep.30, 2025
Revenue:								
Recurring	\$ 24,985	\$ 30,273	\$ 27,051	\$ 28,626	\$ 28,521	\$ 33,187	\$ 28,596	\$ 31,841
Professional services, hardware and other	1,279	1,379	993	678	2,271	1,667	1,528	4,411
Total revenue	26,264	31,652	28,044	29,304	30,792	34,854	30,124	36,252
Cost of sales	8,425	9,045	9,176	9,600	9,864	10,246	10,213	13,110
Gross profit	17,839	22,607	18,868	19,704	20,928	24,608	19,911	23,142
Operating expenses:								
Sales and marketing	6,422	7,767	6,924	6,680	6,945	8,386	8,149	9,043
General and administrative	9,747	10,063	10,118	10,378	9,940	11,900	10,968	11,655
Research and development	1,739	1,769	1,962	1,973	2,103	2,029	1,273	1,174
Amortization of intangible assets	3,694	3,449	4,046	4,295	4,432	4,308	4,173	4,769
Total operating expenses	21,602	23,048	23,050	23,326	23,420	26,623	24,563	26,641
(Loss) Income from operations	(3,763)	(441)	(4,182)	(3,622)	(2,492)	(2,015)	(4,652)	(3,499)
Interest (expense) income, net	24	156	53	(109)	(211)	(280)	277	(1,716)
Other income (expense), net	(1)	10	-	-	(2)	188	(905)	220
(Loss) Income from operations before income taxes	(3,740)	(275)	(4,129)	(3,731)	(2,705)	(2,107)	(5,280)	(4,995)
Income tax (expense) benefit	158	(33)	(231)	(170)	(499)	(291)	843	367
Net (loss) income	(3,582)	(308)	(4,360)	(3,901)	(3,204)	(2,398)	(6,123)	(5,362)
Other comprehensive (loss) income:								
Unrealized income (loss) on marketable securities	1,581	(244)	9	1,340	(565)	442	228	237
Comprehensive (loss) income	\$ (2,001)	\$ (552)	\$ (4,351)	\$ (2,561)	\$ (3,769)	\$ (1,956)	\$ (5,895)	\$ (5,125)

(\$ in thousands)

Statements of Cash Flows (Unaudited)



THREE MONTHS ENDED	Dec. 31, 2023	Mar. 31, 2024	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2024	Mar. 31, 2025	Jun. 30, 2025	Sep. 30, 2025
Cash flows from operating activities:								
Net (loss) income	\$ (3,582)	\$ (308)	\$ (4,360)	\$ (3,901)	\$ (3,204)	\$ (2,398)	\$ (8,521)	\$ (13,883)
Adjustments to reconcile (loss) income to net cash (used in) provided by operations:								
Depreciation and amortization	4,892	4,860	5,499	5,841	5,942	5,972	12,155	19,337
Amortization of operating lease assets	352	335	342	348	361	374	740	1,137
Amortization of debt financing costs and discount	272	142	160	229	195	253	537	926
Non-cash interest expense	-	-	-	-	298	197	724	2,300
Net accretion of discounts on available-for-sale securities	(56)	(78)	(92)	(103)	(104)	(110)	(236)	(332)
Provision for (Recovery of) expected losses	43	46	61	4	(65)	93	20	1,121
Provision for (Recovery of) deferred income taxes	114	24	231	133	496	291	1,134	1,503
Loss on extinguishment of debt	(218)	-	-	-	-	-	103	(119)
Net realized gains on sales of available-for-sale securities	(612)	(652)	(642)	(635)	(680)	(656)	(1,310)	(2,068)
Share-based compensation	1,260	1,902	1,488	1,591	1,463	1,863	3,754	5,721
Loss (gain) on disposals of long-term assets	-	-	-	-	-	-	(7)	-
Change in fair value of contingent purchase consideration	-	-	-	-	-	-	-	-
Changes in operating assets and liabilities:								
Accounts receivable	888	(919)	(1,259)	(964)	(856)	2,261	4,512	4,490
Inventory	(62)	(50)	(58)	30	37	(24)	53	1,272
Prepaid expenses and other assets	1,070	(473)	(1,163)	(20)	(230)	(1,049)	(1,462)	(1,147)
Operating lease right-of-use assets	73	30	68	(98)	-	-	21	14
Accounts payable	874	(960)	(370)	77	47	903	232	729
Accrued expenses and other long-term obligations	(831)	(2,665)	807	806	(51)	(1,737)	(1,039)	(2,918)
Operating lease liabilities	(223)	(141)	(233)	(765)	(416)	(427)	(825)	(1,236)
Deferred revenue	2,811	(5,040)	1,749	(1,248)	6,549	(3,810)	(5,434)	(5,923)
Net cash provided by (used in) operating activities	7,065	(3,947)	2,228	1,325	9,782	1,996	5,151	10,924
Cash flows from investing activities:								
Business combination, net of cash acquired	-	-	-	-	-	-	-	(37,500)
Acquisition of intangible asset	(6,954)	(710)	(3,387)	(8,300)	(859)	(6,346)	(6,346)	(14,967)
Purchases of property and equipment	(220)	(240)	(135)	(171)	(146)	(192)	(393)	(515)
Software capitalization costs	(1,998)	(2,435)	(2,607)	(2,635)	(2,510)	(2,769)	(6,470)	(10,271)
Purchases of available-for-sale securities	(6,134)	(3,516)	(2,946)	(4,452)	(4,729)	(6,589)	(12,304)	(36,655)
Proceeds from sales and maturities of available-for-sale securities	3,957	2,406	6,211	4,708	7,197	3,266	7,699	21,738
Net cash used in investing activities	(11,349)	(4,495)	(2,864)	(10,850)	(1,047)	(12,630)	(17,814)	(78,170)
Cash flows from financing activities:								
Payments of finance lease principal	-	-	-	-	-	-	-	(5)
Proceeds from notes payable, net of issuance costs	-	-	-	-	4,995	-	57,982	57,982
Payments of notes payable	-	-	-	(420)	-	-	(5,000)	(5,000)
Debt extinguishment costs	218	-	-	-	-	-	(100)	(100)
Net proceeds from issuance of common stock	814	176	396	330	468	441	1,034	1,011
Capital raise fees	(80)	-	(46)	(1)	(85)	-	-	-
Payments made on amounts due for the acquisition of intangibles	(311)	(236)	-	(422)	(855)	(723)	(1,280)	(1,381)
Net change in client fund obligations	44,964	21,122	(49,347)	2,157	(274)	64,207	20,461	(45,506)
Net cash provided by (used in) financing activities	45,605	21,062	(48,997)	1,644	4,249	63,925	73,097	7,001
Net increase (decrease) in cash and cash equivalents	41,321	12,620	(49,633)	(7,881)	12,984	53,291	60,434	(60,245)
Cash and cash equivalents at beginning of period	136,301	177,622	190,242	140,609	132,728	145,712	145,712	145,712
Cash and cash equivalents at end of period	\$ 177,622	\$ 190,242	\$ 140,609	\$ 132,728	\$ 145,712	\$ 199,003	\$ 206,146	\$ 85,467

(\$ in thousands)

Non-GAAP Reconciliation (Unaudited, 1 of 2)

THREE MONTHS ENDED	Dec. 31, 2023	Mar. 31, 2024	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2024	Mar. 31, 2025	Jun. 30, 2025	Sep. 30, 2025
Revenue	\$ 26,264	\$ 31,652	\$ 28,044	\$ 29,304	\$ 30,792	\$ 34,854	\$ 30,124	\$ 36,252
GAAP to Non-GAAP Gross Profit								
Gross Profit	\$ 17,839	\$ 22,607	\$ 18,868	\$ 19,704	\$ 20,928	\$ 24,608	\$ 19,911	\$ 23,142
Gross Margin	67.9%	71.4%	67.3%	67.2%	68.0%	70.6%	66.1%	63.8%
Share-based Compensation	32	40	43	44	44	44	46	46
Depreciation	921	1,110	1,145	1,232	1,190	1,369	1,378	1,795
Amortization - intangibles	50	50	50	50	50	50	370	365
One-time expenses								
Settlements, penalties & interest	(6)	-	3	2	25	29	46	2
Acquisition and transaction costs	-	39	264	367	221	167	-	50
Other non-recurring expenses	-	-	-	-	84	-	106	1
Non-GAAP Gross Profit	\$ 18,836	\$ 23,846	\$ 20,373	\$ 21,399	\$ 22,542	\$ 26,267	\$ 21,857	\$ 25,401
Non-GAAP Gross Margin	71.7%	75.3%	72.6%	73.0%	73.2%	75.4%	72.6%	70.1%
GAAP to Non-GAAP Sales and Marketing Expense								
Sales and Marketing Expense	\$ 6,422	\$ 7,767	\$ 6,924	\$ 6,680	\$ 6,945	\$ 8,386	\$ 8,149	\$ 9,043
Share-based Compensation	180	243	237	269	251	322	332	323
Depreciation	1	1	-	1	-	1	1	1
One-time expenses								
Settlements, penalties & interest	6	18	5	(5)	78	51	40	57
Acquisition and transaction costs	-	11	37	68	9	30	30	68
Other non-recurring expenses	-	-	-	-	52	-	164	1,361
Non-GAAP Sales and Marketing Expense	\$ 6,235	\$ 7,494	\$ 6,645	\$ 6,347	\$ 6,555	\$ 7,982	\$ 7,582	\$ 7,233
GAAP to Non-GAAP General and Administrative Expense								
General and Administrative Expense	\$ 9,747	\$ 10,063	\$ 10,118	\$ 10,378	\$ 9,940	\$ 11,900	\$ 10,968	\$ 11,655
Share-based Compensation	980	1,535	1,122	1,187	1,081	1,407	1,419	1,499
Depreciation	225	251	256	264	269	244	261	254
One-time expenses								
Settlements, penalties & interest	284	98	304	377	142	492	365	449
Acquisition and transaction costs	51	57	245	371	282	491	812	427
Other non-recurring expenses	53	86	-	253	220	136	189	20
Non-GAAP General and Administrative Expense	\$ 8,154	\$ 8,036	\$ 8,191	\$ 7,926	\$ 7,946	\$ 9,130	\$ 7,922	\$ 9,006
GAAP to Non-GAAP Research and Development Expense								
Research and Development Expense	\$ 1,739	\$ 1,769	\$ 1,962	\$ 1,973	\$ 2,103	\$ 2,029	\$ 1,273	\$ 1,174
Share-based Compensation	69	85	86	90	87	90	94	99
Depreciation	-	-	-	-	-	1	(1)	1
One-time expenses								
Settlements, penalties & interest	-	31	27	-	21	9	33	17
Acquisition and transaction costs	-	147	369	195	153	91	-	-
Other non-recurring expenses	-	-	-	-	29	-	35	-
Non-GAAP Research and Development Expense	\$ 1,670	\$ 1,506	\$ 1,480	\$ 1,688	\$ 1,813	\$ 1,838	\$ 1,112	\$ 1,057

(\$ in thousands)

Non-GAAP Reconciliation (Unaudited, 2 of 2)



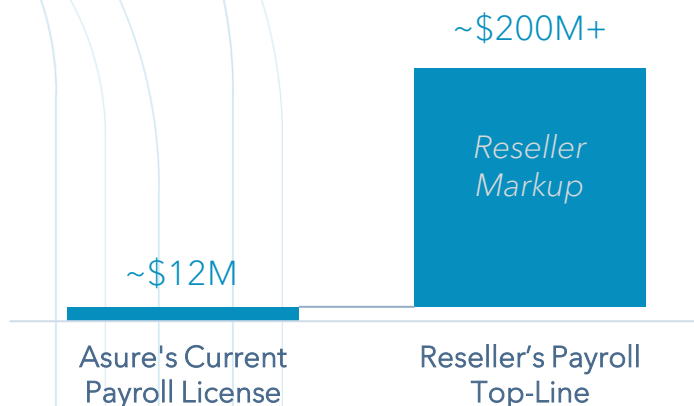
THREE MONTHS ENDED	Dec. 31, 2023	Mar. 31, 2024	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2024	Mar. 31, 2025	Jun. 30, 2025	Sep. 30, 2025
Revenue	\$ 26,264	\$ 31,652	\$ 28,044	\$ 29,304	\$ 30,792	\$ 34,854	\$ 30,124	\$ 36,252
GAAP Net income (loss) to Adjusted EBITDA								
GAAP Net income (loss)	\$ (3,582)	\$ (308)	\$ (4,360)	\$ (3,901)	\$ (3,204)	\$ (2,398)	\$ (6,123)	\$ (5,362)
Interest Expense & Other, Net	(24)	(156)	(53)	109	211	280	532	1,716
Taxes	(158)	33	231	170	499	291	843	367
Depreciation	1,148	1,361	1,402	1,497	1,460	1,614	1,640	2,050
Amortization - intangibles	3,743	3,499	4,096	4,345	4,482	4,358	4,543	5,132
EBITDA	\$ 1,127	\$ 4,429	\$ 1,316	\$ 2,220	\$ 3,448	\$ 4,145	\$ 1,435	\$ 3,903
EBITDA Margin	4.3%	14.0%	4.7%	7.6%	11.2%	11.9%	4.8%	10.8%
Share-based Compensation	1,260	1,902	1,488	1,591	1,463	1,863	1,891	1,967
One Time Expenses								
Settlements, penalties and interest	283	147	339	375	266	581	484	525
Acquisition and transaction costs	51	254	914	1,001	665	779	842	545
Other non-recurring expenses	53	86	-	253	385	136	494	1,382
Other expense (income), net	1	(10)	-	-	2	(188)	96	(220)
Adjusted EBITDA	\$ 2,775	\$ 6,808	\$ 4,057	\$ 5,440	\$ 6,229	\$ 7,316	\$ 5,242	\$ 8,102
Adjusted EBITDA Margin	10.6%	21.5%	14.5%	18.6%	20.2%	21.0%	17.4%	22.3%

(\$ in thousands)

Appendix

Enhanced Organic Modeling

Enhanced Organic | Modeling



200+ Resellers

- Reseller's top line is ~10 to 15x+ our license fees
- Highly accretive acquisitions
- Clients already use Asure's software
 - No data conversion
 - No software migration
 - No user retraining

Pre-Acquisition		
	Reseller	Asure
Direct Revenue	\$1M	
Reseller Revenue		\$.1M
Total Revenue	\$1M	\$.1M
Gross Profit	\$.6M	\$.07M
OPEX	\$.4M	\$.02M
Seller Discretion	\$.2M	n/a
Net Profit	\$0	\$.05M
Cash Flow	\$0	\$.05M

Acquire
Purchase Price ~2x Revenue
\$2M

Asure Post-Acquisition			
Year #1	Year #2	Year #3	Year #4
\$1M	\$1M	\$1M	\$1M
(\$.1M)	(\$.1M)	(\$.1M)	(\$.1M)
\$.9M	\$.9M	\$.9M	\$.9M
\$.6M	\$.6M	\$.6M	\$.6M
\$.1M	\$.1M	\$.1M	\$.1M
n/a	n/a	n/a	n/a
\$.5M	\$.5M	\$.5M	\$.5M
\$.5M	\$.5M	\$.5M	\$.5M
\$1.5M	\$1.0M	\$0.5M	\$0

Revenue grows
~10x recognizing
100% of topline

Highly profitable
accretive revenue

Cash generation;
Payback ~4 years

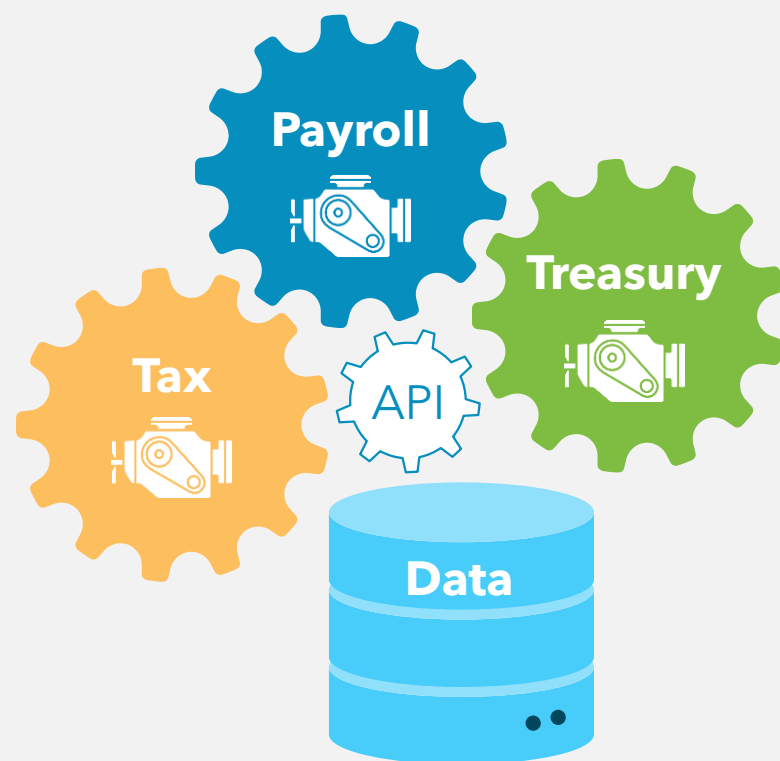
* This example is based on Asure's internal estimates, which is being provided to show how the acquisition of a reseller could affect Asure's financial results after the acquisition. This is an example only and should not be relied on as a predictor of Asure's financial results after an acquisition.

Appendix

Anatomy of Human Capital
Management (HCM) Business

Anatomy of Human Capital Management (HCM) Business

One Platform, Smartly Architected for Scale



Decoupled Platform Serves Multiple Markets



HCM DIRECT

Full-suite HCM software and services for small businesses from a single screen



HCM INDIRECT

Regional and vertical niche providers license one or all HCM components



MARKETPLACE

HCM platform stores demographic and transactional data that can enable third party solutions to offer valuable services to employers and employees



PAYROLL TAX DIRECT

Large, multi-state enterprises face the same payroll tax challenges as payroll companies



PAYROLL TAX INDIRECT

HCM software companies need tax and treasury tools to compete against ADP and Paychex

Anatomy of Human Capital Management (HCM) Business

Payroll & HR Engine



Recruiting

Automate job-board reach to win the war for talent



Payroll & HR

Businesses manage payroll, benefits, and HR



Self-Service

Employees manage data, time, paystubs, W2, etc.



On-Demand Pay

Earned wage access, FDIC account, Visa Debit Card



Payroll Processing

Calc gross pay, taxes, deductions, and net pay

Time & Attendance

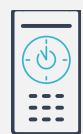
Captures time, tracks accruals, sends hours & labor allocation to payroll



Computer



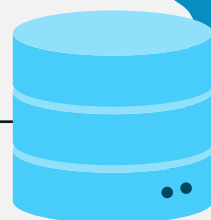
Mobile



Clock



Biometric

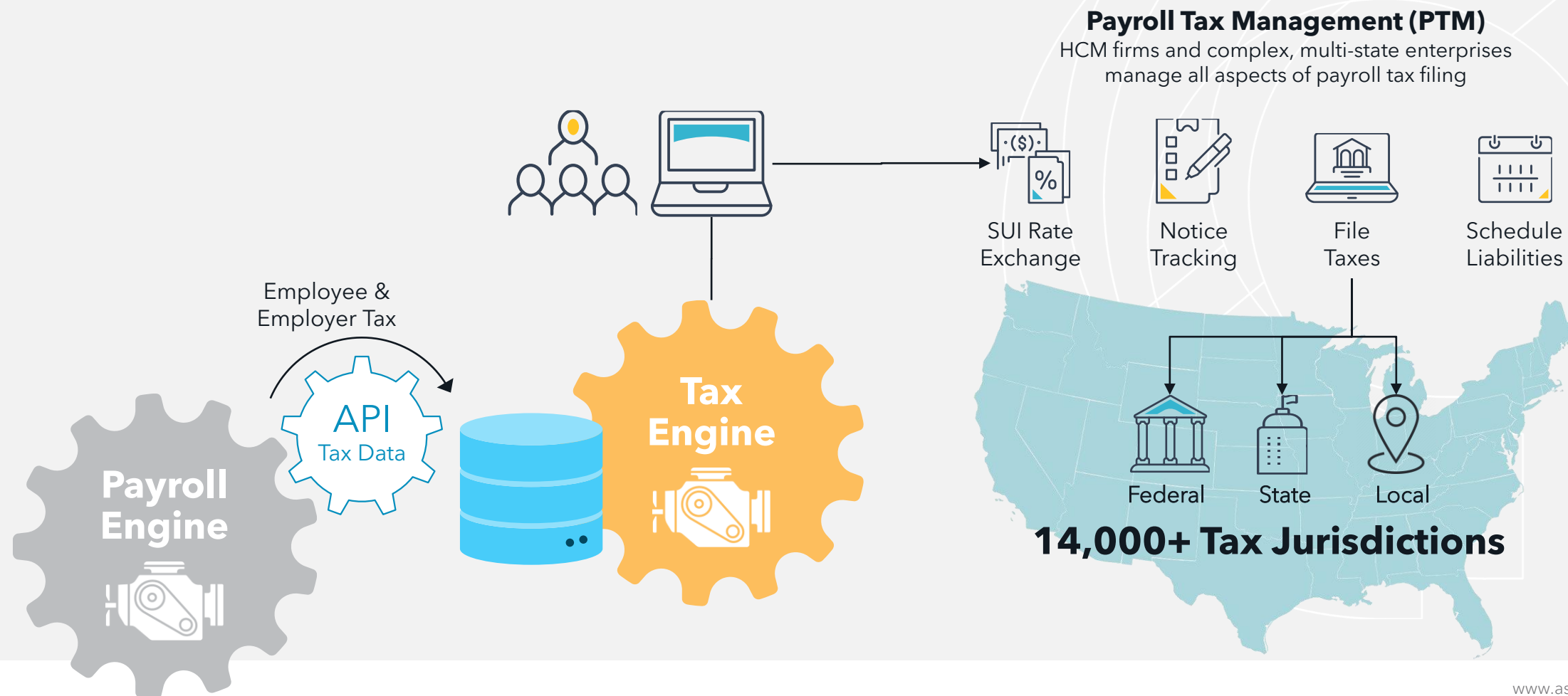


Payroll Engine

PAY SLIP						Pay Period: __/__/__	
GROSS PAY	CURRENT	YTD	TAXES	CURRENT	YTD		
Salary	-----	-----	Federal Income Tax	-----	-----		
Rate	-----	-----	State Income Tax	-----	-----		
Reg Hours	-----	-----	Social Security	-----	-----		
OT Hours	-----	-----	Medicare	-----	-----		
			Local Tax	-----	-----		
DEDUCTIONS	CURRENT	YTD					
Insurance	-----	-----					
401k	-----	-----					
Child Support	-----	-----					
SUMMARY	CURRENT	YTD	NET PAY	CURRENT	YTD		
Total Pay	-----	-----	Checking	-----	-----		
Taxes	-----	-----	Savings	-----	-----		
Deductions	-----	-----	529 Plan	-----	-----		
Net Pay	-----	-----					

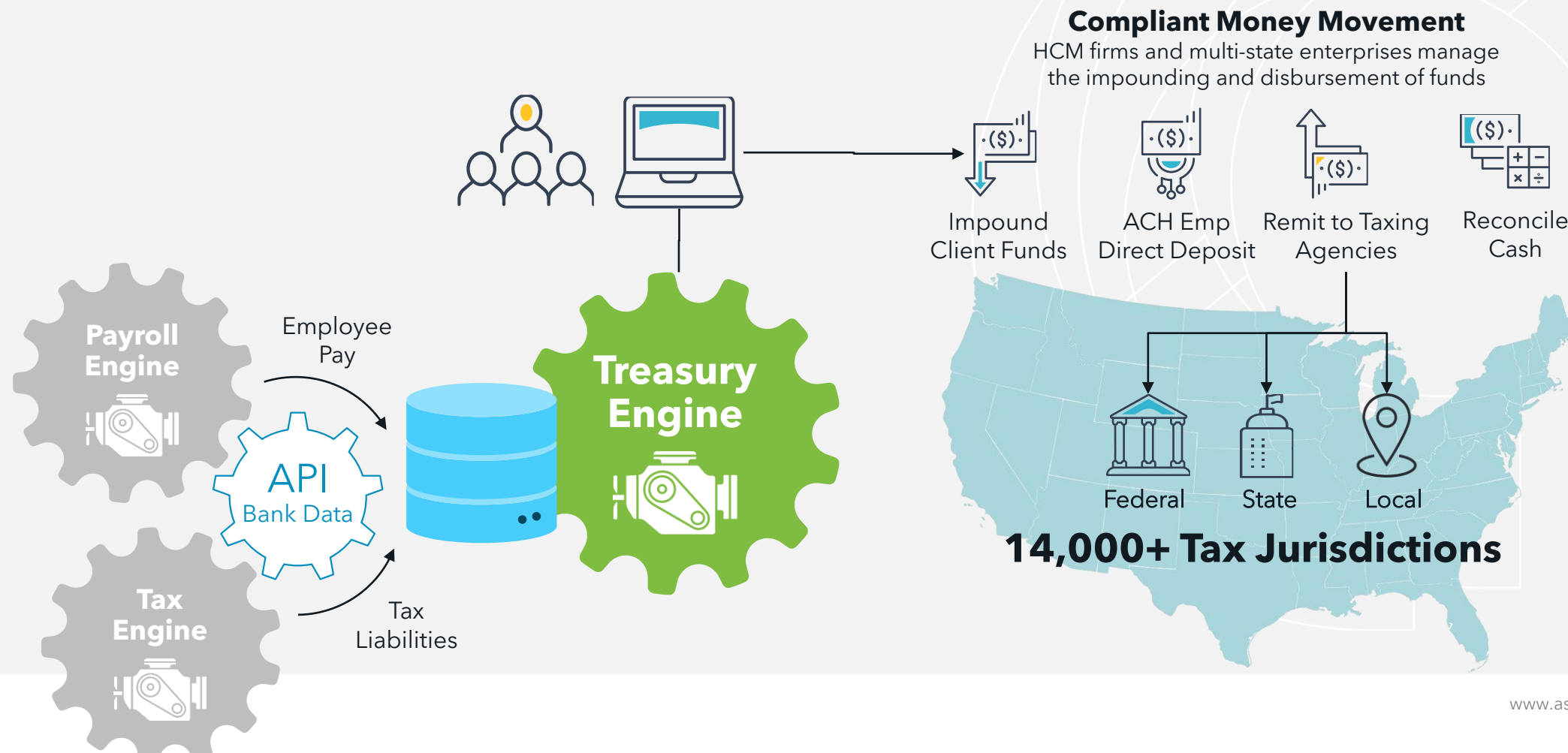
Anatomy of HCM Business

Tax Engine



Anatomy of HCM Business

Treasury Engine



Anatomy of HCM Business

Marketplace | Monetizing HCM Data



Today's Data Set

>100k Employers
2M+ Employees

